

**VILLAGE OF SOUTH LEBANON, OHIO  
RESOLUTION NO. 2021-15**

**APPROVING THE REPEAL OF RESOLUTION 2019-35 AND ORDINANCES 2019-14  
AND 2019-15 PREVIOUSLY ADOPTED BY THE VILLAGE COUNCIL OF THE  
VILLAGE OF SOUTH LEBANON, OHIO AND REMOVING SPECIAL ASSESSMENTS  
FROM REAL PROPERTY LOCATED WITHIN THE VILLAGE OF SOUTH LEBANON**

**WHEREAS**, as set forth in Ohio Revised Code Chapter 1710, the Ohio General Assembly has authorized property owners to include their properties within energy special improvement districts (“ESIDs”) upon a petition to a municipal corporation or township, which ESIDs are voluntarily 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 assessments; and

**WHEREAS**, Maineville Holdings, LLC (the “Prior Owner”), as the owner of certain real property located within the Village of South Lebanon, Ohio (the “Village”) on August 22, 2019, located at 722 Corwin Nixon Boulevard, South Lebanon, Ohio (the “Project Site”) as appropriate property for special energy improvements project pursuant to Ohio Revised Code Chapter 1710; and

**WHEREAS**, on August 22, 2019, the Prior Owner submitted to the Mayor and the Village Council (the “Council”) of the Village a *Petition for Special Assessments for Special Energy Improvement Projects* (the “Petition”), along with a *Warren County Energy Special Improvement District Program Plan Supplement to Plan for State Route 48, South Lebanon, Ohio Project* (the “Supplemental Plan”) and on August 22, 2019, in accordance with Ohio Revised Code Section 1710.02, the Council passed Resolution 2019-35 attached as **Exhibit A** hereto and incorporated into this Resolution approving the Petition, the Supplemental Plan, and the addition of the Project Site to the Warren County Energy Special Improvement District (the “District”) and determining the necessity to provide for special energy improvement projects on the Project Site as requested in the Petition and Supplemental Plan (the “Project”); and

**WHEREAS**, on August 22, 2019, in accordance with Ohio Revised Code Section 1710.02, the Council passed (i) Ordinance No. 2019-14 determining to proceed with the Project, attached as **Exhibit B** hereto and incorporated into this Resolution; and (ii) Ordinance No. 2019-15 levying special assessments on the Project Site to pay the costs of the Project (the “Special Assessments”), attached as **Exhibit C** hereto and incorporated into this Resolution;

**WHEREAS**, the Prior Owner conveyed the Project Site to General Electric Credit Union (the “Current Owner”) on December 5, 2019;

**WHEREAS**, the Village has been notified that the financing for the implementation of the special energy improvement projects on the Project Site described in the Supplemental Plan has not and will not be consummated, and therefore, it is necessary to repeal Resolution 2019-35, Ordinance No. 2019-14, and Ordinance No. 2019-15 and simultaneously remove the Special Assessments from the Project Site;

**WHEREAS**, this Council has determined to repeal Resolution 2019-35, Ordinance No. 2019-14, and Ordinance No. 2019-15 and to remove the Special Assessments from the Project Site; and

**WHEREAS, immediate action is** required to remove the Special Assessments from the Project Site prior to the commencement of collection of the Special Assessments, and such action is necessary in order to preserve the public peace, health, safety or welfare of the Village,

**NOW, THEREFORE, BE IT RESOLVED** by the Council of the Village of South Lebanon, at least a two-thirds of the members elected thereto concurring:

**Section 1.** This Council repeals Resolution 2019-35, Ordinance No. 2019-14, and Ordinance No. 2019-15 previously adopted by this Council on August 22, 2019 and attached hereto and incorporated into this Resolution as **Exhibit A**, **Exhibit B**, and **Exhibit C**, respectively, and removes the Special Assessments from the Project Site.

**Section 2.** This Council authorizes the Village to work with the Auditor of Warren County, Ohio (the “County Auditor”) to remove the Special Assessments from the tax list and duplicate.

**Section 3.** This Council further authorizes the Village to remit any and all Special Assessments collected from the Project Site, and remitted to the Village by the County Auditor or the Treasurer of Warren County, Ohio, to the Current Owner, as any Special Assessments collected from the Project Site are not needed for the implementation of the special energy improvement projects on the Project Site described in the Supplemental Plan.

**Section 4.** This Council finds and determines that all formal actions of this Council concerning and relating to the passage of this 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 actions were in meetings open to the public in compliance with all legal requirements, including Ohio Revised Code Section 121.22.

**Section 5.** That this Resolution shall be in full force and effective immediately upon its passage.

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Adopted this 6<sup>th</sup> day of May, 2021

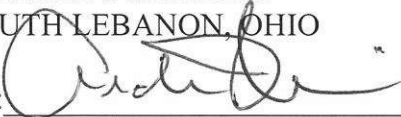
Attest:   
Petrina D. Williams, Fiscal Officer/Clerk

  
James D. Smith, Mayor

Rules Suspended: / /2021 (if applicable)	Effective Date - / /2021
Vote - _____ Yeas _____ Nays	
First Reading _____, 2021	Effective Date - / /2021
Second Reading _____, 2021	
Third Reading _____, 2021	
Vote - _____ Yeas _____ Nays	

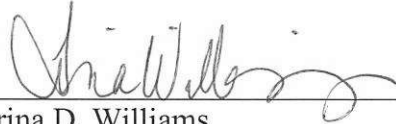
Prepared by and approved as to form:

ANDREW MEIER  
VILLAGE SOLICITOR  
SOUTH LEBANON, OHIO

By:   
Date: 5/6/2021

CERTIFICATE

Petrina D. Williams, Fiscal Officer/Clerk, hereby certifies that the foregoing is a true and accurate copy of Resolution No. 2021-15 adopted by the Council of the Village of South Lebanon, Ohio on May 6, 2021.



