

RIVER POINTE NEIGHBORHOOD IMPROVEMENT DISTRICT

FINAL PLAN



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FINAL PLAN TABLE OF CONTENTS

| | | |
|-------|--|--------------|
| I. | INTRODUCTION | PAGE 3 |
| II. | BACKGROUND ON THE NID PROGRAM | PAGES 4 - 5 |
| III. | FORMAL NAME OF THE NID | PAGE 5 |
| IV. | MAP OF NEIGHBORHOOD IMPROVEMENT DISTRICT | PAGE 6 |
| V. | STATEMENT OF NEED | PAGES 7 – 8 |
| VI. | DESCRIPTION OF SERVICE AREA | PAGE 8 – 9 |
| VII. | SERVICES / CAPITAL EXPENDITURES / INFRASTRUCTURE MAINTENANCE | PAGE 10 - 12 |
| VIII. | REVENUE SOURCES & METHOD OF ASSESSMENTS | PAGE 13 - 14 |
| IX. | NEIGHBORHOOD IMPROVEMENT DISTRICT MANAGEMENT ASSOCIATION | PAGE 15 |
| X. | TOWNSHIP COOPERATION AGREEMENT | PAGE 15 - 16 |
| XI. | TIMELINE | PAGE 16 |
| XII. | SUNSET PROVISION | PAGE 17 |
| XIII. | PROPERTY OWNER OBJECTION PROCESS | PAGE 17 |
| XIV. | LIMITATIONS ON RP-NID | PAGE 17 |

I – INTRODUCTION

This document provides the details for the creation of the River Pointe Neighborhood Improvement District (“**RP-NID**”) in Upper Mount Bethel Township (the “**Township**”). This plan has been prepared in accordance with the requirements of Section 5.c of the Act 130 of 2000, P.L. 949, No. 130, the *Neighborhood Improvement District Act* (the “**Act**”).

It is the primary purpose of the RP-NID to create a method and structure for the RP-NID to have a dedicated funding source to provide services, capital investments related to such services and infrastructure investments, which are all necessary for the development and on-going operation of the properties within the RP-NID.

It is important to note, as this plan will detail, that the funding for the creation and operation of the RP-NID as well as the investments to be made by the RP-NID will be funded by special assessments ONLY applicable to the properties within the RP-NID developed for for-profit uses. Taxpayers in the Township that own property outside of the RP-NID will NOT be subject to the special assessments to fund the RP-NID.

The services, capital investments and infrastructure investments within and surrounding the RP-NID are all necessary to create an environment in which the proposed development within the RP-NID will flourish and provide quality jobs for the community and increase the tax base for the Township. In addition to these direct benefits to the entire Township, the Township will have enhanced health and safety resources and infrastructure improvements that will benefit the entire community as well.

II – BACKGROUND

The Neighborhood Improvement District Act found at 2000 Pa. ALS 130, 2000 Pa. Laws 130, 1999 Pa. HB 1142, 2000 Pa. ALS 130, 2000 Pa. Laws 130, 1999 Pa. HB 1142, et seq. (the “**Act**”) enables property owners in conjunction with the local government to create a special district commonly referred to as a Neighborhood Improvement District (the “**NID**”) to provide additional funding to provide services, investments, and improvements to benefit the owners, tenants, employees and visitors within the NID.

The Act recognizes that the existing tax base in a community may not be sufficient to provide adequate municipal services in a specific area, and that the Township “should be given the broadest possible discretion in establishing, by local ordinance, the type of assessment-based programs “most consistent with neighborhood needs, goals and objectives as determined and expressed by property owners in the designated district” consistent with the needs to promote economic growth, increase employment, and improve the overall business climate of the district to be created. *See Section 2.(4) of the Act.*

The Act is flexible and permits a NID to be created in commercial districts, residential neighborhoods, industrial districts, and/or mixed-use districts. Below is an outline of the key features of the creation and operation of a NID:

