

THE UNDERSIGNED, CLERK OF THE COUNCIL OF THE CITY OF MEDINA, OHIO, HEREBY CERTIFIES THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF ORDINANCE-RESOLUTION NO. 140-19 ADOPTED BY SAID COUNCIL ON Sept 9, 2019

RCA 19-141-8/26

RESOLUTION NO. 140-19

A RESOLUTION APPROVING BY LEGISLATIVE RESOLUTION THE PETITION AND ARTICLES OF INCORPORATION FOR THE CREATION AND GOVERNANCE OF AN ENERGY SPECIAL IMPROVEMENT DISTRICT UNDER OHIO REVISED CODE CHAPTER 1710, AND APPROVING THE NECESSITY OF ACQUIRING, CONSTRUCTING, AND IMPROVING CERTAIN PUBLIC IMPROVEMENTS IN THE CITY OF MEDINA, OHIO IN COOPERATION WITH THE CITY OF MEDINA ENERGY SPECIAL IMPROVEMENT DISTRICT, AND DECLARING AN EMERGENCY.

WHEREAS, as set forth in Ohio Revised Code Chapter 1710, the Ohio General Assembly has authorized property owners to create energy special improvement districts (“ESIDs”) upon a petition to a municipal corporation or township, which ESIDs are voluntary organizations of property owners who undertake special energy improvement projects for their properties and finance such special energy improvement projects by way of voluntary special assessment; and

WHEREAS, pursuant to Ohio Revised Code Section 1710.02, the property owner petitioning for the creation of an ESID is authorized to propose an initial plan setting forth certain special energy improvement projects that the ESID will undertake, which plan may outline the area in which such projects will be provided, the method of special assessment to be used with respect to the projects, the period of time during which any such special assessments are to be levied, the procedures by which additional territory may be added to the ESID, and such other provisions that the ESID shall deem appropriate, and the legislative authority of the municipal corporation to which such plan is submitted is authorized to approve the plan along with the petition; and

WHEREAS, The Medina County, a property owner, has identified the property consisting of the commonly used mailing address: 246 Northland Drive, Medina, OH 44256 (the “Property”) in the City of Medina, Ohio (the “City”), as an appropriate property for a special energy improvement project; and

WHEREAS, on July 11, 2019, pursuant to Ohio Revised Code Section 1710.02, the Medina County submitted (1) a petition entitled *Petition for Creation of Energy Special Improvement District and for Special Assessments for Special Energy Improvement Projects* (the “Petition”), (2) an initial plan entitled *Medina County Energy Special Improvement District Plan* (the “Plan”), and (3) *Articles of Incorporation of the City of Medina Energy Special Improvement District, Inc.* (the “Articles”) to the Council of the City and to the Mayor of the City, and said Petition, Plan, and Articles are on file with the Clerk of Council; and

WHEREAS, said Petition, Plan, and Articles are for the purpose of developing and implementing special energy improvement projects in furtherance of the purposes set forth in Section 20 of Article VIII of the Ohio Constitution, including, without limitation, the special energy improvement project to be located at the Property; and

WHEREAS, in accordance with Ohio Revised Code Section 1710.02, the Petition requests that this Council create the City of Medina Energy Special Improvement District (the "District"), which District is to be governed by the City of Medina Energy Special Improvement District, Inc. ("Corporation"), an Ohio for-profit corporation, in accordance with Ohio Revised Code Chapters 1710 and 1702 and in accordance with the Articles; and

WHEREAS, the Petition and Articles set forth that the members of the District will be the property owners who voluntarily include their properties in the District; and

WHEREAS, pursuant to Ohio Revised Code Section 1710.04 and the Petition and Articles, the members of the board of directors of the District will include at least three representatives of one or more property owners who have voluntarily included their properties in the District, one representative appointed by the Council, as the City's legislative authority, and the Mayor, as the City's municipal executive, or a person who the Mayor designates to serve in his stead and who is an employee of the City and involved with the City's planning or economic development functions; and

WHEREAS, the Plan defines the special energy improvement project to be completed at the Property and identifies the amount and length of special assessments for the special energy improvement project, and such special assessments shall require formal authorization from Council pursuant to Ohio Revised Code Chapters 727 and 1710; and

WHEREAS, this Council, as mandated by Ohio Revised Code Section 1710.02(E), must approve or disapprove the Petition, the Plan, and the Articles within 60 days of the submission of the Petition, Plan, and Articles; and

WHEREAS, this Council has determined to approve the Petition, Plan, and Articles and thereby create the District and cause the Corporation to be established; and

WHEREAS, this Council, pursuant to Ohio Revised Code Section 1710.02(G)(4), has determined that the energy special improvement project to be constructed and implemented on the Property is not required to be owned exclusively by the City for its purposes, for uses determined by this Council, as the legislative authority of the City as those that will promote the welfare of the people of the City; to improve the quality of life and the general and economic well-being of the people of City; to better ensure the public health, safety, and welfare; to protect water and other natural resources; to provide for the conservation and preservation of natural and open areas and farmlands, including by making urban areas more desirable or suitable for development and revitalization; to control, prevent, minimize, clean up, or mediate certain contamination of or pollution from lands in the state and water contamination or pollution; or to provide for safe and natural areas and resources; and

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF MEDINA, OHIO:

Section 1. Approval of Petition; Creation of District. That this Council approves the Petition, further approves the Plan, and further approves the Articles in substantially the forms now on file with the Clerk of Council.

Section 2. Filing with Secretary of State. That the Clerk of Council is directed to file or cause to be filed a copy of the Articles and a copy of this Resolution with the Ohio Secretary of State.

Section 3. Appointment of Mayor and Council Representatives to Board. That pursuant to Ohio Revised Code Section 1710.04, this Council appoints Robert Starcher and the Mayor designates Kimberly Marshall to serve on the board of directors of the Corporation

Section 4. That the plans, specifications, estimates of costs, and profiles of the proposed City of Medina special energy improvement project identified in the District plan on file with the Clerk of Council and open to inspection are hereby approved, and the special energy improvement project shall be acquired, installed and constructed in accordance with those plans and specifications.

Section 5. That this Council hereby finds and determines that (i) the special energy improvement project is conducive to the public health, convenience and welfare of the City and its inhabitants and (ii) the property of City of Medina identified in the petition are specially benefited by the project.

Section 6. This Council hereby accepts and approves the waiver of all further notices, hearings, claims for damages, rights to appeal and other rights of property owners under the law, including but not limited to those specified in the Ohio Constitution, Chapter 727 of the Revised Code, the Medina City Charter and the Medina Municipal Code, and consents to the immediate imposition of the special assessments upon the properties as identified in the Petition. This waiver encompasses but is not limited to waivers of the following rights under the Revised Sections referred to below:

- The right to notice of the adoption of the Resolution of Necessity under Sections 727.13 and 727.14;
- The right to limit the amount of the special assessment under 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 727.17;
- 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 City of Medina special energy improvement project 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.

- Any and all procedural defects, errors or omissions in the special assessment process.

Section 7. That the total cost of the special energy improvement project shall be assessed against the properties of City of Medina identified in the Petition in proportion to the benefits resulting from the special energy improvement project.

Section 8. Transfer of Energy Special Improvement Project. That pursuant to Ohio Revised Code Section 1710.02(G)(4), this Council determines that the energy special improvement project to be constructed and implemented on the Property is not required to be owned exclusively by the City for its purposes, for uses determined by this Council, as the legislative authority of the City, as those that will promote the welfare of the people of such participating political subdivision; to improve the quality of life and the general and economic well-being of the people of the City; to better ensure the public health, safety, and welfare; to protect water and other natural resources; to provide for the conservation and preservation of natural and open areas and farmlands, including by making urban areas more desirable or suitable for development and revitalization; to control, prevent, minimize, clean up, or mediate certain contamination of or pollution from lands in the state and water contamination or pollution; or to provide for safe and natural areas and resources. This Council accordingly authorizes the board of directors of the Corporation to act as its agent to sell, transfer, lease, or convey the special energy improvement project to be constructed and implemented on the Property. The consideration the board of directors of the Corporation must obtain from any sale, transfer, lease, or conveyance of the special energy improvement project on the Property is any consideration greater than or equal to \$1.00.

Section 9. Compliance with Public Meetings Requirements. That this Council finds and determines that all formal actions of this Council concerning and relating to the passage of this legislative resolution were adopted in an open meeting of this Council, and that all deliberations of this Council and any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Ohio Revised Code Section 121.22.

Section 10. That this Resolution shall be considered an emergency measure necessary for the immediate preservation of the public peace, health and safety; wherefore, this Resolution shall be in full force and effect immediately upon its passage and signature by the Mayor.

PASSED: September 9, 2019

SIGNED: John M. Coyne, III
President of Council

ATTEST: Kathy Patton
Clerk of Council

APPROVED: September 10, 2019

SIGNED: Dennis Hanwell
Mayor

*Res. 140-19
Ord. 141-19
Ord. 142-19*

**PETITION FOR CREATION OF ENERGY SPECIAL
IMPROVEMENT DISTRICT AND FOR SPECIAL ASSESSMENTS
FOR SPECIAL ENERGY IMPROVEMENT PROJECTS**

A PETITION TO THE CITY OF MEDINA SEEKING THE CREATION OF THE CITY OF MEDINA ENERGY SPECIAL IMPROVEMENT DISTRICT AND THE LEVYING OF SPECIAL ASSESSMENTS ON PROPERTY OWNED BY THE PETITIONER TO PAY THE COSTS OF VARIOUS SPECIAL ENERGY IMPROVEMENT PROJECTS FOR THE SPECIAL BENEFIT OF THE ASSESSED PROPERTY AND A WAIVER OF ALL RIGHTS TO NOTICES, HEARINGS, AND APPEALS RESPECTING THE REQUESTED SPECIAL ASSESSMENTS

To: The Mayor and Council of the City of Medina

The Medina County, an Ohio County I (the "Petitioner") is the owner of 100% of the property described on Exhibit A, which is attached to and incorporated into this Petition (the "Property"). The undersigned represents that he or she is the duly authorized signatory or officer of the Petitioner.

