

P E T I T I O N

TO APPROVE THE CREATION OF THE MARKET DISTRICT – CLEVELAND BUSINESS IMPROVEMENT DISTRICT AND TO APPROVE THE INITIAL COMPREHENSIVES SERVICES PLAN OF THE DISTRICT

City of Cleveland, Ohio

April 27th, 2011

To the Mayor and the Council of the City of Cleveland, Ohio:

We petition the City to approve the creation of the Market District – Cleveland Business Improvement District (the “District”) as a special improvement district under Ohio Revised Code Chapter 1710, containing the boundaries described in the map attached as Exhibit A, for the purpose of developing and implementing plans for public improvements and public services that benefit the District.

We are the owners of sixty percent (60%) or more of the front footage of real property that abuts upon any street, alley, public road, place, boulevard, parkway, park entrance, easement, or other existing public improvement within the District or seventy-five percent (75%) or more of the area of all real property located within the District (*note: applicable box will be checked immediately prior to submission*), excluding, as required by law, any properties owned by the federal and state governments and any properties owned by a church or by city and county governments unless the church or city or county specifically requested in writing that its designated property be included in the District.

A list of all of the properties included in the District (identified by permanent parcel numbers shown on the records in the Cuyahoga County Fiscal Officer’s office) are shown on the attached Exhibit B. Excluded from the property comprising the District, as required by law, are any properties owned by the federal and State governments and any properties owned by a church or by city and county governments unless the church or city or county specifically requested in writing that its designated property be included in the District.

The proposed District is to be governed by the Market District Improvement Corporation, an Ohio nonprofit corporation to be formed pursuant to Chapters 1702 and 1710 of the Ohio Revised Code. The proposed Articles of Incorporation for that corporation are attached as Exhibit C.

We approve the Initial Comprehensive Services Plan of the District in the form attached as Exhibit D (the “Plan”). The Market District Improvement Corporation is to provide, or

contract for the provision of, the services described in the Plan. The City is to levy special assessments upon the properties in the District to pay for the costs of the services described in the Plan.

We petition the Council of the City to approve the Plan. We request that our properties be assessed for the Plan in accordance with the following method: thirty-five percent (35%) based on appraised tax value and sixty-five percent (65%) based on front footage, as more particularly described in Section VI.B of the Plan attached hereto. We agree that the assessment method shall be in accordance with the formula outlined in the Plan. We request that the assessment be payable in five (5) annual installments payable in advance of the services to be provided by the Plan as set forth in the attached Plan. We acknowledge that the actual assessments will include an additional amount for the costs expended by the City in levying and collecting the assessments.

We further acknowledge and agree, in consideration of the services of the Plan, that the assessment of our properties does not exceed the benefit to be received from the Plan by each of the properties to be assessed for the Plan, that no other property other than those properties shown on Exhibit B will receive special benefits from that Plan for which any such property should be assessed, that the undersigned will pay promptly all special assessments levied against the properties pursuant to this petition as they become due, and that the determination by the Council of the special assessment against the properties pursuant to and in accordance with this Petition will be final, conclusive and binding upon the undersigned, its successors, assigns and any grantees of the properties or any portion thereof.

The undersigned property owners consent and request that subject to the terms hereof these special assessments be levied and collected without limitation as to the value of the property assessed, and waive all the following relating to the Plan and the special assessments described herein:

- (1) any and all rights, benefits and privileges specified by Sections 727.03 and 727.06 of the Revised Code that may be deemed applicable to the Plan and thereby restrict these special assessments to 33-1/3% of the actual improved value of the properties as enhanced by the Plan;
- (2) any and all resolutions, ordinances and notices required for the Plan, including the notice of the adoption of the resolution of necessity and the filing of estimated special assessments, the equalization of the estimated special assessments, any increase in the cost of labor and materials over the estimated cost, and the passage of the assessing ordinance, including but not limited to notices authorized and required by Sections 727.13, 727.16, 727.17, 727.24 and 727.26 of the Revised Code; and
- (3) any and all irregularities and defects in the proceedings.

The undersigned property owners further request that all legislation required to be enacted pursuant to Chapter 727 of the Revised Code to permit the Plan to commence

immediately be enacted at one Council meeting and consent to the enactment of such legislation at one meeting.

2104 West 25th Street,
Cleveland, OH 44113

2098 West 25th Street, Cleveland, OH 44113
2615 Lorain Avenue, Cleveland, OH 44113
2012 West 25th Street, Cleveland, OH 44113
2038 West 25th Street, Cleveland, OH 44113
2058 West 25th Street, Cleveland, OH 44113
2068 West 25th Street, Cleveland, OH 44113
2078 West 25th Street, Cleveland, OH 44113
2084 West 25th Street, Cleveland, OH 44113

A. Property: Address:

Permanent Parcel No:

007-10-011, 007-10-013, 007-10-015,
007-10-017, 007-10-018, 007-10-019,
007-10-026, 007-10-021, 007-10-022

B. Name of Owner:*

United Twenty-Fifth Building, LLC

C. Name, title and signature of
authorized representative of owner:*

United Twenty-Fifth Building, LLC

(entity name)

By:

Name:

S. J. Mason

Title:

Managing Member

*Please refer to the enclosed instructions for signing the Petition.

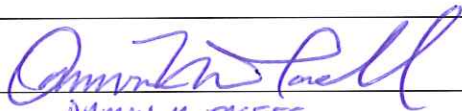
A. Property: Address: 2515 BRIDGE AVENUE, CLEVELAND, OHIO 44113
2538-2542 CORAIN AVENUE, CLEVELAND, OHIO 44113

Permanent Parcel No: 003-38-011
003-38-032

B. Name of Owner:* 2523 MARKET CORPORATION

C. Name, title and signature of
authorized representative of owner:*

2523 MARKET CORPORATION (entity name)

By: 
Name: DAMON M. TASEFF
Title: PRESIDENT - BOARD OF TRUSTEES

*Please refer to the enclosed instructions for signing the Petition.


