

**PETITION FOR ORGANIZATION  
OF A NEW COMMUNITY AUTHORITY**

TO THE BOARD OF COUNTY COMMISSIONERS  
OF WARREN COUNTY, OHIO:

Pursuant to Chapter 349 of the Ohio Revised Code, Union Village Development Company, an Ohio corporation (the "*Developer*"), hereby petitions for creation of a new community authority (the "*Authority*"). The Developer is the "developer" within the meaning of Section 349.01(E) of the Ohio Revised Code (the "*Code*") for the new community district described in paragraph 3 below.

The Developer further states as follows:

1. The Authority is named "Community Authority of Union Village."
2. The principal office of the Authority shall be located at 580 N. St. Rt. 741, Lebanon, Ohio 45036, or such other location as may hereafter be determined by the Board of Trustees of the Authority.
3. Attached to this Petition as Exhibit A-1 is a map of the real property comprising the new community district (the "*District*"). Attached as Exhibit A-2 is a full and accurate description of the boundaries of the District (the property within the District referred to herein as the "*Property*"). All properties within those boundaries will be included in the District. The total acreage to be included in the District will be approximately 1,230 acres, all of which acreage is either owned or controlled (within the meaning of Section 349.01(E) of the Code) by the Developer. The Property can be developed as one functionally interrelated community.
4. The County Commission of the County of Warren, Ohio (the "*County*") and the Warren County Regional Planning Commission have approved the zoning regulations adopted for the area within the boundaries of the District for comprehensive development as a functionally interrelated community. The area within the boundaries of the District lies within the zoning jurisdiction of the County. The County and the Warren County Regional Planning Commission have approved zoning for the District as show on the Union Village PUD Stage 2, which attached hereto for review as Exhibit D.
5. Attached to this Petition as Exhibit B is a current plan indicating the proposed development program (the "*Program*") for the District; the Land Acquisition and Land Development activities, Community Facilities, and services which it is proposed the Authority will undertake under the Program; the proposed method of financing these activities and services; and the projected total population of the District.

6. Consistent with Section 349.04 of the Code, the Board of Trustees governing the Authority (the “*Board*”) will consist of seven (7) members. The constitution of the Board will be:
  - a. Three (3) citizen members appointed by the County’s Board of County Commissioners (the “*Commissioners*”);
  - b. One (1) member to be appointed by the Commissioners to serve as a representative of local government.
  - c. Three (3) members appointed by the Developer; and

Initial Board appointments shall be made immediately upon the declaration that the Authority organized under Section 349.03 of the Code. Pursuant to Section 349.04 of the Code, Board members are subject to future appointment by the Commissioners and the Developer, respectively, and election by the residents of the District. Such future appointments and elections of successor Board members are to be made or held in accordance with a resolution passed by the Commissioners within one year of formation of the Board describing the method of such appointment or election.

7. Attached to this Petition as Exhibit C is a preliminary economic feasibility analysis, including the area development pattern and demand, location and proposed District size, present and future socio-economic conditions, public services provision, financial plan, and a statement of the development team’s management capability.
8. The development will comply with all applicable environmental laws and regulations.
9. For purposes of the establishment of the Authority, the City of Mason, Warren County, Ohio, is the “proximate city” as that term is defined in Section 349.01(M) of the Code.
10. The Authority may only be dissolved in accordance with the resolution passed by the Commissioners providing for such dissolution by vote of the Board and with the approval of (a) the Commissioners, (b) the Turtlecreek Township, Warren County, Ohio (the “Township”), and (c) the Developer; provided that the Developer’s approval shall only be necessary for dissolution during the Development Period, as defined in the Declaration, as defined herein. Unless otherwise agreed by those parties, the Authority may not be dissolved so long as any bonds, notes, or other obligations of the Authority, County or Township issued pursuant to any development agreements that may be entered into between the Authority and any of the County, Township or Developer remain outstanding.

Attached Exhibits A-1, A-2, B, C and D are part of this Petition.

The Developer hereby requests that the Commissioners, as the organizational board of commissioners under Section 349.03 of the Code, determine that this Petition complies as to form and substance with the requirements of Section 349.03 of the Code, and further requests that the Commissioners fix the time and place of a hearing on this Petition for the establishment of the Authority. Pursuant to Section 349.03(A) of the Code, pending determination by the Warren County Commissioners that this Petition complies with Section 349.03 of the Code, that hearing must be held not less than thirty (30) nor more than forty-five (45) days after the filing of this Petition on this \_\_\_\_ day of \_\_\_\_\_, 2017.