The Petitioner respectfully petitions the City of Medina (the "City" or "Participating Political Subdivision") for the creation of the **City of Medina Energy Special Improvement District** (the "District") pursuant to Ohio Revised Code Chapter 1710 and amendments thereto (the "Act"). The District's boundaries will be as described and shown in Exhibit B, attached to and incorporated into this Petition. In accordance with the Act, the District may be expanded to include additional territory ("Additional Territory") for the purposes of developing and implementing special energy improvement projects. At least one special energy improvement project will be designated for each parcel of real property within an Additional Territory of the District. The Petitioner represents that a special energy improvement project will be developed and implemented on each parcel of real property with respect to the Petitioner as set forth below and as further described in Exhibit C.

As authorized by Ohio Revised Code Section 1710.02(F), the Petitioner, as the owner of the Property being 100% of the area proposed to be assessed for the Authorized Improvements, further respectfully petitions the City (a) to approve an initial plan for the District (the "Plan"), attached to this Petition as Exhibit C, which Plan includes the description of the special energy improvement projects being constructed or installed or proposed to be constructed or installed on the Property (the "Authorized Improvements"), (b) for the construction of the Authorized Improvements, and (c) to assess on the Property, in proportion to the special benefits that will result from the Authorized Improvements, the total cost of those Authorized Improvements, including the costs of planning, designing, and implementing the Authorized Improvements incurred to date by the Petitioner, as authorized under Ohio Revised Code Chapters 727 and 1710 (the "Special Assessments"), to pay the costs of the Authorized Improvements.

In connection with this Petition and in furtherance of its purposes, 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 D, and (iv) the schedule of estimated special assessments to be levied for the Authorized Improvements also included in Exhibit D. The Petitioner acknowledges that the estimated special assessment for each parcel is in proportion to the benefits that may result from the Authorized Improvements.

1. Purpose. The District's purpose will be to enhance the value of the Property and improve the environment by developing and assisting in developing special energy improvement projects at the Property. The District will be authorized to provide special energy improvement projects pursuant to the Act that will benefit the Property. The District further will be authorized to take any other actions pursuant to the Act that may be taken by special energy improvement districts organized for the purpose of developing and implementing plans for special energy improvement projects.

2. Corporate Entity and Governance. The operations and fiscal affairs of the District will be managed and administered by the Board of Directors ("Board") of the City of Medina Energy Special Improvement District, Inc., an Ohio non-profit corporation to be formed for the purpose of governing the District, all in accordance with the Act. The articles of incorporation of the District are attached to and incorporated into this Petition as Exhibit E. The Board will consist of at least five individuals. The Board will have all powers authorized by the Act. Pursuant to the Act, one board member will be a person appointed by and serving at the pleasure of the Council of the City (the "Council"), and one member will be the Mayor of the City or an appointee of the Mayor serving at the Mayor's pleasure, provided the Mayor's appointee is qualified to serve on the Board under the Act. The remaining three board members will be persons elected at the first meeting of the membership of the District.

Petitioner acknowledges and agrees that the Board, in its sole discretion and as authorized by Ohio Revised Code Section 1702.33, may delegate authority to an executive committee. Petitioner further acknowledges and agrees that the Board, in its sole discretion and as authorized by Ohio Revised Code Sections 1702.12, 1702.33, and 1710.11, may contract for the provision of services pursuant to the Board's prescribed competitive bidding procedures.

Petitioner releases the City and its officers, directors, and employees (the "Indemnified Parties") from, agrees that the Indemnified Parties shall not be liable for, and indemnifies the Indemnified Parties against, all liabilities, claims, costs, and expenses, including out-of-pocket and incidental expenses and legal fees imposed upon, incurred or asserted against the Indemnified Parties on account of (i) any loss or damage to property or injury to or death of or loss by any person that may be occasioned by any cause whatsoever pertaining to the acquisition, construction, installation, equipment, improvement maintenance, operation and use of the Authorized Improvements, (ii) any act of any of the Indemnified Parties as a member of the Board, and (iii) any claim, action, or proceeding brought with respect to any matter set forth in clauses (i) and (ii) above; provided, however, that Petition shall not indemnify the Indemnified Parties as provided above to the extent that any liability, claim, cost, or expense arises out of or results from the gross negligence or willful misconduct of the Indemnified Parties.

3. **Authority.** The District will be authorized to provide special energy improvement projects pursuant to the Act that will benefit property within the District's boundaries. The City will be authorized to levy a special assessment on each property within the District that lies within the territorial boundaries of the City to pay for special energy improvement projects, based on the benefits conferred by those special energy improvement projects as further provided for in the Plan and this Petition.

4. **Plan.** As authorized in the Act, the Petitioner requests that the City approve the Plan attached to this petition as **Exhibit C**. The petitioner acknowledges that the Authorized Improvements, as that term is defined in the Plan, have an estimated useful life of at least five (5) years.

5. **Boundaries.** **Exhibit A** provides a legal description of the parcels, as identified by parcel number, which this Petition includes in the District. The District's boundaries are described further in **Exhibit B**.

6. **Special Assessments.** 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, surveying, testing, and inspection costs; the amount of any damages resulting from the Authorized Improvements and the interest on such amount; the costs incurred in connection with the preparation, levy, and collection of the special assessments; the cost of purchasing and otherwise acquiring any real estate or interests in real estate; expenses of legal services; costs of labor and material; administrative costs of the District, including public officials insurance; and trustee fees and other financing costs incurred in connection with the issuance, sale, and servicing of securities, or obligations issued to provide a loan to the Petitioner or otherwise to pay costs of the Authorized Improvements in anticipation of its receipt of the special assessments, capitalized interest on, and financing reserve funds for, such securities, or other obligations; 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 in this Petition and in **Exhibit D** are in proportion to, and do not exceed, the special benefits to be conferred on the Property by the Authorized Improvements identified in this Petition. The Petitioner further consents to the levying of the Special Assessments against the Property by the Council. The Petitioner acknowledges that these Special Assessments are fair, just, and equitable, and that they are being imposed at the specific request of the Petitioner.

The Petitioner further acknowledges that the Special Assessments are subject to reduction as provided in an Energy Project Agreement expected to be entered into among the Petitioner, the District, and such other parties as the City and the District may deem necessary and appropriate (the "Energy Project Agreement") and as described in this Petition. The City will take such actions as may be permitted by law and are necessary so that the semiannual installment of the Special

Assessments to be collected in each semiannual real property tax payment shall equal the Special Assessments stated in Exhibit D.

The City will take such actions as may be permitted by law and are necessary to certify the amount of the Special Assessments to the County Auditor not later than 45 days in advance of the deadline for annual certification of Special Assessments.

The Petitioner hereby requests that the Special Assessments be allocated as follows:

<u>PARCEL</u>	<u>ADDRESS</u>	<u>PERCENTAGE</u>
028-19A-13-141	246 Northland Drive, Medina, OH 44256	100%

7. Waiver of Notices and Process. The Petitioner expressly 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 .14;
- The right to limit the amount of the Special Assessment under Ohio Revised Code Sections 727.03 and 727.06;
- The right to file an objection to the Special Assessment 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 .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 consents to proceed immediately with all actions necessary to acquire, install and construct the Authorized Improvements and impose the Special Assessments.

8. Agricultural Districts. The Petitioner further agrees not to take any actions, or cause to be taken any actions, to place 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.

9. No Reliance on Estimates. The Petitioner acknowledges that the Special Assessments set forth in this Petition and its Exhibits 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, may be more or less than the respective estimated assessments for the Authorized Improvements. In the event that the final assessments exceed the estimated assessments, the Petitioner, without limitation of the other waivers contained in this Petition, 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 those 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, regardless of whether or not any of the parts or portions of the Authorized Improvements have been completed.

10. Obligation to Pay Special Assessments. The Petitioner further acknowledges that the final assessments for the Authorized Improvements, 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 Fiscal Officer of Medina County, as provided by law, to be placed on the tax list and duplicate as unpaid assessments and collected as other taxes are collected. The Petitioner requests that the unpaid final assessments for the Authorized Improvements be payable in six (6) semi-annual installments, together with interest at the rate of 5.00% per annum; provided, that all or any portion of any unpaid final assessments may be waived or reduced by the City in accordance with the Energy Project Agreement or any agreements of the City, the District, or the Petitioner in connection with any financing for any Authorized Improvements.

11. Waivers. The Petitioner further waives any and all questions as to the constitutionality of the laws under which Authorized Improvements shall be acquired, installed, or constructed, the proceedings relating to the acquisition, installation, or construction of the Authorized Improvements shall occur, and the jurisdiction of the City is granted. The Petitioner further waives any and all irregularities, errors, and defects, procedural or otherwise, if any, in the levying of the assessments or the undertaking of the Authorized Improvements. The Petitioner 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 and the Charter of the City of Medina. 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 related matters.

12. Irrevocability. The Petitioner acknowledges and understands that the City will be relying upon this Petition in taking actions and expending resources. This Petition therefore shall be irrevocable and shall be binding upon the Petitioner, its successors and assigns, the Property, and any grantees, mortgagees, lessees, or transferees of the Property.

13. Knowledge of Waivers. 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.

14. Miscellaneous. The Petitioner acknowledges that the District is being created using a single petition option under the Act and that no further authorization by the Petitioner may be required prior to the implementation of the Plan and the levying of assessments.

The Council of the City of Medina is hereby respectfully requested to approve, by resolution, this Petition, and to levy special assessments against the property subject to this Petition.

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IN WITNESS WHEREOF, the Petitioner has caused this petition to be executed by Scott Miller, its County Administrator.

PETITIONERS:
THE MEDINA COUNTY
Authorized Signatory



Scott Miller
Medina County Administrator

Address for notices to Petitioner: 144 N. Broadway Street, Medina, Ohio 44256

STATE OF OHIO)
) SS:
COUNTY OF MEDINA)

On the 11th day of July 2019, personally appeared before me, a notary public in and for the State of Ohio, Scott Miller, Administrator, who acknowledged that he did execute the foregoing Petition on behalf of The Medina County and that the same was the free act and deed of such officer.