A. Property: Address: 1947 West 25th St, Cleveland Ohio 44113
1948 West 25th St, Cleveland, Ohio 44113

Permanent Parcel No: 003-23-027
003-38-301

B. Name of Owner:* 25th Street Partnership LLC
Market 25 LLC

C. Name, title and signature of
authorized representative of owner:*

25th Street Partnership LLC
Market 25 LLC (entity name)

By: 
Name: Sam McNulty
Title: President

*Please refer to the enclosed instructions for signing the Petition.

A. Property: Address: 2528 LORAIN AVENUE, Cleveland, OH 44113

Permanent Parcel No: 003-38-031

B. Name of Owner:* One Market Square Park Ltd.

C. Name, title and signature of
authorized representative of owner:*

One Market Square Park Ltd. (entity name)

By: 

Name: James H. Hayes

Title: Managing Member

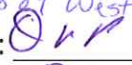
*Please refer to the enclosed instructions for signing the Petition.

A. Property: Address: 1899 West 25th Street, Cleveland, Ohio 44113
1889 West 25th Street, Cleveland, Ohio 44113
1900-1904 West 25th Street, Cleveland, Ohio 44113
2516 Carroll Avenue, Cleveland, Ohio 44113

Permanent Parcel No: 003-23-033
003-23-034
003-38-017
003-38-057

B. Name of Owner:* Metzner Building, LLC
Merrell Building, Ltd
1889 West 25th Street Ltd

C. Name, title and signature of
authorized representative of owner:*

Metzner Building, LLC
Merrell Building, Ltd (entity name)
1889 West 25th Street, Ltd
By: 
Name: Doug R Perkowski
Title: Managing member

*Please refer to the enclosed instructions for signing the Petition.

A. Property: Address: 1939 WEST 25TH STREET
CLEVELAND, OHIO 44113

Permanent Parcel No: 003-23-028

B. Name of Owner:* MARKET SQUARE CUP, LTD

C. Name, title and signature of
authorized representative of owner:*

MARKET SQUARE CUP, LTD, (entity name)

By: 

Name: DAVID SIEBOUD

Title: MANAGING MEMBER

*Please refer to the enclosed instructions for signing the Petition.

A. Property: Address: 2011-2109 West 25th Street, Cleveland, OH
44113


Permanent Parcel No: 007-11-001

B. Name of Owner:* Market Plaza Properties LLC

C. Name, title and signature of authorized representative of owner:*

Market Plaza Properties LLC

(entity name)

By: 
Name: DARRELL A. YOUNG
Title: General Partner

*Please refer to the enclosed instructions for signing the Petition.

A. Property: Address: 2516 Market Avenue, Cleveland, Ohio 44113
2524-2526 Market Avenue, Cleveland, Ohio 44113
1950 West 26th Street, Cleveland, Ohio 44113
1947 West 28th Street, Cleveland, Ohio 44113

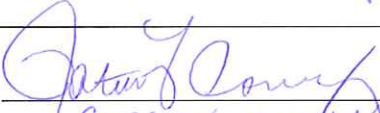
Permanent Parcel No: 003-38-023
003-38-026
003-38-028
003-38-050

B. Name of Owner:* 2516 Corporation

C. Name, title and signature of
authorized representative of owner:*

2516 Corporation

(entity name)

By: 
Name: PATRICK COONEY
Title: President

*Please refer to the enclosed instructions for signing the Petition.

A. Property: Address: 1830 West 25th Street, Cleveland, OH 44113
1836 West 25th Street, Cleveland, OH 44113
1844 West 25th Street, Cleveland, OH 44113
1848 West 25th Street, Cleveland, OH 44113


Permanent Parcel No: 003-33-613
003-33-014
003-33-015
003-33-016

B. Name of Owner:* 1800 West 25th Street Partners

C. Name, title and signature of
authorized representative of owner:*

1800 West 25th Street Partners

(entity name)

By: 
Name: THOMAS B. GILLSPER
Title: PRESIDENT

*Please refer to the enclosed instructions for signing the Petition.

A. Property: Address: 2700 Carroll Avenue, Cleveland, OH 44113

Permanent Parcel No: 003-38-608

B. Name of Owner:* Saltzman- OC Realty, LLC

C. Name, title and signature of authorized representative of owner:*
Saltzman- OC Realty, LLC (entity name)

By: Daniel Saltzman
Name: Daniel Saltzman
Title: President

*Please refer to the enclosed instructions for signing the Petition.

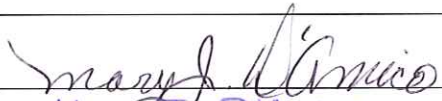
A. Property: Address: 2546 Lorain Avenue, Cleveland, OH 44113

Permanent Parcel No: 003-38-033

B. Name of Owner:* Mary J. D'Amico

C. Name, title and signature of authorized representative of owner:*

Mary J. D'Amico (entity name)

✕ By: 
Name: Mary J. D'Amico
Title: _____

*Please refer to the enclosed instructions for signing the Petition.

EXHIBIT A
Map of District

See attached.

PROPOSED OHIO CITY B.I.D. (3/11)



EXHIBIT B
List of Property Owners

See attached.

