

PETITION FOR SPECIAL ASSESSMENTS FOR SPECIAL ENERGY IMPROVEMENT PROJECTS

A PETITION TO THE COUNCIL OF THE CITY OF TOLEDO SEEKING THE IMPOSITION OF SPECIAL ASSESSMENTS TO PAY THE COSTS OF VARIOUS SPECIAL ENERGY IMPROVEMENT PROJECTS AGAINST PROPERTY OWNED BY THE PETITIONER AND SPECIALLY BENEFITED THEREBY, INCLUDING A WAIVER OF ALL RIGHTS TO NOTICES, HEARINGS AND APPEALS RESPECTING THE REQUESTED SPECIAL ASSESSMENTS

To the Council of the City of Toledo, Lucas County, Ohio:

The City of Toledo (the "Petitioner") is the owner of 100% of the property described on **Exhibit A** attached hereto (the "Property"). The Petitioner has executed an Energy Project Agreement which appoints the Chairperson of the Northwest Ohio Advanced Energy Improvement District ("the Energy Corporation"), an Ohio nonprofit corporation formed to govern the Toledo, Oregon, Maumee, Northwood, Perrysburg, Sylvania, Whitehouse, Township of Monclova, Township of Springfield, Township of Swanton, Township of Sylvania, Ohio, Advanced Energy Improvement District (the "District") created within the boundaries of the City of Toledo, City of Oregon, City of Maumee, City of Northwood, City of Perrysburg, City of Sylvania, Village of Whitehouse, Township of Monclova, Township of Springfield, Township of Swanton, and Township of Sylvania, Ohio for the purpose of developing and implementing special energy improvement projects as defined in Section 1710.01(I) of the Revised Code, as the attorney-in-fact and agent for the Petitioner with the authority to act on behalf of the Petitioner in the special assessment process. A copy of the Energy Project Agreement is attached to this Petition as **Exhibit C**.

The Board of Directors of the Energy Corporation has approved initial and amended plans for special energy improvement projects in the District (the "Current Comprehensive Plan"), pursuant to which the Energy Corporation has caused special energy improvement projects to be provided from time to time. In accordance with Chapter 1710 of the Revised Code and the Current Comprehensive Plan, the Current Comprehensive Plan may be amended from time to time to provide for additional special energy improvement projects, and the District may be enlarged from time to time to include additional property so long as at least one special energy improvement project is designated for each parcel of real property within the additional territory added to the District.

The Board of Directors of the Energy Corporation has reviewed the plans for the special energy improvement projects described on **Exhibit B** attached hereto as (the "Project" or the "City of Toledo – Imagination Station Energy Improvement Project") proposed to be constructed or installed on the Property and related and supporting materials and, subject to an approval by the City Council of an expansion of the District to include the Property, has approved an amendment of the Current Comprehensive Plan to include provision for the Project.

As required by Section 1710.06 of the Revised Code, the Petitioner, as the owner of Property, being 100% of the area proposed to be added to the District and 100% of the area proposed to be assessed for the Project, hereby (a) petitions the City Council to (i) approve the addition of the Property to the District and (ii) approve an amendment to the Current Comprehensive Plan to include the Project and (b) requests that (i) the Project be undertaken by the District and (ii) the total cost of the Project be assessed on the Property in proportion to the special benefits that will result from the Project.

In connection with this Petition and in furtherance of the purposes hereof, the Petitioner acknowledges that it has reviewed or caused to be reviewed (i) the Current Comprehensive Plan, (ii) the plans, specifications and profiles for the Project, (iii) the estimate of cost for the Project included in **Exhibit B** and (iii) the schedule of estimated special assessments to be levied for the Project also included in **Exhibit B**. The Petitioner acknowledges that the estimated special assessment for the parcel is in proportion to the benefits that may result from the Project.

Accordingly, the Petitioner hereby petitions for the construction of the Project identified in this Petition and the attached **Exhibit B**, as authorized under Revised Code Chapter 1710, and for the imposition of the special assessments identified herein and authorized under Revised Code Chapters 727 and 1710 (“the Special Assessments”) to pay the costs thereof.

In consideration of the Council’s acceptance of this Petition and the imposition of the requested Special Assessments, the Petitioner consents and agrees that the Property as identified in **Exhibit A** shall be assessed for all of the costs of the Project, including any and all architectural, engineering, legal, insurance, consulting, energy auditing, planning, acquisition, installation, construction, survey, testing and inspection costs, the amount of any damages resulting from the Project and the interest thereon, the costs incurred in connection with the preparation, levy and collection of the special assessments, the cost of purchasing and otherwise acquiring any real estate or interests therein, expenses of legal services, costs of labor and material, trustee fees and other financing costs incurred in connection with the issuance, sale and servicing of securities issued by the Toledo-Lucas County Port Authority (the “Port Authority”) or the Energy Corporation to provide a loan to the Petitioner to pay costs of the Project in anticipation of its receipt of the special assessments, capitalized interest on, and financing reserve funds for, such securities issued by the Port Authority and the Port Authority program administration fee, together with all other necessary expenditures. The Petitioner agrees to pay the Special Assessments in a timely manner whether or not the Petitioner receives annual and timely notices of the Special Assessments.

The Petitioner further acknowledges and confirms that the Special Assessments set forth herein and in **Exhibit B** are in proportion to, and do not exceed, the special benefits to be conferred on the Property by the Project identified herein. The Petitioner further consents to the levying of the assessments therefore against the Property by the Council. The Petitioner acknowledges that these Special Assessments are fair, just and equitable and being imposed at the specific request of the Petitioner.