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



Notary Public



RHONDA J. BECK
Notary Public, State of Ohio
My Commission Expires
April 30, 2022

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

The land referred to herein below is situated in the City of Medina, County of Medina, State of Ohio, and is described as follows:

Known as being the whole of Medina City Lot 4806, as recorded in Plat Volume 20, Page 63 of Medina County Records, be the same more or less. Subject to all legal highways.

AND:

Known as being the whole of Medina City Lots 4803 and 4804, as recorded in Plat Volume 20, Page 108 of Medina County Records, be the same more or less. Subject to all legal highways.

Parcel No. 028-19A-13-141

Property Address: 246 Northland Drive, Medina, OH 44256

EXHIBIT B

DISTRICT BOUNDARIES

The land referred to herein below is situated in the City of Medina, County of Medina, State of Ohio, and is described as follows:

Known as being the whole of Medina City Lot 4806, as recorded in Plat Volume 20, Page 63 of Medina County Records, be the same more or less. Subject to all legal highways.

AND:

Known as being the whole of Medina City Lots 4803 and 4804, as recorded in Plat Volume 20, Page 108 of Medina County Records, be the same more or less. Subject to all legal highways.

Parcel No. 028-19A-13-141

Property Address: 246 Northland Drive, Medina, OH 44256

EXHIBIT C

PLAN FOR THE CITY OF MEDINA ENERGY SPECIAL IMPROVEMENT DISTRICT

The City of Medina Energy Special Improvement District (the "District") will administer property assessed clean energy ("PACE") financing within the District. The Medina County ("Owner"), the owner of the real property to be included within the District, authorizes and consents to this Plan.

The District is established pursuant to the special energy improvement district provisions of Ohio Revised Code Chapter 1710. This Plan refers to Chapter 1710 and any and all future amendments to the special energy improvement district provisions of Chapter 1710 as the "Act." Any specific statutory reference contained in this Plan shall also refer to any succeeding or amending statutory provision.

The District's governing documents include its Articles of Incorporation, Code of Regulations, resolutions duly adopted by the board of directors of the District, and the applicable resolutions and ordinances of the participating political subdivision where the real property is located (collectively, the "Governing Documents"). This Plan refers to the Governing Documents, this Plan, the Petition for Creation of Energy Special Improvement District and for Special Assessments for Special Energy Improvement Projects ("Petition") submitted to the City of Medina (the "City") by Owner, and the assessment schedule collectively as the "District Documents."

By agreeing to and executing the District Documents, Owner consents to the terms and conditions of all District Documents.

I. Purpose of the Plan

This Plan's purpose is to enhance the value of properties within the District and improve the environment by developing and assisting in developing special energy improvement projects within the District. The District is authorized to provide special energy improvement projects pursuant to the Act that will benefit the District. The District further is authorized to take any other actions pursuant to the Act that may be taken by energy special improvement districts organized for the purpose of developing and implementing plans for special energy improvement projects.

The Plan will provide financing secured by special assessments on real property for special energy improvement projects.

Through a Petition submitted in connection with this Plan, Owner has requested and consented to certain special assessments by the District with respect to certain real property owned by the Owner and located at 246 Northland Drive, Medina, OH 44256 (the "Property"). A full legal description of the Property is attached to and incorporated into this Plan as **Attachment A**, and a schedule for special assessments to be assessed against the Property to pay the costs of the Authorized

Improvements, as that term is defined in this Plan, is attached to and incorporated into this Plan as **Attachment B**.

The energy special improvement projects applicable to the Property will include (1) costs already incurred by the Owner for the planning, designing, and implementing of the public improvements, including, without limitation, architectural, engineering, legal, appraisal, insurance, consulting, energy, auditing, and planning fees and expenses, as authorized by Ohio Revised Code Section 1710.07(B) and the costs of preparing plans, specifications, profiles, and estimates, as authorized by Ohio Revised Code Section 727.08(C); (2) implementation of energy efficiency measures including Boiler replacements.

The special assessments levied against the Property to pay the costs of the Authorized Improvements will be used to repay and provide security for obligations issued to finance the costs of the Authorized Improvements.

The Owner hereby acknowledges that the Authorized Improvements have an estimated useful life of at least five (5) years.

II. Energy Efficiency and Renewable Energy Regulations and Requirements

Energy Efficiency Reporting Requirements. Ohio Revised Code Section 1710.061 requires the Board to submit a quarterly report to each electric distribution utility (“EDU”) with a District Authorized Improvement within the EDU’s certified territory. The quarterly report submitted to the EDU must include the total number and a description of each new and ongoing District Authorized Improvement that produces energy efficiency savings or reduction in demand and other additional information that the EDU needs to obtain credit under Ohio Revised Code Section 4928.66 for energy efficiency savings or reduction in demand from such projects. The Board is hereby authorized to submit quarterly reports due required under Ohio Revised Code Section 1710.061. Property owners shall comply with Board requirements for information gathering and reporting to ensure Board compliance with Ohio Revised Code Section 1710.061.

Energy Efficiency Credits. The Board is hereby authorized to adopt rules governing energy efficiency credits associated with Authorized Improvements financed pursuant to this Plan. Property owners shall comply with Board requirements in furtherance of energy efficiency credit programs.

Renewable Energy Credits. The Board is hereby authorized to adopt rules governing renewable energy credits associated with Authorized Improvements financed pursuant to this Plan. Property owners shall comply with Board requirements in furtherance of renewable energy credit programs.

Monetizing Other Energy Efficiency or Renewable Energy Attributes. The Board is hereby authorized to adopt rules governing the monetization of any energy efficiency or renewable energy attributes of any Authorized Improvements financed pursuant to this Plan. Property owners shall comply with Board requirements in furtherance of the monetization of such attributes.

III. Statutory Requirements

As provided in the District Documents:

- (A) The District Documents may be amended or supplemented in accordance with their terms.
- (B) The public improvements to be provided by the District are the Authorized Improvements identified in this Plan. The area where the Authorized Improvements will be undertaken is the Property. The method of assessment shall be in proportion to the special benefits received by each property owner within the District as a result of Authorized Improvements.
- (C) For the purpose of levying an assessment, the Board may combine levies for Authorized Improvements and public services into one special assessment to be levied against each specially benefited property in the District.

IV. Owner Project Qualified Installers; Maximum Funding

Board Waiver of Competitive Bidding. Due to the circumstances under which the Project shall be financed and constructed, the Board shall adopt written rules that do not require competitive bidding with respect to the Owner Project in accordance with Section 1710.11 of the Ohio Revised Code.

Owner Project. Obligations issued to finance this Plan and the Project may be used only to finance the costs of Authorized Improvements, including the District's administrative costs. Owner is responsible for the Project installed on the Property. Owner will need to address performance and other system-related issues directly with the installer according to the terms of Owner's contract with the installer. **The District is a financing program only. Neither the District nor the City is responsible for the Project or its performance, and neither the District nor the City will participate in the resolution of any dispute between Owner and the installer of the Project.**

V. Compliance with Existing Mortgages

The filing of the Petition and the adoption by the participating political subdivision of an ordinance to proceed under Ohio Revised Code Section 727.25 will establish a lien on the Owner's property as security for Owner's obligation to pay special assessments in accordance with the Petition and the District Documents. The lien securing the obligation to pay special assessments will be senior to all private liens, including Owner's purchase or construction mortgage, if any. Many loan documents limit the ability of a property owner to place senior liens upon property without the consent of the lender or authorize the lender to obligate a borrower to prepay the senior obligation. **Owner must confirm with its lender(s), and provide written consent from its lenders, that the financing of the Project in accordance with this Plan will not adversely impact Owner's rights with respect to any existing loan documents or obligate the Owner to prepay special assessments assessed under the District Documents.**

VI. Transfer or Resale of the Subject Property

If Owner sells the Property prior to the end of the special assessment period for the Project, the new owner will assume the obligation to pay special assessments. Ownership of the Project will transfer to the new owner at the close of the real estate sale.

VII. Changes in State and Federal Law

The ability to issue or use obligations to finance Authorized Improvements is subject to a variety of state and federal laws. If these laws change after property owners have applied to the District for financing, the District may be unable to fulfill its obligations under this Plan. **The District shall not be obligated to implement any provision of this Plan which is contrary to state or federal law. The District shall not be liable for any inability to finance Authorized Improvements as a result of state and federal law or any changes in state and federal law which reduce or eliminate the effectiveness of financing Authorized Improvements through the District's Program.**

VIII. Releases and Indemnification

The District has been created with the approval of the City of Medina, as a participating political subdivision, for the purposes of implementing this Plan. The District and any participating political subdivision shall be neither responsible nor liable for the installation, operation, financing, refinancing, or maintenance of Authorized Improvements. The Owner will be solely responsible for the installation, operation, financing, refinancing, and maintenance of the Authorized Improvements. This Plan does not in any way obligate the District or any participating political subdivision to ensure the viability of Authorized Improvements. Owners of assessed real property must pay the special assessments regardless of whether the Authorized Improvements are properly installed or operate as expected.

By agreeing to and executing this Plan, the Owner agrees to release, defend, indemnify, and hold harmless the District and the participating political subdivisions, including their directors, officers, members, agents, independent contractors, and employees, from and against any claims, actions, demands, costs, damages or lawsuits, arising out of or connected with participation in the Plan.

IX. Changes in the Plan Terms; Severability

Participation in the Program is subject to the District Document terms and conditions in effect from time to time during participation. The District reserves the right to change this Plan and the terms and conditions of the District Documents at any time without notice. No such change will affect the Owner's obligation to pay special assessments as set forth in the District Documents.

If any provision of the District Documents is determined to be unlawful, void, or for any reason unenforceable, that provision shall be severed from these District Documents and shall not affect the validity and enforceability of any remaining provisions.

