



## **\*\* MEETING NOTICE AND AGENDA \*\***

A meeting of the Board of Wisconsin PACE Commission – a Joint Exercise of Powers commission, shall be held on Thursday, September 5, 2019 2:00 p.m., via teleconference, conference call #: 1-877-309-207/ ID#: 339 836 87#, to consider matters according to the following agenda:

1. Call to Order
2. Roll Call
3. Approval of the Minutes from 6/11/2019
4. Approval of the Minutes from 8/1/2019
5. **APPROVAL OF RESOLUTION 19-14 IMPOSING A SPECIAL CHARGE PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN STATUTES IN AN AMOUNT NOT TO EXCEED \$875,000 AGAINST CERTAIN REAL PROPERTY, SOMETIMES KNOWN AS “MY PLACE MT PLEASANT” LOCATED IN RACINE COUNTY, WISCONSIN FOR VMP HOLDINGS LLC**
6. **APPROVAL OF RESOLUTION 19-15 IMPOSING A SPECIAL CHARGE PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN STATUTES IN AN AMOUNT NOT TO EXCEED \$562,000 AGAINST CERTAIN REAL PROPERTY, SOMETIMES KNOWN AS AVANT AT CITY PARK LOCATED IN OUTAGAMIE COUNTY, WISCONSIN FOR AVANT APARTMENTS LLC**
7. **APPROVAL OF RESOLUTION 19-16 IMPOSING A SPECIAL CHARGE PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN STATUTES IN AN AMOUNT NOT TO EXCEED \$187,400 (Parcel ID: 5-1760), \$220,700 (Parcel ID: 5-1761), \$220,400 (Parcel ID: 5-1762), and \$196,500 (Parcel ID: 5-1763) AGAINST CERTAIN REAL PROPERTY, SOMETIMES KNOWN AS “LARSEN GREEN CONDOMINIUM PROJECT” LOCATED IN BROWN COUNTY, WISCONSIN FOR DDL HOLDINGS LLC**
8. **APPROVAL OF RESOLUTION 19-17 TO CONFIRM MEMBERSHIP OF COMMISSION, RATIFY ACTIONS PREVIOUSLY APPROVED AND CERTAIN OTHER MATTERS RELATING THERETO.**
9. Discussion and possible action to conduct FY 2019 audit at the end of the calendar year 2019.
10. Review status report of installments

11. Program updates

12. Next Monthly Meeting

13. Adjourn

**PACE Wisconsin (PW)**  
**PW Board of Directors**  
Monday, June 11, 2019  
Teleconference

**MINUTES**

**CALL TO ORDER:** Chair Allen Buechel called the meeting to order at 3:03 pm. CST.

**ROLL CALL: PRESENT:** Jim Braughler (Jefferson County), Allen Buechel (Fond du Lac County), James Dunning (Eau Claire County), DuWayne Federwitz (Waupaca County), Mike Giese (La Crosse County), Mark Harris (Winnebago County), Don Kriefall (Washington County), Monte Osterman (Racine County), Bruce Paul (Iowa County), Brett Rondeau (Bayfield County), Troy Streckenbach (Brown County), Patrick Thompson (St Croix County), Tom Wegner (Sheboygan County).

**OTHERS PRESENT:** Jon Hochkammer (Wisconsin Counties Association), Ned Noel (Green Tier Legacy Communities), Curt Witynski (League of Wisconsin Municipalities), Andrew Phillips (von Briesen and Roper, s.c.), Gordie Bennett (Milwaukee County), Jason Stringer (Slipstream), Warren Laube (Slipstream), Julie Flannery (Slipstream), Dan Streit (Slipstream), Kimberly Johnston (Slipstream).

**APPROVAL OF THE MINUTES FROM THE April 1, 2019 MEETING.**

A Motion was made by Brett Rondeau, seconded by Bruce Paull, to approve the meeting minutes. Motion carried. (16 ayes, 0 nays)

**APPROVAL OF RESOLUTION 19-05 IMPOSING A SPECIAL CHARGE PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN STATUTES IN AN AMOUNT NOT TO EXCEED \$2,500,000.00 AGAINST CERTAIN REAL PROPERTY, SOMETIMES KNOWN AS "DREXEL HOTEL INVESTMENT OAK CREEK" LOCATED IN MILWAUKEE COUNTY, WISCONSIN FOR DREXEL HOTEL INVESTMENT LLC**

Jason Stringer provided an overview of Resolution 19-05. A motion was made by Don Kriefall, seconded by Brett Rondeau, to approve Resolution 19-05. Motion carried. (16 ayes, 0 nays).

**APPROVAL OF RESOLUTION 19-06 IMPOSING A SPECIAL CHARGE PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN STATUTES IN AN AMOUNT NOT TO EXCEED \$1,006,000.00 AGAINST CERTAIN REAL PROPERTY, SOMETIMES KNOWN AS "HARTFORD HOTEL EAST SUMNER" LOCATED IN WASHINGTON COUNTY, WISCONSIN FOR HARTFORD HOTEL GROUP, LLC**

Jason Stringer provided an overview of Resolution 19-06. A motion was made by Patrick Thompson, seconded by Don Kriefall, to approve Resolution 19-06. Motion carried. (16 ayes, 0 nays).

**APPROVAL OF RESOLUTION 19-07 IMPOSING A SPECIAL CHARGE PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN STATUTES IN AN AMOUNT NOT TO EXCEED \$995,000.00 AGAINST CERTAIN REAL PROPERTY, SOMETIMES KNOWN AS "HOTELS OF AMERICA CENTER POINT DRIVE" LOCATED IN PORTAGE COUNTY, WISCONSIN FOR HOTELS OF AMERICA, LLC**

Jason Stringer provided an overview of Resolution 19-07. A motion was made by James Dunning, seconded by Jim Braughler, to approve Resolution 19-07. Motion carried. (16 ayes, 0 nays).

**APPROVAL OF RESOLUTION 19-08 IMPOSING A SPECIAL CHARGE PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN STATUTES IN AN AMOUNT NOT TO EXCEED \$733,000.00 AGAINST CERTAIN REAL PROPERTY, SOMETIMES KNOWN AS “HOTELS INTERNATIONAL NORTH BRIDGE STREET” LOCATED IN CHIPPEWA COUNTY, WISCONSIN FOR HOTELS INTERNATIONAL, LLC**

Jason Stringer provided an overview of Resolution 19-08. A motion was made by Brett Rondeau, seconded by Monte Osterman, to approve Resolution 19-08. Motion carried. (16 ayes, 0 nays).

**APPROVAL OF RESOLUTION 19-09 IMPOSING A SPECIAL CHARGE PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN STATUTES IN AN AMOUNT NOT TO EXCEED \$249,000.00 AGAINST CERTAIN REAL PROPERTY, SOMETIMES KNOWN AS “GREEN BAY BUSINESS CENTER III 435 E WALNUT” LOCATED IN BROWN COUNTY, WISCONSIN FOR GREEN BAY BUSINESS CENTER III, LLC**

Jason Stringer provided an overview of Resolution 19-09. A motion was made by Troy Streckenbach, seconded by Bruce Paull, to approve Resolution 19-09. Motion carried. (16 ayes, 0 nays).

