

**AMENDMENT TO THE PETITION FOR SPECIAL ASSESSMENTS FOR SPECIAL
ENERGY IMPROVEMENT PROJECTS AND AFFIDAVIT**

**AN AMENDMENT TO THE PETITION TO THE CITY OF COLUMBUS, OHIO
SEEKING THE IMPOSITION OF SPECIAL ASSESSMENTS AGAINST PROPERTY
OWNED BY THE PETITIONER TO PAY THE COSTS OF VARIOUS SPECIAL
ENERGY IMPROVEMENT PROJECTS WHICH SPECIALLY BENEFIT SUCH
PROPERTY, INCLUDING A WAIVER OF ALL RIGHTS TO NOTICES, HEARINGS
AND APPEALS RESPECTING THE REQUESTED SPECIAL ASSESSMENTS**

To: The Mayor and Council of the City of Columbus, Ohio

Easton Innkeepers, LLC, an Ohio limited liability company (the “Petitioner”), as the current owner of 100% of the property described on Exhibit A attached to the Petition (as defined below) (the “Property”), submitted a Petition for Special Assessments for Special Energy Improvement Projects and Affidavit to the Council (the “Legislative Authority”) of the City of Columbus, Ohio (the “Political Subdivision”) on or before December 3, 2018 (the “Petition”) pursuant to Ohio Revised Code Chapter 1710. All capitalized terms used in this Amendment when the rules of grammar would not so require and not defined in this Amendment shall have the meanings assigned to them in the Petition.

The Petition included as Exhibit B, the Columbus Regional Energy Special Improvement District Project Plan, Supplement to Plan for Morse and Sunbury Roads, Columbus, Ohio Project (the “Supplemental Plan”). The Supplemental Plan included as its Attachment A a list of special assessments which the Petitioner requested that the Political Subdivision levy on the Property in the amounts listed (the “Special Assessments”). On December 3, 2018, the Legislative Authority approved the Petition by its Resolution 0366X-2018 and levied the Special Assessments by its Ordinance No. 3329-2018 as requested by the Petitioner under the Petition and the Supplemental Plan.

Since the date of the Petition and the date on which the Special Assessments were levied, the Petitioner and PACE Equity Holdings Titling Trust (together with any further assignees or successors, the “Investor”), as assignee of the Special Assessments under the Energy Project Cooperative Agreement dated as of December 14, 2018 (the “Energy Project Cooperative Agreement”) between the Petitioner, the Political Subdivision, the Investor, and the Columbus Regional Energy Special Improvement District, Inc. (the “District”) have determined that the Special Assessments to be levied and collected should be amended in order to address events that have taken place since the respective dates of the Petition, the levying of the Special Assessments, the Energy Project Cooperative Agreement.

The Petitioner therefore hereby respectfully requests that the Political Subdivision approve this Amendment to the Petition to:

1. Cause Attachment A to the Supplemental Plan, included as Exhibit B to the Petition, to be amended as shown on **Exhibit 1**, attached to, and incorporated into, this Amendment; and
2. Amend the Special Assessments so that they are levied on the Property in the amounts stated on **Exhibit 1**.

Except as expressly modified by this Amendment, all of the provisions of the Petition shall remain in full force and effect and be binding in accordance with their terms.

The Petitioner hereby re-states, as if set forth fully in this Amendment, each of the waivers contained in the Petition, including, without limitation, the waivers set forth in the Petition.

The Petitioner acknowledges and understands that the Political Subdivision and the District relied on the Petition and will rely on this Amendment in taking actions and expending resources. Therefore, this Amendment shall be irrevocable and shall be binding upon the Petitioner, any successors or assigns of the Petitioner, the property as identified in Exhibit A of the Petition, as amended by this Amendment, and any grantees, mortgagees, lessees, or transferees of such property.

The Petitioner further deposes and states that this Amendment and actions provided for in this Amendment impose burdens and obligations upon the Property and provide for Special Assessments to be levied upon the Property in accordance with this Petition.

The undersigned further deposes and states that he or she is the authorized representative of the Petitioner, duly authorized to execute and deliver this Amendment for and on behalf of the Petitioner and to bind the Property as described in this Amendment.

[Signature Page Follows]

EXHIBIT 1

AMENDMENT TO ATTACHMENT A TO SUPPLEMENTAL PLAN

Attachment A to the Supplemental Plan is hereby deleted in its entirety and replaced with the following:

Schedule of Special Assessments

The Property will be subject to special assessments for the Authorized Improvements in accordance with Ohio Revised Code Chapter 1710.

Total assessment costs—\$22,438,383.00

Estimated average semi-annual special assessments for 25 years: \$448,767.66

Total number of semi-annual assessments: 50

First annual installment due: January 20, 2021

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The schedule of Special Assessments for the Authorized Improvements is as follows:

Special Assessment Payment Date ¹	Special Assessment Installment Amount ²
January 31, 2021	\$448,767.66
July 20, 2021	448,767.66
January 31, 2022	224,383.83
July 20, 2022	224,383.83
January 31, 2023	673,151.49
July 20, 2023	673,151.49
January 31, 2024	448,767.66
July 20, 2024	448,767.66
January 31, 2025	448,767.66
July 20, 2025	448,767.66
January 31, 2026	448,767.66
July 20, 2026	448,767.66
January 31, 2027	448,767.66
July 20, 2027	448,767.66
January 31, 2028	448,767.66
July 20, 2028	448,767.66
January 31, 2029	448,767.66
July 20, 2029	448,767.66
January 31, 2030	448,767.66
July 20, 2030	448,767.66
January 31, 2031	448,767.66
July 20, 2031	448,767.66
January 31, 2032	448,767.66
July 20, 2032	448,767.66
January 31, 2033	448,767.66
July 20, 2033	448,767.66
January 31, 2034	448,767.66
July 20, 2034	448,767.66
January 31, 2035	448,767.66
July 20, 2035	448,767.66
January 31, 2036	448,767.66
July 20, 2036	448,767.66
January 31, 2037	448,767.66
July 20, 2037	448,767.66
January 31, 2038	448,767.66
July 20, 2038	448,767.66

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

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

Special Assessment Payment Date ¹	Special Assessment Installment Amount ²
January 31, 2039	\$448,767.66
July 20, 2039	448,767.66
January 31, 2040	448,767.66
July 20, 2040	448,767.66
January 31, 2041	448,767.66
July 20, 2041	448,767.66
January 31, 2042	448,767.66
July 20, 2042	448,767.66
January 31, 2043	448,767.66
July 20, 2043	448,767.66
January 31, 2044	448,767.66
July 20, 2044	448,767.66
January 31, 2045	448,767.66
July 20, 2045	448,767.66