

AN ORDINANCE LEVYING SPECIAL ASSESSMENTS FOR THE PURPOSE OF ACQUIRING, INSTALLING, EQUIPPING, AND IMPROVING CERTAIN PUBLIC IMPROVEMENTS IN THE CITY OF VAN WERT, OHIO IN COOPERATION WITH THE VAN WERT AREA ENERGY SPECIAL IMPROVEMENT DISTRICT; AUTHORIZING AND APPROVING A COOPERATIVE AGREEMENT AND A SPECIAL ASSESSMENT AGREEMENT; AND DECLARING AN EMERGENCY

WHEREAS, Central Mutual Insurance Company (the “Owner”) has submitted the *Petition For Special Assessments for Special Energy Improvement Projects* (the “Petition”) together with the *Supplemental Plan* attached to it (the “Supplemental Plan”) in order to provide for the completion and financing of special energy improvement projects on real property owned by the Owner in the City of Van Wert, Ohio (the “City”); and

WHEREAS, this Council duly passed Resolution No. 24-22-065 on November 13, 2024 (the “Resolution of Necessity”), which approved the Petition and the Supplemental Plan and added the Owner’s property subject to the Petition to the Van Wert Area Energy Special Improvement District (the “District”) and declared the necessity of acquiring, installing, equipping, and improving energy efficiency improvements, including, without limitation, energy efficient roofing, energy efficient walls, energy efficient doors, 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. 24-22-066 on November 13, 2024 and determined to proceed with the Project and adopted the estimated Special Assessments (as defined in the Resolution of Necessity) filed with the Clerk of Council and City Auditor pursuant to the Resolution of Necessity; and

WHEREAS, the City intends to enter into a Cooperative Agreement (the “Cooperative Agreement”) by and among the District, the Owner, the Toledo-Lucas County Port Authority (the “Toledo Port”), and the Cleveland-Cuyahoga County Port Authority (the “Cleveland Port,” and together with the Toledo Port, the “Issuers”) to provide for, among other things, (i) the financing of the costs of the Project, (ii) the disbursement of amounts made available by the Issuers to the Owner to finance the costs of the acquisition, installation, equipment, and improvement of the Project, and (iii) the transfer of the Special Assessments by the City to or for the benefit of the Issuers to pay principal and interest and other costs relating to the amounts made available by the Issuers to the Owner under the Cooperative Agreement (the “PACE Financing”); and

WHEREAS, to provide for the security for the PACE Financing and for the administration of payments on the PACE Financing and related matters, the City intends to enter into the Special Assessment Agreement (the “Special Assessment Agreement”) with the County Treasurer of Van Wert County, Ohio, the District, the Owner, the Toledo Port, and the Bank of New York Mellon Trust Company, N.A., as agent (the “Agent”); and

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

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Van Wert, Van Wert County, Ohio, with three-fourths of all elected members concurring, to wit, that:

Section 1. Definitions. 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. Special Assessments. The list of maximum 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 \$39,131,698.56, 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 Clerk of Council and the City Auditor, is adopted and confirmed, and that the Special Assessments are levied and assessed on the Property. The maximum interest portion of the Special Assessments, which shall accrue at the maximum annual rate of 8.250%, 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.

As requested in the Petition, the final aggregate amount of the Special Assessments may be in an amount less than the aggregate maximum amount of \$39,131,698.56 if the final rate of interest for PACE Financing is less than the assumed maximum rate of interest such that the aggregate amount of Special Assessments necessary to repay the PACE Financing is less than the aggregate amount of \$39,131,698.56, the Owner and the provider of the financing shall certify a final schedule of Special Assessments to the City, which final schedule shall be certified to the County Auditor for collection.

The Special Assessments are assessed against the Property commencing in tax year 2026 for collection in 2049 and shall continue through tax year 2027 for collection in 2050; provided, however, if the proceedings relating to the Special Assessments are completed at such time that the County Auditor of Van Wert County, Ohio determines that collections shall not commence in 2027, 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 total maximum amount of Special Assessments as shown in Exhibit A, attached hereto and incorporated into this Ordinance.

All Special Assessments shall be certified by the Clerk of Council 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. Amount of Special Assessments. 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. Waiver of Cash Settlement. 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 Clerk of Council to the County Auditor of Van Wert 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. Appropriation of Special Assessments. The Special Assessments will be used by the City to pay the cost of the Project in cooperation with the District in any manner, including assigning the Special Assessments actually received by the City to the District or to another party the City deems appropriate, and the Special Assessments are appropriated for such purposes.

Section 6. Special Assessments File. The City Auditor shall keep the Special Assessments on file in the Office of the City Auditor.

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

Section 8. Special Assessment Agreement. This Council hereby approves the Special Assessment Agreement a copy of which is on file with the Clerk of Council. The Mayor is hereby authorized to sign and deliver, in the name and on behalf of the City, the Special Assessment Agreement, in substantially the form as is now on file with the Clerk of 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 City and that are approved by the Mayor on behalf of the City, all of which shall be conclusively evidenced by the signing of the Special Assessment Agreement or amendments to the Special Assessment Agreement.

Section 9. Other Agreements. The City 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 on behalf of the City, all of which shall be conclusively evidenced by the signing of such agreements or any amendments to such agreements.