**APPROVAL OF RESOLUTION 19-10 IMPOSING A SPECIAL CHARGE PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN STATUTES IN AN AMOUNT NOT TO EXCEED \$249,000.00 AGAINST CERTAIN REAL PROPERTY, SOMETIMES KNOWN AS “GREEN BAY BUSINESS CENTER III 533 E WALNUT” LOCATED IN BROWN COUNTY, WISCONSIN FOR GREEN BAY BUSINESS CENTER III, LLC**

Jason Stringer provided an overview of Resolution 19-10. A motion was made by Don Kriefall, seconded by Troy Streckenbach, to approve Resolution 19-10. Motion carried. (16 ayes, 0 nays).

**APPROVAL OF RESOLUTION 19-11 IMPOSING A SPECIAL CHARGE PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN STATUTES IN AN AMOUNT NOT TO EXCEED \$190,000.00 AGAINST CERTAIN REAL PROPERTY, SOMETIMES KNOWN AS “2322 MILL RD SISTER BAY” LOCATED IN DOOR COUNTY, WISCONSIN FOR MacARIO GUSTAVO GALLARDO**

Jason Stringer provided an overview of Resolution 19-11. A motion was made by Jim Braughler, seconded by Brett Rondeau, to approve Resolution 19-11. Motion carried. (16 ayes, 0 nays).

**REVIEWED CLOSED PACE FINANCING REPORT**

Jason Stringer provided an overview of the Closed Financing Report.

**APPROVAL OF VERSION 2.0 OF THE PACE WISCONSIN PROGRAM GUIDELINES**

Jason Stringer provided a summary of the proposed changes to the Program Guidelines version 2.0. A motion was made by Monte Osterman, seconded by Mark Harris, to approve Resolution 19-11. Motion carried. (16 ayes, 0 nays).

**APPROVAL OF EXTENSION OF PROGRAM ADMINISTRATOR CONTRACT TERM WITH SLIPSTREAM f/n/a THE WISCONSIN ENERGY CONSERVATION CORPORATION**

Jon Hochkammer provided an overview detailing the section of the contract pertaining to the extension terms. A motion was made by Patrick Thompson, seconded by Brett Rondeau, to authorize the Chairman to execute an extension. Motion carried. (16 ayes, 0 nays).

**DISCUSSION AND APPROVAL TO PURCHASE ASSOCIATE MEMBERSHIP FROM WISCONSIN BANKERS ASSOCIATION**

Warren Laube provided an overview and facilitated discussion regarding the Wisconsin Bankers Association membership. The associate membership will allow the Program Administrator a source to outreach to 95% of the Community Banks in Wisconsin. Following discussion, a motion was made by

Brett Rondeau, seconded by Bruce Paull to reimburse Slipstream for the prorated 2019 membership fee paid and approval of the ongoing annual membership fee. Motion carried. (16 ayes, 0 nays).

During the meeting there was a discussion regarding sending another doodle poll out to collect responses regarding scheduling regular PACE Commission monthly meetings. The previous doodle poll received a limited number of responses.

**Program Administrator's Update**

Jason Stringer provided an update on the status of the PACE Wisconsin program.

**NEXT MEETING DATE**

The next meeting of PW will be at the call of the Chair. At such time this meeting will be held via teleconference.

**ADJOURNMENT**

A Motion was made by Bruce Paull, seconded by Duane Federwitz to adjourn. Motion carried. (16 ayes, 0 nays).

**PACE Wisconsin (PW)**  
**PW Board of Directors**  
Thursday August 1, 2019  
Teleconference

**MINUTES**

**CALL TO ORDER:** Chair Allen Buechel called the meeting to order at 3:01 pm. CST.

**ROLL CALL: PRESENT:** Jim Braughler (Jefferson County), Allen Buechel (Fond du Lac County), DuWayne Federwitz (Waupaca County), Mark Harris (Winnebago County), Don Kriefall (Washington County), Jim Kreuser (Kenosha County), Bruce Paul (Iowa County), Thomas Quinn (Dunn County), Jennifer Rothstein (Ozaukee County) Troy Streckenbach (Brown County), Patrick Thompson (St Croix County), Bob Ziegelbauer (Manitowoc County).

**OTHERS PRESENT:** Jon Hochkammer (Wisconsin Counties Association), Curt Witynski (League of Wisconsin Municipalities), Andrew Phillips (von Briesen and Roper, s.c.), Steven Smith (Washburn County), Joe Ruf (Columbia County), Jason Stringer (Slipstream), Warren Laube (Slipstream), Julie Flannery (Slipstream), Kimberly Johnston (Slipstream), Frank Greb (Slipstream).

**Andrew Phillips discussed the bylaws do not require a motion be made in the approval process.**

**APPROVAL OF THE MINUTES FROM THE JUNE 11, 2019 MEETING.**

The minutes were not approved due to insufficient number of members to meet quorum requirements.

**APPROVAL OF RESOLUTION 19-12 IMPOSING A SPECIAL CHARGE PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN STATUTES IN AN AMOUNT NOT TO EXCEED \$210,000 AGAINST CERTAIN REAL PROPERTY, SOMETIMES KNOWN AS "SPOONER CIVIC CENTER" LOCATED IN WASHBURN COUNTY, WISCONSIN FOR STORAGE RINK, LLC**

Jason Stringer provided an overview of Resolution 19-12. Chairman Buechel called for discussion and approval. Bruce Paul asked for clarification if the project was owned publicly or privately owned, it was confirmed the property is privately owned. Approved 13 ayes, 0 nays.

**APPROVAL OF RESOLUTION 19-13 IMPOSING A SPECIAL CHARGE PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN STATUTES IN AN AMOUNT NOT TO EXCEED \$1,600,000 AGAINST CERTAIN REAL PROPERTY, SOMETIMES KNOWN AS "RIVERWOOD EAGLE'S NEST ASSISTED LIVING" LOCATED IN COLUMBIA COUNTY, WISCONSIN FOR RIVERWOOD EAGLE'S NEST LLC**

Jason Stringer provided an overview of Resolution 19-13. Chairman Buechel called for discussion and approval. Dewayne Federwitz questioned if the term was requested by property owner, response to the term is yes. Approved 13 ayes, 0 nays.

**REVIEWED CLOSED PACE FINANCING REPORT**

Jason Stringer provided an overview of the Closed Financing Report.

**Program Administrator's Update**

Jason Stringer provided an update on the status of the PACE Wisconsin program.

**NEXT MEETING DATE**

The next meeting will be held on September 5, 2019 time to be determined by doodle poll response. At such time this meeting will be held via teleconference.

**ADJOURNMENT**

Meeting was adjourned by Chairman Buechel at 3:34 pm.