IN WITNESS HEREOF, Developer has caused this Petition for Organization of the Community Authority of Union Village to be executed by its duly authorized representative as of the day and year first above written.

UNION VILLAGE DEVELOPMENT COMPANY

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**PROXIMATE CITY APPROVAL**

City of Mason, Warren County, Ohio (the “*City*”), by Resolution No. \_\_\_\_\_, passed by the City Council on December 15, 2014, has authorized either Eric Hansen, its City Manager, or Jennifer Heft, its Assistant City Manager, to sign this Petition, and the Petition is herewith signed as evidence of that approval.

CITY OF MASON, WARREN COUNTY, OHIO

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



**EXHIBIT A-2**  
**DISTRICT BOUNDARY DESCRIPTION**

**EXHIBIT B**  
**PROPOSED DEVELOPMENT PROGRAM AND PLAN**

**A. Proposed New Community Development Plan**

(i) Site Description

The District of the Authority is located in the County. As proposed, the District will include approximately 1,230 acres in the Township located on the property bounded as described by the information supplied in Section 3 above and Exhibits A-1 and A-2.

(ii) The New Community Development Plan

The primary goal of the District's New Community Development Program (the "Program") is to provide a well-balanced and diversified land use program of residential, commercial, civic, institutional, and various mixed-use programmed developments. The Program focuses on a multi-generational, neo-traditional or new urbanism community. Development in the District will be completed in numerous phases with a planned timeline for completion of the development from 35 to 50 years. It is anticipated that a new phase or sub-phase will be opened every year, starting with approximately 50 residential units in the first year and increasing to 100 residential units in each of the subsequent 35 to 50 years. Complementary commercial construction will be completed as market conditions and demand allow. The projected prices for single-family units (including condominiums) will target a variety of price points appealing to a cross-section of consumers. It is anticipated that development during the initial 10 years of the Program will most likely be concentrated in the area located directly across from the existing Otterbein campus along with an additional 200 acres, more or less, to be developed for mixed-use or residential purposes.

The plan for development of the District (the "Project") is modeled on the planning principles of early towns and villages, which includes increased density, mixed-uses, walkability and the integration of cultural and environmental resources. The Project will have a mixture of residential building types including single family, duplexes, townhomes, condominiums and apartments with a maximum of 4,500 residential units. The community is designed to be "destination oriented" with neighborhood commercial businesses including restaurants, cafes, retail shops and markets that will be interspersed throughout the development with regional commercial businesses that would include "big box" stores, grocery stores and automotive services located on the southern portion of the property along Ohio State Route 63. Altogether, the commercial development throughout the District will be capped at a total of 1 million square feet. There are several districts planned within the Project including the potential for a small college with student housing, regional commercial and a regional sports complex. Additional civic spaces may include a cultural arts center and the possibility of a new YMCA, churches and a new school.

**B. Proposed Land Acquisition and Land Development Activities**

The Developer has acquired from Otterbein Homes (“*Otterbein*”) control by deed, purchase contract or option agreement, of all of the Property within the District. A map of the land is attached to this Petition as Exhibit A-1 and a full and accurate description of the boundaries of the District is attached to this Petition as Exhibit A-2. Zoning approvals have been obtained for development of the District, as noted above. The Union Village PUD State 2, as previously approved by the County and the Warren County Regional Planning Commission, is attached hereto for review as Exhibit D. The Project will have architectural guidelines beyond those created by the applicable zoning regulations as described in more detail herein.

(i) Existing Resources

The Property includes an existing water tower accessing an aquifer and Otterbein provides water to the local water authority. The Project will require utility expansion for beneficial cost savings, including clearing, grading, and utility installation for water and sewer distribution and collection.

All necessary utilities services required to support the Program and existing community are accessible to the Property and can be provided by existing agencies and utilities once necessary upgrades and expansion are implemented in accordance with the Program. Emergency services for fire, police and EMS will be provided pursuant to agreements contemplated by the Authority and the Township.

(ii) Development Program

The Program is modeled on the planning principles of early towns and villages, which includes increased density, mixed-uses, walkability and the integration of cultural and environmental resources. The Program is “destination oriented” with neighborhood commercial businesses including restaurants, cafes, retail shops and markets that will be interspersed throughout the development with regional commercial businesses that could include “big box” stores, grocery stores and automotive services located on the southern portion of the property along Route 63.

