

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

**A PETITION TO THE CITY OF TOLEDO, LUCAS COUNTY, OHIO SEEKING THE
IMPOSITION OF SPECIAL ASSESSMENTS AGAINST PROPERTY OWNED BY THE
PETITIONER TO PAY THE COSTS OF VARIOUS SPECIAL ENERGY
IMPROVEMENT PROJECTS WHICH SPECIALLY BENEFIT SUCH PROPERTY,
INCLUDING A WAIVER OF ALL RIGHTS TO NOTICES, HEARINGS, AND
APPEALS RESPECTING THE REQUESTED SPECIAL ASSESSMENTS**

To: The City Council of the City of Toledo, Lucas County, Ohio (the “City”)

Clock Tower Capital, LLC, an Ohio limited liability company (the “Petitioner”), is the owner of 100% of the real property described on **Exhibit A** attached hereto (the “Property”). The undersigned represents that he or she is the duly authorized signatory or officer of the Petitioner. The Petitioner plans to implement special energy improvement projects on the Property (the “Authorized Improvements,” as further described in **Exhibit B** attached hereto and incorporated by reference), and be subject to the Special Assessments (as herein defined).

The Board of Directors of the Toledo, Oregon, Maumee, Northwood, Perrysburg, Sylvania, Whitehouse, Township of Monclova, Township of Springfield, Township of Swanton, Township of Sylvania, Ohio Advanced Energy Improvement Corporation (the “Corporation”), an Ohio nonprofit formed to govern the Northwest Ohio Advanced Energy Improvement District (the “District”) created within the boundaries of the City of Toledo, the City of Oregon, the City of Maumee, the City of Northwood, the City of Perrysburg, the City Sylvania, the Village of Whitehouse, the Township of Monclova, the Township of Springfield, the Township of Swanton, and the Township of Sylvania, Ohio, has approved a plan (the “Project Plan”) for the purpose of developing and implementing special energy improvement projects as defined in Ohio Revised Code Section 1710.01(I).

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

As required by Ohio Revised Code Section 1710.02, the Petitioner, as the owner of the Property, being 100% of the area proposed to be assessed for the Authorized Improvements, hereby petitions the Council (the “City Council”) of the City to approve the addition of the Property to the District, for the Authorized Improvements to be undertaken by the District, and for the total cost of those Authorized Improvements to be assessed on the Property in proportion to the special benefits that will result from the Authorized Improvements.

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 Plan, (ii) the plans, specifications and profiles for the Authorized Improvements, (iii) the estimate of cost for the Authorized Improvements included in **Exhibit B** and (iv) the schedule of estimated special assessments to be levied for the Authorized Improvements also included in **Exhibit B**. The Petitioner acknowledges that the estimated special assessment for each parcel is in proportion to the benefits that may result from the Authorized Improvements.

Accordingly, the Petitioner hereby petitions for the acquisition, installation, equipment, and improvement of the Authorized Improvements identified in this Petition and the Supplemental Plan attached hereto as **Exhibit B**, as authorized under Ohio Revised Code Chapter 1710, and for the imposition of the special assessments identified herein and authorized under Ohio Revised Code Chapters 727 and 1710 (the "Special Assessments") to pay the costs thereof. The Petitioner hereby certifies, represents, and warrants to the City and the Investor that the actual costs of the Authorized Improvements have been ascertained. The Petitioner further agrees that it will be solely responsible for any costs of the Authorized Improvements in excess of the amount set forth on Exhibit B.

In consideration of the City's acceptance of this Petition and the imposition of the requested Special Assessments, the Petitioner consents and agrees that the Property as identified in **Exhibit A** shall be assessed for all of the costs of the Authorized Improvements, including any and all: architectural, engineering, legal, insurance, consulting, energy auditing, planning, acquisition, installation, construction, survey, testing, and inspection costs; the amount of any damages resulting from the Authorized Improvements 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; financing costs incurred in connection with the issuance, sale, and servicing of securities or other obligations which provide a loan to the Corporation or the Petitioner or to otherwise pay costs of the Authorized Improvements in anticipation of the provider of such financing receiving the special assessments, capitalized interest on, and financing reserve funds for, such obligations; and the Authority and District program administration fees; an amount to reflect interest on unpaid Special Assessments which shall be treated as part of the cost of the Authorized Improvements for which the Special Assessments are made at an interest rate determined by the Investor; 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.