**RESOLUTION NO. 19-14**

**PACE WISCONSIN**

**A RESOLUTION IMPOSING A SPECIAL CHARGE  
PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN  
STATUTES IN AN AMOUNT NOT TO EXCEED \$875000.00  
AGAINST CERTAIN REAL PROPERTY, SOMETIMES  
KNOWN AS “MY PLACE MT PLEASANT” LOCATED IN  
RACINE COUNTY, WISCONSIN FOR VMP HOLDINGS  
LLC AND CERTAIN OTHER MATTERS RELATING THERETO**

---

WHEREAS, pursuant to the provisions of Section 66.0301 of the Wisconsin Statutes as in effect on the date hereof, commonly known as the “Joint Exercise of Powers Law” (the “Act”), two or more municipalities may by contract create a commission for the joint exercise of any power or duty required or authorized by law; and

WHEREAS, PACE Wisconsin (together with its successors and assigns, the “Commission”), was organized as a commission under and pursuant to the Act and exists by virtue of that certain JOINT EXERCISE OF POWERS AGREEMENT RELATING TO WISCONSIN PACE COMMISSION dated on or about July 5, 2016 (the “JPA”) by and among the various “Members” (as defined in the JPA) of the Commission, to wit: (i) Eau Claire County, Wisconsin and Dunn County, Wisconsin, executing the JPA as initial members of the Commission; and (ii) the several Counties in the State of Wisconsin (including **RACINE** County) that have executed the JPA and become members of the Commission subsequent to the date of the JPA (which Counties, together with any other political subdivision of the State of Wisconsin that may from time to time be designated as a “Member” of the Commission pursuant to the JPA, shall be referred to herein collectively as the “Member Jurisdictions”); and

WHEREAS, the Commission was formed for the purpose of developing and facilitating a program for the financing of making or installing energy efficiency improvements, water efficiency improvements, or renewable resource applications to commercial real properties located within the Member jurisdictions pursuant to Section 66.0627(8) of the Wisconsin Statutes (as in effect on the date hereof, the “PACE Statute”); and

WHEREAS, **VMP HOLDINGS LLC**, a Wisconsin *Limited Liability Company* (the “Borrower(s)”) owns or is/are acquiring a parcel of commercial real property and improvements



(the “Property,” a legal description containing the parcel identification number of which is attached to these Resolutions as EXHIBIT A) located at **1046 SE Frontage Rd** in the City of **Mt. Pleasant, RACINE County**, Wisconsin (the “Project Jurisdiction”) and wishes/wish to finance the acquisition, construction, equipping and/or improvement of a clean energy installation described in EXHIBIT B (the “Project”), and **PACE Loan Group** (including its successors and assignees, the “Lender”) has agreed to provide such financing in an amount not to exceed **\$875000.00** (the “PACE Loan”) and is requesting the assistance of the Commission in financing the Project; and

WHEREAS, the Commission is authorized and empowered under the Act and the PACE Statute, and by the Joint Exercise Agreement to, among other things, impose a special charge against affected properties to provide for the repayment of loans (including the PACE Loan); and

WHEREAS, pursuant to a Financing Agreement among the Borrower(s), the Lender and the Commission (the “Financing Agreement”), the Lender will agree, among other things, to make the PACE Loan, the Borrower will agree, among other things, to apply the proceeds of the PACE Loan to pay the costs of the Project and to repay the PACE Loan as provided therein , and the Commission will agree, among other things, to impose a special charge against the Project in the amount of the PACE Loan, but not to exceed the **\$875000.00** hereinabove stated; and

WHEREAS, the JPA and the By-Laws of the Commission require, among other things, that the imposition of a special charge by the Commission must be approved by (i) a majority of the members of the Board of Directors of the Commission (the “Board”), and (ii) a majority of the Representative Directors (as defined in the JPA), including the Representative Director of the affected Project Jurisdiction (the “Special Voting Requirements”); and

WHEREAS, the Board has been informed that those persons holding a mortgage or lien upon or security interest in all or any portion of the Property have consented or agreed to consent to the imposition of the special charge (the “Mortgagor Consent(s)”), and the Commission has been or expects to be furnished with satisfactory evidence of such Mortgagor Consent(s); and

WHEREAS, the Board has heretofore approved a form of Financing Agreement to be used in connection with transactions of the kind and nature contemplated by these Resolutions (the “Standard Form”);

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Commission, as follows:

**Section 1.** The Board hereby finds and declares that the imposition of the special charge against the Property is authorized by the PACE Statute and will further the purposes of the

PACE Statute and the purposes for which the Commission is organized, and further finds and determines that the Special Voting Requirements have been satisfied.

**Section 2.** Pursuant to the PACE Statute and the JPA, there is hereby imposed a special charge in the amount of ~~\$875000.00~~ against the Property (the “Special Charge”). The Special Charge shall be collected in installments as authorized by the PACE Statute in accordance with the Financing Agreement.

**Section 3.** The execution and delivery of the Financing Agreement by the Commission is hereby approved. The Financing Agreement shall be executed on behalf of the Commission by one or more of the Chair, the Vice Chair, the Treasurer, or the Secretary (such officers and directors being referred to herein individually as an “Authorized Signatory” and collectively as the “Authorized Signatories”). Any Authorized Signatory is hereby authorized and directed, for and on behalf of the Commission, to execute and deliver the Financing Agreement in substantially the Standard Form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Commission, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 4.** The facsimile, electronic or digital signature of any Authorized Signatory shall be deemed to be the legal equivalent of a manual signature on specified documents or on all documents and valid and binding for all purposes. If any Authorized Signatory whose signature, countersignature or attestation appears on the Financing Agreement related document ceases to be an officer or director before delivery of the Financing Agreement, his or her signature, countersignature or attestation appearing on the Financing Agreement and any related document (regardless of whether any such related document is specifically identified in the within Resolutions) is valid and sufficient for all purposes to the same extent as if he or she had remained in office until delivery of the Financing Agreement.

**Section 5.** The appropriate officers and agents of the Commission, including each Authorized Signatory, are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Commission, to execute and deliver any and all documents, certifications and instruments, if any, in connection with the transactions contemplated hereby, and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate the actions which the Commission has approved in these Resolutions and to consummate by the Commission the transactions contemplated by the documents approved hereby, including any subsequent amendments, waivers or consents entered into or given in accordance with such documents. It is not necessary that the Financing Agreement and various documents authorized hereby or otherwise relating to the financing contemplated hereby all be signed by the same Authorized Signatory.

**Section 6.** All actions heretofore taken by the Chair, the Vice Chair, the Treasurer, or the Secretary, or any other appropriate officers and agents of the Commission with respect to the matters contemplated by these Resolutions are hereby ratified, confirmed and approved.

**Section 7.** These Resolutions shall take effect from and after their adoption; provided, that the special charge authorized hereby shall not be effective and the Authorized Signatory is not authorized to deliver documents on behalf of the Commission in relation to the Project unless and until the Commission has been furnished with satisfactory evidence of Mortgagor Consents as hereinabove recited.

Passed and adopted this \_\_\_\_ day of \_\_\_\_\_, 201\_\_

**PACE WISCONSIN**

---

Name: Jim Braughler  
Title: Secretary

**SECRETARY’S CERTIFICATION AS TO SPECIAL VOTING REQUIREMENTS**

The table below reflects a true and accurate accounting of the quorum and voting with respect to the Resolutions to which this Certificate is attached.