Section 10. Acceptance of Direct Payments of Special Assessments. As requested in the Petition, provided under the Cooperative Agreement, and authorized under Section 323.071 of the Ohio Revised Code, the City is authorized to accept cash payment of the installments of the Special Assessments. As provided under the Cooperative Agreement, the City shall direct the Petitioner to pay such installments to the Agent. As requested in the Petition and provided under the Cooperative Agreement, for any installments of the Special Assessments that are paid to the Agent, the Agent and the Toledo Port shall notify the City in writing of the Agent's receipt of such cash payments, and the City, no later than the last day on which municipal corporations may certify special assessments to the County Auditor, shall certify the Agent's receipt of the direct payment to the County Auditor under Section 323.071, and the County Auditor shall thereupon cancel such installments on the County Auditor's records

Section 11. Certification to County Auditor. That in compliance with Ohio Revised Code Section 319.61, the Clerk of Council is directed to deliver a certified copy of this Ordinance to the County Auditor of Van Wert County, Ohio within 20 days after its passage.

Section 12. Compliance with Open Meetings Requirements. this Council finds and determines that all formal actions of this Council and any of its committees concerning and relating to the passage of this legislative resolution were taken in an open meeting of this Council or any of its committees, 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 13. Effective Date. This Ordinance is hereby declared to be an emergency measure and shall take effect and be in force immediately from and after its passage. The reason for the emergency lies in the fact that this Resolution is necessary for the immediate preservation of the public peace, health, and safety in that such energy special improvement project must access funding available to it for a limited time.

Vote on emergency clause: Yeas _____ Nays _____

PASSED: _____, 2024

Thad R. Eikenbary – President of Council

Kenneth J. Markwark - Mayor

ATTEST:

Stephanie R. Phillips - Clerk of Council

Approved as to form by:

John E. Hatcher - Law Director

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>Maximum Amount of Special Assessments</u>
Central Mutual Insurance Company	Van Wert County Auditor Parcel ID No. 12-030784.0000	100%	\$39,131,698.56

SCHEDULE OF SPECIAL ASSESSMENTS
FOR VAN WERT COUNTY PARCEL NOS.:

12-030784.0000.

The following schedule of Special Assessment charges shall be certified for collection in 48 semi-annual installments to be collected with first-half and second-half real property taxes in calendar years 2027 through 2050:

Special Assessment Payment Date ¹	Total Maximum Special Assessment Amount (Parcel 12-030784.0000) ²
January 31, 2027	\$815,243.72
July 31, 2027	815,243.72
January 31, 2028	815,243.72
July 31, 2028	815,243.72
January 31, 2029	815,243.72
July 31, 2029	815,243.72
January 31, 2030	815,243.72
July 31, 2030	815,243.72
January 31, 2031	815,243.72
July 31, 2031	815,243.72
January 31, 2032	815,243.72
July 31, 2032	815,243.72
January 31, 2033	815,243.72
July 31, 2033	815,243.72
January 31, 2034	815,243.72
July 31, 2034	815,243.72
January 31, 2035	815,243.72
July 31, 2035	815,243.72
January 31, 2036	815,243.72
July 31, 2036	815,243.72
January 31, 2037	815,243.72
July 31, 2037	815,243.72
January 31, 2038	815,243.72
July 31, 2038	815,243.72
January 31, 2039	815,243.72
July 31, 2039	815,243.72

¹ Pursuant to Chapter 323 of the Ohio Revised Code, the Special Assessment Payment Dates identified in this Schedule of Special Assessments are subject to adjustment under certain conditions.

² Pursuant to Ohio Revised Code Section 727.36, the Van Wert County Auditor may charge and collect a fee in addition to the amounts listed in this Exhibit A.

Special Assessment Payment Date ¹	Total Maximum Special Assessment Amount (Parcel 12-030784.0000) ²
January 31, 2040	\$815,243.72
July 31, 2040	815,243.72
January 31, 2041	815,243.72
July 31, 2041	815,243.72
January 31, 2042	815,243.72
July 31, 2042	815,243.72
January 31, 2043	815,243.72
July 31, 2043	815,243.72
January 31, 2044	815,243.72
July 31, 2044	815,243.72
January 31, 2045	815,243.72
July 31, 2045	815,243.72
January 31, 2046	815,243.72
July 31, 2046	815,243.72
January 31, 2047	815,243.72
July 31, 2047	815,243.72
January 31, 2048	815,243.72
July 31, 2048	815,243.72
January 31, 2049	815,243.72
July 31, 2049	815,243.72
January 31, 2050	815,243.72
July 31, 2050	815,243.72

RECEIPT OF COUNTY AUDITOR FOR
LEGISLATION LEVYING SPECIAL ASSESSMENTS
FOR THE PURPOSE OF ACQUIRING, INSTALLING, EQUIPPING,
AND IMPROVING CERTAIN PUBLIC IMPROVEMENTS
IN THE CITY OF VAN WERT, OHIO
IN COOPERATION WITH THE VAN WERT AREA ENERGY SPECIAL
IMPROVEMENT DISTRICT

I, Jami Bradford, the duly elected, qualified, and acting Auditor in and for Van Wert County, Ohio hereby certify that a certified copy of Ordinance _____, duly adopted by the Council of the City of Van Wert, Ohio on _____, 2024 levying special assessments for the purpose of acquiring, installing, equipping, and improving certain public improvements in the City of Van Wert, Ohio in cooperation with the Van Wert Area 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 48 semi-annual installments to be collected with first-half and second-half real property taxes in calendar years 2027 through 2050, was filed in this office on _____, 2024.

WITNESS my hand and official seal at Van Wert, Ohio on _____, 2024.

[SEAL]

County Auditor
Van Wert County, Ohio