

TOLEDO, OREGON, MAUMEE, TOWNSHIP OF MONCLOVA, TOWNSHIP OF SPENCER, TOWNSHIP OF  
SPRINGFIELD, TOWNSHIP OF SWANTON, TOWNSHIP OF SYLVANIA, OHIO ADVANCED ENERGY  
IMPROVEMENT CORPORATION d/b/a

**NORTHWEST OHIO ADVANCED ENERGY IMPROVEMENT DISTRICT  
BOARD OF DIRECTORS**

The Board of Directors (the “Board”) of the Toledo, Oregon, Maumee, Township of Monclova, Township of Spencer, Township of Springfield, Township of Swanton, Township of Sylvania, Ohio Advanced Energy Improvement Corporation (the “Corporation”), doing business under the registered trade name Northwest Ohio Advanced Energy Improvement District (the “District”), met on March 7, 2019 at 8:35 A.M. at 1 Maritime Plaza, 7<sup>th</sup> Floor, Toledo, Ohio 43604, with the following members present:

Kevin Moyer	Kevin Aller
Thomas Winston	Laura Alkire
Dawn Wenk	
Nick Komives	
Bob Anderson	
Mike Hampton	
Mike Beazley	

Kevin Moyer introduced the following motion and Michael Beazley moved its passage:

RESOLUTION NO. 2019-03

RESOLUTION APPROVING THE NORTHWEST OHIO ADVANCED  
ENERGY IMPROVEMENT DISTRICT PROGRAM PLAN—RESIDENTIAL  
PLAN

A. The Corporation, an Ohio nonprofit corporation formed to govern the District, has been formed and the Board has been established pursuant to the authority contained in Ohio Revised Code Chapter 1710; and

B. Pursuant to Ohio Revised Code Section 1710.06, the Board of Directors of the District may develop and adopt one or more written plans for public improvements or public services that benefit all or any part of the District; and

C. This Board has determined that it is necessary and proper and in the best interest of the District to adopt the *Northwest Ohio Advanced Energy Improvement District Program Plan—Residential Plan* substantially in the form attached to this Resolution as **Exhibit A**.

THE BOARD OF DIRECTORS OF THE NORTHWEST OHIO ADVANCED  
ENERGY IMPROVEMENT DISTRICT THEREFORE RESOLVES THAT:

Section 1. The Board hereby adopts the *Northwest Ohio Advanced Energy Improvement District Program Plan—Residential Plan* substantially in the form attached to this Resolution as **Exhibit A** (the “Residential Plan”). The District, this Board, and its officers, together or individually, are hereby authorized to perform and carry out the District’s duties and rights under the Residential Plan.

Section 2. As required by Ohio Revised Code Section 1710.06, a copy of the Residential Plan shall be submitted to the legislative authority of each participating political subdivision and the municipal executive of each municipal corporation in which the District is located and containing properties which will be benefitted by the Residential Plan and assessed to pay the costs of the Residential Plan. If any legislative authorities or municipal executives to which the Residential Plan is submitted provide comments or recommendations to the District, the District, this Board, and the officers of the District, together or individually, are hereby authorized to review those comments and amend the Residential Plan, as necessary.

Section 3. 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 4. This Resolution shall be in full force and effect immediately upon its passage.

[Balance of Page Intentionally Left Blank]

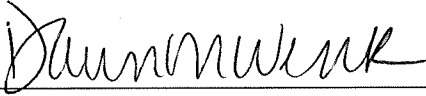
Thomas Winston seconded the motion and, after discussion, a roll call vote was taken and the results were:


Voting Aye: Kevin Moyer, Thomas Winston, Dawn Wenk, Nick Komives, Bob Anderson, Mike Hampton, Mike Beazley, Kevin Aller and Laura Alkire

Voting Nay: None  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Passed: March 7, 2019

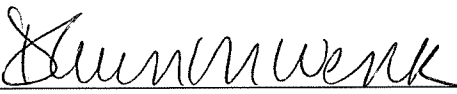
BOARD OF DIRECTORS, TOLEDO,  
OREGON, MAUMEE, TOWNSHIP OF  
MONCLOVA, TOWNSHIP OF SPENCER,  
TOWNSHIP OF SPRINGFIELD,  
TOWNSHIP OF SWANTON, TOWNSHIP  
OF SYLVANIA, OHIO ADVANCED  
ENERGY IMPROVEMENT  
CORPORATION

Attest:   
Secretary

  
Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Directors of the Toledo, Oregon, Maumee, Township of Monclova, Township of Spencer, Township of Springfield, Township of Swanton, Township of Sylvania, Ohio Advanced Energy Improvement Corporation hereby certifies that the foregoing is a true copy of a resolution duly adopted by the Board of Directors of said District on March 7, 2019.