Parcel Number (00)	Address	Owner	Appraised Value	Value Proportion	Frontage	Frontage proportion
3-38-023 (+24, 25)	2516 Market Avenue	2516 Corporation	\$ 321,100.00	0.009457	80	0.008546342
3-38-026	2524 - 2526 Market Avenue	2516 Corporation	\$ 266,700.00	0.007855	91	0.009721464
3-38-028 (+29)	1950 West 26th Street	2516 Corporation	\$ 143,600.00	0.004229	72.96	0.007794264
3-38-050 (+55, 56)	1947 West 28th Street	2516 Corporation	\$ 905,300.00	0.026662	657.18	0.070206063
3-38-011	2515 Bridge Avenue	2523 Market Corporation	\$ 59,100.00	0.001741	66.6	0.00711483
3-38-032	2538-2542 Lorain Avenue	2523 Market Corporation	\$ 250,800.00	0.007386	83	0.00886683
3-23-027	1947 West 25th Street	25th Street Partnership, LLC	\$ 258,500.00	0.007613	137	0.014635611
3-33-012	1822 West 25th Street	Suhail Iwais	\$ 77,400.00	0.002280	76	0.008119025
3-23-029	1935 West 25th Street	Blue Panda LLC	\$ 116,200.00	0.003422	55.4	0.005918342
3-23-073	1929 West 25th Street	Bun Family Enterprises, LLC	\$ 250,000.00	0.007363	39.73	0.004244327
3-23-024	1875 West 24th Street	City of Cleveland	\$ -	-	-	-
3-23-026	1979 West 25th Street	City of Cleveland	\$ -	-	-	-
3-23-035	1885 West 25th Street	City of Cleveland	\$ -	-	-	-
3-23-038 (39, 40, 41, 68, 69, 70)	Bridge Avenue	City of Cleveland	\$ -	-	-	-
3-38-030	1960 West 26th Street	City of Cleveland	\$ -	-	-	-
3-38-065	1996 West 25th Street	City of Cleveland	\$ -	-	-	-
7-10-010	2621 Lorain Avenue	Dragon Properties, LLC	\$ 147,300.00	0.004338	32	0.003418537
3-38-038	2706 Lorain Avenue	Gateway Corridor, LLC	\$ 82,900.00	0.002442	42	0.00448683
7-11-001	2011-2109 West 25th Street	Market Plaza Properties, Ltd	\$ 1,899,100.00	0.055931	1440.6	0.153898254
3-23-037	1861 West 25th Street	Heil Building, Inc	\$ 344,400.00	0.010143	199.35	0.021296416
3-23-034	1889 West 25th Street	1889 West 25th Street Ltd	\$ 155,300.00	0.004574	56	0.005982439
3-38-017	1900-1904 West 25th Street	Merrell Building, Ltd	\$ 943,900.00	0.027799	183.45	0.019597831
3-38-057	2516 Carroll Avenue	Merrell Building, Ltd	\$ 24,300.00	0.000716	66.7	0.007125513
3-23-033	1899 West 25th Street	Metzner Building LLC	\$ 431,000.00	0.012694	132	0.014101464
3-38-015	1880 West 25th Street	Electra Daniels	\$ 150,600.00	0.004435	55.8	0.005961074
3-38-016	1890 West 25th Street	Electra Daniels	\$ 62,500.00	0.001841	35.75	0.003819147
3-38-303 through 3-38-381 (see below)	1951 West 25th Street	Fries & Schuele Ltd	\$ 16,121,500.00	0.474800	362.39	0.038713861
3-38-302 and 3-38-382	1951 West 25th Street	Fries & Schuele Ltd	\$ 769,600.00	0.022666	215.46	0.023017436
3-38-301	1948 West 25th Street	Market 25 LLC	\$ 236,200.00	0.006956	50.36	0.005379922
3-23-030	1921 West 25th Street	Sondra F. Grunberger	\$ 102,300.00	0.003013	81	0.008653171
7-10-006	2717 Lorain Avenue	Hansa Import House, Inc	\$ 12,000.00	0.000353	140	0.014956099
7-10-008	2705 Lorain Avenue	Hansa Import House, Inc	\$ 166,300.00	0.004898	30	0.003204878
7-10-007	2717 Lorain Avenue	Hansa Import House, Inc	\$ 7,200.00	0.000212	24	0.002563903
3-38-036	2626 Lorain Avenue	Hargraben LLC	\$ 124,100.00	0.003655	60	0.006409757
3-38-031	2528 Lorain Avenue	One Market Square Park Ltd	\$ 141,200.00	0.004159	88	0.009400976
3-38-069	1898 West 25th Street	Mario Marra	\$ 100,000.00	0.002945	20	0.002136586
3-23-028	1939 West 25th Street	Market Square Cup Ltd	\$ 576,200.00	0.016970	88	0.009400976
3-38-033	2546 Lorain Avenue	Mary J. D'Amico	\$ 87,600.00	0.002580	145	0.015490245