The Project is currently expected to include the following private improvements:

- approximately 3,500 single-family residential units;
- approximately 1,000 multifamily residential units; and
- approximately 1,000,000 square feet of retail, office, or other commercial development

The Project will be developed incrementally with phases consisting of between 50 and 100 residential units each year.

Construction of each phase of the Project will contain such mixed uses as are dictated by market forces at the time of development and consistent with the zoning regulations. Additional



phases of development are also anticipated to include civic, recreational, educational and religious uses. It is currently anticipated that various parcels of the Property may be sold to builders and developers to construct the various elements of the Program over time.

(iii) Design Orientation

The community will have strict architectural guidelines and follow the historic traditional architectural elements indigenous to the area. The architectural guidelines and covenants will include exterior design, fencing, screening requirements and landscaping standards that will be administered and approved by a community architectural design review board or community architect that will be separate from both the Warren County review process and the Authority.

(iv) Civic Space

Civic spaces are planned and include a combination of parks, greens, squares, pocket parks, playgrounds, a plaza and a cemetery with paths and trails for jogging, bike riding and walking. Approximately 20% of the Property is designated for such civic spaces. Neither the Authority nor the Township will be responsible for the cemetery or any maintenance costs related thereto. Thus, the cemetery and any maintenance costs related to the cemetery are excluded from the New Community Development Plan, unless otherwise agreed to at a later time by the Authority or the Township.

**C. Proposed Community Facilities and Services**

The Developer will either construct or manage the construction of public infrastructure improvements within the District (the “*Public Improvements*”), including those constructed pursuant to a tax increment financing plan. The Authority will maintain, or cause to be maintained, the Public Improvements located within the District after construction and provide such services as determined by the Authority and as are permitted under Chapter 349 of the Ohio Revised Code.

The Program anticipates the construction of public infrastructure improvements, including but not limited to the following:

- Civic spaces, civic buildings and amenities, including parks, plazas, greens, squares, playgrounds, pocket parks and other indoor and outdoor recreational facilities. Parks will include trails and paths. Regional bike paths (multi-purpose trails) will likely be incorporated into the community.
- Streets, curbs, sidewalks, and parking lots within the District.
- Lanes and alleys within the District used to provide access to individual lots that may not otherwise be dedicated to the Township.
- Street lighting and public space lighting within the District.
- Infrastructure within the District for water, sewer, storm water, and other public utility services.

- Landscaping, trees, and signage within the District.
- Traffic signals, signage, roundabouts, intersection improvements and other improvements to facilitate efficient motor vehicle, bicycle and pedestrian travel within the District.
- Equipment and storage facilities to be used to operate, maintain and repair the facilities described herein.
- Any other “community facilities” as defined under Chapter 349, as the same may be amended from time to time, that may be authorized by the Authority.

**D. Services to be Provided.**

The Authority will arrange for the maintenance and management of the following within the District, including such maintenance and management by the Township pursuant to the Township Services Agreement, as defined herein:

- Reserve accounts for grounds maintenance within the District.
- Snow removal on public streets, private lanes, and public parking areas within the District.
- Maintenance, repair and replacement of public roads, private lanes, parking lots, and landscaping in civic spaces within the District.
- Traffic signals if funded through the tax increment financing plan.
- Stormwater maintenance.
- Civic spaces, all public spaces, common areas, parks, and public or other civic buildings.

The Authority will be responsible for maintaining all Public Improvements, unless other governmental entities agree to maintain all or any portion of the Public Improvements, other than the Dedicated Improvements. An infrastructure maintenance program (i.e. annual budget and reserve fund) will be established for all Public Improvements other than Dedicated Improvements.

All public roads, rights-of-way, and stormwater infrastructure system improvements constructed by the Authority, the Developer, or on behalf of the Authority or the Developer, and dedicated to the Township (the “Dedicated Improvements”), will be maintained, repaired and replaced pursuant to the Township Services Agreement between the Township and the Authority (the “Township Services Agreement”) attached to this Petition as Exhibit E. The Township will also provide other services within the District pursuant to the Township Services Agreement (collectively and together with the maintenance, repair and replacement of the Dedicated Improvements, the “Township Services”).

**E. Proposed Method of Financing the Community Facilities and Services**

The financing for the construction of the Community Facilities is expected to be provided pursuant to the terms of a master development agreement among the Authority, County, Township and Developer (the "Master Development Agreement"), which shall include the tax increment financing plan.