The Petitioner hereby waives notice and publication of all resolutions, legal notices and hearings provided for in the Ohio Revised Code with respect to the Project and the Special

Assessments, particularly those in Chapter 727 and 1710 of the Revised Code and consents to proceeding with the Project. Without limiting the foregoing, the Petitioner specifically waives any notices and rights under the following Revised Code Sections:

- The right to notice of the adoption of the Resolution of Necessity under Sections 727.13 and .14;
- The right to limit the amount of the Special Assessment und Sections 727.03 and 727.06;
- The right to file an objection to the Special Assessment under Section 727.15;
- The right to the establishment of, and any proceedings by and any notice from an Assessment Equalization Board under Sections 727.16 and .17;
- The right to file any claim for damages under Sections 727.18 through 727.22 and Section 727.43;
- The right to notice that bids or quotations for the Special Energy Improvements may exceed estimates by 15%;
- The right to seek a deferral of payments of Special Assessments under Section 727.251; and
- The right to notice of the passage of the Assessing Ordinance under Section 727.26.

The Petitioner consents to immediately proceeding with all actions necessary to acquire, install and construct the Project and impose the Special Assessments.

The Petitioner further agrees not to take any actions, or cause to be taken any actions, to place any of the Property in an agricultural district as provided for in Chapter 929 of the Revised Code, and if any of the Property is in an agricultural district, the Petitioner, in accordance with Section 929.03 of the Revised Code, hereby grants permission to collect any assessments levied against such Property.

The Petitioner acknowledges that the Special Assessments set forth herein and, in the Exhibits, hereto are based upon an estimate of costs, and that the final Special Assessments shall be calculated in the same manner, which, regardless of any statutory limitation thereon, may be more or less than the respective estimated assessments for the Project. In the event the final assessments exceed the estimated assessments, the Petitioner, without limitation of the other waivers contained herein, also waives any rights it may now or in the future have to object to those assessments, any notice provided for in Chapters 727 and 1710 of the Revised Code, and any rights of appeal provided for in such Chapters or otherwise. The Petitioner further acknowledges and represents that the respective final assessments may be levied at such time as determined by the City and regardless of whether or not any of the parts or portions of the Project have been completed.

The Petitioner further acknowledges that the final assessments for the City of Toledo – Imagination Station Project, when levied against the Property, will be payable in cash within thirty (30) days from the date of passage of the ordinance confirming and levying the final assessments and that if any of such assessments are not paid in cash they will be certified to the Auditor of the County, as provided by law, to be placed on the tax list and duplicate and collected as other taxes are collected, or collected by the City Treasurer as the City may elect. The Petitioner requests that the unpaid final assessments for the Project be payable in Twenty-Eight (28) semi-annual

installments, together with interest at the same rate as shall be borne by any bonds or other securities which may be issued in anticipation of the collection of all or a portion of any such final assessments.

The Petitioner further waives any and all questions as to the constitutionality of the laws under which the Project shall be acquired, installed or constructed or the proceedings relating thereto, the jurisdiction of the City acting in connection therewith, all irregularities, errors and defects, if any, procedural or otherwise, in the levying of the assessments or the undertaking of the Special Energy Improvements, and specifically waives any and all rights of appeal, including any right of appeal as provided in Ohio Revised Code, Title 7, and specifically but without limitation, Chapters 727 and 1710 of the Revised Code, as well as all such similar rights under the Constitution of the State of Ohio, the Charter of the City of Toledo and the Toledo Municipal Code. The Petitioner represents that it will not contest, in a judicial or administrative proceeding, the undertaking of the Special Energy Improvements, the estimated assessments, the final assessments and any Special Assessments levied against the Property for the Special Energy Improvements, or any other matters related to the foregoing.

The Petitioner acknowledges and understands that the City, the Energy Corporation (a/k/a the Energy Special Improvement District created under Revised Code Chapter 1710), and the Toledo-Lucas County Port Authority all will be relying upon this petition in taking actions pursuant thereto and expending resources. Therefore this petition shall be irrevocable and shall be binding upon the Petitioner, any successors or assigns thereof, the Property, and any grantees, mortgagees, lessees, or transferees thereof. The Petitioner acknowledges that it has had an opportunity to be represented by legal counsel in this undertaking and has knowingly waived the rights identified herein.

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IN WITNESS WHEREOF, the City of Toledo, has caused this petition to be executed by Wade Kapszukiewicz in his official capacity as Mayor, on July ___, 2020.

City of Toledo

By: Wade Kapszukiewicz
Name: Wade Kapszukiewicz
Mayor, City of Toledo

Approved to Content

Brandon Senenast
Department of Economic Development
7-27-2020

Approved to Form

[Signature]
Department of Law

STATE OF OHIO)
) SS:
COUNTY OF LUCAS)

On the 31st day of July, 2020, before me, a Notary Public, in and for said County and State, personally appeared, Wade Kapszukiewicz, Mayor of the City of Toledo, who affirmed that pursuant to due authorization he executed the within and foregoing instrument for and on behalf of the City of Toledo, in his official capacity, and that the same was his free act and deed as Mayor of the City of Toledo.