X. Disclosure of Owner Information

The District and any participating political subdivision may disclose information of the District to any agent of the District or to third parties when such disclosure is essential either to the conduct of the District's business or to provide services to property owners, including but not limited to where such disclosure is necessary to (i) comply with the law, (ii) enable the District and participating political subdivisions and their agents to provide services or otherwise perform their duties, and (iii) obtain and provide credit reporting information. In order to receive funding for the Plan and to enable communication regarding the State of Ohio's energy programs, the Owner's name and contact information may be disclosed to its current electric utilities. The District shall not disclose personal information to third parties for telemarketing, e-mail, or direct mail solicitation unless required to by law or court order.

**BY EXECUTING THIS PLAN, THE PROPERTY OWNER IDENTIFIED BELOW
AUTHORIZES AND CONSENTS TO THIS PLAN AND ALL DISTRICT DOCUMENTS
AND AGREES TO PERFORM THE OBLIGATIONS OF THE PROPERTY OWNER
CONTAINED IN THIS PLAN.**

Date: July 11, 2019

**Owner:
MEDINA COUNTY**

Authorized Signatory



Scott Miller

Medina County Administrator

Address for notices to Owner: 144 N. Broadway Street, Medina, OH 42256

PLAN—ATTACHMENT A

DESCRIPTION OF REAL PROPERTY SUBJECT TO THIS PLAN:

The real property subject to this Petition is located at the commonly used mailing address: 246 Northland Drive, Medina, OH 44256. The Medina County Auditor Parcel ID for the real property subject to this Petition is: 028-19A-13-141. The land referred to herein below is situated in the City of Medina, County of Medina, State of Ohio. The following is the legal description for the real property subject to this Petition:

Known as being the whole of Medina City Lot 4806, as recorded in Plat Volume 20, Page 63 of Medina County Records, be the same more or less. Subject to all legal highways.

AND:

Known as being the whole of Medina City Lots 4803 and 4804, as recorded in Plat Volume 20, Page 108 of Medina County Records, be the same more or less. Subject to all legal highways.

PLAN—ATTACHMENT B

SCHEDULE OF SPECIAL ASSESSMENTS

Project Plan for Medina County

The real property owned by the Medina County at 246 Northland Drive, Medina, OH 44256, serves as a human services center. The legal description of the property is set forth on the attached Exhibit A. The property will be subject to special assessments for energy improvements in accordance with Revised Code Chapter 1710.

The energy efficiency savings for the project are expected to be 20% or more annually and consist of the following energy efficiency elements:

1. LED Lighting Replacement

Total Project Cost: \$25,000.00

Total cost including financing and other charges: \$25,500.00

Total direct payments collected: \$10,806.32

Total assessment payments to be collected: \$16,209.48

Estimated annual special assessment for 3 years: \$5,403.16

Estimated semi-annual special assessments for 3 years*: \$2,701.58

Number of semi-annual installments: 6

First annual installment due: January 31, 2020

**Note: Numbers do not reflect additional charges the County Auditor may apply to the annual assessment.*

Year Payments Are Due	Total Annual Assessment Parcel 028-19A-13-141	1st Half (Due 1/31)	2nd Half (Due 7/31)
2020	\$5,403.16	\$2,701.58	\$2,701.58
2021	\$5,403.16	\$2,701.58	\$2,701.58
2022	\$5,403.16	\$2,701.58	\$2,701.58
Total Assessment	\$16,209.48		

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 Medina County Fiscal Officer under certain conditions.

The County Fiscal Officer of Medina 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 Medina County, Ohio to each Semiannual Assessment payment.

EXHIBIT D

**SCHEDULE OF SPECIAL ASSESSMENTS
Project Plan for Medina County**

The real property owned by Medina County at 246 Northland Drive, Medina, OH 44256, serves as a human services center. The legal description of the property is set forth on the attached Exhibit A. The property will be subject to special assessments for energy improvements in accordance with Revised Code Chapter 1710.

The energy efficiency savings for the project are expected to be 20% or more annually and consist of the following energy efficiency elements:

2. LED Lighting Replacement

Total Project Cost: \$25,000.00

Total cost including financing and other charges: \$25,500.00

Total direct payments collected: \$10,806.32

Total assessment payments to be collected: \$16,209.48

Estimated annual special assessment for 3 years: \$5,403.16

Estimated semi-annual special assessments for 3 years*: \$2,701.58

Number of semi-annual installments: 6

First annual installment due: January 31, 2020

**Note: Numbers do not reflect additional charges the County Auditor may apply to the annual assessment.*

Year Payments Are Due	Total Annual Assessment Parcel 028-19A-13-141	1st Half (Due 1/31)	2nd Half (Due 7/31)
2020	\$5,403.16	\$2,701.58	\$2,701.58
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2022	\$5,403.16	\$2,701.58	\$2,701.58
Total Assessment	\$16,209.48		

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 Medina County Fiscal Officer under certain conditions.

The County Fiscal Officer of Medina 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 Medina County, Ohio to each Semiannual Assessment payment.

EXHIBIT E

**ARTICLES OF INCORPORATION
OF THE CITY OF MEDINA ENERGY SPECIAL IMPROVEMENT DISTRICT, INC.**

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Filing Form Cover Letter

Please return the approval certificate to:

Name (Individual or Business Name):

Medina County Economic Development Corporation

To the Attention of (if necessary):

Bethany Dentler

Address:

144 N. Broadway Street, Suite 202

City:

Medina

State

Ohio

ZIP Code:

44256

Phone Number:

330-722-9215

E-mail Address:

bdentler@medinacounty.org

Check here if you would like to receive important notices via e-mail from the Ohio Secretary of State's office regarding Business Services.

Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via e-mail when any document is filed on your business record.

Please make checks or money orders payable to: "Ohio Secretary of State"

Type of Service Being Requested: (PLEASE CHECK ONE BOX BELOW)

Regular Service: Only the filing fee listed on page one of the form is required and the filing will be processed in approximately 3-7 business days. The processing time may vary based on the volume of filings received by our office.

Expedite Service 1: By including an Expedite fee of \$100.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 2 business days after it is received by our office.

Expedite Service 2: By including an Expedite fee of \$200.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. This service is only available to walk-in customers who hand deliver the document to the Client Service Center.

Expedite Service 3: By including an Expedite fee of \$300.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 4 hours after it is received by our office, if received by 1:00 p.m. This service is only available to walk-in customers who hand deliver the document to the Client Service Center.

Preclearance Filing: A filing form, to be submitted at a later date for processing, may be submitted to be examined for the purpose of advising as to the acceptability of the proposed filing for a fee of \$50.00. The Preclearance will be complete within 1-2 business days.



Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 870
Columbus, OH 43216

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

P.O. Box 1390
Columbus, OH 43216

For screen readers, follow instructions located at this path.

Initial Articles of Incorporation (Nonprofit, Domestic Corporation)

Filing Fee: \$99

(114-ARN)

Form Must Be Typed

Please check the box if this nonprofit corporation is being formed for the following purpose:

- Community Improvement Corporation (Economic Development or Land Reutilization) - Please see Ohio Revised Code Chapter 1724 or the instructions at the end of this form for more information.

First: Name of Corporation

Second: Location of Principal Office in Ohio

City

State

County

Optional: Effective Date (MM/DD/YYYY)

(The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing.)

Third: Purpose for which corporation is formed

See Exhibit A attached to and incorporated herein these Articles by reference.

**** Note: for Nonprofit Corporations: The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided. ****

**** Note: ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form. ****

Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of

City of Medina Energy Special Improvement District, Inc.

(Name of Corporation)

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

Bethany Dentler

(Name of Statutory Agent)

144 N. Broadway Street, Suite 202

(Mailing Address)

Medina

(Mailing City)

OH

(Mailing State)

44256

(Mailing ZIP Code)

Must be signed by the incorporators or a majority of the incorporators.

Scott Miller:

Scott Miller

(Signature)

Kimberly Marshall:

Kimberly Marshall

(Signature)

Bethany Dentler:

Bethany Dentler

(Signature)

Acceptance of Appointment

The Undersigned,

Bethany Dentler

(Name of Statutory Agent)

, named herein as the

Statutory agent for

City of Medina Energy Special Improvement District, Inc.

(Name of Corporation)

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature

Bethany Dentler

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

City of Medina Energy Special Improvement District, Inc.

Signature

Kimberly Marshall

By (if applicable)

Kimberly Marshall

Print Name

City of Medina Energy Special Improvement District, Inc.

Signature

Bethany Dentler

By (if applicable)

Bethany Dentler

Print Name

City of Medina Energy Special Improvement District, Inc.

Signature

Scott Miller

By (if applicable)

Scott Miller

Print Name

Instructions for Initial Articles of Incorporation (For Domestic Nonprofit Corporation)

This form should be used if you wish to file articles of incorporation for a domestic nonprofit corporation.

Name of Corporation

As set forth in Ohio Revised Code §1702.05, the name must be distinguishable on the records in the office of the secretary of state.

Ohio Principal Office Location

Please state the city and county in Ohio where the principal office of the corporation is to be located.

Effective Date (optional)

An effective date may be provided but is not required. Pursuant to Ohio Revised Code §1702.04(D), the legal existence of the corporation begins upon the filing of the articles or on a later date specified in the articles. The effective date cannot (1) precede the date of filing with our office or (2) be more than ninety (90) days after the date of filing. If an effective date is given that precedes the date of filing, the effective date of the corporation will be the date of filing. If an effective date is given that exceeds the date of filing by more than ninety (90) days, our office will return the filing to you and request that a proper effective date be provided.

Purpose

Pursuant to Ohio Revised Code §1702.03, a nonprofit corporation must provide a purpose in the articles. A nonprofit corporation may be formed for any purpose or purposes for which natural persons lawfully may associate themselves.

Note: The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

Additional Provisions

If the information you wish to provide for the record does not fit on the form, please attach additional provisions on a single-sided, 8 ½ x 11 sheet(s) of paper.

Original Appointment of Statutory Agent and Acceptance of Appointment

Pursuant to Ohio Revised Code §1702.06, an Ohio Corporation must appoint and maintain a statutory agent to accept service of process on behalf of the corporation. We cannot accept articles of incorporation unless the statutory agent information is provided. The statutory agent must be one of the following: (1) A natural person who is a resident of this state; or (2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is a business entity then the agent must meet the requirements of Title XVII of the Revised Code to transact business or exercise privileges in Ohio. The statutory agent must also sign the Acceptance of Appointment at the bottom of page 2.