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Petrina D. Williams  
Fiscal Officer/Clerk  
Village of South Lebanon, Ohio

VILLAGE OF SOUTH LEBANON, OHIO  
RESOLUTION NO. 2019-35

**A RESOLUTION APPROVING THE PETITION FOR SPECIAL ASSESSMENTS  
FOR SPECIAL ENERGY IMPROVEMENT PROJECTS AND AFFIDAVIT  
UNDER OHIO REVISED CODE CHAPTER 1710 AND APPROVING THE  
NECESSITY OF ACQUIRING, INSTALLING, EQUIPPING, AND IMPROVING  
CERTAIN PUBLIC IMPROVEMENTS IN THE VILLAGE OF SOUTH  
LEBANON, OHIO IN COOPERATION WITH THE WARREN COUNTY  
ENERGY SPECIAL IMPROVEMENT DISTRICT (STATE ROUTE 48  
PROJECT)**

**WHEREAS**, the Maineville Holdings, LLC (the "Owner"), as the owner of certain real property located within the Village of South Lebanon, Ohio (the "Village"), has identified certain real property located at State Route 48, South Lebanon, Ohio with Warren County Auditor Parcel ID No. 12-02-335-002 (the "Property"), as an appropriate property for a special energy improvement project pursuant to Ohio Revised Code Chapter 1710; and

**WHEREAS**, the Warren County Energy Special Improvement District (the "District") was created under Ohio Revised Code Chapters 1702 and 1710 as an energy special improvement district and is governed by Warren County Energy Special Improvement District Program Plan (as amended and supplemented from time to time, the "Program Plan") was adopted as a plan for public improvements and public services under Ohio Revised Code Section 1710.02(F), which plan allows for additional properties within Turtlecreek Township, Warren County, Ohio and within any municipal corporation or township which is adjacent to any other municipal corporation or township in which a portion of the District's territory is located to be added to the territory of the District; and

**WHEREAS**, the Owner has determined to submit to the Administrator and Village Council of the Village (the "Council"), a *Petition For Special Assessments for Special Energy Improvement Projects* (the "Petition"), the *Warren County Energy Special Improvement District Program Plan Supplement to Plan for State Route 48, South Lebanon, Ohio Project* (the "Supplemental Plan"), and the *Articles of Incorporation of the Turtlecreek Township Energy Special Improvement District, Inc.* (the "Articles of Incorporation"), all in accordance with Ohio Revised Code Section 1710.02, each of which are now on file with the Fiscal Officer/Clerk; and

**WHEREAS**, the Petition, which is on file with the Fiscal Officer/Clerk, has been signed by the Owner, as the owner of one hundred percent (100%) of the Property (as further described in Exhibit A to the Petition), and proposes the necessity of the Project and financing the Project through the cooperation of the District; and

**WHEREAS**, the Petition requests that the Property be added to the District and that the Village levy special assessments on the Property to pay the costs of a special energy improvement project to be provided on the Property, all as described more particularly in the Petition (the "Project"); and

**WHEREAS**, the Petition is 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 Project, and further, the Petition identifies the amount and length of the special assessments to be imposed with respect to the Project; and

**WHEREAS**, by the Petition, the Owner requests that the Project be paid for by special assessments assessed upon the Property (the "Special Assessments") in an amount sufficient to pay the costs of the Project, which is estimated to be \$1,470,444.00, including the costs identified in Section 4 of this Resolution, and requests that the Project be undertaken cooperatively by the Owner, the Village, the District, and such other parties as the Village may deem necessary or appropriate; and

**WHEREAS**, Ohio Revised Code Section 1710.02(F) provides that a political subdivision which has approved a petition for special assessments for public improvements in an energy special improvement district and plan pursuant to Ohio Revised Code Sections 1710.02(F) and 1710.06 shall levy the requested special assessments pursuant to Ohio Revised Code Chapter 727; and

**WHEREAS**, in furtherance of the future addition of any real property in any municipal corporation or township contiguous to the municipal corporations or townships in which a portion of the territory of the District is located, it is necessary, and this Council has determined, to approve the addition of such real property to the territory of the District, all in accordance with Ohio Revised Code Chapter 1710; 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 Project Site is not required to be owned exclusively by the Village for its purposes, for uses determined by this Council, as the legislative authority of the Village as those that will promote the welfare of the people of the Village; to improve the quality of life and the general and economic well-being of the people of Village; 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,

**WHEREAS**, this Council, as mandated by Ohio Revised Code Chapter 1710, must approve or disapprove the Petition within 60 days of the submission of the Petition; and

WHEREAS, this Council has determined to approve the Petition, the Program Plan, the Supplemental Plan, and the Articles of Incorporation; and

WHEREAS, **immediate action** is required to allow the Owner to begin work on the special energy improvement projects on the Property, and the District to take advantage of financing available to it for a limited time and such action is necessary in order to preserve the public peace, health, safety or welfare of the Village,

**NOW, THEREFORE, BE IT RESOLVED** by the Council of the Village of South Lebanon, at least a two-thirds of the members elected thereto concurring:

**Section 1.** That each capitalized term not otherwise defined in this Resolution or by reference to another document shall have the meaning assigned to it in the Petition.