  
Secretary, Toledo, Oregon, Maumee, Township  
of Monclova, Township of Spencer, Township  
of Springfield, Township of Swanton, Township  
of Sylvania, Ohio Advanced Energy  
Improvement Corporation

**EXHIBIT A**

**Northwest Ohio Advanced Energy Improvement District  
Program Plan  
Residential Plan**

[See Attached]

**NORTHWEST OHIO ADVANCED ENERGY IMPROVEMENT DISTRICT**  
**PROGRAM PLAN**

**RESIDENTIAL PLAN**

The Northwest Ohio Advanced Energy Improvement District (the *District*) is a special improvement district under Chapter 1710 of the Ohio Revised Code organized for the purpose of facilitating the financing of special energy improvement projects (an *Energy Special Improvement District*). The District currently administers a property assessed clean energy (*PACE*) program for commercial properties (the *Commercial Program*). The Commercial Program is described in the Initial Plan for the Improvements, Services, and Operation of the Toledo Ohio Advanced Energy Improvement District (the *Commercial Plan*). Under the Commercial Program, the District facilitates financing for commercial real property secured by special assessments on real property for special energy improvement projects. In addition to the Commercial Plan, the District currently administers a property assessed clean energy (*PACE*) program for certain residential properties (the *Existing Residential Program*). The Existing Residential Program is described in and is subject to its own plan documents. Projects approved within the District will be subject to this Residential Plan (as defined below, this *Plan*) and will not be subject to the Existing Residential Program, unless the special energy improvement project documents indicate that the project will be subject to the Existing Residential Program.

Under this Residential Plan (the *Plan*), the District will facilitate the financing of certain special energy improvement projects on residential real property as more fully described in this Plan (the *Residential Program*). This Plan refers to Chapter 1710 and any and all future amendments to the Energy Special Improvement District provisions of Chapter 1710 as the “*Act*.” Any specific reference to the Act or to any other law in this Plan also refers to any succeeding or amending provision of law.

Participation in the District’s Residential Program is limited to property owners who have agreed to add their property to the District and who otherwise meet the Residential Program’s terms and conditions. Those terms and conditions are described in this Plan, and include, without limitation, a petition, a supplemental plan, a schedule of assessments to be levied against property (*Assessment Schedule*), a description of the special energy improvement projects to be installed on the property (*Project Description*), the governing documents forming the District, and the financing documents associated with the special assessment financing undertaken through the Residential Program.

The District’s governing documents include its Articles of Incorporation, Code of Regulations, resolutions duly adopted by the board of directors of the District (the *District Board*), the applicable resolutions and ordinances of the participating political subdivisions of the District, and the applicable agreements of the participating political subdivisions of the District entered into with respect to this Residential Program (collectively, the *Governing Documents*). Each participating political subdivision of the District that has authorized the Residential Program has agreed in one or more Governing Documents that the Toledo-Lucas County Port Authority (the *Program Port Authority*) will serve as its designee and as designee of the legislative authority of the participating political subdivision (the *Legislative Authority*), and that the Program Port

Authority is authorized to take certain actions on behalf of each participating political subdivision with respect to the Residential Program. Certain consumer protection policies (the ***Consumer Protection Policies***) have been authorized by the Program Port Authority with respect to special energy improvement projects authorized under this Plan. The Consumer Protection Policies may be modified from time to time in accordance with the Governing Documents. Property owners may be required to agree to, and sign, an agreement to impose special assessments as a condition to receiving financing of special energy improvement projects facilitated by the District, and property owners that participate in the District's Residential Program may have one or more financing agreements with program administrators or third parties associated with the special assessment financing undertaken as part of the Residential Program (such agreements, and any related documents, instruments, or certificates, are collectively the ***Financing Documents***). This Plan refers to this Plan, the Governing Documents, agreements between the Program Port Authority and each participating political subdivision, the Consumer Protection Policies, the Financing Documents, the petitions, the supplemental plans, the Assessment Schedules, and the Project Descriptions as the "***District Documents***."

The District Documents establish the terms and conditions of the Residential Program. The Residential Program terms and conditions may be amended from time to time as described in this Plan.

## **ARTICLE 1. PURPOSE OF THE RESIDENTIAL PROGRAM**

The Residential Program is intended to assist property owners who own residential real property within the participating political subdivisions of the District to obtain financing for certain special energy improvement projects.