A portion of the services to be provided by the Authority or by the Township under the Township Services Agreement, and potentially a portion of future Community Facilities, is expected to be financed using receipts from Community Development Charges collected under Section 349.07 of the Ohio Revised Code comprised of (i) a charge based on the assessed valuation of each parcel within the District (the "*Assessed Valuation Charge*"), and (ii) a uniform charge on each Chargeable Parcel, as defined in the Declaration (the "*Stormwater Charge*"). A portion of the Community Facilities is expected to be financed using payments in lieu of taxes collected pursuant to a tax increment financing plan. The Community Development Charge is addressed more fully in Exhibit C to this Petition.

**F. Projected Total Population and Employment within the District**

Upon completion of the Project, the District is projected to include approximately 4,500 residential units. The completed Program will have a mixture of residential building types including single family, duplexes, townhomes, condominiums and apartments. Based on Census Demographic profile data for Warren County, Ohio in the Census 2010 data collected by the U.S. Census Bureau, there are estimated to be 2.74 persons per residential unit. Following the completion of the entire Program, the Developer anticipates a total population of 12,330 within the District. Upon completion of the Project, Developer expects total employment within the District of approximately 3,400 due to construction and continued services for residents and visitors to the District.

**EXHIBIT C**  
**PRELIMINARY ECONOMIC FEASIBILITY STUDY**

A. Area Development Pattern and Demand

The proposed site is located in Turtlecreek Township, Warren County, Ohio. Analysis of regional migration and mobility data indicates a primary draw area encompassing Warren County, a regional draw area including Butler and Clermont Counties, a metropolitan draw area covering the more urban Hamilton and Montgomery Counties, and a national draw area encompassing all other cities and counties in the United States represented in typical Warren County migration. This analysis indicates a draw over the next five years of approximately 4,000 households per year. This demand is represented across a diverse residential mix, including rental and for-sale, as well as a variety of types including multifamily and a range of price points in single family detached homes. This demand forms the basis for the Union Village development.

B. Location and Proposed District Size

The District includes approximately 1,230 acres in the Township located on the property bounded as described by the information supplied in Section 3 above and Exhibits A-1 and A-2. The Developer has an option to purchase the Property.

C. Present and Future Socio-Economic Conditions

(i) Job Creation and Retention

According to a 2015 study performed by the National Home Builders Association, 3.94 jobs are created during construction of each single-family home and 1.61 construction jobs are created during construction of each multifamily residential unit. Following construction, each single-family residence creates 0.69 permanent jobs and each multi-family residential unit creates 0.44 permanent jobs.

(ii) Economic and Fiscal Impact

Over the entire term of the Project, the Developer expects construction of approximately 3,500 single-family residential units and multifamily residences comprising approximately 1,000 residential units. Based on the projections identified in the Job Creation and Retention section, such construction will result in 2,855 permanent jobs. During construction, the expected annual construction rate of approximately 100 single-family homes per year will result in 394 construction jobs each year, as well as 44 construction jobs per year for each 100 multifamily residential unit. The aggregate private investment in the residential portion of the Project is expected to exceed \$1.5 billion. This economic impact does not include direct and business sales and other economic activity that will be generated by the businesses that will be located within the District. The commercial portion of the Project is expected to include private investment of approximately \$106,000,000, which will create additional permanent jobs.

In addition to the investment in the private residential and commercial improvements within the District, investment will be made to construct the Public Improvements necessary to support the residential and commercial development. Investment in the Public Improvements by the Developer will be substantial and supported through implementation of the tax increment financing plan.

D. Public Services Provision

(i) Freeways and Roads

External access to the District is served mainly by Ohio State Route 63 and Ohio State Route 741. The Program also includes all necessary thoroughfares within the District in order to serve the expected residential and commercial development, with designated types including roads, streets, avenues and boulevards designed to calm traffic and improve walkability throughout the development.

(ii) Zoning and Other Accommodations

The Developer has obtained the rezoning and other accommodations required for its planned development of the District.

(iii) Community Development Charges

Funds raised by the millage-based charge (the “*Assessed Valuation Charge*”) and the uniform charge applicable to each Chargeable Parcel (the “*Stormwater Charge*”), as defined in the Declaration, each of which is a “community development charge” within the meaning of Section 349.01(L) of the Code, will be directed toward the payment of the costs of the Township Services pursuant to the Township Services Agreement and maintaining Community Facilities, including, without limitation, associated operating and maintenance costs, third-party consultant fees and expenses, and legal and financial advisory fees and expenses. For a description of the allocation and payment of these charges, see “Financial Plan: Apportioning Charge Revenues” below.