**Section 2.** That this Council approves the Petition, the Program Plan, the Supplemental Plan, and the Articles of Incorporation now on file with the Fiscal Officer/Clerk. This Council hereby appoints the person exercising the duties of the Village Administrator to serve on the Board of Directors of the District as provided in Ohio Revised Code Section 1710.04(A).

**Section 3.** That this Council hereby approves and consents to (i) any addition of real property to the territory of the District within the boundaries of any municipal corporation or township in which a portion of the territory of the District is located or any municipal corporation or township which is contiguous to the municipal corporations or townships in which a portion of the territory of the District is located; (ii) the addition of the municipal corporation or township in which such real property is located as a "participating political subdivision," as defined in Ohio Revised Code Section 1710.01(E), of the District; and (iii) any amendment to the Articles of Incorporation necessary to recognize or effect such addition.

**Section 4.** Pursuant to Ohio Revised Code Section 1710.02(G)(4), this Council determines that the Project is not required to be owned exclusively by the Village for its purposes, for uses determined by this Council, as the legislative authority of the Village, 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 Village; 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 District (the "Board") to act as its agent to sell, transfer, lease, or convey the Project. The consideration the Board must obtain from any sale, transfer, lease, or conveyance of the special energy

improvement project on the Project Site is any consideration greater than or equal to One Dollar and Zero Cents (\$1.00).

**Section 5.** That this Council declares necessary, and a vital and essential public purpose of the Village, to improve the Property, by providing for the acquisition, installation, equipment, and improvement of the Project by the Owner, as set forth in the Petition, and providing for the payment of the costs of the Project, 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 Project and the interest on such damages; 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; trustee fees and other financing costs incurred in connection with the issuance, sale, and servicing of securities, nonprofit corporate obligations, or other obligations issued or incurred to provide a loan or to secure an advance of funds to the Village or otherwise to pay costs of the Project in anticipation of the receipt of the Special Assessments, capitalized interest on, and financing reserve funds for, such securities, nonprofit corporate obligations, or other obligations so issued or incurred, including any credit enhancement fees, trustee fees, program administration fees, financing servicing fees, and District administrative fees and expenses; an amount to reflect interest on unpaid Special Assessments which shall be treated as part of the cost of the Project for which the Special Assessments are made at an interest rate which shall be determined by the District or the Warren County Port Authority as its conduit financing entity to be substantially equivalent to the fair market rate that would have been borne by notes or bonds if notes or bonds had been issued by the District or the Warren County Port Authority as its conduit financing entity to pay the costs of the Project; together with all other necessary expenditures, all as more fully described in the Petition, and profiles, specifications, and estimates of cost of the Project, all of which are on file with the Fiscal Officer/Clerk and open to the inspection of all persons interested.

**Section 6.** That this Council determines that the Project's elements are so situated in relation to each other that in order to complete the Project's elements in the most practical and economical manner, they should be acquired, installed, equipped, and improved at the same time, with the same kind of materials, and in the same manner; and that the Project's elements shall be treated as a single improvement, pursuant to Ohio Revised Code Section 727.09, and the Project's elements shall be treated as a joint improvement to be undertaken cooperatively by the Village and the District pursuant to Ohio Revised Code Section 9.482 and Ohio Revised Code Chapter 1710.

**Section 7.** That the plans and specifications and total cost of the Project now on file in the office of the Fiscal Officer/Clerk are approved, subject to changes as permitted by Ohio Revised Code Chapter 727. The Project shall be made in accordance with the plans, specifications, profiles, and estimate of costs for the Project.



**Section 8.** That this Council determines and declares that the Project is an essential and vital public, governmental purpose of the Village as a Special Energy Improvement Project, as defined in Ohio Revised Code Section 1710.01(I); and that in order to fulfill that essential and vital public purpose of the Village, it is necessary and proper to provide, in cooperation with the District, for the acquisition, installation, equipment, and improvement of the Project in the manner contemplated by the Petition. This Council determines and declares that the Project is conducive to the public peace, health, safety and welfare of the Village and the inhabitants of the Village.

**Section 9.** That pursuant to and subject to the provisions of a valid Petition signed by the owners of one hundred percent (100%) of the Property, the entire cost of the Project shall be paid by the Special Assessments levied against the Property, which is the benefited property. The provisions of the Petition and the Program Plan are ratified, adopted, approved and incorporated into this Resolution as if set forth in full in this Resolution. The portion of the costs of the Project allocable to the Village will be zero percent (0%). The Village does not intend to issue securities in anticipation of the levy or the collection of the Special Assessments.

**Section 10.** That the method of levying the Special Assessments shall be in proportion to the benefits received, allocated among the parcels constituting the Property as set forth in the Petition, Program Plan, and the Supplemental Plan.

**Section 11.** The lots or parcels of land to be assessed for the Project shall be the Property, described in Exhibit A to the Petition, all of which lots and lands are determined to be specially benefited by the Project.

**Section 12.** That the Special Assessments shall be levied and paid in 60 semi-annual installment pursuant to the list of estimated Special Assessments set forth in the Petition (which list is incorporated herein by reference), and the Owner has waived its option to pay the Special Assessment in cash within 30 days after the first publication of the notice of the assessing resolution or ordinance.