**PACE WISCONSIN**

\_\_\_\_\_  
Name: Jim Braughler  
Title: Secretary

_____ Number of Directors	_____ Number of Directors Present	Sufficient Quorum	<input type="checkbox"/> YES <input type="checkbox"/> NO
------------------------------	---	-------------------	--

_____ Number of Representative Directors	_____ Number of Representative Directors Present	Sufficient Quorum	<input type="checkbox"/> YES <input type="checkbox"/> NO
--	--	-------------------	--

Vote by Directors	_____ AYE	_____ NAY	_____ ABSTAIN
-------------------	--------------	--------------	------------------

Vote by Representative Directors	_____ AYE	_____ NAY	_____ ABSTAIN
-------------------------------------	--------------	--------------	------------------

Project Jurisdiction	<b>RACINE</b> County		
----------------------	----------------------	--	--

Representative Director of Project Jurisdiction	_____ (name)		
---	-----------------	--	--

Vote by Representative Director of Project Jurisdiction	_____ AYE	_____ NAY	_____ ABSTAIN
---	--------------	--------------	------------------

**Exhibit A**

**Property Description**

That part of the Northwest 1/4 of Section 18, Township 3 North, Range 22 East, in Racine County, State of Wisconsin, described as follows; Commencing at the monument at the Southwest corner of said Northwest 1/4; thence North 89°53'05" East along the South line of said Northwest 1/4, a distance of 659.83 feet to a point on the reference line of STH 20 Southeast Frontage Road; thence North 01 °25'31" West a distance of 70.59 feet along said reference line; thence North 88°20'58" East 50.00 feet to the East line of said Southeast Frontage Road and the point of beginning; thence North 00°21 '0 1" East 320.00 feet along said East line; thence North 88°20'58" East 367.95 feet; thence South 01 °39'02" East 320 feet; thence South 88°20'58" West 379.13 feet to said Southeast Frontage Road and the point of beginning. Said land being in the Village of Mt. Pleasant, County of Racine, State of Wisconsin. Excepting therefrom land conveyed in Warranty Deed recorded July 27, 2009, as Document No. 2223127.

Tax Parcel Number: 51-151-03-22-18-014-010

**EXHIBIT B**

# PACE Project Summary



<b>Property Owner</b>	VMP Holdings LLC
<b>Street</b>	13320 Globe Dr
<b>City</b>	Sturtevant
<b>County</b>	Racine
<b>Tax ID</b>	151032218014010
<b>Property Type</b>	Hospitality
<b>PACE Lender</b>	PACE Loan Group
<b>PACE Financing Requested</b>	\$875,000
<b>Interest Rate</b>	7.00%
<b>Loan Term</b>	20
<b>Total Project Cost</b>	\$137,938
<b>Program Fee</b>	\$10,938
<b>Commission Fee</b>	\$875
<b>Commission Legal Fee</b>	\$875
<b>Known Incentives</b>	\$1,200
<b>Projected Avg. Annual Cost Savings</b>	\$44,303
<b>SIR</b>	1.57
<b>Mortgage Balance Total</b>	\$7,000,000
<b>Mortgage Balance + PACE Loan -to-Value</b>	Conditional
<b>Lender Consent</b>	Conditional
<b>Primary Contractor(s)</b>	Pro Commercial, LLC
<b>Project Developer/Energy Auditor</b>	G Energy
<b>Summary of Improvements</b>	Building Envelope, High Efficiency Mini Split System (elevator room), High Efficiency Split System (Main Floor Common Area), PTACS, Commercial Water Heaters, LED, Low Flow Fixtures, Hydraulic Elevator
<b>Completion Date</b>	Q3 2019
<b>Jobs Created By Project</b>	13.1
<b>Projected Environmental Benefits</b>	184,992,106 kBtUs per year

**RESOLUTION NO. 19-15**

**PACE WISCONSIN**

**A RESOLUTION IMPOSING A SPECIAL CHARGE  
PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN  
STATUTES IN AN AMOUNT NOT TO EXCEED \$562,000  
AGAINST CERTAIN REAL PROPERTY, SOMETIMES  
KNOWN AS AVANT AT CITY PARK LOCATED IN  
OUTAGAMIE COUNTY, WISCONSIN FOR AVANT  
APARTMENTS LLC AND CERTAIN OTHER MATTERS  
RELATING THERETO**

---

---

WHEREAS, pursuant to the provisions of Section 66.0301 of the Wisconsin Statutes as in effect on the date hereof, commonly known as the “Joint Exercise of Powers Law” (the “Act”), two or more municipalities may by contract create a commission for the joint exercise of any power or duty required or authorized by law; and

WHEREAS, PACE Wisconsin (together with its successors and assigns, the “Commission”), was organized as a commission under and pursuant to the Act and exists by virtue of that certain JOINT EXERCISE OF POWERS AGREEMENT RELATING TO WISCONSIN PACE COMMISSION dated on or about July 5, 2016 (the “JPA”) by and among the various “Members” (as defined in the JPA) of the Commission, to wit: (i) Eau Claire County, Wisconsin and Dunn County, Wisconsin, executing the JPA as initial members of the Commission; and (ii) the several Counties in the State of Wisconsin (including **OUTAGAMIE** County) that have executed the JPA and become members of the Commission subsequent to the date of the JPA (which Counties, together with any other political subdivision of the State of Wisconsin that may from time to time be designated as a “Member” of the Commission pursuant to the JPA, shall be referred to herein collectively as the “Member Jurisdictions”); and

WHEREAS, the Commission was formed for the purpose of developing and facilitating a program for the financing of making or installing energy efficiency improvements, water efficiency improvements, or renewable resource applications to commercial real properties located within the Member jurisdictions pursuant to Section 66.0627(8) of the Wisconsin Statutes (as in effect on the date hereof, the “PACE Statute”); and

WHEREAS, **AVANT APARTMENTS LLC**, a Wisconsin *Limited Liability Company* (the “Borrower(s)”) owns or is/are acquiring a parcel of commercial real property and improvements (the “Property,” a legal description containing the parcel identification number of which is attached to these Resolutions as EXHIBIT A) located at **118 N Durkee St** in the City of **Appleton, OUTAGAMIE County**, Wisconsin (the “Project Jurisdiction”) and wishes/wish to finance the acquisition, construction, equipping and/or improvement of a clean energy installation described in EXHIBIT B (the “Project”), and **McFarland State Bank** (including its successors and assignees, the “Lender”) has agreed to provide such financing in an amount not to exceed **\$562,000** (the “PACE Loan”) and is requesting the assistance of the Commission in financing the Project; and

WHEREAS, the Commission is authorized and empowered under the Act and the PACE Statute, and by the Joint Exercise Agreement to, among other things, impose a special charge against affected properties to provide for the repayment of loans (including the PACE Loan); and

WHEREAS, pursuant to a Financing Agreement among the Borrower(s), the Lender and the Commission (the “Financing Agreement”), the Lender will agree, among other things, to make the PACE Loan, the Borrower will agree, among other things, to apply the proceeds of the PACE Loan to pay the costs of the Project and to repay the PACE Loan as provided therein , and the Commission will agree, among other things, to impose a special charge against the Project in the amount of the PACE Loan, but not to exceed the **\$562,000** hereinabove stated; and

WHEREAS, the JPA and the By-Laws of the Commission require, among other things, that the imposition of a special charge by the Commission must be approved by (i) a majority of the members of the Board of Directors of the Commission (the “Board”), and (ii) a majority of the Representative Directors (as defined in the JPA), including the Representative Director of the affected Project Jurisdiction (the “Special Voting Requirements”); and

WHEREAS, the Board has been informed that those persons holding a mortgage or lien upon or security interest in all or any portion of the Property have consented or agreed to consent to the imposition of the special charge (the “Mortgagor Consent(s)”), and the Commission has been or expects to be furnished with satisfactory evidence of such Mortgagor Consent(s); and

WHEREAS, the Board has heretofore approved a form of Financing Agreement to be used in connection with transactions of the kind and nature contemplated by these Resolutions (the “Standard Form”);

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Commission, as follows:



**Section 1.** The Board hereby finds and declares that the imposition of the special charge against the Property is authorized by the PACE Statute and will further the purposes of the PACE Statute and the purposes for which the Commission is organized, and further finds and determines that the Special Voting Requirements have been satisfied.