3-38-014	1872 West 25th Street	Michael & Roberta Roman	\$ 104,000.00	0.003063	19.7	0.002104537
3-38-012	1866 West 25th Street	New York Community Bank	\$ 256,100.00	0.007542	144.2	0.015404781
3-38-040	1985 West 28th Street	O.C.I. LLC	\$ 158,100.00	0.004656	87.8	0.00937961
3-38-070	2817 Lorain Avenue	O.C.I. LLC	\$ 149,800.00	0.004412	83.15	0.008882854
3-33-011	1810 West 25th Street	Panta Rhei Inc	\$ 356,900.00	0.010511	269.5	0.02879049
7-10-009	2023 West 28th	Boris Music	\$ 108,000.00	0.003181	34	0.003632195
3-38-037	2700 Lorain Avenue	Richard C. Trs Jaegers	\$ 124,200.00	0.003658	66	0.007050732
3-38-008 (+58)	2700 Carroll Avenue	Saltzman - OC Realty, LLC	\$ 2,400,000.00	0.070683	907.8	0.096979616
7-10-014	2030 West 25th Street	Scott Drug Realty	\$ 109,000.00	0.003210	32	0.003418537
3-38-022	1958 West 25th Street	Gehring Cup, Ltd	\$ 715,000.00	0.021058	169	0.018054147
3-33-013	1830 West 25th Street	1800 West 25th Street Partners	\$ 95,100.00	0.002801	60	0.006409757
3-33-014	1836 West 25th Street	1800 West 25th Street Partners	\$ 65,000.00	0.001914	76	0.008119025
3-33-015	1844 West 25th Street	1800 West 25th Street Partners	\$ 40,000.00	0.001178	36.3	0.003877903
3-33-016	1848 West 25th Street	1800 West 25th Street Partners	\$ 109,100.00	0.003213	167.5	0.017893904
3-23-031 (+32)	1909 West 25th Street	Tony & Nathmi Iwais	\$ 134,800.00	0.003970	120.6	0.012883611
3-38-013	1870 West 25th Street	Torma and Katsaros Real Estate	\$ 265,000.00	0.007805	19.7	0.002104537
7-10-011 (+12)	2615 Lorain Avenue	United Twenty-Fifth Building LLC	\$ 44,000.00	0.001296	32	0.003418537
7-10-013	2012 West 25th Street	United Twenty-Fifth Building LLC	\$ 2,406,200.00	0.070866	488	0.052132686
7-10-015 (+16,39, 40, 41, 42)	2038 West 25th Street	United Twenty-Fifth Building LLC	\$ 171,300.00	0.005045	566.95	0.060566857
7-10-017	2058 West 25th Street	United Twenty-Fifth Building LLC	\$ 62,700.00	0.001847	116.35	0.012429586
7-10-018	2068 West 25th Street	United Twenty-Fifth Building LLC	\$ 74,800.00	0.002203	113	0.012071708
7-10-019	2078 West 25th Street	United Twenty-Fifth Building LLC	\$ 43,600.00	0.001284	56	0.005982439
7-10-020	2084 West 25th Street	United Twenty-Fifth Building LLC	\$ 45,400.00	0.001337	102	0.010896586
7-10-021	2098 West 25th Street	United Twenty-Fifth Building LLC	\$ 32,000.00	0.000942	68.1	0.007275074
7-10-022	2104 West 25th Street	United Twenty-Fifth Building LLC	\$ 50,000.00	0.001473	196	0.020938538
3-38-039	2710 Lorain Avenue	Maggie Realty, LLC	\$ 118,200.00	0.003481	44	0.004700488
3-23-075	2421 Bridge Avenue	Shafer Wynn &	\$ 24,600.00	0.000725	89.6	0.009571903
3-23-036	1867 West 25th Street	Rialto Corporation	\$ 225,200.00	0.006632	288.75	0.030846953
Fries & Schuele Condominiums and Townhomes						
3-38-303	1951 West 26th Street	Jennifer Kraly-Harris	\$ 275,100.00	0.0081	4.646	0.000496329
3-38-304	1951 West 26th Street	Brent Lewanski	\$ 143,600.00	0.0042	4.646	0.000496329
3-38-305	1951 West 26th Street	Chong Purdy	\$ 155,700.00	0.0046	4.646	0.000496329
3-38-306	1951 West 26th Street	Michael Kilbane	\$ 151,300.00	0.0045	4.646	0.000496329
3-38-307	1951 West 26th Street	James Lai	\$ 176,400.00	0.0052	4.646	0.000496329
3-38-308	1951 West 26th Street	Michael Augustodis	\$ 161,600.00	0.0048	4.646	0.000496329
3-38-309	1951 West 26th Street	D.C. Ferencz	\$ 179,200.00	0.0053	4.646	0.000496329
3-38-310	1951 West 26th Street	Adinoro & Corrigan	\$ 136,400.00	0.0040	4.646	0.000496329
3-38-311	1951 West 26th Street	Lisa Purdy	\$ 177,800.00	0.0052	4.646	0.000496329
3-38-312	1951 West 26th Street	Matt Silversten	\$ 300,300.00	0.0088	4.646	0.000496329
3-38-313	1951 West 26th Street	John Wilson	\$ 253,700.00	0.0075	4.646	0.000496329
3-38-314	1951 West 26th Street	Alan Ross	\$ 258,000.00	0.0076	4.646	0.000496329
3-38-315	1951 West 26th Street	Linda Radigan	\$ 278,700.00	0.0082	4.646	0.000496329
3-38-316	1951 West 26th Street	James Learned	\$ 275,000.00	0.0081	4.646	0.000496329