The aggregate amount of Special Assessments estimated to be necessary to pay the costs of the Project is \$1,470,444.00. Each semi-annual Special Assessment payment represents payment of a portion of the principal of and interest on obligations issued or incurred to pay the costs of the Project and of administrative expenses. The interest portion of the Special Assessments, together with amounts used to pay administrative expenses, shall be treated as part of the cost of the Project for which the Special Assessments are made at an interest rate which shall be determined by the District to be substantially equivalent to the fair market rate that would have been borne by notes or bonds had notes or bonds been issued by the Village or another issuer of notes or bonds to pay the costs of the Project. In addition to the Special Assessments, the County Auditor of Warren County, Ohio may impose a special assessment collection fee with respect to each semi-annual payment, which amount will be added to the Special Assessments by the County Auditor of Warren County, Ohio.

**Section 13.** That the Fiscal Officer/Clerk is authorized and directed to prepare and file in the office of the Fiscal Officer/Clerk the estimated Special Assessments for the cost of the Project in accordance with the method of assessment set forth in the Petition and this Resolution, showing the amount of the assessment against each lot or parcel of land to be assessed.

**Section 14.** That the Owner has, in the Petition, waived the requirement for the Village to, upon the filing of the estimated Special Assessments with the Fiscal Officer/Clerk, serve notice of the adoption of this Resolution and the filing of the estimated Special Assessments upon the Owner, as the owner of the Property to be assessed, as provided in Ohio Revised Code Section 727.13 be delivered promptly following adoption of this Resolution.

**Section 15.** That the Fiscal Officer/Clerk is authorized, pursuant to Ohio Revised Code Section 727.12, to cause the Special Assessments to be levied and collected at the earliest possible time including, if applicable, prior to the completion of the Project.

**Section 16.** That the Special Assessments will be used by the Village to pay the costs of the Project in cooperation with the District in any manner, including assigning the Special Assessments actually received by the Village to the District or to another party the Village deems appropriate, and the Special Assessments are appropriated for such purposes.

**Section 17.** That this Council 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, Ohio Revised Code Chapter 727, Ohio Revised Code Chapter 1710, and consents to the immediate imposition of the Special Assessments upon the Property. This waiver encompasses, but is not limited to, waivers by the Owner, as the owner of the Property, of the following rights:

- (i) The right to notice of the adoption of the Resolution of Necessity under Ohio Revised Code Sections 727.13 and 727.14;
- (ii) The right to limit the amount of the Special Assessments under Ohio Revised Code Sections 727.03 and 727.06, including the right to consider the Special Assessments authorized by this Petition within the limitations contained in Ohio Revised Code Section 727.03 and 727.06 applicable to the Special Assessments and any other special assessments properly levied now or in the future;
- (iii) The right to file an objection to the Special Assessments under Ohio Revised Code Section 727.15;
- (iv) The right to the establishment of, and any proceedings by and any notice from an Assessment Equalization Board under Ohio Revised Code Sections 727.16 and 727.17;

- (v) 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;
- (vi) The right to notice that bids or quotations for the Authorized Improvements may exceed estimates by 15%;
- (vii) The right to seek a deferral of payments of Special Assessments under Ohio Revised Code Section 727.251; and
- (viii) The right to notice of the passage of the Assessing Resolution under Ohio Revised Code Section 727.26.

**Section 18.** That the Village is authorized to enter into agreements by and among the Village, the District, and such other parties as the Village may deem necessary or appropriate in order to carry out the Project, and that the Mayor and Fiscal Officer/Clerk, or either of them individually, are authorized to execute, on the Village's behalf, such agreements.

**Section 19.** That it is found and determined that all formal actions of this Council concerning and relation to the adoption of this Resolution were adopted in an open meeting of Council in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

**Section 20.** That this Resolution shall be in full force and effective immediately upon its passage.

Adopted this 22<sup>nd</sup> day of August, 2019

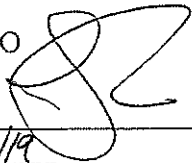
Attest: Nicole Armstrong James D. Smith  
 Nicole Armstrong, Fiscal Officer/Clerk James D. Smith, Mayor

Rules Suspended: / /2019 (if applicable)	Effective Date - / /2019
Vote - _____ Yeas _____ Nays	
First Reading <u>8/1</u> , 2019	Effective Date - / /2019
Second Reading <u>8/15</u> , 2019	
Third Reading <u>8/22</u> , 2019	
Vote - <u>6</u> Yeas _____ Nays	

Prepared by and approved as to form:

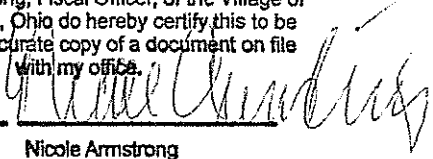
PAUL R. REVELSON  
VILLAGE SOLICITOR  
SOUTH LEBANON, OHIO

By: \_\_\_\_\_  
Date: 8/22/19



**CERTIFIED COPY**

I, Nicole Armstrong, Fiscal Officer, of the Village of South Lebanon, Ohio do hereby certify this to be the true and accurate copy of a document on file with my office.