Signature(s) - Required

After completing all information on the filing form, please make sure that page 3 is signed by the incorporator(s).

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" field and print (type) his/her name in the "Print Name" field.

If the incorporator is a business entity, not an individual, then please print (type) the entity name in the "signature" field, an authorized representative of the business entity must sign in the "By" field and print (type) his/her name and title/authority in the "Print Name" field.

A typed name signifies an "intent to sign" which is acceptable.

Note

Ohio Revised Code Chapter 1724 requires our office to submit Articles of Incorporation of any community improvement corporation or any amendment, amended articles, merger or consolidation which provides for the creation of such corporation to be submitted to the Ohio Attorney General for examination. This process will require an extra 5-7 days to process the document. In addition, ORC 1724.05 requires a community improvement corporation to submit an annual financial report to the auditor of state within one hundred twenty days following the last day of the corporation's fiscal year.

Note

Our office cannot file or record a document which contains a Social Security number or tax identification number. Please do not enter a Social Security number or tax identification number, in any format, on this form.

EXHIBIT A
ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
OF
CITY OF MEDINA ENERGY SPECIAL IMPROVEMENT DISTRICT, INC.

THIRD: The purpose for which the Corporation is formed shall be:

PURPOSE

(A) To govern the City of Medina Energy Special Improvement District, Inc., a special improvement district (the "District") created pursuant to Ohio Revised Code ("ORC") Chapter 1710. The District's purpose is to enhance the value of properties within the District and improve the environment by developing and assisting in developing within the District special energy improvement projects. The District will be authorized to provide special energy improvement projects pursuant to ORC Chapter 1710 that will benefit property and the environment within the boundaries of the District. The District will be authorized to take any other actions pursuant to ORC Chapter 1710 that may be taken by a special improvement district organized for the purpose of developing and implementing plans for special energy improvement projects. The City of Medina ("City") is a "participating political subdivision," as that term is defined in ORC Section 1710.01(E), that will be authorized to levy a special assessment on each property within the territorial boundaries of the City within the District to pay for such improvements, based on the benefits those special energy improvement projects confer.

(B) To engage in any lawful act, activity, or business not contrary to, and for which a nonprofit corporation may be formed under, the laws of the State of Ohio.

(C) To have and exercise all powers, rights, and privileges conferred by the laws of the State of Ohio on nonprofit corporations or on special improvement districts, including, but not limited to, buying, leasing, or otherwise acquiring and holding, using or otherwise enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wheresoever situated, and buying and selling renewable energy credits, stocks, bonds, or any other security of any issuer as the Corporation by action of its Board may, at any time and from time to time, deem advisable.

(D) The reasons for establishing the District include enhancing the value of properties within the District and improving the environment. The District will enhance the public health, safety, peace, convenience, and welfare by developing and assisting in developing special energy improvement projects that reduce the territory's carbon footprint, promote the District as a location for green technology job creation, benefit property within the District, and improve the environment.

FOURTH:
RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or other private persons,

EIGHTH:
CERTAIN
TRANSACTIONS

No person shall be disqualified from being a Director of the Corporation because he or she is or may be a party to, and no Director of the Corporation shall be disqualified from entering into, any contract or other transaction to which the Corporation is or may be a party.

No contract, action, or other transaction shall be void or voidable for the reason that any Director or officer or other agent of the Corporation is a party to the contract, action, or transaction, or otherwise has any direct or indirect interest in the contract, action or transaction or in any other party to the contract, action, or transaction, or for reason that any interested director or officer or other agent of the Corporation authorizes or participates in the authorization of such contract, action or transaction, provided that:

The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the Board or applicable committee of Directors at the time the contract, action, or transaction is authorized and the Directors or the Members of the committee, in good faith reasonably justified by the facts, authorize the contract, action, or transaction by at least a majority vote of the disinterested Directors or disinterested Members of the committee, even though such disinterested Directors or Members are less than a quorum; or

The material facts as to such interest and as to the contract, action, or transaction are disclosed or are otherwise known to the member at the time the contract, action, or transaction is authorized and the member authorizes the contract, action, or transaction; or the contract, action, or transaction (i) is not less favorable to the Corporation than an arm's length contract, action, or transaction in which no director or officer or other agent of the Corporation has any interest or (ii) is otherwise fair to the Corporation as of the time it is authorized.

Any interested director may be counted in determining the presence of a quorum at any meeting of the Board or any committee of the Board which authorizes the contract, action, or transaction.

NINTH:
DISSOLUTION

Upon the dissolution of the Corporation, all assets remaining after paying or making provision for the payment of all of the liabilities of the Corporation shall be conveyed to any person or organization as shall be selected by the affirmative vote of a majority of the Board.

TENTH:
AMENDMENT

Any provision of these Articles of Incorporation may be amended only (a) by the affirmative vote of a majority of the Members of the Corporation at any meeting at which a quorum is present, and (b) after receipt of approval of such amendment by resolution of the legislative authority of each participating political subdivision, and (c) upon filing the approved amendment and resolution with the Ohio Secretary of State; provided that such amendment shall be consistent with the applicable provisions of ORC Chapters 1702 and 1710.

MEETING MINUTES

**City of Medina Energy Special Improvement District
Initial Meeting of Members
July 11, 2019
12:30 pm
MCEDC – 144 N. Broadway, Suite 202, Medina OH**

I. Call to Order

- a. The Initial Meeting of Members of the City of Medina Energy Special Improvement District, Inc. ("District") was called to order on July 11, 2019 at 12:35 pm at 144 N. Broadway, Suite 202, Medina OH 44256.

II. Recognition of Appointed Members of the Energy Special Improvement District

- a. The following members were notified of the Initial Meeting of Members with attendance respectively noted:

- i. ATTENDED:

1. County of Medina: Scott Miller, Bethany Dentler, Amy Lyon-Galvin

Others present were: Kimberly Marshall, City of Medina Mayoral representative and Kathy Breitenbucher, MCEDC. Participating via conference call were Teresa Snyder and Jodi Rabquer, Toledo-Lucas County Port Authority

Absent were: Robert Starcher, City of Medina Council Appointee

III. Receive Appointed Members of the Board of Directors

- a. The appointment of Members of the proposed Board of Directors was reviewed as follows:

- i. County of Medina:

1. Scott Miller, Member, Medina County appointee
2. Bethany Dentler, Member, Medina County appointee
3. Amy Lyon-Galvin, Member, Medina County appointee

- ii. City of Medina

1. Kimberly Marshall–Mayoral Representative
2. Robert Starcher - City Council Appointee

MOTION: A motion was made by Scott Miller and seconded by Bethany Dentler to approve the Members of the Board of Directors as presented. The motion was unanimously approved.

IV. Approving Action of the Incorporators and Ratification of Articles of Incorporation and Initial Plan for the District

MOTION: A motion was made by Scott Miller and seconded by Kimberly Marshall to approve the action of the incorporators and ratification of Articles of Incorporation and initial plan for the district as amended. The motion was unanimously approved.

V. Approving the Code of Regulations for the City of Medina Energy Special Improvement District, Inc.

MOTION: A motion was made by Amy Lyon-Galvin and seconded by Kimberly Marshall to approve the Code of Regulations for the City of Medina Energy Special Improvement District, Inc., which named 144 North Broadway Street, Suite 202, Medina, Ohio 44256 as the address of the ESID. The motion was unanimously approved.

VI. Election of Officers

- a. Chair – Kimberly Marshall
- b. Vice Chair – Bethany Dentler
- c. Secretary – Amy Lyon-Galvin
- d. Treasurer – Scott Miller

MOTION: A motion was made by Scott Miller and seconded by Bethany Dentler to approve the slate of officers of the Board of Directors as presented through November 2020. The motion was unanimously approved.

Amy Lyon-Galvin appointed Kathy Breitenbucher to take the minutes on her behalf.

VII. Authorizing written rules prescribing competitive bidding procedures

MOTION: A motion was made by Scott Miller and seconded by Amy Lyon-Galvin to authorize the written rules prescribing competitive bidding procedures. The motion was unanimously approved.

VIII. Approving the energy project agreement and loan agreement between Northwest Ohio Advanced Energy Improvement District, City of Medina Energy Special Improvement District, Inc., and the County of Medina.

MOTION: A motion was made by Scott Miller and seconded by Bethany Dentler to approve the energy project agreement and loan agreement between Northwest Ohio Advanced Energy Improvement District, City of Medina Energy Special Improvement District, Inc., and County of Medina, as presented. The motion was unanimously approved.

IX. Meeting Schedule

The November meeting of the Membership was scheduled for November 19, 2019 at 12:30 PM.

X. Empowering and Authorizing the Chair and/or the Vice Chair of the City of Medina Energy Special Improvement District, Inc., to execute all necessary documents.

MOTION: A motion was made by Scott Miller and seconded by Kimberly Marshall to approve the empowering and authorizing the Chair, Kimberly Marshall and/or the Vice Chair, Bethany Dentler, of the City of Medina Energy Special Improvement District, Inc., to execute all necessary documents as presented. The motion was unanimously approved.

XI. Approving the energy project recommendation by Northwest Ohio Advanced Energy Improvement District for the approval of energy project for the City of Medina.

MOTION: A motion was made by Bethany Dentler and seconded by Kimberly Marshall to approve the energy project for the City of Medina. The motion was unanimously approved.

XII. Other Business

- a. No other business was presented.

XIII. Adjournment

- a. Kimberly Marshall motioned to adjourn the Initial Members meeting at 1:41 PM. Amy Lyon-Galvin seconded the motion which was approved unanimously by all members.

Respectfully Submitted and Approved By:

Kathy Breitenbucher acting on behalf of Amy Lyon-Galvin, Secretary

Resolution 01-2019 - Accepting the Appointment of Directors of the Board of Directors of the Medina County Energy Special Improvement District, Inc.