**Section 2.** Pursuant to the PACE Statute and the JPA, there is hereby imposed a special charge in the amount of **\$562,000** against the Property (the “Special Charge”). The Special Charge shall be collected in installments as authorized by the PACE Statute in accordance with the Financing Agreement.

**Section 3.** The execution and delivery of the Financing Agreement by the Commission is hereby approved. The Financing Agreement shall be executed on behalf of the Commission by one or more of the Chair, the Vice Chair, the Treasurer, or the Secretary (such officers and directors being referred to herein individually as an “Authorized Signatory” and collectively as the “Authorized Signatories”). Any Authorized Signatory is hereby authorized and directed, for and on behalf of the Commission, to execute and deliver the Financing Agreement in substantially the Standard Form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Commission, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 4.** The facsimile, electronic or digital signature of any Authorized Signatory shall be deemed to be the legal equivalent of a manual signature on specified documents or on all documents and valid and binding for all purposes. If any Authorized Signatory whose signature, countersignature or attestation appears on the Financing Agreement related document ceases to be an officer or director before delivery of the Financing Agreement, his or her signature, countersignature or attestation appearing on the Financing Agreement and any related document (regardless of whether any such related document is specifically identified in the within Resolutions) is valid and sufficient for all purposes to the same extent as if he or she had remained in office until delivery of the Financing Agreement.

**Section 5.** The appropriate officers and agents of the Commission, including each Authorized Signatory, are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Commission, to execute and deliver any and all documents, certifications and instruments, if any, in connection with the transactions contemplated hereby, and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate the actions which the Commission has approved in these Resolutions and to consummate by the Commission the transactions contemplated by the documents approved hereby, including any subsequent amendments, waivers or consents entered into or given in accordance with such documents. It is not necessary that the Financing Agreement and various

documents authorized hereby or otherwise relating to the financing contemplated hereby all be signed by the same Authorized Signatory.

**Section 6.** All actions heretofore taken by the Chair, the Vice Chair, the Treasurer, or the Secretary, or any other appropriate officers and agents of the Commission with respect to the matters contemplated by these Resolutions are hereby ratified, confirmed and approved.

**Section 7.** These Resolutions shall take effect from and after their adoption; provided, that the special charge authorized hereby shall not be effective and the Authorized Signatory is not authorized to deliver documents on behalf of the Commission in relation to the Project unless and until the Commission has been furnished with satisfactory evidence of Mortgagor Consents as hereinabove recited.

Passed and adopted this \_\_\_\_ day of \_\_\_\_\_, 201\_\_

**PACE WISCONSIN**

---

Name: Jim Braughler

Title: Secretary

**SECRETARY’S CERTIFICATION AS TO SPECIAL VOTING REQUIREMENTS**

The table below reflects a true and accurate accounting of the quorum and voting with respect to the Resolutions to which this Certificate is attached.

**PACE WISCONSIN**

\_\_\_\_\_  
Name: Jim Braughler  
Title: Secretary

_____ Number of Directors	_____ Number of Directors Present	Sufficient Quorum	<input type="checkbox"/> YES <input type="checkbox"/> NO
------------------------------	---	-------------------	--

_____ Number of Representative Directors	_____ Number of Representative Directors Present	Sufficient Quorum	<input type="checkbox"/> YES <input type="checkbox"/> NO
--	--	-------------------	--

Vote by Directors	_____ AYE	_____ NAY	_____ ABSTAIN
-------------------	--------------	--------------	------------------

Vote by Representative Directors	_____ AYE	_____ NAY	_____ ABSTAIN
-------------------------------------	--------------	--------------	------------------

Project Jurisdiction	<b>OUTAGAMIE</b> County		
----------------------	-------------------------	--	--

Representative Director of Project Jurisdiction	_____ (name)		
---	-----------------	--	--

Vote by Representative Director of Project Jurisdiction	_____ AYE	_____ NAY	_____ ABSTAIN
---	--------------	--------------	------------------

**Exhibit A**

**Property Description**

**PARCEL: 312032700**

APPLETON PLAT 2WD N70.17FT OF S114.17FT OF LOT 1 & W4FT OF N22.17FT OF S66.17FT OF LOT 2 BLK 30 122-24-26 N DURKEE ST

**PARCEL: 312032701**

APPLETON PLAT 2WD S44FT OF LOT 1 & S44FT OF W4FT OF LOT 2 BLK 30

**PARCEL: 312032800**

APPLETON PLAT 2WD LOT 2 BLK 30 LESS W4FT OF S66.77FT THEREOF

**EXHIBIT B**

# PACE Project Summary



Property Owner	Avant Apartments LLC
Street	118 N Durkee St
City	Appleton
County	Outagamie
Tax ID	312032800, 312032700, 312032701
Property Type	Multifamily
PACE Lender	McFarland State Bank
PACE Financing Requested	\$562,000
Interest Rate	6.25%
Loan Term	20
Total Project Cost	\$562,000
Program Fee	\$7,013
Commission Fee	\$561
Commission Legal Fee	\$561
Known Incentives	\$0
Projected Avg. Annual Cost Savings	\$31,365
SIR	1.68
Mortgage Balance Total	\$4,488,064
Mortgage Balance + PACE Loan -to-Value	PASS
Lender Consent	Conditional
Primary Contractor(s)	Catalyst
Project Developer/Energy Auditor	Edison Energy, LLC
Summary of Improvements	Roof Upgrade, Slab Upgrade, Window Upgrade, Wall Upgrade, Lighting Upgrades, HVAC Upgrades, Low Flow Fixtures
Completion Date	Q3 2020
Jobs Created By Project	8.4
Projected Environmental Benefits	107 kBTUs per year

**RESOLUTION NO. 19-16**

**PACE WISCONSIN**

**A RESOLUTION IMPOSING A SPECIAL CHARGE PURSUANT TO SECTION 66.0627(8) OF THE WISCONSIN STATUTES IN AN AMOUNT NOT TO EXCEED \$187,400 (Parcel ID: 5-1760), \$220,700 (Parcel ID: 5-1761), \$220,400 (Parcel ID: 5-1762), and \$196,500 (Parcel ID: 5-1763) AGAINST CERTAIN REAL PROPERTY, SOMETIMES KNOWN AS “LARSEN GREEN CONDOMINIUM PROJECT” LOCATED IN BROWN COUNTY, WISCONSIN FOR DDL HOLDINGS LLC AND CERTAIN OTHER MATTERS RELATING THERETO**