8/23/19 

Date

Nicole Armstrong  
Fiscal Officer  
Village of South Lebanon, Ohio

**EXHIBIT B**

**ORDINANCE NO. 2019-14**

[See Attached]

VILLAGE OF SOUTH LEBANON, OHIO  
ORDINANCE NO. 2019- 14

2019-14 8:14:32  
AN ORDINANCE DETERMINING TO PROCEED WITH THE ACQUISITION,  
INSTALLATION, EQUIPMENT, AND IMPROVEMENT OF CERTAIN PUBLIC  
IMPROVEMENTS IN THE VILLAGE OF SOUTH LEBANON, OHIO IN  
COOPERATION WITH THE WARREN COUNTY ENERGY SPECIAL  
IMPROVEMENT DISTRICT; AND DECLARING AN EMERGENCY (STATE  
ROUTE 48 PROJECT)

WHEREAS, this Council duly adopted Resolution No. 2019-35 on August 22, 2019 (the "Resolution of Necessity"), (i) declaring the necessity of acquiring, installing, equipping, and improving energy efficiency improvements, including, without limitation, an energy efficient building envelope and related improvements (the "Project," as more fully described in the Petition referenced in this Resolution) located on real property owned by Maineville Holdings, LLC (the "Owner") located on State Route 48 in South Lebanon, Ohio (the "Village") with Warren County Auditor Parcel ID No. 12-02-335-002 (the "Property", as more fully described in Exhibit A to the Petition); (ii) providing for the acquisition, installation, equipment, and improvement of the Project by the Owner, as set forth in the Owner's *Petition For Special Assessments for Special Energy Improvement Projects* (the "Petition"), including by levying and collecting special assessments to be assessed upon the Property (the "Special Assessments") in an amount sufficient to pay the costs of the Project, which is estimated to be \$1,470,444.00 in the Petition, including other related costs of financing the Project, which may include, without limitation, the payment of principal of and interest on nonprofit corporate obligations issued to pay the costs of the Project and other interest, financing, credit enhancement, and issuance expenses and ongoing trustee fees and Warren County Energy Special Improvement District (the "District") administrative fees and expenses; and (iii) determining that the Project will be treated as a special energy improvement project to be undertaken cooperatively by the Village and the District;

WHEREAS, the claims for damages alleged to result from, and objections to, the Project have been waived by the Owner as the owner of one hundred percent (100%) of the Property, and no claims for damages alleged to result from, or objections to, the Project have been filed within the times prescribed by Ohio Revised Code Sections 727.15 and 727.18; and

WHEREAS, **immediate action** is required to allow the Owner to begin work on the special energy improvement projects on the Property, and the District to take advantage of financing available to it for a limited time and such action is necessary in order to preserve the public peace, health, safety or welfare of the Village,

**NOW, THEREFORE, BE IT ORDAINED** by the Village Council of the Village of South Lebanon, at least two-thirds of the members elected thereto concurring:

Section 1. That each capitalized term not otherwise defined in this Ordinance or by reference to another document shall have the meaning assigned to it in the Resolution of Necessity.

Section 2. That this Council declares that its intention is to proceed or to cooperate with the District to proceed with the acquisition, installation, equipment, and improvement of the Project described in the Petition and the Resolution of Necessity. The Project shall be made in accordance with the provisions of the Resolution of Necessity and with the plans, specifications, profiles, and estimates of cost previously approved and now on file with the Fiscal Officer/Clerk.

Section 3. That the Special Assessments to pay costs of the Project, which are estimated to be \$1,470,444.00 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 Project and the interest on such damages; 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; trustee fees and other financing costs incurred in connection with the issuance, sale, and servicing of securities, nonprofit corporate obligations, or other obligations issued or incurred to provide a loan or to secure an advance of funds to the Owner or otherwise to pay costs of the Project in anticipation of the receipt of the Special Assessments, capitalized interest on, and financing reserve funds for, such securities, nonprofit corporate obligations, or other obligations so issued or incurred, including any credit enhancement fees, trustee fees, program administration fees, financing servicing fees, and District administrative fees and expenses; an amount to reflect interest on unpaid Special Assessments which shall be treated as part of the cost of the Project for which the Special Assessments are made at an interest rate which shall be determined by the District to be substantially equivalent to the fair market rate that would have been borne by notes or bonds if notes or bonds had been issued by the District or another issuer of notes or bonds to pay the costs of the Project; together with all other necessary expenditures, shall be assessed against the Property in the manner and in the number of semi-annual installments provided in the Petition and the Resolution of Necessity. Each semi-annual Special Assessment payment represents the payment of a portion of any principal repayment and interest and administrative fees payable with respect to the Project. The Special Assessments shall be assessed against the Property commencing in tax year 2020 for collection in 2021 and shall continue through tax year 2049 for collection in 2050; provided, however, if the proceedings relating to the Special Assessments are completed at such time that the County Auditor of Warren County, Ohio determines that collections shall not commence in 2021, then the collection schedule may be deferred by one year. In addition to the Special Assessments, the County Auditor of Warren County, Ohio may impose a special assessment collection fee with respect to each semi-annual

payment, which amount, if imposed, will be added to the Special Assessments by the County Auditor of Warren County, Ohio.

Section 4. That the estimated Special Assessments for costs of the Project prepared and filed with the Fiscal Officer/Clerk, in accordance with the Resolution of Necessity, are adopted.

Section 5. That in compliance with Ohio Revised Code Section 319.61, the Fiscal Officer/Clerk is directed to deliver a certified copy of this Ordinance to the County Auditor of Warren County, Ohio within 15 days after the date of its passage.

Section 6. That all contracts for the construction of the Project will be let in accordance with the Petition and the Supplemental Plan, and the costs of the Project shall be financed as provided in the Resolution of Necessity.

Section 7. That it is found and determined that all formal actions of this Council concerning and relation to the adoption of this Ordinance were adopted in an open meeting of Council in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

Section 8. That this Ordinance is hereby declared to be an emergency measure for the immediate preservation of the public peace, health, safety, and general welfare; and, this Ordinance shall be in full force and effective immediately upon its passage.