3-38-317	1951 West 26th Street	John Ferchill	\$ 384,400.00	0.0113	4.646	0.000496329
3-38-318	1951 West 26th Street	Ruth Lee	\$ 280,900.00	0.0083	4.646	0.000496329
3-38-319	1951 West 26th Street	Gregory Gacka	\$ 272,000.00	0.0080	4.646	0.000496329
3-38-320	1951 West 26th Street	Walter Stephens	\$ 280,900.00	0.0083	4.646	0.000496329
3-38-321	1951 West 26th Street	Mayo Bulloch	\$ 315,800.00	0.0093	4.646	0.000496329
3-38-322	1951 West 26th Street	Joseph Frey	\$ 165,400.00	0.0049	4.646	0.000496329
3-38-323	1951 West 26th Street	Cheryl Helden	\$ 228,300.00	0.0067	4.646	0.000496329
3-38-324	1951 West 26th Street	Paul Passaro	\$ 207,900.00	0.0061	4.646	0.000496329
3-38-325	1951 West 26th Street	Christopher Casey	\$ 214,000.00	0.0063	4.646	0.000496329
3-38-326	1951 West 26th Street	Eric Vaessen	\$ 182,700.00	0.0054	4.646	0.000496329
3-38-327	1951 West 26th Street	Katalin Paroska	\$ 165,300.00	0.0049	4.646	0.000496329
3-38-328	1951 West 26th Street	Kirk Hodgson	\$ 152,500.00	0.0045	4.646	0.000496329
3-38-329	1951 West 26th Street	Shejal Sheth	\$ 174,600.00	0.0051	4.646	0.000496329
3-38-330	1951 West 26th Street	Mark Gadzinski	\$ 206,900.00	0.0061	4.646	0.000496329
3-38-331	1951 West 26th Street	Robert Hudecek	\$ 221,400.00	0.0065	4.646	0.000496329
3-38-332	1951 West 26th Street	Margaret Latch	\$ 195,100.00	0.0057	4.646	0.000496329
3-38-333 (+35)	1951 West 26th Street	Richard Kraly	\$ 443,600.00	0.0131	4.646	0.000496329
3-38-334	1951 West 26th Street	New Village Corp	\$ 193,100.00	0.0057	4.646	0.000496329
3-38-336	1951 West 26th Street	Brendan Kilbane	\$ 233,900.00	0.0069	4.646	0.000496329
3-38-337	1951 West 26th Street	Linda Stekelenberg	\$ 195,200.00	0.0057	4.646	0.000496329
3-38-338	1951 West 26th Street	Hiroshi Myoshi	\$ 224,800.00	0.0066	4.646	0.000496329
3-38-339	1951 West 26th Street	Thomas Emig	\$ 256,200.00	0.0075	4.646	0.000496329
3-38-340	1951 West 26th Street	Grady Sizemore	\$ 305,000.00	0.0090	4.646	0.000496329
3-38-341	1951 West 26th Street	John Fitts	\$ 373,900.00	0.0110	4.646	0.000496329
3-38-342	1951 West 26th Street	New Village Corp	\$ 236,900.00	0.0070	4.646	0.000496329
3-38-343	1951 West 26th Street	Sergei Babayan	\$ 296,900.00	0.0087	4.646	0.000496329
3-38-344	1951 West 26th Street	Michael Chenelle	\$ 288,000.00	0.0085	4.646	0.000496329
3-38-346	1951 West 26th Street	Eric McCarthy	\$ 200,600.00	0.0059	4.646	0.000496329
3-38-347	1951 West 26th Street	Fries & Schuele Ltd	\$ 193,100.00	0.0057	4.646	0.000496329
3-38-348	1951 West 26th Street	William Woityra	\$ 124,400.00	0.0037	4.646	0.000496329
3-38-349	1951 West 26th Street	Fries & Schuele Ltd	\$ 170,800.00	0.0050	4.646	0.000496329
3-38-350	1951 West 26th Street	Fries & Schuele Ltd	\$ 170,800.00	0.0050	4.646	0.000496329
3-38-351	1951 West 26th Street	Fries & Schuele Ltd	\$ 170,800.00	0.0050	4.646	0.000496329
3-38-352	1951 West 26th Street	Fries & Schuele Ltd	\$ 215,500.00	0.0063	4.646	0.000496329
3-38-353	1951 West 26th Street	Fries & Schuele Ltd	\$ 215,500.00	0.0063	4.646	0.000496329
3-38-354	1951 West 26th Street	Susan Guo	\$ 133,600.00	0.0039	4.646	0.000496329
3-38-355	1951 West 26th Street	Fries & Schuele Ltd	\$ 179,700.00	0.0053	4.646	0.000496329
3-38-356	1951 West 26th Street	Fries & Schuele Ltd	\$ 194,300.00	0.0057	4.646	0.000496329
3-38-357	1951 West 26th Street	Katherine Rodewald	\$ 130,000.00	0.0038	4.646	0.000496329
3-38-358	1951 West 26th Street	Zachary & Sitzler Twarek	\$ 193,200.00	0.0057	4.646	0.000496329
3-38-359	1951 West 26th Street	Candace Garey	\$ 182,600.00	0.0054	4.646	0.000496329
3-38-360	1951 West 26th Street	Chandra Shenoy	\$ 172,000.00	0.0051	4.646	0.000496329
3-38-361	1951 West 26th Street	Fries & Schuele Ltd	\$ 216,800.00	0.0064	4.646	0.000496329
3-38-362	1951 West 26th Street	Fries & Schuele Ltd	\$ 216,800.00	0.0064	4.646	0.000496329
3-38-363	1951 West 26th Street	James Kish	\$ 148,500.00	0.0044	4.646	0.000496329
3-38-364	1951 West 26th Street	Fries & Schuele Ltd	\$ 180,900.00	0.0053	4.646	0.000496329
3-38-365	1951 West 26th Street	Fries & Schuele Ltd	\$ 195,400.00	0.0058	4.646	0.000496329
3-38-366	1951 West 26th Street	Ryan Beech	\$ 132,300.00	0.0039	4.646	0.000496329
3-38-367	1951 West 26th Street	Matthew Weaver	\$ 173,100.00	0.0051	4.646	0.000496329
3-38-368	1951 West 26th Street	Fries & Schuele Ltd	\$ 173,100.00	0.0051	4.646	0.000496329
3-38-369	1951 West 26th Street	Jacqueline Knepley	\$ 194,500.00	0.0057	4.646	0.000496329
3-38-370	1951 West 26th Street	Fries & Schuele Ltd	\$ 217,900.00	0.0064	4.646	0.000496329
3-38-371	1951 West 26th Street	Fries & Schuele Ltd	\$ 217,900.00	0.0064	4.646	0.000496329
3-38-372	1951 West 26th Street	Peter Politzere & Jan Murray	\$ 149,100.00	0.0044	4.646	0.000496329
3-38-373	1951 West 26th Street	Fries & Schuele Ltd	\$ 196,100.00	0.0058	4.646	0.000496329
3-38-374	1951 West 26th Street	Fries & Schuele Ltd	\$ 196,700.00	0.0058	4.646	0.000496329
3-38-375	1951 West 26th Street	Jonathan & Michael Macknin	\$ 136,200.00	0.0040	4.646	0.000496329
3-38-376	1951 West 26th Street	Jeffrey & Powell Taylor	\$ 168,600.00	0.0050	4.646	0.000496329
3-38-377	1951 West 26th Street	Patricia Scharr	\$ 168,600.00	0.0050	4.646	0.000496329

3-38-378	1951 West 26th Street	Jared Ingram	\$ 184,900.00	0.0054	4.646	0.000496329
3-38-379	1951 West 26th Street	Fries & Schuele Ltd	\$ 215,500.00	0.0063	4.646	0.000496329
3-38-380	1951 West 26th Street	Fries & Schuele Ltd	\$ 219,100.00	0.0065	4.646	0.000496329
3-38-381	1951 West 26th Street	David Talenda	\$ 154,200.00	0.0045	4.646	0.000496329

EXHIBIT C
Proposed Articles of Incorporation

See attached.

