

RESOLUTION G2017-52

A RESOLUTION AUTHORIZING AND APPROVING AN ENERGY PROJECT COOPERATIVE AGREEMENT BY AND AMONG THE TOWNSHIP OF SYMMES, HAMILTON COUNTY, OHIO, THE SUBURBAN COMMUNITIES ENERGY SPECIAL IMPROVEMENT DISTRICT, CORPOREX REALTY ACQUISITIONS LLC, AND GREENWORKS LENDING LLC PROVIDING FOR THE FINANCING OF A SPECIAL ENERGY IMPROVEMENT PROJECT IN SYMMES TOWNSHIP; AUTHORIZING AND APPROVING A SPECIAL ASSESSMENT AGREEMENT BY AND BETWEEN SYMMES TOWNSHIP, THE COUNTY OF HAMILTON, OHIO, CORPOREX REALTY ACQUISITIONS LLC, THE SUBURBAN COMMUNITIES ENERGY SPECIAL IMPROVEMENT DISTRICT, AND GREENWORKS LENDING LLC; AND DECLARING AN EMERGENCY.

WHEREAS, Corporex Realty Acquisitions LLC (the “Owner”) has submitted a Petition for Special Assessments for Special Energy Improvement Projects (the “Petition”) and the Suburban Communities Special Improvement District Plan Supplement to Plan for 11820 Snider Road, Cincinnati, Ohio Project (the “Plan”) in order to provide for the completion of a special energy improvement project on real property owned by the Owner in the Township of Symmes, Hamilton County, Ohio (“Symmes Township”); and

WHEREAS, on August 1, 2017, this Board of Township Trustees (the “Board of Trustees”) approved the Petition and the Plan; and

WHEREAS, on August 1, 2017, this Board of Trustees duly adopted a resolution declaring the necessity of acquiring, constructing, and improving certain public improvements in Symmes Township in cooperation with the Suburban Communities Energy Special Improvement District (the “District”) (the “Resolution of Necessity”); and

WHEREAS, on August 1, 2017, this Board of Trustees passed Resolution No. 2017-50 determining to proceed with the Project and adopted the estimated Special

Assessments filed with the Board of Trustees and the Township Fiscal Officer pursuant to the Resolution of Necessity; and

**WHEREAS**, pursuant to Resolution No. 2017-51 passed on August 1, 2017 Symmes Township has levied special assessments against the Property to pay costs of the special energy improvement project (the "Special Assessments");

**WHEREAS**, Symmes Township intends to enter into an Energy Project Cooperative Agreement (the "Cooperative Agreement") with the District, the Owner and Greenworks Lending LLC (the "Investor") to provide for, among other things, (i) making of the Project Advance (as defined in the Cooperative Agreement) to pay costs of the special energy improvement project, (ii) the disbursement of the Project Advance for the acquisition and construction of the special energy improvement project and the transfer of the Special Assessments by Symmes Township 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 administration of payments on the Project Advance and related matters, Symmes Township intends to enter into an agreement with the County of Hamilton, Ohio, the District, the Owner, and the Investor (the "Special Assessment Agreement");

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Township Trustees of Symmes Township, State of Ohio:

**SECTION 1.** Each capitalized term used in this Resolution where the rules of grammar would otherwise not require and not otherwise defined in this Resolution or by reference to another document shall have the meaning assigned to it in the Resolution of Necessity.

**SECTION 2.** This Board of Trustees hereby approves the Cooperative Agreement, a copy of which is on file in the office of the Board of Trustees. The Board of Trustees, the Township Administrator, the Township Fiscal Officer, or any one of them, shall sign and deliver, in the name and on behalf of Symmes Township, the Cooperative Agreement, in substantially the form as is now on file with the Board of Trustees. The Cooperative Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the Township and that are approved by the Board of Trustees, the Township Administrator, the Township Fiscal Officer, or any one of them, on behalf of Symmes Township, all of which shall be conclusively evidenced by the signing of the Cooperative Agreement or amendments to the Cooperative Agreement.

**SECTION 3.** This Board of Trustees hereby approves the Special Assessment Agreement, a copy of which is on file in the office of the Board of

Trustees. The Board of Trustees, the Township Administrator, the Township Fiscal Officer, or any one of them shall sign and deliver, in the name and on behalf of Symmes Township, the Special Assessment Agreement, in substantially the form as is now on file with the Board of Trustees. The Special Assessment Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to Symmes Township and that are approved by the Board of Trustees, the Township Administrator, the Township Fiscal Officer, or any one of them on behalf of the Township, all of which shall be conclusively evidenced by the signing of the Special Assessment Agreement or amendments to the Special Assessment Agreement. Symmes Township is authorized to enter into such other agreements that are not inconsistent with the Resolution of Necessity and this Resolution and that are approved by the Board of Trustees, the Township Administrator, the Township Fiscal Officer, or any one of them on behalf of Symmes Township, all of which shall be conclusively evidenced by the signing of such agreements or any amendments to them.

**SECTION 4.**

It is found and determined that all formal actions of this Board of Trustees concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Board of Trustees, and that all deliberations of this Board of Trustees that resulted in such formal action were in meetings open to the public in compliance with the law.

**SECTION 5.**

The Board of Trustees upon at least a majority vote do hereby dispense with any requirement that this Resolution be read on two separate days, and hereby authorize the adoption of this Resolution upon its first reading.

**SECTION 6.**

This Resolution is declared to be an emergency measure necessary for the immediate preservation of the public health, safety, and welfare of Symmes Township and for the further reason that this Resolution is required to be immediately effective in order to allow the District to take advantage of financing available to it for a limited time. Therefore, this Resolution shall be in full force and effect immediately upon its adoption and certification.

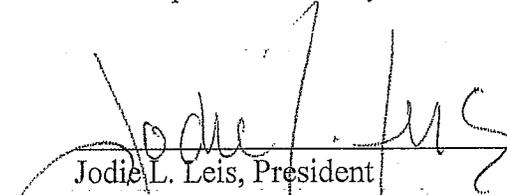
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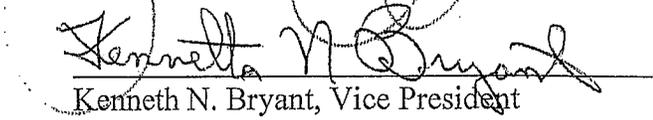
ADOPTED AUGUST 1, 2017 – RESOLUTION G2017-52

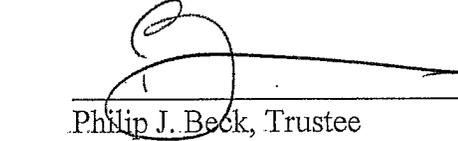
VOTE RECORD:

Ms. Leis aye      Mr. Bryant Aye      Mr. Beck Aye

Passed at a meeting of the Board of Township Trustees of Symmes Township this 1st day of August, 2017.

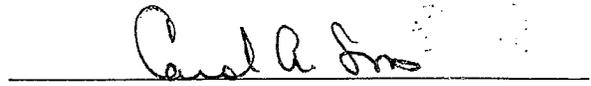
  
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Jodie L. Leis, President

  
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Kenneth N. Bryant, Vice President

  
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Philip J. Beck, Trustee

AUTHENTICATION

This is to certify that this resolution was duly passed and filed with the Township Fiscal Officer of Symmes Township this 1st day of August, 2017.

  
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Carol A. Sims, Fiscal Officer  
Symmes Township, Ohio

APPROVED AS TO FORM:

  
\_\_\_\_\_  
Kevin McDonough, Law Director