Adopted this 22<sup>nd</sup> day of August, 2019

Attest: Nicole Armstrong  
Nicole Armstrong, Fiscal Officer/Clerk

James D. Smith  
James D. Smith, Mayor

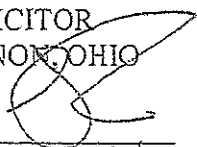
Rules Suspended: / /2019 (if applicable)	Effective Date - / /2019
Vote - ____ Yeas ____ Nays	
First Reading <u>8/1</u> , 2019	Effective Date - / /2019
Second Reading <u>8/15</u> , 2019	
Third Reading <u>8/22</u> , 2019	
Vote - <u>6</u> Yeas ____ Nays	



Prepared by and approved as to form:

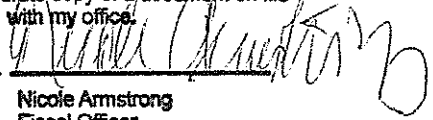
PAUL R. REVELSON  
VILLAGE SOLICITOR  
SOUTH LEBANON, OHIO

By: \_\_\_\_\_  
Date: 8/22/19



**CERTIFIED COPY**

I, Nicole Armstrong, Fiscal Officer, of the Village of South Lebanon, Ohio do hereby certify this to be the true and accurate copy of a document on file with my office.

8/27/19 


Date

Nicole Armstrong  
Fiscal Officer  
Village of South Lebanon, Ohio

RECEIPT OF COUNTY AUDITOR FOR  
LEGISLATION DETERMINING TO  
PROCEED WITH ACQUISITION, INSTALLATION,  
EQUIPMENT, AND IMPROVEMENT OF CERTAIN PUBLIC  
IMPROVEMENTS IN THE VILLAGE OF SOUTH LEBANON, OHIO  
IN COOPERATION WITH THE WARREN COUNTY ENERGY SPECIAL  
IMPROVEMENT DISTRICT

I, Matt Nolan, the duly elected, qualified, and acting Auditor in and for Warren County, Ohio hereby certify that a certified copy of Ordinance No. 2019-14 duly passed by the Council of the Village of South Lebanon, Ohio on August 22, 2019, determining to proceed with the acquisition, installation, equipping, and improvement of certain public improvements in the Village of South Lebanon, Ohio in cooperation with the Warren County Energy Special Improvement District, was filed in this office on 8/27, 2019.

WITNESS my hand and official seal at Lebanon, Ohio on 8/27, 2019.

  
County Auditor  
Warren County, Ohio

[SEAL]

RECEIVED  
2019 SEP 11 10:00 AM  
WARREN COUNTY, OHIO

**EXHIBIT C**

**ORDINANCE NO. 2019-15**

[See Attached]

VILLAGE OF SOUTH LEBANON, OHIO  
ORDINANCE NO. 2019- 15

2019-08-22 10:32

AN ORDINANCE LEVYING SPECIAL ASSESSMENTS FOR THE PURPOSE OF ACQUIRING, INSTALLING, EQUIPPING, AND IMPROVING CERTAIN PUBLIC IMPROVEMENTS IN THE VILLAGE OF SOUTH LEBANON, OHIO IN COOPERATION WITH THE WARREN COUNTY ENERGY SPECIAL IMPROVEMENT DISTRICT; AUTHORIZING THE MAYOR AND FISCAL OFFICER/CLERK TO ENTER INTO AN ENERGY PROJECT COOPERATIVE AGREEMENT AND A SPECIAL ASSESSMENT AGREEMENT; AND DECLARING AN EMERGENCY (STATE ROUTE 48 PROJECT)

WHEREAS, Maineville Holdings, LLC (the "Owner") has submitted its *Petition For Special Assessments for Special Energy Improvement Projects* (the "Petition") in order to provide for the completion of a special energy improvement project on real property owned by the Owner in the Village of South Lebanon, Ohio (the "Village"); and

WHEREAS, this Council duly passed Resolution No. 2019-35 on August 22, 2019 (the "Resolution of Necessity"), which approved the Petition and added the Owner's property subject to the Petition to the Warren County Energy Special Improvement District (the "District") and declared the necessity of acquiring, installing, equipping, and improving energy efficiency improvements, including, without limitation, an energy efficient building envelope and related improvements (the "Project"), as described in the Resolution of Necessity and as set forth in the Petition requesting those improvements; and

WHEREAS, this Council duly adopted Ordinance No. 2019-14, on August 22, 2019 and determined to proceed with the Project and adopted the estimated Special Assessments (as defined in the Resolution of Necessity) filed with the Fiscal Officer/Clerk pursuant to the Resolution of Necessity; and

WHEREAS, the Village intends to enter into an Energy Project Cooperative Agreement (the "Energy Project Cooperative Agreement") by and among the District, the Owner, and Greenworks Lending LLC (the "Investor") to provide for, among other things, (i) the making of the Project Advance (as defined in the Energy Project Cooperative Agreement) to pay costs of the Project, (ii) the disbursement of the Project Advance for the acquisition, installation, equipment, and improvement of the Project and the transfer of the Special Assessments by the Village to the Investor to pay principal and interest and other costs relating to the Project Advance; and

WHEREAS, to provide for the security for the Project Advance and for the administration of payments on the Project Advance and related matters, the Village intends to enter into the Special Assessment Agreement with the County Treasurer of Warren County, Ohio, the District, the Owner, and the Investor; and

WHEREAS, the actual costs of the Project have been ascertained and have been certified to the Village in the Petition and the Supplemental Plan for the Project; and

WHEREAS, immediate action is required to allow the Owner to begin work on the special energy improvement projects on the Property, and the District to take advantage of financing available to it for a limited time and such action is necessary in order to preserve the public peace, health, safety or welfare of the Village,

NOW, THEREFORE, BE IT ORDAINED by the Village Council of the Village of South Lebanon, at least two-thirds of the members elected thereto concurring:

Section 1. That each capitalized term not otherwise defined in this Ordinance or by reference to another document shall have the meaning assigned to it in the Resolution of Necessity.