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

Marquita H. Chong
Notary Public



MARQUITA CHONG
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES 09-21-2021

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

Situated in the City of Toledo, County of Lucas, State of Ohio, described as follows:

PARCEL 1: (Tax Parcel No. 14-55959):

A parcel of land being part of Lot 2 in Seagate, a Subdivision in the City of Toledo, Lucas County, Ohio, said parcel of land being bounded are described as follows:

Commencing at the point of intersection of the centerline of Adams Street, with the centerline of Summit Street;

Thence in a Northeasterly direction along the said centerline of Summit Street, having an assumed bearing of North forty- one (41) degrees, fifty-four (54) minutes, eleven (11) seconds East, a distance of thirty-three and one hundredths (33.01) feet to the intersection of the Northwesterly extension of the Southwesterly lot line of said Lot 2 in Seagate;

Thence South forty-eight (48) degrees, six (06) minutes, thirty-five (35) seconds East along the said Northwesterly extension of the Southwesterly lot line of Lot 2 in Seagate, a distance of seventy-five and zero hundredths (75.00) feet to the intersection of a line drawn seventy-five and zero hundredths (75.00) feet Southeasterly of and parallel with the said centerline of Summit Street, said point of intersection being the True Point of Beginning;

Thence North forty-one (41) degrees, fifty-four (54) minutes, eleven (11) seconds East along said line drawn seventy-five and zero hundredths (75.00) feet Southeasterly of and parallel with the centerline of Summit Street, a distance of one hundred four and eighty-two hundredths (104.82) feet to a turning point;

Thence South forty-eight (48) degrees, eight (08) minutes, four (04) seconds East along a line, a distance of seventy and seventy-six hundredths (70.76) feet to a turning point;

Thence North eighty-six (86) degrees, fifty-one (51) minutes, fifty-six (56) seconds East along a line, a distance of twenty-three and twenty-three hundredths (23.23) feet to a turning point;

Thence North forty-one (41) degrees, fifty-one (51) minutes, fifty-six (56)seconds East along a line, a distance of thirty- six and seven hundredths (36.07) feet to a turning point;

Thence South forty-eight (48) degrees, eight (08) minutes, four (04) seconds East along a line, a distance of one hundred sixty-five and two hundredths (165.02) feet to the intersection of a line drawn thirty-three and zero hundredths (33.00) feet Northwesterly of and parallel with the centerline of the vacated portion of Water Street, said vacated portion of Water Street recorded in City of Toledo Ordinance 196-83, dated March 8, 1983;

Thence South fifty-four (54) degrees, forty-four (44) minutes, fourteen (14) seconds West along said line drawn thirty- three and zero hundredths (33.00) feet Northwesterly of and parallel with the said centerline of the vacated portion of Water Street, a distance of one hundred fifty-five and seventy-nine hundredths (155.79) feet to an angle point in said line drawn thirty-three and zero hundredths (33.00) feet Northwesterly of and parallel with the centerline of the vacated portion of Water Street;

Thence South forty-eight (48) degrees, forty-nine (49) minutes, eighteen (18) seconds West along said line drawn thirty-three and zero hundredths (33.00) feet Northwesterly of and parallel with the centerline of Water Street, a distance of five and fifty-seven hundredths (5.57) feet to the intersection of the Southwesterly lot line of said Lot 2 in Seagate;

Thence North forty-eight (48) degrees, six (06) minutes, thirty-five (35) seconds West along said Southwesterly lot line of Lot 2 in Seagate, a distance of two hundred sixteen and eighty-nine hundredths (216.89) feet to the True Point of Beginning.

Said parcel of land containing an area of 32,421 square feet, or 0.744 acre of land, more or less.

PARCEL 2 (Tax Parcel No. 12-25307)

A parcel of land being part of Lots 930 through 936 in Port Lawrence Division and part of the vacated portion of Water Street, all being in the City of Toledo, Lucas County, Ohio, said parcel of land being bounded and described as follows:

Commencing at the point of intersection of the centerline of the centerline of Adams Street, with the centerline of Summit Street;

Thence in a Northeasterly direction along the said centerline of Summit Street, being an assumed bearing of North forty- one (41) degrees, fifty-four (54) minutes, eleven (11) seconds East, a distance of thirty-three and one hundredths (33.01) feet to the intersection of the Northwesterly extension of the Southwesterly lot line of Lot 2 in Seagate;

Thence South forty-eight (48) degrees, six (06) minutes, thirty-five (35) seconds East along said Northwesterly extension of the Southwesterly lot line of Lot 2 in Seagate and along said Southwesterly lot line of Lot 2 in Seagate, a distance of two hundred ninety-one and eighty-nine hundredths (291.89) feet to the intersection of a line drawn thirty-three and zero hundredths (33.00) Northwesterly of and parallel with the centerline of Water Street, said point of intersection being the True Point of Beginning;

Thence North forty-eight (48) degrees, forty-nine (49) minutes, eighteen (18) seconds East along said line drawn thirty- three and zero hundredths (33.00) feet Northwesterly of and parallel with the centerline of Water Street, a distance of five and fifty-seven hundredths (5.57) feet to the intersection of a line drawn thirty-three and zero hundredths (33.00) feet Northwesterly of and parallel with the centerline of said vacated portion of Water Street said vacated portion of Water Street recorded in City of Toledo Ordinance No. 196-83, dated March 8, 1983;

Thence North fifty-four (54) degrees, forty-four (44) minutes, fourteen (14) seconds East along said line drawn thirty- three and zero hundredths (33.00) feet Northwesterly of and parallel with the centerline of the vacated portion of Water Street, a distance of one hundred fifty-five and seventy-nine hundredths (155.79) feet to a point;

Thence South forty-eight (48) degrees, eight (08) minutes, four (04) seconds East along a line, a distance of twenty-four and seventy-seven hundredths (24.77) feet to a point;

Thence North eighty-six (86) degrees, fifty-one (51) minutes, fifty-six (56) seconds East along a line, a distance of sixty- nine and eighty-three hundredths (69.83) feet to a point;

Thence North forty-one (41) degrees, fifty-one (51) minutes, fifty-six (56) seconds East along a line, a distance of seven and seven hundredths (7.07) feet to a point;

Thence North eighty-six (86) degrees, fifty-one (51) minutes, fifty-six (56) seconds East along a line, a distance of sixteen and ninety-seven hundredths (16.97) feet to a point;