The Assessed Valuation Charge will consist of the Operating Charge and the Debt Charge. The Operating Charge revenues shall be used by the Authority to support operating costs of the Authority, including payments for the Township Services pursuant to the Township Services Agreement. The Debt Charge revenues, if any, shall be used to support debt service expenses of the Authority.

The Stormwater Charge shall be used to support costs of the Authority incurred pursuant to the Township Services Agreement related to the stormwater system within the District (the “*Stormwater Costs*”).

(iv) Utilities

Storm Water. Storm water management will be established under the Warren County Engineering Department. The Warren County Soil and Water Conservation Department will manage all soil and water issues. Collection and conveyance of storm

water runoff will involve a combination of shallow, grass-lined swales, open ditches and conventional storm water sewer systems. Where the location of site hydrology permits, storm water runoff from roads shall drain naturally to streams, wetlands and ponds. As necessary to achieve proper drainage, catch basins and storm drainage piping will be installed to collect and convey storm water. Storm water runoff from the developed land will be routed through vegetative buffers or other control devices.

Ground Water. With respect to ground water, the development will comply with all requirements of the Warren County Engineers office, Warrant County Soil and Water Conservation District, and the Ohio Environmental Protection Agency.

Health. The development will also comply with all requirements of the Warren County Health Department and health district standards.

Sanitary Sewer and Water. Sanitary Sewer and Water will provided by the Butler County Water and Sewer Department.

Utilities. Natural Gas and Electric Power are provided by Duke Energy. Phone, Fiber Optic, and Cable Services will be provided by local service providers, including Time Warner Cable, Century Link, AT&T and NI Solutions.

E. Financial Plan

(i) Charge Covenant Filing

A Declaration of Covenants, Restrictions and Agreements for the Community Authority of Union Village (the “*Declaration*”) acceptable to both the Township and Developer will be filed with the Warren County Recorder for the purpose of creating covenants running with the land to establish the obligation of current and future landowners to pay the Assessed Valuation Charge and the Stormwater Charge once the Authority is formed and the charges are implemented by the Board. The Declaration will be filed on the entire District once the Authority Board of Trustees passes a resolution joining the Declaration. The Assessed Valuation Charge will be collected to support maintenance and the cost of the Township Services, and to the extent excess Assessed Valuation Charges are available, to potentially support acquisition and construction, of the Community Facilities. The Stormwater Charge will be use used to pay Stormwater Costs.

(ii) Maximum Amount of Community Development Charges

The maximum amount of the Assessed Valuation Charge for each parcel of real property in the District is 0.015 multiplied by the assessed valuation of such parcel (i.e. 15 mill or fifteen (15) dollars for each one thousand dollars (\$1,000) of assessed valuation). Assessed valuation is 35% of the true value of the property assessed on the tax duplicate of the Warren County Auditor.

For the first ten (10) years during which the Stormwater Charge is collected, the Stormwater Charge shall be an amount equal to the sum of (i) thirty dollars (\$30.00) for

each Chargeable Parcel within the District per year (the “*Stormwater Payment*”). After the first ten (10) years during which the Stormwater Charge is collected, the Township will certify stormwater infrastructure systems costs to the Authority, which certification shall be approved by an engineer acceptable to both the Township and the Authority, and the Authority shall establish the Stormwater Charge for each Chargeable Parcel within the District for such year in an amount sufficient for the Authority to pay the amount certified by the Township and the mutually agreed upon engineer.

(iii) Method of Projecting Charge Revenues

Assessed Valuation Charge and Stormwater charge revenues have been projected based on an anticipated development timeline of thirty-five (35) to fifty (50) years, starting with approximately fifty (50) residential units in the first year and increasing to one hundred (100) residential units annually. The residential units are expected to have actual value of approximately \$350,000 each over the life of the Project.

Total commercial construction comprising aggregate private investment of \$106,000,000 is estimated to be developed in an approximately uniform distribution over the development timeline.

(iv) Apportioning Charge Revenues

Assessed Valuation Charge revenues will be apportioned to operating and maintenance costs of Public Improvements, including payment for Township Services under the Township Services Agreement and potentially the costs of acquiring such Public Improvements, that serve the tenants, guests, residents and property within the District. The Authority shall have a first lien on the amount of the Assessed Valuation Charge collected as is necessary to pay debt service on any bonds or notes, if any, issued for Land Development or Community Facilities benefiting the District. Stormwater Charge revenues will be apportioned to paying the Stormwater Costs.