BE IT RESOLVED that the Directors of the Board of Directors for the Medina County Energy Special Improvement District, Inc. shall be:

- Kimberly Marshall, designee for the Mayor;
- Robert (Bob) Starcher, appointed by Village Council;
- Scott Miller, appointed by the Member;
- Bethany Dentler, appointed by the Member;
- Amy Lyon-Galvin, appointed by the Member;

whom shall serve a two (2) year term or until the annual meeting of the Board of Directors to be held at a time to be determined.

The foregoing Resolution 01-2019 was moved by Scott Miller; seconded by Bethany Dentler.

After discussion among the board a vote was called: 4 Yea 0 No 0 Abstention
Resolution 01-2019 was approved on the 11th day of July 2019.

Resolution 02-2019 - Approving the Action of the Incorporators Regarding the Initial Filing of the Articles of Incorporation and Ratification of the Articles of Incorporation and Adoption of the Initial Plan for the District.

BE IT RESOLVED that the actions of the Incorporators to date are hereby approved as actions of the corporation and are and were necessary and beneficial to the formation of the corporation; and that the Articles of Incorporation and Initial Plan are hereby adopted.

The foregoing Resolution 02-2019 was moved by Scott Miller; seconded by Kimberly Marshall.

After discussion among the board a vote was called: 4 Yea 0 No 0 Abstention
Resolution 02-2019 was approved on the 11th day of July, 2019.

Resolution 03-2019 - Approving the Code of Regulations for the Medina County Energy Special Improvement District, Inc.

BE IT RESOLVED that the proposed Code of Regulations for the Medina County Energy Special Improvement District, Inc. is hereby approved as presented.

The foregoing Resolution 03-2019 was moved by Amy Lyon-Galvin; seconded by Kimberly Marshall. After discussion among the board a vote was called: 4 Yea 0 No 0 Abstention
Resolution 03-2019 was approved on the 1th day of July 2019.

Resolution 04-2019 - Approving the Loan Agreement between Medina County ESID, NWOAIED and 107 LLC.

BE IT RESOLVED that the proposed Loan Agreement between Medina County ESID, NWOAIED and Bluffton Family Recreation, is hereby approved as presented.

The foregoing Resolution 04-2019 was moved by Scott Miller; seconded by Bethany Dentler.
After discussion among the board a vote was called: 4 Yea 0 No 0 Abstention
Resolution 04-2019 was approved on the 11th day of July 2019.

Resolution 05-2019 – Empowering and Authorizing the Chair or the Vice Chair of the Corporation to execute all necessary documents.

BE IT RESOLVED that the empowering and authorizing of President or the Vice President of the Corporation to execute all necessary documents, is hereby approved as presented.

The foregoing Resolution 05-2019 was moved by Scott Miller; seconded by Kimberly Marshall. After discussion among the board a vote was called: 4 Yea 0 No 0 Abstention. Resolution 05-2019 was approved on the 11th day of July 2019.

CITY OF MEDINA ENERGY SPECIAL IMPROVEMENT DISTRICT

RESOLUTION NO. 06-2019

RESOLUTION AUTHORIZING WRITTEN RULES PRESCRIBING
COMPETITIVE BIDDING PROCEDURES

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

B. Section 1710.11 of the Ohio Revised Code authorizes the Board to adopt written rules prescribing competitive bidding procedures for contracts awarded by the District under Chapter 1710, which may differ from the competitive bidding procedures applicable to the participating political subdivisions of the District or those provided in Chapter 735 of the Revised Code.

THE BOARD OF DIRECTORS OF THE CITY OF MEDINA ENERGY SPECIAL IMPROVEMENT DISTRICT THEREFORE RESOLVES THAT:

Section 1. The Board hereby adopts, pursuant to Section 1710.11 of the Ohio Revised Code, the written rules attached to this Resolution as Exhibit A prescribing the competitive bidding procedures for contracts awarded by the District.

Section 2. 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 3. This Resolution shall be in full force and effect immediately upon its passage.

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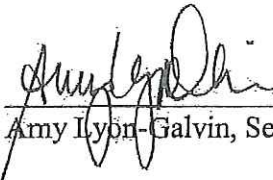
Scott Miller motioned to accept Resolution 06-2019 and Amy Lyon-Galvin seconded the motion. After discussion, a roll call vote was taken and the results were:

Voting Aye: Scott Miller, Amy Lyon-Galvin, Kimberly Marshall, and Bethany Dentler

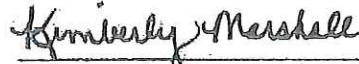
Voting Nay: None

Passed: July 11, 2019

BOARD OF DIRECTORS,
CITY OF MEDINA ENERGY SPECIAL
IMPROVEMENT DISTRICT

Attest: 

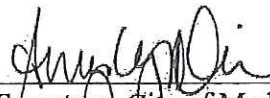
Amy Lyon-Galvin, Secretary



Kimberly Marshall, Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Directors of the City of Medina Energy Special Improvement District hereby certifies that the foregoing is a true copy of a resolution duly adopted by the Board of Directors of said District on July 11, 2019.



Secretary, City of Medina
Energy Special Improvement District

EXHIBIT A

RULES FOR COMPETITIVE BIDDING PROCEDURES

[See attached.]

RULES FOR COMPETITIVE BIDDING PROCEDURES
OF
CITY OF MEDINA ENERGY SPECIAL IMPROVEMENT DISTRICT

Section 1.01 - Authority.

Section 1710.11 of the Ohio Revised Code authorizes the Board of Directors to adopt written rules prescribing competitive bidding procedures for contracts awarded by the City of Medina Energy Special Improvement District (the "District"). Pursuant to Section 1710.11, the procedures may differ from the competitive bidding procedures applicable to the participating political subdivisions of the district or those provided in Chapter 735 of the Revised Code. In accordance with this authority, the District has prescribed the following competitive bidding procedures.

Section 1.02 - Competitive Bidding Procedures.

When the cost of a contract for the construction of any building, structure, or other improvement thereof undertaken by the Board of Directors involves an expenditure estimated to be more than \$100,000, the Board of Directors shall make a written contract after notice calling for bids for the award of the contract has been given by publication twice, with at least seven days between publications, in a newspaper of general circulation within the District except (1) as provided in Section 1.05 of this Policy and (2) when the Board of Directors elects to construct a building, structure, or other improvement thereof pursuant to a contract made with a construction manager at risk under Section 1.03 or with a design-build firm under Section 1.04.

Each contract awarded under this Section shall be let to the lowest and best bidder as determined at the sole discretion of the Board of Directors and each contract shall be accompanied by or shall refer to plans and specifications for the work to be done, prepared for and approved by the Chairperson and Vice-Chairperson. Each contract shall be executed by an authorized officer of the District and by the contractor. Unless waived in writing by the Board of Directors prior to the receipt of any bids, each bid shall be accompanied by the bid security and contract bond described in sections 153.54, 153.57, and 153.571 of the Ohio Revised Code.

Nothing herein shall be construed to provide a bidder with a property interest in any contract. The Board of Directors may, at any time, reject any and all bids.

Section 1.03 - Construction Manager at Risk Selection Procedure.

When the Board of Directors elects to construct a building, structure, or other improvement thereof pursuant to a contract made with a construction manager at risk, the construction manager at risk shall be selected through the qualifications-based process defined in

this Section. The District shall publish a notice calling for responses to a request for qualifications for the award of a construction manager at risk contract twice, with at least seven days between publications, in a newspaper of general circulation within the District. The District's request for qualifications shall describe the qualifications that will be evaluated which shall include, but will not be limited to, competence to perform the required management services as indicated by the technical training, education, and experience of the construction manager at risk's personnel, especially the technical training, education, and experience of the construction manager at risk's employees who would be assigned to perform the services.

The District shall evaluate the statements of qualifications submitted by respondents and rank the respondents. The Chairman, Vice-Chairperson, Secretary, or Treasurer may negotiate the contract price with the two respondents ranked most qualified as necessary to agree to financial terms with a construction manager at risk.

Nothing herein shall be construed to provide a respondent with a property interest in any contract. The District may, at any time, reject any and all statements of qualifications.

Section 1.04 - Design-Build Firm Selection Procedure.

When the Board of Directors elects to construct a building, structure, or other improvement thereof pursuant to a contract made with a design-build firm, the design-build firm shall be selected through the qualifications-based process defined in this Section. The District shall publish a notice calling for responses to a request for qualifications for the award of a design-build contract twice, with at least seven days between publications, in a newspaper of general circulation within the District. The District's request for qualifications shall describe the qualifications that shall be evaluated, which shall include, but will not be limited to, competence to perform the required design-build services as indicated by the technical training, education, and experience of the design-build firm's personnel and key consultants, especially the technical training, education, and experience of the employees and consultants of the design-build firm who would be assigned to perform the services, including the proposed architect or engineer of record.

The District shall evaluate the statements of qualifications submitted by respondents and rank the respondents. The Chairman, Vice-Chairperson, Secretary, or Treasurer may negotiate the contract price with the two respondents ranked most qualified as necessary to agree to financial terms with a design-build firm.

Nothing herein shall be construed to provide a respondent with a property interest in any contract. The District may, at any time, reject any and all statements of qualifications.

Section 1.05 - Exceptions to the Competitive Bidding Process.

In the event that the Board of Directors by a majority vote determines either (1) that it is in the best interest of the District to waive the competitive bidding procedures or (2) that an urgent necessity exists, then the competitive bidding procedure described herein shall not apply and the project may be procured in the manner deemed appropriate by the Chairperson, Vice-

Chairperson, Secretary, and Treasurer of the District. All such contracts, however, must be approved by the Board of Directors.

Nothing herein shall be construed to provide a bidder with a property interest in any contract. The District may, at any time, reject any and all bids.

Section 1.06 -Notice to Bidders.

Any advertisement providing notice to bidders or respondents under these Rules shall include the following information:

1. a general description of the proposed contract and the time and place where the plans and specifications and other specific items may be examined;
2. the time and place where bids or statements of qualifications will be opened; and
3. the time and place for submitting bids or statements of qualifications.