In consideration of the Authorized Improvements, the Petitioner, for itself and its grantees and other successors with respect to the Property, agrees to pay promptly all Special Assessments as they become due, and agrees that the determination by the City Council of the Special Assessments in accordance with the terms hereof will be final, conclusive and binding upon the Petitioner and the Property. In further consideration of the Authorized Improvements, the Petitioner covenants and agrees to disclose, upon the transfer of the Property or any portion of the Property to be subject to the Special Assessments for the actual costs of the Authorized Improvements set forth in **Exhibit B** in the deed to the transferee or in a separate instrument

recorded with respect to the Property, the existence of any outstanding Special Assessments for the Authorized Improvements and to require that transferee covenant to disclose that information in any subsequent deed or in a separate instrument recorded with respect to the Property at the time of the subsequent transfer so long as the Special Assessments remain unpaid. As a condition to each subsequent transfer while the Special Assessments remain unpaid, the Petitioner further covenants and agrees to provide expressly in the deed to any transferee or in a separate instrument recorded with respect to the Property at the time of the subsequent transfer (a) for the acquisition by the transferee of the Property subject to any outstanding Special Assessments and the transferee's assumption of responsibility for payment thereof and for the waiver by the transferee of any rights that the Petitioner has waived pursuant to this Petition, and (b) the requirement that each transferee from time to time of the Property covenant to include in the deed to any subsequent transferee or in a separate instrument recorded with respect to the Property at the time of the subsequent transfer the conditions described in clause (a) so long as the Special Assessments remain unpaid.

The Petitioner further acknowledges and confirms that the Special Assessments set forth herein and in **Exhibit B** are in proportion to, and do not exceed, the special benefits to be conferred on the Property by the Authorized Improvements identified herein. The Petitioner further consents to the levying of the assessments therefore against the Property by the City. 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 Authorized Improvements and the Special Assessments, particularly those in Ohio Revised Code Chapters 727 and 1710 and consents to proceeding with the Authorized Improvements. Without limiting the foregoing, the Petitioner specifically waives any notices and rights under the following Ohio Revised Code Sections:

- The right to notice of the adoption of the Resolution of Necessity under Ohio Revised Code Sections 727.13 and 727.14;
- The right to limit the amount of the Special Assessments under Ohio Revised Code Sections 727.03 and 727.06, including the right to consider the Special Assessments authorized by this Petition within the limitations contained in Ohio Revised Code Sections 727.03 and 727.06 applicable to the Special Assessments and any other special assessments properly levied now or in the future;
- The right to file an objection to the Special Assessments under Ohio Revised Code Section 727.15;
- The right to the establishment of, and any proceedings by, and any notice from, an Assessment Equalization Board under Ohio Revised Code Sections 727.16 and 727.17;
- The right to file any claim for damages under Ohio Revised Code Sections 727.18 through 727.22 and Ohio Revised Code Section 727.43;
- The right to notice that bids or quotations for the Authorized Improvements may exceed estimates by 15%;
- The right to seek a deferral of payments of Special Assessments under Ohio Revised Code Section 727.251; and

- The right to notice of the passage of the Assessing Ordinance under Ohio Revised Code Section 727.26.

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

The Petitioner further agrees and consents to the 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 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 Authorized Improvements. 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 Ohio Revised Code Chapters 727 and 1710, and any rights of appeal provided for in such Chapters or otherwise. The Petitioner further acknowledges and represents that the respective final assessments may be levied at such time as determined by the City and regardless of whether or not any of the parts or portions of the Authorized Improvements have been completed.

The Petitioner further acknowledges that the final Special Assessments for the Authorized Improvements, when levied against the Property, will be payable in cash within 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. The Petitioner hereby waives the right to pay the final assessments for the Authorized Improvements in cash within 30 days after the passage of the ordinance confirming and levying the final assessments and requests that the unpaid final assessments for the Authorized Improvements be payable in 50 semi-annual special assessments, together with interest at the rate of 6.99% per annum.

Pursuant to Ohio Revised Code Section 1710.03(C), the Petitioner hereby appoints the Petitioner's President as its designee to carry out the rights and responsibilities of District members under Ohio Revised Code Chapter 1710 such representative as may be duly appointed by the Petitioner from time to time, which designation shall not expire unless and until Petitioner shall notify the Secretary of the District that said designation is no longer in effect or that Petitioner has made a new designation to replace said designation.

The Petitioner further waives any and all questions as to the constitutionality of the laws under which Authorized Improvements shall be acquired, installed, equipped, and improved or the proceedings relating 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 Authorized Improvements, and specifically waives any and all rights of appeal, including any right of appeal as provided in Ohio Revised Code Title 7, and specifically but without limitation, Ohio Revised Code Chapters 727 and 1710, as well as all such similar rights under the Constitution of the State of Ohio. The Petitioner represents that it will not contest, in a judicial or administrative proceeding, the undertaking of the Authorized Improvements, the estimated assessments, the final assessments, and any Special Assessments levied against the Property for the Authorized Improvements, or any other matters related to the foregoing.