---

WHEREAS, pursuant to the provisions of Section 66.0301 of the Wisconsin Statutes as in effect on the date hereof, commonly known as the “Joint Exercise of Powers Law” (the “Act”), two or more municipalities may by contract create a commission for the joint exercise of any power or duty required or authorized by law; and

WHEREAS, PACE Wisconsin (together with its successors and assigns, the “Commission”), was organized as a commission under and pursuant to the Act and exists by virtue of that certain JOINT EXERCISE OF POWERS AGREEMENT RELATING TO WISCONSIN PACE COMMISSION dated on or about July 5, 2016 (the “JPA”) by and among the various “Members” (as defined in the JPA) of the Commission, to wit: (i) Eau Claire County, Wisconsin and Dunn County, Wisconsin, executing the JPA as initial members of the Commission; and (ii) the several Counties in the State of Wisconsin (including **BROWN** County) that have executed the JPA and become members of the Commission subsequent to the date of the JPA (which Counties, together with any other political subdivision of the State of Wisconsin that may from time to time be designated as a “Member” of the Commission pursuant to the JPA, shall be referred to herein collectively as the “Member Jurisdictions”); and

WHEREAS, the Commission was formed for the purpose of developing and facilitating a program for the financing of making or installing energy efficiency improvements, water efficiency improvements, or renewable resource applications to commercial real properties located within the Member jurisdictions pursuant to Section 66.0627(8) of the Wisconsin Statutes (as in effect on the date hereof, the “PACE Statute”); and

WHEREAS, **DDL HOLDINGS LLC**, a *Wisconsin Limited Liability Company* (the “Borrower(s)”) owns or is/are acquiring parcels of commercial real property and improvements (the “Property,” a legal description containing the parcel identification number of which is attached to these Resolutions as EXHIBIT A) located at **336-346 N Broadway St** in the City of **Green Bay, BROWN County**, Wisconsin (the “Project Jurisdiction”) and wishes/wish to finance the acquisition, construction, equipping and/or improvement of a clean energy installation described in EXHIBIT B (the “Project”), and **PACE Equity LLC** (including its successors and assignees, the “Lender”) has agreed to provide such financing in an amount not to exceed **\$187,400 (Parcel ID: 5-1760), \$220,700 (Parcel ID: 5-1761), \$220,400 (Parcel ID: 5-1762), and \$196,500 (Parcel ID: 5-1763)** (the “PACE Loan”) and is requesting the assistance of the Commission in financing the Project; and

WHEREAS, the Commission is authorized and empowered under the Act and the PACE Statute, and by the Joint Exercise Agreement to, among other things, impose a special charge against affected properties to provide for the repayment of loans (including the PACE Loan); and

WHEREAS, pursuant to a Financing Agreement among the Borrower(s), the Lender and the Commission (the “Financing Agreement”), the Lender will agree, among other things, to make the PACE Loan, the Borrower will agree, among other things, to apply the proceeds of the PACE Loan to pay the costs of the Project and to repay the PACE Loan as provided therein , and the Commission will agree, among other things, to impose a special charge against the Project in the amount of the PACE Loan, but not to exceed the **\$187,400 (Parcel ID: 5-1760), \$220,700 (Parcel ID: 5-1761), \$220,400 (Parcel ID: 5-1762), and \$196,500 (Parcel ID: 5-1763)** hereinabove stated; and

WHEREAS, the JPA and the By-Laws of the Commission require, among other things, that the imposition of a special charge by the Commission must be approved by (i) a majority of the members of the Board of Directors of the Commission (the “Board”), and (ii) a majority of the Representative Directors (as defined in the JPA), including the Representative Director of the affected Project Jurisdiction (the “Special Voting Requirements”); and

WHEREAS, the Board has been informed that those persons holding a mortgage or lien upon or security interest in all or any portion of the Property have consented or agreed to consent to the imposition of the special charge (the “Mortgagor Consent(s)”), and the Commission has been or expects to be furnished with satisfactory evidence of such Mortgagor Consent(s); and

WHEREAS, the Board has heretofore approved a form of Financing Agreement to be used in connection with transactions of the kind and nature contemplated by these Resolutions (the “Standard Form”);

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Commission, as follows:

**Section 1.** The Board hereby finds and declares that the imposition of the special charge against the Property is authorized by the PACE Statute and will further the purposes of the PACE Statute and the purposes for which the Commission is organized, and further finds and determines that the Special Voting Requirements have been satisfied.

**Section 2.** Pursuant to the PACE Statute and the JPA, there is hereby imposed a special charge in the amount of **\$187,400 (Parcel ID: 5-1760)**, **\$220,700 (Parcel ID: 5-1761)**, **\$220,400 (Parcel ID: 5-1762)**, and **\$196,500 (Parcel ID: 5-1763)** against the Property (the “Special Charge”). The Special Charge shall be collected in installments as authorized by the PACE Statute in accordance with the Financing Agreement.

**Section 3.** The execution and delivery of the Financing Agreement by the Commission is hereby approved. The Financing Agreement shall be executed on behalf of the Commission by one or more of the Chair, the Vice Chair, the Treasurer, or the Secretary (such officers and directors being referred to herein individually as an “Authorized Signatory” and collectively as the “Authorized Signatories”). Any Authorized Signatory is hereby authorized and directed, for and on behalf of the Commission, to execute and deliver the Financing Agreement in substantially the Standard Form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Commission, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 4.** The facsimile, electronic or digital signature of any Authorized Signatory shall be deemed to be the legal equivalent of a manual signature on specified documents or on all documents and valid and binding for all purposes. If any Authorized Signatory whose signature, countersignature or attestation appears on the Financing Agreement related document ceases to be an officer or director before delivery of the Financing Agreement, his or her signature, countersignature or attestation appearing on the Financing Agreement and any related document (regardless of whether any such related document is specifically identified in the within Resolutions) is valid and sufficient for all purposes to the same extent as if he or she had remained in office until delivery of the Financing Agreement.

**Section 5.** The appropriate officers and agents of the Commission, including each Authorized Signatory, are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Commission, to execute and deliver any and all documents, certifications and instruments, if any, in connection with the transactions contemplated hereby, and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate the actions which the Commission has approved in these Resolutions and to



consummate by the Commission the transactions contemplated by the documents approved hereby, including any subsequent amendments, waivers or consents entered into or given in accordance with such documents. It is not necessary that the Financing Agreement and various documents authorized hereby or otherwise relating to the financing contemplated hereby all be signed by the same Authorized Signatory.

**Section 6.** All actions heretofore taken by the Chair, the Vice Chair, the Treasurer, or the Secretary, or any other appropriate officers and agents of the Commission with respect to the matters contemplated by these Resolutions are hereby ratified, confirmed and approved.

**Section 7.** These Resolutions shall take effect from and after their adoption; provided, that the special charge authorized hereby shall not be effective and the Authorized Signatory is not authorized to deliver documents on behalf of the Commission in relation to the Project unless and until the Commission has been furnished with satisfactory evidence of Mortgagor Consents as hereinabove recited.