Section 2. That the list of Special Assessments to be levied and assessed on the Property (as further described on Exhibit A) in an amount sufficient to pay the costs of the Project, which is \$1,470,444.00, including other related financing costs incurred in connection with the issuance, sale, and servicing of securities, nonprofit corporate obligations, or other obligations issued to pay costs of the Project in anticipation of the receipt of the Special Assessments, capitalized interest on, and financing reserve funds for, such securities, nonprofit corporate obligations, or other obligations so issued, including any credit enhancement fees, trustee fees, and District administrative fees and expenses, which costs were set forth in the Petition and previously reported to this Council and are now on file with the Fiscal Officer/Clerk, is adopted and confirmed, and that the Special Assessments are levied and assessed on the Property. The interest portion of the Special Assessments, which shall accrue at the annual rate of 6.40%, together with amounts used to pay administrative expenses, has been determined by the District to be substantially equivalent to the fair market rate that would have been borne by notes or bonds been issued by the District.

The Special Assessments are assessed against the Property commencing in tax year 2020 for collection in 2021 and shall continue through tax year 2049 for collection in 2050; provided, however, if the proceedings relating to the Special Assessments are completed at such time that the County Auditor of Warren County, Ohio determines that collections shall not commence in 2021, then the collection schedule may be deferred by one year. The semi-annual installment of the Special Assessments shall be collected in each calendar year equal to a maximum semi-annual amount of Special Assessments as shown in Exhibit A, attached hereto and incorporated into this Ordinance.

All Special Assessments shall be certified by the Fiscal Officer/Clerk to the County Auditor pursuant to the Petition and Ohio Revised Code Chapter 727.33 to be placed on the tax list and duplicate and collected with and in the same manner as real property taxes are collected and as set forth in the Petition.

The Special Assessments shall be allocated among the parcels constituting the Property as set forth in the Petition and the List of Special Assessments attached hereto as Exhibit A and incorporated herein.

**Section 3.** That this Council finds and determines that the Special Assessments are in proportion to the special benefits received by the Property as set forth in the Petition and are not in excess of any applicable statutory limitation.

**Section 4.** That the Owner has waived its right to pay the Special Assessments in cash, and all Special Assessments and installments of the Special Assessments shall be certified by the Fiscal Officer/Clerk to the County Auditor of Warren County, Ohio as provided by the Petition and Ohio Revised Code Section 727.33 to be placed by him or her on the tax list and duplicate and collected with and in the same manner as real property taxes are collected and as set forth in the Petition.

**Section 5.** That the Special Assessments will be used by the Village to pay the cost of the Project in cooperation with the District in any manner, including assigning the Special Assessments actually received by the Village to the District or to another party the Village deems appropriate, and the Special Assessments are appropriated for such purposes.

**Section 6.** That the Fiscal Officer/Clerk shall keep the Special Assessments on file in the Office of the Fiscal Officer/Clerk.

**Section 7.** That this Council hereby approves the Energy Project Cooperative Agreement, a copy of which is on file with the Fiscal Officer/Clerk. The Mayor and the Fiscal Officer/Clerk, or either of them individually, are hereby authorized to sign and deliver, in the name and on behalf of the Village, the Energy Project Cooperative Agreement, in substantially the form as is now on file with this Council. The Energy Project Cooperative Agreement is approved, together with any changes or amendments that are not inconsistent with this Ordinance and not substantially adverse to the Village and that are approved the Mayor and the Fiscal Officer/Clerk, or either of them individually, on behalf of the Village, all of which shall be conclusively evidenced by the signing of the Energy Project Cooperative Agreement or amendments to the Energy Project Cooperative Agreement.

**Section 8.** That this Council hereby approves the Special Assessment Agreement a copy of which is on file with the Fiscal Officer/Clerk. The Mayor and the Fiscal Officer/Clerk, or either of them individually, are hereby authorized to sign and deliver, in the name and on behalf of the Village, the Special Assessment Agreement, in substantially the form as is now on file with this Council. The Special Assessment Agreement is approved, together with any

changes or amendments that are not inconsistent with this Ordinance and not substantially adverse to the Village and that are approved by the Mayor and the Fiscal Officer/Clerk, or either of them individually, on behalf of the Village, all of which shall be conclusively evidenced by the signing of the Special Assessment Agreement or amendments to the Special Assessment Agreement.

**Section 9.** That the Village is hereby authorized to enter into such agreements that are not inconsistent with the Resolution of Necessity and this Ordinance and that are approved by the Mayor or the Fiscal Officer/Clerk on behalf of the Village, all of which shall be conclusively evidenced by the signing of such agreements or any amendments to such agreements.

**Section 10.** That in compliance with Ohio Revised Code Section 319.61, the Fiscal Officer/Clerk is directed to deliver a certified copy of this Ordinance to the County Auditor of Warren County, Ohio within 20 days after its passage.