The Petitioner acknowledges and understands that the City and the Corporation will be relying upon this Petition in taking actions pursuant 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 in this Petition. The Petitioner further deposes and states that this Petition and actions provided for herein impose burdens and obligations upon the Property and provide for Special Assessments to be levied upon the Property in accordance with this Petition, and that this Petition is available for inspection at the office of the Clerk of Council of the City.

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EXHIBIT A

DESCRIPTION OF PROPERTY

The Property subject to this Petition is located at the commonly used addresses of 901 Jefferson Avenue, Toledo, Ohio 43604 and 124 10th Street, Toledo, Ohio 4360, having Lucas County Auditor Parcel ID Nos. 12-17634 and 12-17901, respectively, and the following legal descriptions:

Parcel I

Lot Numbers Five Hundred Forty-Four (544), Five Hundred Forty-Five (545), and Five Hundred Forty-Six (546) in the Port Lawrence Division of the City of Toledo, Lucas County, Ohio, in accordance with Volume 16 of Plats, page 47.

Parcel No. 12-17634

Parcel II

Lot Number Five Hundred Seventy (570) and the Southeasterly one-half (1/2) of Lot Number Five Hundred Seventy-One (571) in the Port Lawrence Division of the City of Toledo, Lucas County, Ohio, in accordance with Volume 16 of Plats, page 47.

Parcels Nos. 12-17897, 12-17901, and 12-17904

EXHIBIT B

SUPPLEMENTAL PLAN

As more fully provided by the Initial Plan For the Improvements, Services, and Operation of the Toledo Ohio Advanced Energy Improvement District (together with all previously approved supplemental plans, the “Plan”), the Northwest Ohio Advanced Energy Improvement District (the “District”) has undertaken the administration of a property assessed clean energy (“PACE”) program (the “Program”). The Program will provide financing secured by special assessments on real property for special energy improvement projects.

Through a Petition submitted in connection with this Supplemental Plan, Clock Tower Capital, LLC (the “Property Owner”) has requested and consented to certain special assessments by the District with respect to certain real property owned by the Property Owner and located at the commonly used addresses of (i) 901 Jefferson Avenue, Toledo, Ohio 43604, with Lucas County Auditor Parcel ID No. 12-17634 and (ii) 124 10th Street, Toledo, Ohio 4360, having Lucas County Auditor Parcel ID No. 12-17901 (collectively, the “Property”). A proposed schedule for special assessments to be assessed against the Property to pay the costs of the Authorized Improvements is attached hereto as Attachment A. The Special Assessments are allocated to the Property pursuant to the Petition and this Supplemental Plan.

The Property Owner hereby certifies, represents, and warrants to the City of Toledo, Ohio (the “City”) and the District that the actual costs of the Authorized Improvements have been ascertained. The Authorized Improvements applicable to the Property will include: HVAC system upgrades, roofing improvements, and related improvements. As required by Ohio Revised Code Section 1710.01(K), said Authorized Improvements are anticipated to reduce or support the reduction of energy consumption, allow for reduction in demand, or support the production of clean, renewable energy. A detailed description of the Authorized Improvements is attached to this Supplemental Plan as Attachment B.

The Property Owner will cause this Supplemental Plan promptly to be filed with the Board of Directors of the District and with the Clerk of Council of the City.

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

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

PROPERTY OWNER:

CLOCK TOWER CAPITAL, LLC

By: 

[Member]

Address for notices to Property Owner:

Clock Tower Capital, LLC
[151 N.] Michigan St.
[Suite] 204
Toledo , OH 43623

Description of Real Property Subject to this Supplemental Plan:

The real property subject to this Supplemental Plan is located at the commonly used addresses of 901 Jefferson Avenue, Toledo, Ohio, having Lucas County Auditor Parcel ID No. 12-17634, and (ii) 124 10th Street, Toledo, Ohio 4360, having Lucas County Auditor Parcel ID No. 12-17901.

SUPPLEMENTAL PLAN—ATTACHMENT A

DESCRIPTION OF PROPERTY

The Property subject to this Supplemental Plan is located at the commonly used addresses of 901 Jefferson Avenue, Toledo, Ohio, having Lucas County Auditor Parcel ID No. 12-17634, and (ii) 124 10th Street, Toledo, Ohio 4360, having Lucas County Auditor Parcel ID No. 12-17901, and the following legal descriptions:

Parcel I

Lot Numbers Five Hundred Forty-Four (544), Five Hundred Forty-Five (545), and Five Hundred Forty-Six (546) in the Port Lawrence Division of the City of Toledo, Lucas County, Ohio, in accordance with Volume 16 of Plats, page 47.