ARTICLES OF INCORPORATION
OF
MARKET DISTRICT IMPROVEMENT CORPORATION

The undersigned, desiring to form a nonprofit corporation pursuant to Chapter 1702 and Chapter 1710 of the Ohio Revised Code (“ORC”), do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME OF CORPORATION

The name of this corporation is the Market District Improvement Corporation (the “Corporation”).

ARTICLE TWO

LOCATION OF PRINCIPAL OFFICE

The place where its principal office will be located is the City of Cleveland (“City”), Cuyahoga County, Ohio.

ARTICLE THREE

NAME OF SPECIAL IMPROVEMENT DISTRICT

The name of the special improvement district formed by the Corporation under ORC Chapter 1710 shall be the Market District – Cleveland Business Improvement District (the “District”).

ARTICLE FOUR

PURPOSES

The Corporation is organized and shall at all times be a nonprofit corporation and operated for any lawful purposes, including the following:

(a) To govern the District as a special improvement district created pursuant to ORC Chapter 1710.

(b) To encourage and participate in projects and programs that will maintain, improve and build the District as a viable business, commercial, residential, cultural and entertainment area and thereby contribute to the development of the City, County and State.

(c) To undertake, in cooperation with the City and others, the acquisition, construction and installation of public improvements and the delivery of public services, including without limitation public improvements and public services that will be funded from special assessments levied on the properties in the District.

(d) To encourage and participate in programs to preserve the aesthetic, architectural, and historic character of the District.

(e) To engage in any lawful act or activity for which corporations may be formed under ORC Chapter 1702 and amendments thereto, as may be deemed appropriate by the Board of Directors of the Corporation, and to exercise any powers or rights now or hereafter conferred on nonprofit corporations under the laws of the State of Ohio which are in furtherance of any of the purposes for which the Corporation is formed and which do not conflict with the provisions of ORC Chapter 1710.

ARTICLE FIVE

REASONS FOR CREATING DISTRICT

The District is being created by property owners in the District in an effort to strengthen the economic vitality, livability, security and commerce of the District. The District is intended to facilitate programs, services and improvements that will enhance public safety services, enhance maintenance services, and attract investment, jobs, businesses and visitors to the area, which will, in turn, be conducive to the public health, safety, peace, convenience and welfare of the District.

ARTICLE SIX

MEMBERS

Each owner of real property within the District, other than the State of Ohio and the United States of America, will be a member of the District ("Members"), subject however to the requirement in ORC Chapter 1710.01 that any county, municipal corporation or church owning property in the District must request in writing that its property be included in the District. Members shall have such voting rights as are described in the Code of Regulations of the Corporation.

ARTICLE SEVEN

TERRITORY OF THE DISTRICT

The territory of the District shall be the geographic area shown on the map attached as Exhibit A. That area has an irregular border but generally consists of a portion of the City of Cleveland, Ohio in the Ohio City neighborhood, bounded on the North by Jay Avenue and Bridge Avenue; on the South by Chatham Avenue and Lorain Avenue; on the west by West 28th Street and West 26th Place; and on the East along West 24th Street, West 25th Street and Gehring Avenue.

ARTICLE EIGHT

DIRECTORS

The Board of Directors of the Corporation shall be determined in accordance with the Code of Regulations and shall consist of not less than five individuals, one of whom shall be appointed by Council of the City of Cleveland and one of whom shall be the Mayor of the City, or alternatively if so designated by the Mayor to serve in his or her stead, an employee of the City involved with its planning or economic development functions who shall serve at the pleasure of the Mayor, and the remainder of whom shall be Members elected by the Members, or in the case of Members that are not natural persons, designees of such Members elected by the Members.

ARTICLE NINE

AMENDMENTS

These Articles may be amended as follows: (A) only by the affirmative vote of a majority of the total votes eligible to be cast by the Members in attendance at a meeting, approving such amendments or amended articles; (B) after receipt of approval of such amendment or amended articles by resolution of the Council of the City; and (C) upon filing of such amendment or amended articles and a certified copy of such resolution with the Ohio Secretary of State.

ARTICLE TEN

CERTAIN RESTRICTIONS ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation or consideration for services rendered and goods acquired and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof. No substantial part of the activities of the

Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.


ARTICLE ELEVEN

DISSOLUTION

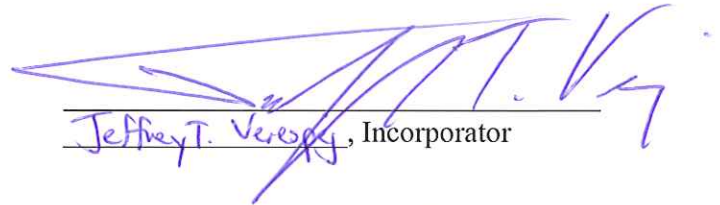
Upon the dissolution of the Corporation, all assets remaining after paying or making provision for the payment of all the liabilities of the Corporation shall be distributed exclusively for one or more purposes of this Corporation or shall be distributed to the federal government, or to the State or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Cuyahoga County exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. Upon dissolution of the District, any assets of the District, after payment of all obligations of the District, shall be deposited in a special account in the treasury of the City of Cleveland to be used for the benefit of the territory that made up the District, if and to the extent required by ORC Chapter 1710.

[Remainder of the page intentionally left blank. Signature pages follow.]

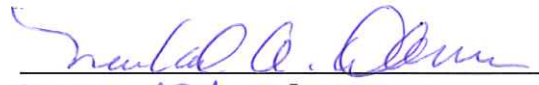
IN WITNESS WHEREOF, the undersigned have executed this instrument on this 27th
day of April, 2011.



Eric Webber, Incorporator



Jeffrey T. Veroff, Incorporator



MICHAEL A. DAMICO, Incorporator

Exhibit A
Map of District

See attached

Attachment

See Resolution Attached.