Adopted: July 11, 2019

Res. 140-19
ORIGINAL
ORD 141-19
ORD 142-19

ENERGY PROJECT AGREEMENT

between

NORTHWEST OHIO ADVANCED ENERGY IMPROVEMENT
DISTRICT;

CITY OF MEDINA ENERGY SPECIAL IMPROVEMENT
DISTRICT, INC.;

and

MEDINA COUNTY

Dated
as of
July 11, 2019

This Energy Project Agreement (the "Agreement") is made and entered into as of July 11, 2019, between the Northwest Ohio Advanced Energy Improvement District, a non-profit corporation and special improvement district under the laws of the State of Ohio ("NWOAEID"), the City of Medina Energy Special Improvement District, Inc., a non-profit corporation and special improvement district under the laws of the State of Ohio ("Medina ESID"), and Medina County, a municipal corporation under the laws of the State of Ohio with offices at 6144 N. Broadway Street, Medina, OH 44256 (the "The Borrower"):

WHEREAS, the Borrower, has made application to the NWOAEID for funding a certain special energy improvement project ("Energy Project"), more particularly described in Borrower's application ("Application"); and

WHEREAS, the Borrower petitioned the City of Medina for the establishment of the City of Medina Energy Special Improvement District (the "Petition"); and

WHEREAS, on August ____, 2019 the City Council of Medina passed Resolution No. _____, which approved the Petition, the initial plan for the district, and authorized the formation of the City of Medina Energy Special Improvement District; and

WHEREAS, the Energy Project has an overall estimated cost of Twenty-Five Thousand Dollars and Zero Cents (\$25,000.00) (excluding interest and other transactional and carrying costs, all of which shall be included in the Special Assessments described below) as shown in **Exhibit B**, which the NWOAEID has agreed to fund; and

WHEREAS, the Borrower requests that the Energy Project be funded through special assessments ("Special Assessments") upon the real property upon which the Energy Project will be constructed and exist ("the Property") as allowed under Ohio Revised Code Chapters 1710 and 727; and

WHEREAS, the Medina ESID and NWOAEID agree to undertake the funding of the Energy Project through Special Assessments upon the condition that the Borrower agrees to impose the Special Assessments upon the Property and provide full cooperation with and assistance to the NWOAEID, Medina ESID, City of Medina (the "City") and other entities and institutions involved in the process of approving and imposing the Special Assessments; and

WHEREAS, in order to induce the Medina ESID and NWOAEID to provide the funds for the Energy Project, the Borrower agrees to execute and comply with the terms of the Loan Agreement, attached as Exhibit C, and to provide all such cooperation and assistance necessary for the imposition of the Special Assessments upon the Property.

NOW THEREFORE, in consideration of the mutual promises set forth herein, effective the 11 day of July 2019, the Borrower, the Medina ESID, and the NWOAEID do hereby enter into this Energy Project Agreement ("Agreement") as follows:

1. **Consent to Special Assessments.** The Borrower consents to the imposition of Special Assessments upon the Property, which is commonly referred to as 246 Northland Drive, Medina, OH 44256, and which consists of the following permanent parcel numbers in the records of the Fiscal Officer of Medina County, Ohio (the "Fiscal Officer"): Parcel Number/PPN: **028-19A-13-141**. A legal description of the Property is attached to this Agreement as **Exhibit A** and incorporated into this Agreement by this reference. In the event there are additional or other parcels of property that are not listed but which are benefitted by the Energy Project, the Borrower consents to the imposition of the Special Assessments with respect to those parcels as well. The Borrower acknowledges that the Special Assessments in the event of non-payment and default will constitute a lien upon the Property and may be enforced and collected in accordance with law, including the provisions of Chapter 727 of the Ohio Revised Code.

The cost of the Energy Project shall include, but not be limited to, the cost of: labor, materials, equipment, engineering, design, and audits ("Energy Project Amount") and is estimated to be Twenty-Five Thousand Dollars (\$25,000.00). The Special Assessments shall be in an amount sufficient to fund the Energy Project Amount, as determined by and in the sole discretion of the NWOAEID, and shall include an amount sufficient to fund the necessary and reasonable additional costs related to the financing of the Energy Project Amount including but not limited to: interests, fees, carrying costs, taxes, filing fees, recording charges and all other costs incident to the financing of the Energy Project Amount.

The Borrower acknowledges that the Energy Project Amount is an estimated cost of the Energy Project and that the actual cost of the Energy Project may be more or less than the estimate and that such estimate does not limit the amount of the Special Assessments; provided, however, that the sum total of all Special Assessments, including the costs related to financing the Energy Project Amount, will not exceed the Total Assessment Amount to be Collected amount listed on **Exhibit B** attached to this Agreement and incorporated into this Agreement by this reference. The Borrower agrees that one hundred percent (100%) of the Special Assessments shall be imposed upon the Property and that the Property is being specially benefitted to the full extent of the Special Assessments. The Special Assessments may continue for such period of time as allowed by law and shall continue for the full period of time required to pay the Medina ESID and NWOAEID for all costs, including financing costs, for the Energy Project.

2. **Agreement to Cooperate.** The Borrower agrees to provide full and timely cooperation to the Medina ESID and the NWOAEID and the agencies, entities and institutions involved in the special assessment process, including but not limited to: the City, the Toledo-Lucas County Port Authority, Fiscal Officer, and the Medina County, Ohio (the "Treasurer"), so that the Special Assessments are imposed upon the Property and enforceable against the Property. The Borrower agrees that pursuant to a Petition, it has submitted its Energy Project for admission as a special energy improvement project to be undertaken by the Medina ESID. The Borrower therefore shall be a member of the Medina ESID. The Borrower further agrees that it shall cause a representative to appear at any necessary hearings or legal proceedings involving the Special Assessments and cooperate in such hearings or legal proceedings so that the Special Assessments are approved and become binding upon the Property. The Borrower agrees to provide on-going cooperation with the Medina ESID, NWOAEID, and all other agencies, entities and institutions

involved in the special assessment process during the entire period of time any of the financing for the Energy Project remains outstanding.

The Medina ESID and NWOAEID agree to provide full and timely cooperation with each other for the financing of the Energy Project and the provision of the Energy Project pursuant to this Agreement, and the Petition.

3. **Execution of Documents; Appointment of Agent.** Upon the request of the NWOAEID, Borrower shall execute or cause to be executed by appropriate Borrower officials, all applications, petitions for special assessments, waivers, acknowledgements, and other instruments, documents and papers ("Documents") necessary or helpful to impose the Special Assessments upon the Property and to acknowledge the validity and binding nature of such Special Assessments. To facilitate that process, Borrower hereby irrevocably appoints the NWOAEID's Chairperson, or such other individual as the NWOAEID may name from time to time, as the Borrower's attorney-in-fact and agent with full and complete authority to execute all such Documents, including but not limited to the Petition, on behalf of Borrower and to bind Borrower and the Property to the Special Assessments, including making all waivers of hearings and notices concerning the Special Assessments.

Without limiting the generality of the foregoing grant of authority, Borrower grants the NWOAEID full irrevocable power and authority in the place of Borrower and in the name of Borrower or in NWOAEID's own name, for the purpose of carrying out the terms of this Agreement, to perform, at any time and from time to time, each agreement contained in this Agreement that is on Borrower's part to be complied with, and to take any and all actions and to execute and deliver any and all Documents which may be necessary or desirable to give the NWOAEID the full benefit of this Agreement, in each case as the NWOAEID may from time to time deem advisable, Borrower hereby agreeing that the NWOAEID shall owe no duty whatever to Borrower to perform any such agreement, to take any such action, or to execute or deliver any such Document or, having done so any one or more times, to thereafter continue doing so. Without limiting the generality of the foregoing, Borrower hereby irrevocably authorizes the NWOAEID, at any time and from time to time, to (a) fill in any blank space contained in this Agreement or another Document, (b) correct patent errors, to complete and correct the description of the Property, and to complete the date herein or therein, (c) file and sign, on Borrower's behalf, at Borrower's expense and without Borrower's signature, such petitions for special assessments, waivers, affidavits, assignments, financing statements, endorsements of specific items of collateral, mortgages, powers of attorney, security agreements, or other Documents as the NWOAEID may from time to time deem advisable for the better evidencing, perfection, protection, or validation of, or realization of the benefits of this Agreement, and (d) to the extent the NWOAEID filed any such petitions for special assessments, waivers, affidavits, assignments, financing statements, endorsements of specific items of collateral, mortgages, powers of attorney, security agreements, or other Documents prior to the date of this Agreement, all such actions and Documents are hereby ratified by Borrower.

4. **Waiver of Certain Rights.** Borrower acknowledges that the process for the imposition of special assessments provides the owner of property subject to such special assessments with certain rights, including rights to: receive notices of proceedings; object to the imposition of the

special assessments; claim damages; participate in hearings; take appeals from proceedings imposing special assessments; participate in and prosecute court proceedings, as well as other rights under law, including but not limited to those provided for or specified in the United States Constitution, the Ohio Constitution, Chapter 727 of the Ohio Revised Code, the Charter of the City of Medina and the Codified Ordinances of Medina, Ohio (collectively, "Assessment Rights"). Borrower hereby irrevocably waives all Assessment Rights and consents to the imposition of the Special Assessments immediately or at such time as the NWOAEID or Medina ESID determine to be appropriate, and Borrower expressly requests the entities involved with the special assessment process to promptly proceed with the imposition of the Special Assessment upon the Property. The Borrower further waives: any and all questions as to the constitutionality of the law under which the Energy Project will be constructed and the Special Assessments imposed upon the Property; the jurisdiction of the Council of the City acting thereunder; and the right to file a claim for damages as provided in Section 727.18 of the Ohio Revised Code and any similar provision of the Charter of the City of Medina or the Codified Ordinances of Medina, Ohio.