(v) Charge Collections

As permitted by Section 349.07 of the Code, the Authority will certify the Assessed Valuation Charge to the Warren County Auditor, who will enter the Assessed Valuation Charge on the tax list and duplicate of real property and certify the Assessed Valuation Charge to the Warren County Treasurer for collection with the tax bills. Delinquent payments of Assessed Valuation Charge are expected to be collected in the same manner provided for the collection of delinquent real property taxes.

F. Development Team Capability

For purposes of developing the Project within the District, the Developer has organized a development team including various consultants and professional advisors in development and related fields to the extent necessary to augment the Developer’s internal capability (together with the Developer, the “*Development Team*”). The Development Team includes Robert Turner and Dean K. Morrissey, who have been engaged by the Developer as consultants and development managers with respect to the Project.

Mr. Turner has previously served as development manager for Spring Island, a 3,300 acre island development in South Carolina with an emphasis on conservation, and Callawassie Island, an 880 acre planned unit golf course development also in South Carolina.

In 1992, Mr. Turner assumed the role of owner and managing partner of the Newpoint neighborhood, a new urbanism project, which quickly gained national recognition and honors for its traditional design and architecture. That same year, the Newpoint project became a torchbearer in the revival of Traditional Neighborhood Development, a comprehensive planning system that includes various housing types and land uses. Newpoint provided a successful model for the New Urbanism movement and has been featured in such publications as "Coastal Living", "Southern Living" and "Southern Accents" magazines, "The Wall Street Journal" and CNN.

As Newpoint neared completion, Bob led a public private partnership with the town of Port Royal, South Royal as the public partner. The joint venture serving as the private partner, Village Renaissance Inc., was instrumental in revitalizing many sites throughout Port Royal, resulting in a prestigious Congress For New Urbanism Award. Bob's most recent development project is Habersham, a 282 acre, 1,000 unit traditional neighborhood located along the waters of the Broad River in Beaufort, South Carolina. Habersham is often hailed as one of the finest examples of mixed-use New Urbanism in the country, harmonizing development with a vibrant natural environment. The National Home Builders Association awarded Habersham the platinum award for the "Best Neighborhood Design in America" in 2004. Habersham was also recognized as one of America's 100 Best Masterplanned Communities four times by "Where to Retire" magazine as well as the "Best Neighborhood" by the Beaufort Gazette since 2011. In 2015 Southern Living Magazine awarded Habersham "Community of the Year" and Ideal Living Magazine awarded Habersham "Best Neo-traditional Neighborhood" in 2016.

Mr. Turner currently serves as the President of the Habersham Land Company and Treasurer on the board of the National Town Builders Association.

Mr. Morrissey is currently the Managing Partner for Millennium Real Estate Group, LLC, and has gained extensive real estate sales and development experience during a career spanning over 30 years. The Millennium Real Estate Group is a partner in the development and ownership of multifamily, commercial, retail and healthcare projects in Port Royal, South Carolina.

During the mid to late 1980's and early 1990s, Dean served as Vice President of Oxford Development in Oxford, Ohio, a partner in the development, construction, marketing and financing of Oxford Commons and Miami Commons, each a large student condominium complex located in close proximity to Miami University. During that time period, Oxford Development was also involved in the marketing and development of Secession Golf Club, a nationally renowned private golf club in Beaufort, South Carolina.

Prior to his tenure at Millennium and after his term at Oxford Development, Dean held the position of Broker and Marketing Director for Brays Island Plantation, an exclusive private residential community in Sheldon, South Carolina, and subsequently took on the role of Vice



President of Marketing and Sales at The Ford Plantation, a private sporting community near Savannah, Georgia.

Additionally, the Developer, which is a wholly owned subsidiary of Otterbein, can draw on the experience of Otterbein. Otterbein has constructed, and operates, 5 senior lifestyle communities throughout the State of Ohio, which include over 900 independent living residences, 650 homes and villas, 240 apartments and 190 assisted living residences. Otterbein has also built skilled nursing and rehab neighborhoods in Montclova, Ohio; Perrysburg, Ohio; New Albany, Ohio; Gahanna, Ohio; Maineville, Ohio; Middletown, Ohio; Springboro, Ohio; Union Township, Ohio; and Loveland Ohio.

**EXHIBIT D**  
**UNION VILLAGE PUD STAGE 2**

**EXHIBIT E**  
**TOWNSHIP SERVICES AGREEMENT**