Projects eligible for participation in the Residential Program (***Projects***) described in this Plan and other District Documents each must qualify as "special energy improvement projects" under Ohio Revised Code Section 1710.01(I), as such provision may be amended from the time to time by any successor or replacement provision. Projects eligible for participation in the Residential Program include the items identified from time to time by the Program Port Authority. The definition of Projects eligible for participation in the Residential Program may be amended, supplemented or updated from time to time upon approval by the Program Port Authority of any additional, supplemental, or updated definition of Projects.

Obligations, including but not limited to special assessment reimbursement agreements, special assessment revenue bonds and revenue notes, and other evidences of indebtedness (collectively, the ***Program Obligations***) may be issued by the District or on behalf of the District by the Program Port Authority. Program Obligations or the proceeds from the sale of the Program Obligations may be used to finance Projects located on properties within the District and any costs incurred by the District in connection with the issuance of Program Obligations. The participating political subdivisions of the District shall levy special assessments on real property included in the District. The payment of those special assessments may pay the Program Obligations and any costs of administering the Program.

Special assessment payments levied to finance Projects will be due and payable by property owners at the same time real property taxes are due. Alternatively, certain Program Obligations may require special assessments to be due and payable by property owners only to the extent that those property owners fail to pay an obligation of the property owner secured by special assessments. In that case special assessments will only be due and payable by property owners if actually levied.

There may be other types of financing available for projects that are eligible to be financed under this Plan. None of any of the participating political subdivisions of the District, the District, the District Board, or any of the directors, officers, agents, members, independent contractors, or employees of the District or the District Board represent that the Residential Program is the best financing option available. The District and each of its participating political subdivisions shall not be responsible or liable for the installation, operation, financing, refinancing, or maintenance of Projects, and the District and each of its participating political subdivisions do not guarantee the performance of any Project financed as part of the Residential Program. Property owners will be solely responsible for the installation, operation, financing, refinancing, and maintenance of their Projects.

## **ARTICLE 2.            ELIGIBILITY AND APPROVAL**

To be eligible for participation in the Residential Program, a property owner must file a petition, a Supplemental Plan (as defined below), an Assessment Schedule, and a Project Description (collectively, the *Application Documents*) with the Program Port Authority. The Application Documents submitted under this Plan with respect to a Project shall constitute a petition submitted under Section 1710.02 of the Act. The petition will request that the participating political subdivision of the District in which the real property subject to the petition is located to add the property described in the petition to the District. The petition will further request that the participating political subdivision of the District in which the real property subject to the petition is located levy special assessments to be used to pay or secure Program Obligations issued or used to finance the Projects described in the Application Documents. The petition may contain conditions that must be satisfied prior to the levy of special assessments, such as availability of Project financing or execution of the Financing Documents.

By submitting Application Documents to the Program Port Authority, a property owner is submitting a petition under Section 1710.02 of the Act requesting and authorizing the levying of special assessments as an additional charge against real property, subject to any conditions contained in the petition or any reasonable conditions of the Program Port Authority necessary to cause the funding of the Project or as a result of funding the Project.

This Plan may be amended and supplemented from time to time, including, specifically, by supplements to this Plan. To be eligible for participation in the Residential Program, each property owner must file a supplement to this Plan (each a *Supplemental Plan*) with the Program Port Authority as part of the Application Documents. Each Supplemental Plan will supplement this Plan by identifying the Project to be undertaken for the real property described in the Supplemental Plan. Supplemental Plans shall include any other information as may be required

by the Program Port Authority. Supplemental Plans shall conform to the requirements of the Act and any requirements in this Plan.

Each parcel of real property added to the District must have at least one Project. A property owner may file more than one set of Application Documents and may amend or withdraw any Application Documents filed at any time before the Application Documents are approved or disapproved by the Program Port Authority. Application Documents shall conform to the requirements of the Act and any requirements in this Plan.

The participating political subdivisions of the District each have authorized the Program Port Authority to approve or disapprove, on behalf of the Legislative Authority, the Application Documents submitted under this Plan. If Application Documents submitted under this Plan comply with this Plan's terms and conditions, the Program Port Authority shall approve the Application Documents on behalf of the Legislative Authority. If Application Documents do not comply with this Plan, the Program Port Authority shall not approve the Application Documents on behalf of the Legislative Authority. The Program Port Authority's approval or disapproval of the Application Documents shall constitute the Legislative Authority's approval or disapproval of the Application Documents for all purposes of the Act.

The Legislative Authority shall levy the special assessments described in the Assessment Schedule upon approval of the Application Documents by the Program Port Authority.