**Section 11.** That it is found and determined that all formal actions of this Council concerning and relation to the adoption of this Ordinance were adopted in an open meeting of Council in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

**Section 12.** That this Ordinance is hereby declared to be an emergency measure for the immediate preservation of the public peace, health, safety, and general welfare; and, this Ordinance shall be in full force and effective immediately upon its passage.

Adopted this 22<sup>nd</sup> day of August, 2019

Attest: Nicole Armstrong  
Nicole Armstrong, Fiscal Officer/Clerk

James D. Smith  
James D. Smith, Mayor

Rules Suspended: / /2019 (if applicable)	Effective Date - / /2019
Vote - _____ Yeas _____ Nays	
First Reading <u>8/1</u> , 2019	Effective Date - / /2019
Second Reading <u>8/15</u> , 2019	
Third Reading <u>8/22</u> , 2019	
Vote - <u>6</u> Yeas _____ Nays	

Prepared by and approved as to form:

PAUL R. REVELSON  
VILLAGE SOLICITOR  
SOUTH LEBANON, OHIO

By: \_\_\_\_\_  
Date: 8/27/19

**CERTIFIED COPY**  
I, Nicole Armstrong, Fiscal Officer, of the Village of South Lebanon, Ohio, do hereby certify this to be the true and accurate copy of a document on file with my office.

8/27/19 \_\_\_\_\_  
Date: Nicole Armstrong  
Fiscal Officer  
Village of South Lebanon, Ohio

CERTIFICATE

The undersigned Fiscal Officer/Clerk hereby certifies that the foregoing is a true copy of Ordinance No. 2019-15, duly adopted by the Council of the Village of South Lebanon, Ohio on August 22, 2019, and that a true copy of such Ordinance was certified to the County Auditor of Warren County, Ohio within 20 days after its passage.

\_\_\_\_\_  
Nicole Armstrong  
Fiscal Officer/Clerk



EXHIBIT A

LIST OF SPECIAL ASSESSMENTS AND  
SCHEDULE OF SPECIAL ASSESSMENTS

LIST OF SPECIAL ASSESSMENTS

<u>Name</u>	<u>Assessed Properties Description</u>	<u>Portion of Benefit and Special Assessment</u>	<u>Amount of Special Assessments</u>
Maineville Holdings, LLC	Warren County Auditor Parcel ID No. 12-02-335-002	100%	\$1,470,444.00

SCHEDULE OF SPECIAL ASSESSMENTS  
FOR WARREN COUNTY PARCEL NOS.:

12-02-335-002<sup>1</sup>

The following schedule of Special Assessment charges shall be certified for collection in 60 semi-annual installments to be collected with first-half and second-half real property taxes in calendar years 2021 through 2050:

Special Assessment Payment Date <sup>2</sup>	Special Assessment Installment Amount <sup>3</sup>
1/31/2021	\$24,507.40
7/20/2021	24,507.40
1/31/2022	24,507.40
7/20/2022	24,507.40
1/31/2023	24,507.40
7/20/2023	24,507.40
1/31/2024	24,507.40
7/20/2024	24,507.40
1/31/2025	24,507.40
7/20/2025	24,507.40
1/31/2026	24,507.40
7/20/2026	24,507.40
1/31/2027	24,507.40
7/20/2027	24,507.40
1/31/2028	24,507.40
7/20/2028	24,507.40
1/31/2029	24,507.40
7/20/2029	24,507.40
1/31/2030	24,507.40
7/20/2030	24,507.40
1/31/2031	24,507.40
7/20/2031	24,507.40
1/31/2032	24,507.40
7/20/2032	24,507.40
1/31/2033	24,507.40
7/20/2033	24,507.40
1/31/2034	24,507.40
7/20/2034	24,507.40
1/31/2035	24,507.40

<sup>1</sup> As identified in the records of the County Auditor of Warren County, Ohio as of August 20, 2019.

<sup>2</sup> Pursuant to Ohio Revised Code Chapter 323, the Special Assessment Payment Dates identified above are subject to adjustment by the Warren County Auditor under certain conditions.


<sup>3</sup> Pursuant to Ohio Revised Code Section 727.36, the Warren County Auditor may charge and collect a fee in addition to the amounts listed in the above schedule.

RECEIPT OF COUNTY AUDITOR FOR  
LEGISLATION LEVYING SPECIAL ASSESSMENTS  
FOR THE PURPOSE OF ACQUIRING, INSTALLING, EQUIPPING,  
AND IMPROVING CERTAIN PUBLIC IMPROVEMENTS  
IN THE VILLAGE OF SOUTH LEBANON, OHIO  
IN COOPERATION WITH THE WARREN COUNTY ENERGY SPECIAL  
IMPROVEMENT DISTRICT

I, Matt Nolan, the duly elected, qualified, and acting Auditor in and for Warren County, Ohio hereby certify that a certified copy of Ordinance No. 2019-15, duly adopted by the Council of the Village of South Lebanon, Ohio on August 22, 2019 levying special assessments for the purpose of acquiring, installing, equipping, and improving certain public improvements in the Village of South Lebanon, Ohio in cooperation with the Warren County Energy Special Improvement District, including the List of Special Assessments and Schedule of Special Assessments, which Special Assessment charges shall be certified for collection in 60 semi-annual installments to be collected with first-half and second-half real property taxes in calendar years 2021 through 2050, was filed in this office on 8/27, 2019.

WITNESS my hand and official seal at Lebanon, Ohio on 8/27, 2019.

[SEAL]

  
County Auditor  
Warren County, Ohio