Note: Resolution to be attached upon passage.

EXHIBIT D
Proposed Initial Comprehensive Services Plan
of the District

See attached.

**Initial Comprehensive Services Plan
for the
Market District-Cleveland Business Improvement District**

SECTION I. OVERALL SUMMARY OF BUSINESS PLAN FOR 2012-2016.

The Market District - Cleveland Business Improvement District Steering Committee (the "Committee") is a committee of property owners formed in December 2010 to identify services and decide upon an annual budget to meet the needs of Ohio City's Market District area. The Market District is an eclectic mix of stores, restaurants, residences and other businesses near Market Square Park and the West Side Market, more specifically described in Section II below. The Committee intends to establish the Market District-Cleveland Business Improvement District (the "District") to provide upkeep, cleaning, maintenance, and beautification services within the Market District area and to provide safety and security services to the residents, business owners and their employees and customers within the Market District area. As the West Side Market prepares to celebrate its centennial in 2012, the Committee believes this is an ideal time to create the District to strengthen the neighborhood's reputation as a great place to do business, shop, dine, live and visit.

The Committee meetings, supported by the Ohio City Near West Development Corporation ("OCNW"), were regularly attended by Market District property owners from December 2010 to April 2011. The Committee's determination with respect to the area of the district, governance, budget, method of assessment, and services is set forth herein (the "Plan").

Although not formally part of the District, the Corporation and OCNW (each defined in Section III below) intend to work with The West Side Market, Lutheran Hospital and Saint Ignatius High School to enter into arrangements with them for their participation and support (in relation to safety, cleaning and economic development programs) to achieve the full potential of the Market District area.

SECTION II. AREA OF DISTRICT.

The area to be serviced generally consists of a portion of the City of Cleveland, Ohio in the Ohio City neighborhood, bounded on the North by Jay Avenue and Bridge Avenue; on the South by Chatham Avenue and Lorain Avenue; on the west by West 28th Street and West 26th Place; and on the East along West 24th Street, West 25th Street and Gehring Avenue, as more particularly depicted on the map attached hereto as Exhibit A. The District shall not include church property or property owned by the state, county, municipal, or federal government, unless a church, county or municipal corporation has specifically requested in writing that the property be included in the district.

SECTION III. GOVERNANCE.

A. Market District Improvement Corporation. The Market District Improvement Corporation (the "Corporation") will be created to govern the activities of the District. The corporation will be organized as a nonprofit corporation pursuant to Chapters 1702 and 1710 of the Ohio Revised Code (as amended, the "Code"). Each owner of real

property within the District, other than the State of Ohio and the United States of America, will be a member of the District (“Members”), subject however to the requirements set forth in Section 1710.01 and otherwise in the Code. The Corporation will be organized under the Articles of Incorporation which will be submitted to the City of Cleveland for approval, as well as a Code of Regulations. The Corporation shall be governed by a Board of Directors. The Articles of Incorporation and/or Code of Regulations will provide for the election of the Board of Directors.

- B. Board of Directors. The Board of Directors of the Corporation shall be determined in accordance with the Articles of Incorporation and the Code of Regulations and shall consist of not less than five individuals, one of whom shall be appointed by Council of the City of Cleveland and one of whom shall be the Mayor of the City, or alternatively if so designated by the Mayor to serve in his or her stead, an employee of the City involved with its planning or economic development functions who shall serve at the pleasure of the Mayor, and the remainder of whom shall be Members elected by the Members, or in the case of Members that are not natural persons, designees of such Members elected by the Members. Once City Council has formally approved creation of the District and the Articles of Incorporation have been filed with the Ohio Secretary of State, the initial Board of Directors will organize the first full meeting of the membership.
- C. Management. The District will require a professional manager to coordinate and supervise the deployment of service, to communicate with the Members and to advocate for continued improvement for the district. In addition to managing these services, the manager will provide assistance to the Board of Directors and will implement financial controls, perform bookkeeping functions and otherwise provide administrative support. The Committee has determined that due to OCNW’s familiarity of the Market District area and its current operations and activities in the area (including, without limitation, its economic development, marketing and special events programs), OCNW is best positioned to manage the day-to-day operations of the District. OCNW’s role as manager will also safeguard against duplication of existing neighborhood improvement efforts already being offered by OCNW or the City. The Board of Directors will contract with OCNW to provide these services. Ten percent (10%) of the budget for the district will be used to cover management and administrative expenses.
- D. Dissolution of District. The District may only be dissolved in accordance with Section 1710.13 of the Code and the Articles of Incorporation.

SECTION IV. SERVICES TO BE PROVIDED.

- A. Determination of Services. The initial business plan, based upon collective input from the Committee meetings, outreach, research into the operations of other area improvement districts and ongoing conversations with individual property owners, determined that the Corporation will be focused on providing safety and safety services and cleaning and maintenance services to the District as further set forth below.

B. Description of Services. The objective of the services provided in the District is to provide enhanced quality of life for residents and quality of experience for visitors which will ultimately provide value and increased patronage to local businesses.

1. Safety and Security Services: One of the main focuses of the District will be to provide safety and security services (“Safety Services”). Specifically the Committee envisions that the Safety Services will include:

- a. Safety patrols to deter and document crime and to communicate with police and other law enforcement officials as needed;
- b. Safety personnel to increase visibility with visitors and assist or provide information as necessary; and
- c. Security escorts for employees and residents and visitors.

The quoted cost range (based on various third party estimates obtained by the Committee) to provide Safety Services is \$12-\$34 per hour. If such Safety Services can be obtained at a cost of \$17 per hour, the funds collected in connection with the first-year budget would yield 4,412 hours of Safety Services (approximately 84.5 hours per week).