Passed and adopted this \_\_\_\_ day of \_\_\_\_\_, 201\_\_

**PACE WISCONSIN**

---

Name: Jim Braughler  
Title: Secretary

**SECRETARY’S CERTIFICATION AS TO SPECIAL VOTING REQUIREMENTS**

The table below reflects a true and accurate accounting of the quorum and voting with respect to the Resolutions to which this Certificate is attached.

**PACE WISCONSIN**

\_\_\_\_\_  
Name: Jim Braughler  
Title: Secretary

_____ Number of Directors	_____ Number of Directors Present	Sufficient Quorum	<input type="checkbox"/> YES <input type="checkbox"/> NO
------------------------------	--------------------------------------	-------------------	--

_____ Number of Representative Directors	_____ Number of Representative Directors Present	Sufficient Quorum	<input type="checkbox"/> YES <input type="checkbox"/> NO
---	---	-------------------	--

Vote by Directors	_____ AYE	_____ NAY	_____ ABSTAIN
-------------------	--------------	--------------	------------------

Vote by Representative Directors	_____ AYE	_____ NAY	_____ ABSTAIN
----------------------------------	--------------	--------------	------------------

Project Jurisdiction	<b>BROWN</b> County		
----------------------	---------------------	--	--

Representative Director of Project Jurisdiction	_____ (name)		
---	-----------------	--	--

Vote by Representative Director of Project Jurisdiction	_____ AYE	_____ NAY	_____ ABSTAIN
---	--------------	--------------	------------------

**Exhibit A**

**Property Description**

**Parcel ID:** 5-1760

**PACE Assessment:** \$187,400

**Legal:**

Property located in Brown County, Wisconsin

Real Property in the City of Green Bay, County of Brown, State of Wisconsin, and is described as follows:

Unit Two (2) in Larsen Green Condominium, in the City of Green Bay, West side of Fox River, Brown County, Wisconsin, being a condominium created under the Condominium Ownership Act of the State of Wisconsin by a "Declaration of Condominium, Covenants, Restrictions and Easements for Larsen Green Condominium", dated February 8, 2016 and recorded February 11, 2016 in the Office of the Register of Deeds for Brown County, Wisconsin, as Document No. 2733828 and by a Condominium Plat therefore; together with all appurtenant rights, title and interests, including (without limitation): (a) the undivided percentage interest in all Common Elements as specified for such Unit in the aforementioned Declaration; (b) the right to use of the areas and/or facilities, if any, specified in the aforementioned Declaration, as Limited Common Elements for such Unit; and (c) membership in the Larsen Green Condominium Association, Inc., (hereafter the "Owner's Association"), a non-stock, nonprofit corporation, as provided for in the aforementioned Declaration and in any Articles of Incorporation and/or Bylaws for such Owner's Association.

AND BEING a portion of the property conveyed to DDL Holdings, LLC, a Wisconsin limited liability company from On Broadway, Inc., a Wisconsin non-stock corporation by Warranty Deed dated January 17, 2014 and recorded February 6, 2014 in Instrument No. 2658405.

Tax Parcel No. 5-1760

**Exhibit A - continued**

**Parcel ID:** 5-1761

**PACE Assessment:** \$220,700

**Legal:**

Property located in Brown County, Wisconsin

Real Property in the City of Green Bay, County of Brown, State of Wisconsin, and is described as follows:

Unit Three (3) in Larsen Green Condominium, in the City of Green Bay, West side of Fox River, Brown County, Wisconsin, being a condominium created under the Condominium Ownership Act of the State of Wisconsin by a "Declaration of Condominium, Covenants, Restrictions and Easements for Larsen Green Condominium", dated February 8, 2016 and recorded February 11, 2016 in the Office of the Register of Deeds for Brown County, Wisconsin, as Document No. 2733828 and by a Condominium Plat therefore; together with all appurtenant rights, title and interests, including (without limitation): (a) the undivided percentage interest in all Common Elements as specified for such Unit in the aforementioned Declaration; (b) the right to use of the areas and/or facilities, if any, specified in the aforementioned Declaration, as Limited Common Elements for such Unit; and (c) membership in the Larsen Green Condominium Association, Inc., (hereafter the "Owner's Association"), a non-stock, nonprofit corporation, as provided for in the aforementioned Declaration and in any Articles of Incorporation and/or Bylaws for such Owner's Association.

AND BEING a portion of the property conveyed to DDL Holdings, LLC, a Wisconsin limited liability company from On Broadway, Inc., a Wisconsin non-stock corporation by Warranty Deed dated January 17, 2014 and recorded February 6, 2014 in Instrument No. 2658405.

Tax Parcel No. 5-1761

**Exhibit A - continued**

**Parcel ID:** 5-1762

**PACE Assessment:** \$220,400

**Legal:**

Property located in Brown County, Wisconsin

Real Property in the City of Green Bay, County of Brown, State of Wisconsin, and is described as follows:

Unit Four (4) in Larsen Green Condominium, in the City of Green Bay, West side of Fox River, Brown County, Wisconsin, being a condominium created under the Condominium Ownership Act of the State of Wisconsin by a "Declaration of Condominium, Covenants, Restrictions and Easements for Larsen Green Condominium", dated February 8, 2016 and recorded February 11, 2016 in the Office of the Register of Deeds for Brown County, Wisconsin, as Document No. 2733828 and by a Condominium Plat therefore; together with all appurtenant rights, title and interests, including (without limitation): (a) the undivided percentage interest in all Common Elements as specified for such Unit in the aforementioned Declaration; (b) the right to use of the areas and/or facilities, if any, specified in the aforementioned Declaration, as Limited Common Elements for such Unit; and (c) membership in the Larsen Green Condominium Association, Inc., (hereafter the "Owner's Association"), a non-stock, nonprofit corporation, as provided for in the aforementioned Declaration and in any Articles of Incorporation and/or Bylaws for such Owner's Association.

AND BEING a portion of the property conveyed to DDL Holdings, LLC, a Wisconsin limited liability company from On Broadway, Inc., a Wisconsin non-stock corporation by Warranty Deed dated January 17, 2014 and recorded February 6, 2014 in Instrument No. 2658405.

Tax Parcel No. 5-1762

**Exhibit A - continued**

**Parcel ID:** 5-1763

**PACE Assessment:** \$196,500

**Legal:**

Property located in Brown County, Wisconsin

Real Property in the City of Green Bay, County of Brown, State of Wisconsin, and is described as follows:

Unit Five (5) in Larsen Green Condominium, in the City of Green Bay, West side of Fox River, Brown County, Wisconsin, being a condominium created under the Condominium Ownership Act of the State of Wisconsin by a "Declaration of Condominium, Covenants, Restrictions and Easements for Larsen Green Condominium", dated February 8, 2016 and recorded February 11, 2016 in the Office of the Register of Deeds for Brown County, Wisconsin, as Document No. 2733828 and by a Condominium Plat therefore; together with all appurtenant rights, title and interests, including (without limitation): (a) the undivided percentage interest in all Common Elements as specified for such Unit in the aforementioned Declaration; (b) the right to use of the areas and/or facilities, if any, specified in the aforementioned Declaration, as Limited Common Elements for such Unit; and (c) membership in the Larsen Green Condominium Association, Inc., (hereafter the "Owner's Association"), a non-stock, nonprofit corporation, as provided for in the aforementioned Declaration and in any Articles of Incorporation and/or Bylaws for such Owner's Association.