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Parcel II

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Parcels Nos. 12-17897, 12-17901, and 12-17904

SUPPLEMENTAL PLAN—ATTACHMENT B

Schedule of Special Assessments

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

Total assessment costs:	\$938,641.50
Estimated semi-annual special assessments:	\$18,772.83
Number of semi-annual special assessments:	50
First semi-annual installment due:	January 31, 2021

Special Assessment Payment Date ¹	Total Special Assessment Installment Amount ²	Special Assessment Installment Amount for Parcel ID No. 12-17634	Special Assessment Installment Amount for Parcel ID No. 12-17901
January 31, 2021	\$18,772.83	\$12,202.34	\$6,570.49
July 31, 2021	18,772.83	12,202.34	6,570.49
January 31, 2022	18,772.83	12,202.34	6,570.49
July 31, 2022	18,772.83	12,202.34	6,570.49
January 31, 2023	18,772.83	12,202.34	6,570.49
July 31, 2023	18,772.83	12,202.34	6,570.49
January 31, 2024	18,772.83	12,202.34	6,570.49
July 31, 2024	18,772.83	12,202.34	6,570.49
January 31, 2025	18,772.83	12,202.34	6,570.49
July 31, 2025	18,772.83	12,202.34	6,570.49
January 31, 2026	18,772.83	12,202.34	6,570.49
July 31, 2026	18,772.83	12,202.34	6,570.49
January 31, 2027	18,772.83	12,202.34	6,570.49
July 31, 2027	18,772.83	12,202.34	6,570.49
January 31, 2028	18,772.83	12,202.34	6,570.49
July 31, 2028	18,772.83	12,202.34	6,570.49
January 31, 2029	18,772.83	12,202.34	6,570.49
July 31, 2029	18,772.83	12,202.34	6,570.49
January 31, 2030	18,772.83	12,202.34	6,570.49
July 31, 2030	18,772.83	12,202.34	6,570.49

Special Assessment Payment Date ¹	Total Special Assessment Installment ² Amount	Special Assessment Installment Amount for Parcel ID No. 12-17634	Special Assessment Installment Amount for Parcel ID No. 12-17901
January 31, 2031	\$18,772.83	\$12,202.34	\$6,570.49
July 31, 2031	18,772.83	12,202.34	6,570.49
January 31, 2032	18,772.83	12,202.34	6,570.49
July 31, 2032	18,772.83	12,202.34	6,570.49
January 31, 2033	18,772.83	12,202.34	6,570.49
July 31, 2033	18,772.83	12,202.34	6,570.49
January 31, 2034	18,772.83	12,202.34	6,570.49
July 31, 2034	18,772.83	12,202.34	6,570.49
January 31, 2035	18,772.83	12,202.34	6,570.49
July 31, 2035	18,772.83	12,202.34	6,570.49
January 31, 2036	18,772.83	12,202.34	6,570.49
July 31, 2036	18,772.83	12,202.34	6,570.49
January 31, 2037	18,772.83	12,202.34	6,570.49
July 31, 2037	18,772.83	12,202.34	6,570.49
January 31, 2038	18,772.83	12,202.34	6,570.49
July 31, 2038	18,772.83	12,202.34	6,570.49
January 31, 2039	18,772.83	12,202.34	6,570.49
July 31, 2039	18,772.83	12,202.34	6,570.49
January 31, 2040	18,772.83	12,202.34	6,570.49
July 31, 2040	18,772.83	12,202.34	6,570.49
January 31, 2041	18,772.83	12,202.34	6,570.49
July 31, 2041	18,772.83	12,202.34	6,570.49
January 31, 2042	18,772.83	12,202.34	6,570.49
July 31, 2042	18,772.83	12,202.34	6,570.49
January 31, 2043	18,772.83	12,202.34	6,570.49
July 31, 2043	18,772.83	12,202.34	6,570.49
January 31, 2043	18,772.83	12,202.34	6,570.49
July 31, 2043	18,772.83	12,202.34	6,570.49
January 31, 2044	18,772.83	12,202.34	6,570.49
July 31, 2044	18,772.83	12,202.34	6,570.49
January 31, 2045	18,772.83	12,202.34	6,570.49
July 31, 2045	18,772.83	12,202.34	6,570.49

¹ Pursuant to Ohio Revised Code Chapter 323, the Special Assessment Payment Dates identified above are subject to adjustment by the Lucas County Auditor under certain conditions.

² Pursuant to Ohio Revised Code Section 727.36, the Lucas County Auditor may charge and collect a fee in addition to the amounts listed in the above schedule.

SUPPLEMENTAL PLAN—ATTACHMENT C

Description of Authorized Improvements

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

1. HVAC system upgrades
2. Upper and lower roof improvements

Total project cost: approx. \$394,549.00

Total annual energy savings: \$7,742.00

Total cost including financing and other charges: \$437,444.75