Thence South forty-eight (48) degrees, eight (08) minutes, four (04) seconds East along a line, a distance of forty-five and zero hundredths (45.00) feet to a point;

Thence South three (03) degrees, eight (08) minutes, four (04) seconds East along a line, a distance of seventy and zero hundredths (70.00) feet to a point;

Thence South forty-one (41) degrees, fifty-one (51) minutes, fifty-six (56) seconds West along a line, a distance of seventy-one and eighty-five hundredths (71.85) feet to the intersection of the Southeasterly line of the recorded Subdivision Plat of Port Lawrence Division;

Thence South fifty-four (54) degrees, forty-four (44) minutes, fifty-nine (59) seconds West along said Southeasterly line of the recorded Subdivision Plat of Port Lawrence Division, a distance of ninety-one and thirty-nine hundredths (91.39) feet to a point;

Thence South eighty-six (86) degrees, fifty-one (51) minutes, fifty-six (56) seconds West along a line, a distance of twenty-one and ninety-two hundredths (21.92) feet to the intersection of the Southeasterly extension of said Southwesterly lot line of Lot 2 in Seagate, said Southeasterly extension of the Southwesterly lot line of Lot 2 in Seagate also being a line drawn thirty-three and zero hundredths (33.00) feet Northeasterly of and parallel with the centerline of Adams Street;

Thence North forty-eight (48) degrees, six (06) minutes, thirty-five (35) seconds West along said Southeasterly extension of the Southwesterly lot line of Lot 2 in Seagate, a distance of one hundred eighty and fifteen hundredths (180.15) feet to the True Point of Beginning.

Said parcel of land containing an area of 37,142 square feet, or 0.853 acre of land, more or less.

TOGETHER with that part of vacated Adams Street adjoining;

AND ALSO TOGETHER with the North 1/2 of vacated Water Street adjoining.

PARCELS 1 AND 2 ARE ALSO DESCRIBED AS FOLLOWS:

A parcel of land being part of Lot number two (2) in Seagate, part of Lots numbers nine hundred thirty (930) through nine hundred thirty-six (936) in Port Lawrence Division and also part of Water Street, all being located in the City of Toledo, Lucas County, Ohio, said parcel of land being bounded and described as follows:

Commencing at the point of intersection of the centerline of Adams Street, with the centerline of Summit Street;

Thence in a Northeasterly direction along the said centerline of Summit Street, having an assumed bearing of North forty- one (41) degrees, fifty-four (54) minutes, eleven (11) seconds East, a distance of thirty-three and one hundredths (33.01) feet to the intersection of the Northwesterly extension of the Southwesterly lot line of said Lot number two (2) in Seagate;

Thence South forty-eight (48) degrees, six (06) minutes, thirty-five (35) seconds East along the said Northwesterly extension of the Southwesterly lot line of Lot number two (2) in Seagate, a distance of seventy-five and zero hundredths (75.00) feet to the intersection of a line drawn seventy-five and zero hundredths (75.00) feet Southeasterly of and parallel with the said centerline of Summit Street, said point of intersection being the True Point of Beginning;

Thence North forty-one (41) degrees, fifty-four (54) minutes, eleven (11) seconds East along said line drawn seventy-five and zero hundredths (75.00) feet Southeasterly of and parallel with the centerline of Summit Street, a distance of one hundred four and eighty-two hundredths (104.82) feet to a turning point;

Thence South forty-eight (48) degrees, eight (08) minutes, four (04) seconds East along a line, a distance of seventy and seventy-six hundredths (70.76) feet to a turning point;

Thence North eighty-six (86) degrees, fifty-one (51) minutes, fifty-six (56) seconds East along a line, a distance of twenty-three and twenty-three hundredths (23.23) feet to a turning point;

Thence North forty-one (41) degrees, fifty-one (51) minutes, fifty-six (56) seconds East along a line, a distance of thirty- six and seven hundredths (36.07) feet to a turning point;

Thence South forty-eight (48) degrees, eight (08) minutes, four (04) seconds East along a line, a distance of one hundred eighty-nine and seventy-nine hundredths (189.79) feet to a turning point;

Thence North eighty-six (86) degrees, fifty-one (51) minutes, fifty-six (56) seconds East along a line, a distance of sixty- nine and eighty-three hundredths (69.83) feet to a turning point;

Thence North forty-one (41) degrees, fifty-one (51) minutes, fifty-six (56) seconds East along a line, a distance of seven and seven hundredths (7.07) feet to a turning point;

Thence North eighty-six (86) degrees, fifty-one (51) minutes, fifty-six (56) seconds East along a line, a distance of sixteen and ninety-seven hundredths (16.97) feet to a turning point;

Thence South forty-eight (48) degrees, eight (08) minutes, four (04) seconds East along a line, a distance of forty-five and zero hundredths (45.00) feet to a turning point;

Thence South three (03) degrees, eight (08) minutes, four (04) seconds East along a line, a distance of seventy and zero hundredths (70.00) feet to a turning point;

Thence South forty-one (41) degrees, fifty-one (51) minutes, fifty-six (56) seconds West along a line, a distance of seventy-one and eighty-five hundredths (71.85) feet to the intersection of the Southeasterly line of the recorded Subdivision Plat of said Port Lawrence Division;

Thence South fifty-four (54) degrees, forty-four (44) minutes, fifty-nine (59) seconds West along said Southeasterly line of the recorded Subdivision Plat of Port Lawrence Division, a distance of ninety-one and thirty-nine hundredths (91.39) feet to a turning point;

Thence South eighty-six (86) degrees, fifty-one (51) minutes, fifty-six (56) seconds West along a line, a distance of twenty-one and ninety-two hundredths (21.92) feet to the intersection of the Southeasterly extension of said Southwesterly lot line of Lot number two (2) in Seagate, said Southeasterly extension of the Southwesterly lot line of Lot number two (2) in Seagate, also being a line drawn thirty-three and zero hundredths (33.00) feet Northeasterly of and parallel with the centerline of Adams Street;

Thence North forty-eight (48) degrees, six (06) minutes, thirty-five (35) seconds West along the said Southeasterly extension of the Southwesterly lot line of Lot number two (2) in Seagate and along said Southwesterly lot line of Lot number two (2) in Seagate, a distance of three hundred ninety-seven and four hundredths (397.04) feet to the True Point of Beginning.