AND BEING a portion of the property conveyed to DDL Holdings, LLC, a Wisconsin limited liability company from On Broadway, Inc., a Wisconsin non-stock corporation by Warranty Deed dated January 17, 2014 and recorded February 6, 2014 in Instrument No. 2658405.

Tax Parcel No. 5-1763

**EXHIBIT B**

# PACE Project Summary



<b>Property Owner</b>	DDL Holdings, LLC
<b>Street</b>	336 & 346 N Broadway Street
<b>City</b>	Green Bay
<b>County</b>	Brown
<b>Tax ID</b>	5-1760, 5-1761, 5-1762, 5-1763
<b>Property Type</b>	Mixed Use
<b>PACE Lender</b>	PACE Equity
<b>PACE Financing Requested</b>	\$825,000 *
<b>Interest Rate</b>	5.90%
<b>Loan Term</b>	25
<b>Total Project Cost</b>	\$825,000
<b>Program Fee</b>	\$10,004
<b>Commission Fee</b>	\$825
<b>Commission Legal Fee</b>	\$825
<b>Known Incentives</b>	\$0
<b>Projected Avg. Annual Cost Savings</b>	\$82,915
<b>SIR</b>	2.21
<b>Mortgage Balance Total</b>	\$6,432,826
<b>Mortgage Balance + PACE Loan -to-Value</b>	PASS
<b>Lender Consent</b>	Conditional
<b>Primary Contractor(s)</b>	Smet Construction
<b>Project Developer/Energy Auditor</b>	PACE Equity LLC
<b>Summary of Improvements</b>	Windows & Building Envelope, HVAC, Lighting Improvements, Hot Water Improvements
<b>Completion Date</b>	Q1 2019
<b>Jobs Created By Project</b>	12.4
<b>Projected Environmental Benefits</b>	3,420,600 kBtus per year

\* The financing amount is allocated to 4 separate parcels (condo units) as referenced in Exhibit A. The allocation amount for each parcel is as follows:

- Parcel ID#5-1760 \$187,400
- Parcel ID#5-1761 \$220,700
- Parcel ID#5-1762 \$220,400
- Parcel ID#5-1763 \$196,500

**RESOLUTION NO. 19-17**

**PACE WISCONSIN**

**RESOLUTION TO CONFIRM MEMBERSHIP OF COMMISSION,  
RATIFY ACTIONS PREVIOUSLY APPROVED AND CERTAIN  
OTHER MATTERS RELATING THERETO**

---

WHEREAS, pursuant to the provisions of Section 66.0301 of the Wisconsin Statutes as in effect on the date hereof, commonly known as the “Joint Exercise of Powers Law” (the “Act”), two or more municipalities may by contract create a commission for the joint exercise of any power or duty required or authorized by law; and

WHEREAS, PACE Wisconsin (together with its successors and assigns, the “Commission”), was organized as a commission under and pursuant to the Act and exists by virtue of that certain JOINT EXERCISE OF POWERS AGREEMENT RELATING TO WISCONSIN PACE COMMISSION dated July 5, 2016 (the “JPA”) by and among the various “Members” (as defined in the JPA) of the Commission, to wit: (i) Eau Claire County, Wisconsin and La Crosse County, Wisconsin, executing the JPA as initial members of the Commission; and (ii) the several Counties in the State of Wisconsin that have executed the JPA and become members of the Commission subsequent to the date of the JPA; and

WHEREAS, the Commission was formed for the purpose of developing and facilitating a program for the financing of making or installing energy efficiency improvements, water efficiency improvements, or renewable resource applications to commercial real properties located within the Member jurisdictions pursuant to Section 66.0627(8) of the Wisconsin Statutes (as in effect on the date hereof); and

WHEREAS, Section 13(a) of the JPA provides that a Wisconsin county is added as a Member of the Commission upon (i) the filing by such county with the Commission an executed counterpart of the JPA, together with a certified copy of the resolution of the governing body of such county approving the JPA and the execution and delivery hereof; (ii) adoption by the county of the Model PACE Ordinance in accordance with Section 14(a) of the JPA and a certified copy of the resolution adopting same; and (iii) adoption of a resolution of the Board of Directors of the Commission approving the addition of such county as a Member; and



WHEREAS, the Board of Directors of the Commission desires to confirm the membership of the Commission as of the date of this Resolution and otherwise ratify all acts of the Commission undertaken prior to the date of this Resolution;

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Commission, as follows:

**Section 1.** Pursuant to Section 13(a)(iii) of the JPA, the Board hereby approves the addition of the following counties as Members of the Commission Dodge County, Marinette County, Oneida County, and Washburn County. The approval of the addition of Members shall be retroactive, as it relates to each individual county, to the date that each of the respective counties adopted a resolution enacting the Model PACE Ordinance pursuant to Sections 13(a)(ii) and 14(a) of the JPA, without any further condition or qualification to such county's status as a Member.

**Section 2.** All actions heretofore taken by the Board of Directors of the Commission (including any actions taken with the participation of Representative Directors from the Members approved pursuant to Section 1 herein), the Chair, the Vice Chair, the Treasurer, or the Secretary, or any other appropriate officers and agents of the Commission in connection with the official business of the Commission are hereby ratified, confirmed and approved.

**Section 3.** These Resolutions shall take effect from and after their adoption.

Passed and adopted this \_\_\_\_ day of \_\_\_\_\_, 201\_\_

**PACE WISCONSIN**

---

Name: Jim Braughler  
Title: Secretary

<b>PACE Wisconsin Annual Invoice Status Report</b>					
2018 Status					
Customer Number	Customer Name	Capital Provider	Date Due	Deposit Date	Status
01_000004	Rediscovered LLC	McFarland	1/31/2019	1/9/2019	PAID
01_000004	Rediscovered LLC	McFarland	7/31/2019	7/22/2019	PAID
01_000005	Velocity Mixed Use LLC	PACEWell 2 LLC	1/31/2019	1/29/2019	PAID
01_000003	UNIR Properties LLC	McFarland	1/31/2019	1/22/2019	PAID
01_000003	UNIR Properties LLC	McFarland	7/31/2019	7/30/2019	PAID
01_000002	Legendary Hotels LLC (Retlaw)	PACE-Equity	1/31/2019	1/9/2019	PAID
01_000002	Legendary Hotels LLC (Retlaw)	PACE-Equity	7/31/2019	6/24/2019	PAID
01_000001	Kleuter Building LLC (901 E Wash)	PACEWell 2 LLC	1/31/2019	1/31/2019	PAID
01_000001	Kleuter Building LLC	PACEWell 2 LLC	7/31/2019	7/22/2019	PAID
01_000006	818 Post Road	PACEWell 2 LLC	1/31/2019	2/5/2019	PAID
01_000013	Hotel Northland	CCG PACE	7/31/2019	7/26/2019	PAID