### **ARTICLE 3.**            **ELIGIBLE PROJECTS**

In order to be eligible to participate in the Residential Program, Application Documents submitted to the Program Port Authority must identify Projects to be undertaken on the subject property in the Project Description submitted with the Application Documents. The Program Port Authority shall review the Application Documents submitted to it, and shall determine, in its reasonable discretion, whether each of the improvements described in the Application Documents constitute eligible Projects. Only Application Documents that describe eligible Projects will be approved by the Program Port Authority. No improvements other than the Projects are eligible for participation in the Residential Program.

### **ARTICLE 4.**            **ELIGIBLE FINANCING TERMS**

In order to be eligible to participate in the Residential Program, Application Documents submitted to the Program Port Authority must meet certain financing criteria described in the Consumer Protection Policies for the Residential Program in effect from time to time and other applicable Residential Program eligibility requirements. The Program Port Authority shall review the Application Documents submitted to it, and shall determine, in its reasonable discretion, whether all applicable eligibility requirements have been met.

### **ARTICLE 5.**            **FEES**

The participating political subdivisions of the District and the District Board are each authorized to charge to property owners, as costs of administering the Residential Program, any costs



permitted by the Act. Program costs included as part of the cost of a Project shall be identified in one or more District Documents applicable to the Project, and such program costs may be included in the amount of special assessments levied on real property within the District.

**ARTICLE 6. RENEWABLE ENERGY REGULATIONS AND ENERGY REQUIREMENTS**

The District Board is hereby authorized to adopt rules governing renewable energy credits associated with renewable energy Projects financed with Program Obligations or the proceeds of Program Obligations. Property owners shall comply with District Board requirements related to renewable energy credits.

The District Board is hereby authorized to adopt rules governing the monetization of any energy efficiency or renewable energy attributes of any Projects financed with Program Obligations or the proceeds of Program Obligations. Property owners shall comply with District Board requirements in furtherance of the monetization of such attributes.

The District Board is hereby authorized to adopt rules governing reporting of any energy efficiency attributes of any Projects financed with Program Obligations or the proceeds of Program Obligations if such reporting is requested by an electric distribution utility pursuant to the Act. Property owners shall comply with District Board requirements in furtherance of such reporting.

**ARTICLE 7. REQUIREMENTS UNDER THE ACT AND OTHER APPLICABLE LAW**

As provided in the District Documents:

(A) Additional territory may be added to the District under the Act, this Plan, and the rules established by the District Board.

(B) The District Documents may be amended or supplemented in accordance with their terms.

(C) As described in this Plan, the District Board is authorized to implement and amend this Plan, any Supplemental Plan, and any other plans for Projects, public improvements, and public services, all in accordance with the Act; provided that any changes to this Plan, Supplemental Plan or other requirements effecting the Residential Program shall not apply to any property owner's whose Application Document(s) have already been approved and the District shall give the Program Port Authority reasonable prior notice of any such changes.

(D) The public improvements to be provided by the District are the Projects identified by the Program Port Authority in this Plan and each Supplemental Plan. The area where the Projects will be undertaken will be the area identified in each petition submitted under

this Plan. The method of assessment shall be in proportion to the special benefits received by each property within the District as a result of Projects.

(E) Except as provided in any applicable collection agreement to which the District or the Program Port Authority, on behalf of the District, is a party, for the purpose of levying an assessment, the District Board may combine levies for Projects, public improvements, and public services into one special assessment to be levied against each specially benefited property within the District.

**ARTICLE 8. CHANGES IN STATE AND FEDERAL LAW**

The ability to issue or use Program Obligations to finance Projects and to have special assessments levied for that purpose is subject to a variety of state and federal laws. The District shall not be obligated to implement any provision of this Plan which is contrary to state or federal law.

**ARTICLE 9. CHANGES IN THE RESIDENTIAL PROGRAM'S TERMS; SEVERABILITY**

Participation in the Residential Program is subject to the District Documents' terms and conditions in effect from time to time during participation. Changes to the District Documents authorized in this Plan or in the District Documents themselves may result in modifications to the terms of the Residential Program or to property owner obligations, but no change to any District Documents may materially modify the payment obligations to which a property owner is subject for a Project that has already been funded as part of the Residential Program. If any provision of the District Documents is determined to be unlawful, void, or for any reason unenforceable, that provision shall be severed from the District Documents and shall not affect the validity and enforceability of any remaining provisions.

**ARTICLE 10. DISCLOSURE OF INFORMATION**

The District and all District Documents are subject to Ohio public records laws, including Ohio Revised Code Section 149.43 *et seq.*, and certain information may be exempt from disclosure based on exemptions available under those laws. The District and all District Documents may be subject to federal laws that prevent disclosure of certain information.

[Balance of Page Intentionally Left Blank]