The above described parcel of land contains an area of sixty-nine thousand five hundred sixty-three (69,563) square feet, or one and five hundred ninety-seven thousandths (1.597) acres of land, more or less.

TOGETHER with that part of vacated Adams Street adjoining;

AND ALSO TOGETHER with the North 1/2 of vacated Water Street adjoining.

Parcels No. 14-55959 and 12-25307

EXHIBIT B

Project Plan for the City of Toledo – Imagination Station Project

The real property owned by the City of Toledo, the legal description of the property is set forth on the attached Exhibit A, will be subject to special assessments for energy improvements in accordance with Revised Code Chapter 1710.

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

1. Air Handling Units
2. LED Lighting
3. Roofing & Insulation

Total project cost: \$1,374,900.00

Total cost including financing and other charges: \$1,626,969.70

Total assessment payments to be collected: \$2,167,474.68

Estimated Annual assessment payment: \$154,819.62

Estimated semi-annual special assessments for 14 years*: \$77,409.81

Number of semi-annual installments: 28

First annual installment due: January 31, 2021

**Note: Lucas County will add 1% processing charge to the annual assessment amount.*

County Taxable Year	Total Annual Assessment Parcel 12-25307	Total Annual Assessment Parcel 14-55959	Year Payments Are Due	1st Half (Due 1/31) Parcel 12-25307	1st Half (Due 1/31) Parcel 14-55959	2nd Half (Due 7/31) Parcel 12-25307	2nd Half (Due 7/31) Parcel 14-55959
2020	\$30,963.92	\$123,855.70	2021	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
2021	\$30,963.92	\$123,855.70	2022	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
2022	\$30,963.92	\$123,855.70	2023	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
2023	\$30,963.92	\$123,855.70	2024	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
2024	\$30,963.92	\$123,855.70	2025	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
2025	\$30,963.92	\$123,855.70	2026	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
2026	\$30,963.92	\$123,855.70	2027	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
2027	\$30,963.92	\$123,855.70	2028	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
2028	\$30,963.92	\$123,855.70	2029	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
2029	\$30,963.92	\$123,855.70	2030	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
2030	\$30,963.92	\$123,855.70	2031	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
2031	\$30,963.92	\$123,855.70	2032	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
2032	\$30,963.92	\$123,855.70	2033	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
2033	\$30,963.92	\$123,855.70	2034	\$15,481.96	\$61,927.85	\$15,481.96	\$61,927.85
Total Assessment	\$433,494.88	\$1,733,979.80					

Pursuant to Ohio Revised Code Chapter 323, the Assessment Payment Dates identified in this Exhibit B to the Plan are subject to adjustment by the Lucas County Fiscal Officer under certain conditions. The County Fiscal Officer of Lucas County, Ohio may impose a special assessment collection fee with respect to each Semiannual Assessment payment. If imposed, this special assessment collection fee will be added by the County Fiscal Officer of Lucas County, Ohio to each Semiannual Assessment payment.

EXHIBIT C

ENERGY PROJECT AGREEMENT

(See Attached)

CITY OF TOLEDO
CONTRACT APPROVAL SIGN-OFF SHEET

Name: Northwest Ohio Advanced Energy Improvement District
 Address: 1 Maritime Plaza, Suite 7
 City, State, Zip: Toledo, Ohio 43604

Toledo/Lucas/Wood/Fulton Address (If different than above): _____

Is this award to an MBE/WBE concern?: YES NO N/A - PROPERTY OWNER

If No, % Minority Employees: _____ and % Female Employees: _____

Contract Caption: Quit Claim Deed

Amount: \$ N/A Ordinance No.: 206-19/233-20 Contract No.: N/A

Dept./Div.: Economic Development Contact: Brandon Sehlhorst Phone No.: ext. 1692

Bid? YES NO Number of Bidders: _____ Number of MBE/WBE Bidders: _____

Low Bid? YES NO Did local preference ordinance determine low bid? YES NO

Comments: Attached are closing documents related to the loan from the Toledo-Lucas County Port Authority's BetterBuilding's Program for energy efficiency improvements for the city-owned building leased to Imagination Station. Attached for signature is (1) a Petition for Special Improvements for Special Energy Improvement Projects, (2) an Energy Project Agreement, and (3) a Signature Card.

DATE IN	SIGNATURES	DATE OUT
<u>7-27-2020</u>	<u>Brandon Sehlhorst</u> Originating Department/Division	<u>7-29-2020</u>
_____	N/A Purchasing	_____
_____	N/A Contract Compliance	_____
_____	N/A Finance	_____
_____	N/A Taxation	_____
<u>7/30/20</u>	<u>[Signature]</u> Purchasing	<u>7/30/20</u>
<u>7-31-20</u>	<u>Wade Kapszycki</u> Mayor	<u>7-31-20</u>

Bid Opening: _____ Bid Recommendation: _____

Contract Sent to Vendor: _____ Contract Returned From Vendor: _____

After signing, please HAND-DELIVER to office of next required signer.