5. **Representations and Warranties.** Borrower represents and warrants that:

- A. Borrower is a duly organized and validly existing County under the laws of the State of Ohio;
- B. Borrower is the owner of the Property with the legal authority to subject the Property to the Special Assessments;
- C. Borrower and the individual executing this Agreement on behalf of the Borrower are duly authorized to enter into this Agreement;
- D. Entering into this Agreement will not result in the breach of any other agreement to which the Borrower is a party;
- E. Borrower will complete the Energy Project, and has or will provide sufficient funds to complete the Energy Project in the event of additional costs or expenses above and beyond the estimated Energy Project Amount of Twenty-Five Thousand dollars (\$25,000.00). In the event that the Energy Project is completed below the estimated cost of Twenty-Five Thousand dollars (\$25,000.00) the remaining amount shall be used to reduce the final assessment amount payable; and
- F. All of the factual statements concerning Borrower contained in the Application and in this Agreement are true and accurate to the best of Borrower's knowledge and belief and if there is a material change in the accuracy or truthfulness of any such factual statement, Borrower will promptly disclose the same to the Medina ESID and the NWOAEID.

6. **Assignment; Third Party Beneficiaries.** Borrower may not assign this Agreement without the consent of each of the Medina ESID and the NWOAEID, which consent shall not be unreasonably withheld. Either of the Medina ESID or the NWOAEID may assign this Agreement, or any portion of its benefits or obligations, freely to another party, with or without the consent of the Borrower.

7. **Default.** If any of the following events shall occur, it shall be deemed a default ("Default") under this Agreement and the Medina ESID and NWOAEID shall be entitled to any rights or remedies under this Agreement and any rights or remedies provided under law:

- A. The Borrower fails to pay an installment of any Special Assessment when due.
- B. The Borrower fails to perform any other obligation under this Agreement and the failure continues for a period of ten (10) days after written notice from the NWOAEID.
- C. The Borrower is in breach of any of its representations or warranties under this Agreement.
- D. The Borrower abandons the Property.
- E. The Borrower commits waste upon the Property.
- F. The Borrower becomes bankrupt or insolvent or files or has filed against it a petition in bankruptcy or for reorganization or arrangement or other relief under the bankruptcy laws or any similar state law or makes an assignment for the benefit of creditors.

In the event of a Default, then, in addition to any other remedy the Medina ESID and NWOAEID may have, the Medina ESID and the NWOAEID each may recover from Borrower all damages they respectively incur by reason of the Default, including reasonable attorneys' fees and expenses.

8. **General.**

- A. If any provision of this Agreement is found to be invalid, illegal or unenforceable under any applicable statute or law, such provision shall to that extent be deemed to be omitted, and the remaining provisions of this Agreement shall not be affected in any way.
- B. The Borrower acknowledges that it has read and understands this Agreement and is bound by its terms. This Agreement contains the entire understanding and agreement of the parties with respect to the matters contained in this Agreement, and supersedes all prior proposals and understandings between the parties.
- C. This Agreement shall not be modified or altered except as by a written instrument duly executed by all of the parties.
- D. The Borrower acknowledges that it has had an opportunity to review this Agreement and to be advised by an attorney of its choosing as to the Agreement's terms, conditions and provisions. The Borrower is entering into this Agreement knowingly and voluntarily.
- E. The Medina ESID, NWOAEID and the Borrower are, in relation to one another, independent contractors and not agents of one another, except to the extent the NWOAEID is authorized to act on behalf of the Borrower in accordance with paragraph 3 above. The parties have no fiduciary obligations to one another and are not, by entering into this Agreement, assuming any such fiduciary obligations.
- F. The Borrower acknowledges that the Medina ESID and NWOAEID have been created under provisions of the Ohio Revised Code and that and that their

authority, as well as the authority of their employees, agents and representatives, is limited under law.

- G.** The Medina ESID or NWOAEID may cause this Agreement to be recorded in the office of the Fiscal Officer. The obligations created by this Agreement shall run with and be binding upon the land regardless of the owner of Property until duly released by the Medina ESID and NWOAEID.
- H.** The Borrower will provide written notice to Medina ESID and NWOAEID of any sale or transfer of the Property.
- I.** The Borrower shall disclose the existence of this Agreement to any purchaser or transferee of the Property and inform such purchaser or transferee of the nature and extent of the Special Assessments before entering into a binding agreement for the sale or transfer of the Property.
- J.** The Borrower acknowledges that the Special Assessments, when levied against the Property, will be payable in cash within thirty (30) days from the date of passage of the ordinance levying the final assessment if permitted by law and that if such Special Assessment is not paid in cash, the balance will be certified to the Fiscal Officer, as provided by law, to be placed by the Fiscal Officer on the tax list and duplicate and collected as other taxes are collected in such number of semiannual installments as determined by the NWOAEID and as allowed by law, together with interest at the same rate as shall be borne by the loans received or bonds issued to pay the costs of the Energy Project or in anticipation of the collection of the Special Assessments. Notwithstanding the foregoing, the Borrower waives and authorizes the NWOAEID to waive on its behalf, the right to pay the Special Assessments in cash.
- K.** At such time as the Special Assessments are no longer necessary to finance the Energy Project, the NWOAEID having recovered all of its costs, and all other requirements under this Agreement have been fulfilled, the NWOAEID will provide a release of this Agreement and cause the same to be recorded in the office of the Fiscal Officer.
- L.** This Agreement shall be governed by and interpreted in accordance with the laws of the State of Ohio, without regard to its conflict of laws principles.
- M.** Any legal proceeding, including any arbitration or litigation, concerning this agreement, directly or indirectly, shall be heard only in a state or federal court with proper jurisdiction in Lucas County, Ohio.

[Signature Pages Follow]

Borrower:

Medina County

By: Scott Miller

Name: Scott Miller

Title: Medina County Administrator

Date: July 11, 2019

STATE OF OHIO)
) SS:
COUNTY OF MEDINA)

On the 11th day of July, 2019 personally appeared before me, a notary public in and for the State of Ohio, Scott Miller, Administrator, Medina County, who acknowledged that he did execute the foregoing Energy Project Agreement on behalf of Borrower and that the same was the free act and deed of Borrower and himself as such Administrator for Medina County.

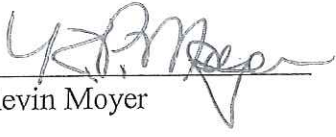


RHONDA J. BECK
Notary Public, State of Ohio
My Commission Expires
April 30, 2022

Rhonda J. Beck
Notary Public

NWOAÆID:

THE NORTHWEST OHIO ADVANCED ENERGY IMPROVEMENT DISTRICT

By: 
Kevin Moyer

Its: Chairperson

Date: 7-11-19

STATE OF OHIO)
) SS:
COUNTY OF LUCAS)

On the 11 day of July, 2019 personally appeared before me, a notary public in and for the State of Ohio, Kevin Moyer, the Chairperson of the Northwest Ohio Advanced Energy Improvement District who acknowledged that he did execute the foregoing Energy Project Agreement on behalf of the Northwest Ohio Advanced Energy Improvement District and that the same was the free act and deed of said Northwest Ohio Advanced Energy Improvement District and of himself as such officer of the Northwest Ohio Advanced Energy Improvement District.



Teresa N Snyder
Notary Public - Ohio
Lucas County
My Commission Expires 08/17/2021


Notary Public

MEDINA ESID:

CITY OF MEDINA ENERGY SPECIAL IMPROVEMENT DISTRICT

By: Kimberly Marshall

Name: Kimberly Marshall

Title: Chairperson

Date: 7.11.2019

STATE OF OHIO)
)
COUNTY OF MEDINA)

SS:



Sharon K Patterson
Notary Public
In and For the State of Ohio
My Commission Expires
25 December 2023

On the 11 day of July, 2019 personally appeared before me, a notary public in and for the State of Ohio, Kimberly Marshall, the Chairperson of the City of Medina Energy Special Improvement District who acknowledged that he/she did execute the foregoing Energy Project Agreement on behalf of the City of Medina Energy Special Improvement District and that the same was the free act and deed of said City of Medina Energy Special Improvement District and of himself/herself as such officer of the City of Medina Energy Special Improvement District.

Sharon K Patterson
Notary Public

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY:

The land referred to herein below is situated in the City of Medina, County of Medina, State of Ohio, and is described as follows:

Known as being the whole of Medina City Lot 4806, as recorded in Plat Volume 20, Page 63 of Medina County Records, be the same more or less. Subject to all legal highways.

AND:

Known as being the whole of Medina City Lots 4803 and 4804, as recorded in Plat Volume 20, Page 108 of Medina County Records, be the same more or less. Subject to all legal highways.

Parcel No. 028-19A-13-141

Property Address: 246 Northland Drive, Medina, OH 44256

EXHIBIT B

Project Plan for Medina County

The real property owned by Medina County at 246 Northland Drive, Medina, OH 44256, serves as a human services center. The legal description of the property is set forth on the attached Exhibit A. The property will be subject to special assessments for energy improvements in accordance with Revised Code Chapter 1710.

The energy efficiency savings for the project are expected to be 20% or more annually and consist of the following energy efficiency elements:

1. LED Lighting Replacement

Total Project Cost: \$25,000.00

Total cost including financing and other charges: \$25,500.00

Total direct payments collected: \$10,806.32

Total assessment payments to be collected: \$16,209.48

Estimated annual special assessment for 3 years: \$5,403.16

Estimated semi-annual special assessments for 3 years*: \$2,701.58

Number of semi-annual installments: 6

First annual installment due: January 31, 2020

**Note: Numbers do not reflect additional charges the County Auditor may apply to the annual assessment.*

Year Payments Are Due	Total Annual Assessment Parcel 028-19A-13-141	1st Half (Due 1/31)	2nd Half (Due 7/31)
2020	\$5,403.16	\$2,701.58	\$2,701.58
2021	\$5,403.16	\$2,701.58	\$2,701.58
2022	\$5,403.16	\$2,701.58	\$2,701.58
Total Assessment	\$16,209.48		

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 Medina County Fiscal Officer under certain conditions.

The County Fiscal Officer of Medina 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 Medina County, Ohio to each Semiannual Assessment payment.

EXHIBIT C

LOAN AGREEMENT

[attached]