2. Cleaning and Maintenance Services: Another main focus of the District will be to provide cleaning and maintenance services to enhance the quality and beautification of the District such that it is more inviting for businesses, residents, employees and visitors (“Cleaning Services”). Specifically, the Committee envisions that the Cleaning Services will include:

- a. Sidewalk cleaning;
- b. Graffiti removal from sidewalks, buildings and rights of way;
- c. Beautification (such as landscaping, maintenance and repair of benches, bike racks and other improvements, decorating, etc., which may be provided on a seasonal basis); and
- d. Waste and litter removal.

The Committee estimates that Cleaning Services will cost approximately \$15 per hour. If such Cleaning Services can be obtained at such estimated cost, the funds collected in connection with the first-year budget would yield 2,500 hours of Cleaning Services (approximately 48 hours per week).

3. Other Services: This Plan authorizes activities permitted under Section 1706(a) of the Code in addition to the Safety Services and Cleaning Services defined herein (collectively, “Other Services”). In the event that certain costs were not anticipated, but are necessary to provide the services outlined in this Plan, the Plan authorizes them as long as the services are permitted under Section 1706(a) and other provisions of the Code.

4. Contract Services. In addition to providing services to property owners within the District, the District may contract to provide safe, clean, and other services to properties adjacent to but outside the formal District boundaries. The District may also seek to contract for service arrangements with property owners that are excluded from the District under the Code. The foregoing contract services will be arranged at a rate not less than the rate paid by property owners within the District.
- C. Allocation of Services. Approximately sixty percent (60%) of the Budget (described in Section VI below) will be used on Safety Services and thirty percent (30%) will be used for Cleaning Services, with the remaining ten percent (10%) being used for administrative expenses. In the event Other Services are required, the above budget allocations will be adjusted to account for the costs of the Other Services.

SECTION V. TERM OF PLAN AND PERIOD OF ASSESSMENT.

- A. Term of Plan. The term of this Plan will be for five (5) years from January 1, 2012 through December 31, 2016. Services contemplated by this Plan may not be provided until after the collection and remittance of the first installment of the assessed funds, which may be 3-6 months after the beginning of the term.
- B. Period of Assessment. The period of the assessment will be for five (5) years from January 1, 2012 through December 31, 2016.

SECTION VI. BUDGET AND METHOD OF ASSESSMENT.

- A. Budget Determination. OCNW initially developed, researched, and presented several annual budget options to the Committee. After review, the Committee decided upon a total budget of \$663,639.00. This total budget is based on an estimated cost for the first year of the District of \$125,000.00 with annual three percent (3%) increases thereafter to account for potential increased costs and service levels. This budget has been established to incorporate all costs of operating the District, which are costs permissible under Section 1710.07 of the Code. The annual budget breakdown for each year of the term of the District is set forth in the table below.

2012	\$125,000
2013	\$128,750
2014	\$132,612
2015	\$136,590
2016	\$140,687

- B. Method of Assessment. The assessment will be fixed on a date not more than 60 days prior to any action by the City of Cleveland to levy the assessments. The total assessed costs for this Plan will be the sum of the annual budget for the five (5) year period of the plan (\$663,639.00). One-fifth of the total amount (\$132,727.80) plus any collection costs will be the annual amount assessed on the Members (the "Total Annual Assessment"). As permitted by Sections 1710.06 and 727.01 of the Code, the assessment methodology for

the District will be based on a combination of the value and front footage methods. Thirty-five percent (35%) of the Total Annual Assessment will be based on the appraised tax value of the property assessed and sixty-five percent (65%) of the Total Annual Assessment will be based on the front foot of the property bounding and abutting upon the improvement. The formula that will be used to determine each Members assessment amount is set forth below:

1. Value Based Assessment. The appraised tax value of Member’s property shall be divided by the appraised tax value of all property in the District. This quotient shall be multiplied by the Total Annual Assessment and then multiplied by thirty-five percent (35%). This product shall be referred to herein as the “Value Based Assessment.”
2. Footage Based Assessment. The Front Footage of a Member’s Property shall be divided by the total front footage of all property in the District. This quotient shall be multiplied by the Total Annual Assessment and then multiplied by seventy-five percent (75%). This product shall be referred to herein as the “Footage Based Assessment.”
3. Total Assessment. The total assessment for each Member shall equal the sum of the Value Based Assessment plus the Footage Based Assessment.

$$\begin{array}{rclcl}
 \frac{\text{Appraised Tax Value of}}{\text{Property}} & \times & \text{Total Annual} & \times & \text{Thirty-Five} & = & \text{Value Based} \\
 \frac{\text{Appraised Tax Value of}}{\text{District}} & & \text{Assessment} & & \text{Percent (35\%)} & & \text{Assessment} \\
 & & & & & & \\
 & & & & + & & \\
 \frac{\text{Front Footage of Property}}{\text{Total Front Footage in District}} & \times & \text{Total Annual} & \times & \text{Sixty-Five} & = & \text{Footage Based} \\
 & & \text{Assessment} & & \text{Percent} & & \text{Assessment} \\
 & & & & \text{(65\%)} & &
 \end{array}$$

SECTION VII. ACCOUNTABILITY AND REPORTING

This Plan contemplates that certain safeguards will be implemented by the Corporation and Manager to increase accountability and transparency to Members. Each year, the District will create an annual report setting forth program descriptions and performance results, as well as other information and available statistics related to the services performed, economic progress of the District and safety issues. Feedback will be sought from Members, including with respect to the effectiveness of services offered and provided as well as the responsiveness of the Manager to the board of directors. The Manager will work with the Corporation to seek efficient allocation of safety and cleaning resources. Prior to the expiration of the term of the District, the Corporation and OCNW will re-evaluate the Plan and the programs, services, impact, budget and assessment and will make a determination as to whether to enter into a new support drive for the next term. OCNW commits to leading this process and working with all Members in advance of the term expiration to allow for a thoughtful and meaningful process. Any renewal and subsequent renewals of the District will require the creation of new business plans and a petition by property owners in accordance with the Code.

Exhibit A
Map of District

See attached.

PROPOSED OHIO CITY B.I.D. (3/11)