ORD. 206-19

Authorizing the Mayor to execute an amendment to and assignment and assumption of the city's current Imagination Station property lease to Ohio Facilities Construction Commission to the Toledo Science Center and to consent to termination of the Management Agreement between Toledo Science Center and Ohio Facilities Construction Commission; authorizing sublease and sub-sublease agreements between the Toledo Science Center and IST Theatre, LLC; authorizing the Mayor to execute an amendment to the deed of service facility easements recorded in the Lucas County records as Instrument Nos. 83-235A11; authorizing the Mayor to enter into an indemnity agreement with the IST Theatre, LLC related to project improvements; waiving TMC Sec. 187.19 competitive bid requirements pertaining to city property; authorizing the Mayor to execute and deliver a petition and other needed instruments with the Northwest Ohio Advanced Energy Improvement District for the purpose of providing qualifying energy improvements for city-owned Imagination Station property; authorizing the Mayor to take other actions as necessary to consummate the approved transactions; and declaring an emergency.

SUMMARY & BACKGROUND:

The Imagination Station (the Toledo Science Center) is working with private funders and the Ohio Facilities Construction Commission to construct an approximately 8,200 sq. ft addition to the existing Imagination Station facility for the development of an approximately 300-seat large format digital theatre and additional retail or exhibit space. The Theatre will have a 58 foot screen with the ability to play traditional and 3D films. The site plan for the addition to the building has been approved by the Toledo Plan Commission.

The City is the owner of the Imagination Station Property. The City's current lease is with the Ohio Facilities Construction Commission as successor in interest to the Ohio Cultural Facilities Commission and Ohio Arts Facilities Commission (the "Commission") who in turn has a management agreement with the Toledo Science Center. The current lease runs until 2033. However, the Commission has determined that as the bonds previously issued by the Commission for improvements to the Imagination Station have been paid off, they are prepared to assign the lease to the Toledo Science Center and terminate the management agreement. The Commission will not require a real property interest for any additional funding anticipated for the expansion project.

Under the existing lease and management agreements, the Toledo Science Center has maintained the Imagination Station facility, paid for improvements and all operating costs for the Science Center. The City's sole responsibility has been for connecting concourse maintenance and the provision of real property insurance as a city-owned building. The administration recommends that to assist this project and the improvement of the overall Imagination Station property, that the city agree to pay an assessment on the property for energy improvements to be made to the facility and financing through the Northwest Ohio Advanced Energy Improvement District in a total amount not to exceed \$400,000. Additional approval of assessments at some point in the future by Council will be necessary to effectuate this.

In order to allow the project to move forward a number of agreements and/or amendments to existing agreements are necessary, including an assignment, assumption and amendment of the existing lease, amendment of the Concourse agreement, sub-lease and sub-sub

lease agreements and amendment to deed of service facility easements, and an indemnity agreement for the benefit of the City.

In addition to the assignment, the lease amendment will extend the current lease for an additional 30 years from the date of issuance of the occupancy permit for the Theatre project, acknowledgement of the intent to sublease the Theatre project area of the Imagination Station to IST Theatre, LLC to facilitate financing and construction, with a sub-sublease back to the Science Center for management and operation of the completed facility. The lease will also include a license for the Toledo Science Center to use the office space within the adjacent city-owned concourse area (former Citifest offices) and license to use the city-owned portion of the access are adjacent to the building, provided that an access area remains available to the public to provide access to the riverfront.

This Ordinance requests authorization for necessary agreements to allow the construction of the Imagination Station Theatre project and expansion to move forward. NOW, THEREFORE,

Be it ordained by the Council of the City of Toledo:

SECTION 1. That Mayor is authorized to enter into a Second Amendment to and Assignment and Assumption of Lease Agreement amending and assigning to the Toledo Science Center the current lease with the Ohio Facilities Construction Commission for the city-owned Imagination Station property. The Original Lease and First Amendment with legal description are attached as Exhibit A. The Second Lease Amendment shall authorize the Theatre expansion project and include: i) an extension of the lease term for period of 30 years following issuance of an occupancy permit for the building expansion; ii) a license for the Toledo Science Center to use the office space within the adjacent city-owned concourse area (former Citifest offices as shown on Exhibit B-1); iii) a non-exclusive license for the Toledo Science Center to use a portion of the city-owned property immediately adjacent to the leased property as indicated on Exhibit B-2, being that portion of Lucas County parcel number 14-55956 not previously included in the Lease; iv) an agreement that the City will pay all special energy assessments related to energy efficiency improvements to be made to the property not to exceed a total of \$400,000; and v) such other terms and provisions as may be approved by the Director of Law and the Mayor.

SECTION 2. That the Mayor is authorized to execute agreements or consent as appropriate to allow the termination of the Amended and Restated Management Agreement originally dated July 1, 2005 and amended on August 25, 2008 between the Toledo Science Center and the Ohio Cultural Facilities Commission.

SECTION 3. That the Mayor is authorized to execute agreements or consent as appropriate to permit the Toledo Science Center and IST Theatre, LLC to enter into sublease and sub-sublease agreements for a portion of the Imagination Station property to include the new addition to the building, for the purpose of constructing, financing, managing and operating the proposed Theatre expansion to Imagination Station, subject the terms of the Lease authorized in Section 1 and to other terms and conditions approved by the Law Director and the Mayor.

SECTION 4. That the Mayor is authorized to execute a second amendment to the Deed of Service Facility Easements dated May 15, 1983 and recorded in the Lucas County records at Instrument No. 83-235A11, as amended effective June 16, 1994 and recorded in the Lucas County records at Instrument No. 94-385C06, which second amendment shall provide for the construction of new building columns and reinforcement of existing foundation walls of the city-owned Service Facility and Access Tunnel (see Exhibit C), provide for temporary access restrictions due to construction, provide for reassignment of parking within the Service Facility,

ensure continued access to Service Facility loading docks by First TDT for the Renaissance Hotel, and such other terms and conditions as approved by the Law Director and the Mayor.

SECTION 5. That the Mayor is authorized to execute an agreement with IST Theatre, LLC related to IST's construction of the Imagination Station theatre project expansion, including necessary structural improvements to the city-owned Service Facility and access to and use of certain areas of underground concourse during the construction period (see Exhibit D). The agreement will include indemnification provisions for the benefit of the City, a requirement for approval by the Division of Engineering of any plans related to the Service Facility, payment of prevailing wage, and other terms and conditions approved by the Law Director and Mayor.

SECTION 6. That Council determines that it is in the best interest of the city to waive, and hereby waives, the competitive bid provisions of TMC section 187.19 with respect to the leases and easements authorized herein, for the reason that the subject properties are not necessary for a municipal purpose and their use by the Toledo Science Center in operating the Imagination Station open to the general public promotes the educational, cultural and economic development of the City.

SECTION 7. Authorizing the Mayor to execute and deliver a petition and other needed instruments with the Northwest Ohio Advanced Energy Improvement District for the purpose of providing qualifying energy improvements for city-owned Imagination Station property, subject to further approval by City Council.

SECTION 8. That the Mayor and other city officials as appropriate are authorized to take such proper actions and execute necessary documents, agreements and instruments, subject to applicable terms and conditions approved by the Director of Law, to consummate the transactions authorized by this Ordinance.

SECTION 9. That agreements authorized by this Ordinance may be properly recorded in the appropriate public record.

SECTION 10. That it is found and determined that all formal actions of Council concerning and relating to the passage of this Ordinance were adopted in an open meeting of this Council, and that all deliberations of this Council and of any of its committees or subcommittees that resulted in such formal action were in meetings open to the public in compliance with law.

SECTION 11. That this Ordinance is declared to be an emergency measure and shall be in force and effect from and after its passage. The reason for the emergency lies in the fact that the same is necessary for the immediate preservation of the public peace, health, safety and property, and for the further reason that the Ordinance must be immediately effective to and for the further reason that the Ordinance must be immediately effective to carry out the public purpose of encouraging the cultural, educational, and downtown redevelopment opportunities in the City of Toledo, and to enable the Imagination Station project to move forward in time for current construction season.

Vote on emergency clause: yeas 12, nays 0.

Passed: April 30, 2019, as an emergency measure: yeas 12, nays 0.

Attest:

Gerald E. Dendinger
Clerk of Council

Matt Cherry
President of Council

Approved:

April 30, 2019

Wade Kapszukiewicz
Mayor

ORD. 233-20

Authorizing the mayor to enter into an amendment to the existing lease, as amended, on the city-owned property known as Imagination Station, which amendment will provide that the City will pay for certain improvements to said property in a principal amount of \$1,375,000 with the costs of the improvements to be financed by the City through the Port Authority under the Northwest Ohio Advanced Energy Improvement District with repayment by way of special assessment, and further requiring the Toledo Science Center to pay to the City all special assessment costs of financing the principal amount of \$275,000 for roof related improvements; making findings and determinations related thereto; repealing Ordinance 38-20; authorizing the execution and recording as appropriate of necessary documents; and declaring an emergency.

SUMMARY & BACKGROUND:

The city owns the property located at One Discovery Way (the "Property") and leases it to the Toledo Science Center, commonly referred to as Imagination Station.

In 2019, IST Theatre LLC and the Toledo Science Center began construction on the 300-seat large format digital KeyBank Discovery Theater project expansion of the Imagination Station facility. The project expands the existing city-owned building by approximately 8,200 square feet and includes retail, exhibit space, and other building improvements at a total estimated cost of more than \$12,000,000. The project is currently under construction and expected to be complete in fall 2020.

Ordinance 206-19 authorized the city to pay a special assessment through the Northwest Ohio Advanced Energy Improvement District not to exceed \$400,000 for energy efficiency improvements to be made to the overall Imagination Station property as a part of the KeyBank Discovery Theater project. Ord. 206-19 also authorized the execution of a Second Amendment to and Assignment of Lease dated May 20, 2019, which, in addition to assigning the lease to the Toledo Science Center from the Ohio Facilities Commission, extended the lease for an additional 30 years.

In recent months, the building's three original air handler units broke down. Two units were repaired while the third unit is unrepairable. The air handlers are primarily used for the building's air conditioning system and are nearly 34 years old. The average life expectancy of an air handler unit is 15-20 years. The cost to replace all three air handler units is \$700,000. Ordinance 038-20 amended Ord. 206-19 to authorize the city to increase the amount to be financed through special assessment through the Northwest Ohio Advanced Energy Improvement District by \$700,000 to an amount not to exceed \$1,100,000. However, as the Lease Amendment authorized by Ord. 206-19 was executed prior to Ord. 38-20, this Ordinance requests the repeal of Ord. 38-20 and reauthorization of the \$700,000 in this Ordinance for transparency and clarity purposes, as this increase in the special assessment would need to be addressed in the amendment authorized under this Ordinance.

In addition to the new KeyBank Discovery Theater and aforementioned building improvements, Imagination Station would like to repair, replace and treat the facility's roof. The metal roof is original and dates back to 1984. There are several leaks throughout building that are

primarily related to the skylights that will be fixed as a part of the roof project. The roof repair, replacement, treatment project is estimated to cost \$275,000.

Imagination Station would like to finance the \$275,000 roof project through the Northwest Ohio Advanced Energy Improvement District, which will be repaid through a special assessment on the property over 15 years as part of the same financing with the prior authorized improvements of \$1,100,000. Imagination Station will be required to pay to the city an amount equal to all special assessment costs (including costs of debt service) related to the additional \$275,000 of authorized assessment through the Northwest Ohio Advanced Energy Improvement District. The City will remain responsible for payment of the special assessment charges for the prior authorized \$1,100,000 in principal and related interest and financing charges.

This Ordinance authorizes the mayor to enter into an amendment to the Lease Agreement providing that the City will finance up to \$1,375,000 in improvements through the Northwest Ohio Advanced Energy Improvement District payable through special assessments, and require the Toledo Science Center to pay the City an amount covering all costs (including interest and other related financing costs or charges) of the annual special assessment related to the \$275,000 for the roof repairs.

Upon completion and approval of the projects and financing documents, City Council will have to pass an ordinance to levy an Energy Special Improvement District ("ESID") special assessment totaling \$1,375,000.

The fiscal impact of this ordinance is as follows:

- The amount of funds requested: \$700,000 (plus interest and fees paid over multiple years through special assessments paid by the general fund)
- The expenditure budget line item: 1001-16400-5000436STDSTD
- New revenue generated (operational revenue, grants, if any): N/A
- Revenue budget line item (if any): 1001-16400-5000436STDSTD
- Are funds budgeted in the current fiscal year (yes/no)?: N/A
- Is this a capital project (yes/no)? Yes (but is not part of City's CIP)
- If yes, is it new or existing (new/existing)? New
- What section of the City's Strategic Plan does this support:
 - o Excellence in Basic Services (yes/no) Yes
 - o Quality Community Investment (Livable City, Development) (yes/no) Yes
 - o Workplace Culture & Customer Service (yes/no) No
 - Environment (yes/no) Yes

NOW, THEREFORE,

Be it ordained by the Council of the City of Toledo:

SECTION 1. That the mayor is authorized to execute a Third Amendment to the Amended and Restated Lease Agreement dated June 16, 1994, as amended by the Amendment to Lease dated January 29, 1998 and the Second Amendment to and Assignment of Lease dated May 20, 2019, for the city-owned property referred to as Imagination Station, having an address of One Discovery Way, currently leased by the Toledo Science Center (the "Property") for the purpose of agreeing that the City shall authorize an Energy Special Improvement District special assessment on the Property to finance improvements having a principal amount of not more than \$1,375,000 as specified in Section 2 in a form and with such other terms or conditions as may be required by the Mayor and the Director of Law.

SECTION 2. That Council finds and determines it is in the best interest of the City and the city-owned Property that certain improvements to the Property in the principal amount of

\$1,375,000 be made to the Property and financed through the Toledo-Lucas County Port Authority and by the Northwest Ohio Northwest Ohio Advanced Energy Improvement District and payable through special assessment, of which the total costs associated with \$1,100,000 of improvements (and related interest and other financing costs), inclusive of such amounts authorized under Ordinance 206-19, shall be the responsibility of the City and \$275,000 of the authorized improvements (together with related financing interest and financing costs) shall be required to be reimbursed to the City by the Toledo Science Center or its assignees or successor(s) in interest in accordance with the repayment schedule as shown in Exhibit A, subject to final adjustments prior to closing in the repayment schedule.

SECTION 3. That the mayor is authorized to accept and deposit payments from the Toledo Science Center into the General Fund, Account Code 1001-16400-5000436IMAGIN for costs associated with the authorized roof improvements in accordance with the repayment schedule as shown in Exhibit A, subject to final adjustments prior to closing in the repayment schedule.

SECTION 4. That, subject to available appropriation in future years, the expenditures of the payment amounts received from the Science Center are authorized from the General Fund, Account Code 1001-16400-5000436IMAGIN for costs associated with the authorized roof improvements in accordance with the repayment schedule as shown in Exhibit A, subject to final adjustments prior to closing to the repayment schedule and authorization of the special assessments.

SECTION 5. That Ordinance 38-20 is hereby repealed.

SECTION 6. That the mayor is authorized to execute and deliver a petition and other needed instruments with the Northwest Ohio Advanced Energy Improvement District for the purpose of providing qualifying energy improvements for the city-owned Property, subject to further approval by Council of the related assessment ordinance.

SECTION 7. That agreements authorized by this Ordinance, including the Third Amendment to the lease authorized in Section 1, or a memorandum thereof, may be properly recorded in the appropriate public record.

SECTION 8. That the mayor and other city officials as appropriate are authorized to take such proper actions and execute necessary documents, agreements and instruments, subject to applicable terms and conditions approved by the Director of Law, to consummate the transaction authorized by this Ordinance.

SECTION 9. That it is found and determined that all formal actions of Council concerning and relating to the passage of this Ordinance were adopted in an open meeting of this Council, and that all deliberations of this Council and of any of its committees or subcommittees that resulted in such formal action were in meetings open to the public in compliance with law.

SECTION 10. That this Ordinance is declared to be an emergency measure and shall be in force and effect from and after its passage. The reason for the emergency lies in the fact that the same is necessary for the immediate preservation of the public peace, health, safety and property, and for the further reason that the Ordinance must be immediately effective to carry out the public purpose of encouraging the cultural, educational, and downtown redevelopment opportunities in the City of Toledo, and to enable the Imagination Station project to move forward in time for current construction season.

Vote on emergency clause: yeas 11, nays 0.

Passed: July 13, 2020, as an emergency measure: yeas 11, nays 0.

Attest:

Gerald E. Dendinger
Clerk of Council

Matt Cherry
President of Council

Approved:

July 14, 2020
Wade Kapszukiewicz
Mayor