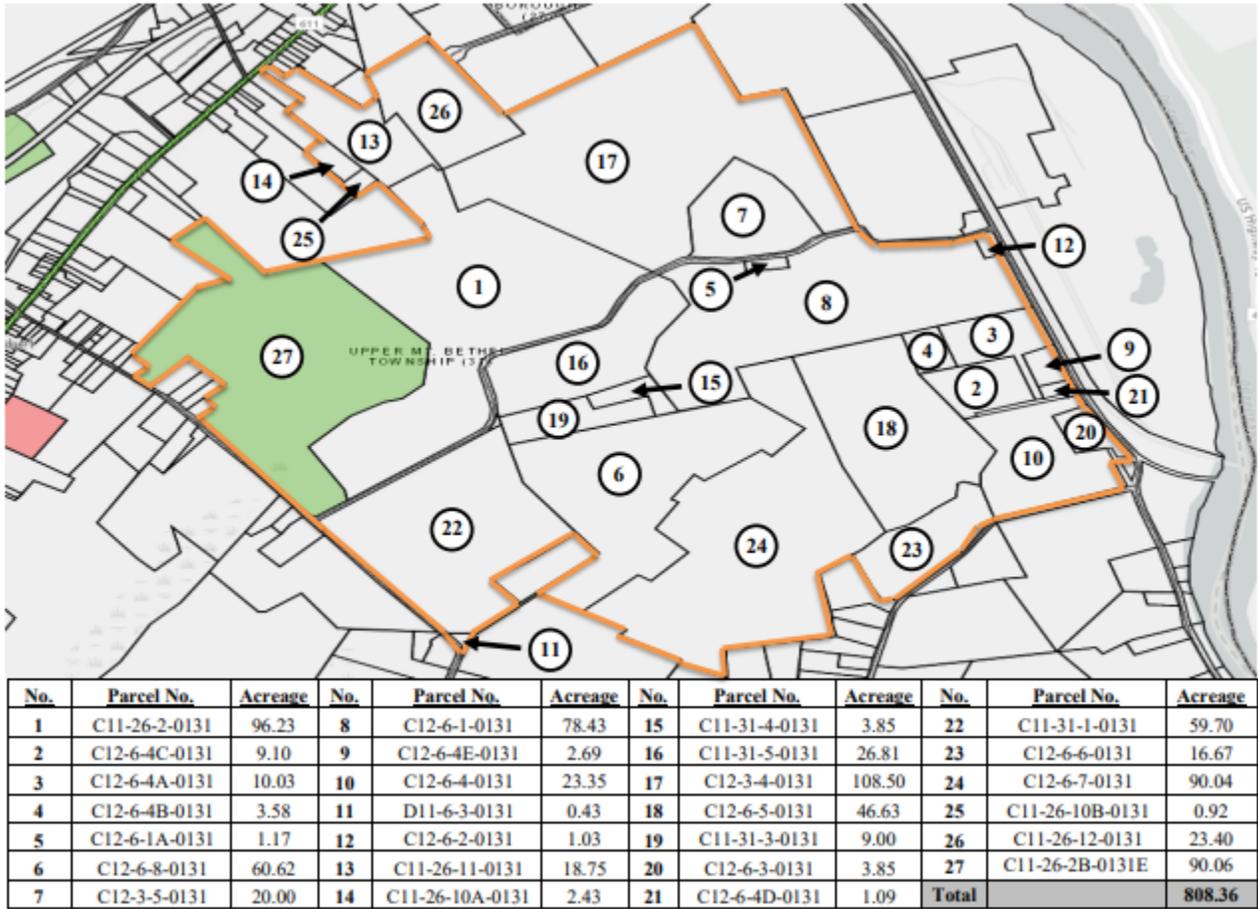
- Starting the Process: Property owners within a defined area can petition the Township to authorize the creation of a NID;
- Defining the District: The NID must have a specific defined boundary that identifies all of the properties (tax parcels) that would be included in the NID;
- Property Owner Objections: Once a petition requesting the creation of a NID along with a Preliminary Plan for the NID has been filed with the Township, owners of properties within the boundary of the NID can object to the creation of the NID. If 40% of the property owners WITHIN the NID object to the creation of the NID – the petition will not proceed.
- Plan Approval: The group petitioning for the creation of the NID must provide a detailed plan to the Township for the Township’s approval pursuant to a Township Ordinance. The detailed plan must provide: (i) the name of the NID; (ii) map of the NID identifying the boundaries of the NID; (iii) the needs for the creation of the NID; (iv) the method of assessing a special fee or fees for properties within the NID; (v) the method of managing the NID – via a non-profit management association; (vi) the initial proposed budgets for the NID; and (vii) requirement for the contractual agreement between the NID and the Township for the collection of the NID fees and the services to be paid for by the NID that will be provided by the Township and its affiliated service providers. The Township shall conduct at least one public hearing once the proposed NID Preliminary Plan is submitted to the Township. In the event the Preliminary Plan is revised, the Township shall conduct a second public hearing, which shall be conducted no less than fifteen days after the initial hearing.

- Management Structure: The NID will be managed by a new non-profit entity that will have a board comprised of representatives of the property owners in the NID, a representative of the Township Park Property (defined below) and a representative of the Township (“**RP-NIDMA**”). For purposes of clarity, the RP-NIDMA board of directors shall always include, one representative of the Township and one representative for the Township Park Property (as defined herein).
- Initial Term / Sunset Provision: The NID should have an expected initial term for its existence with a proposed sunset provision, which may be a date certain or a conditional sunset date. The existence of the NID may also be extended with the consent of the property owners within the NID and approval of the Township.
- Assessment of Fees: Should Township Supervisors vote in favor of this plan, the assessment fees detailed in this document become a legally binding obligation on the property owners of the NID. All deeds for transfers of any property within the NID shall reference the existence of the NID and that the property will remain subject to the obligations to pay the special assessments to the NID. Failure to pay these annual special assessments could result in a lien being placed upon the particular parcel for the amount of the assessment fee then due and owing plus filing fees, legal fees, fine and penalties.

III – NAME OF THE NEIGHBORHOOD IMPROVEMENT DISTRICT

The name of the Neighborhood Improvement District to be created in Upper Mount Bethel Township shall be: “**River Pointe Neighborhood Improvement District**”, which shall be referred to hereafter as the “**RP-NID**”.

IV – MAP OF THE RP-NID



The tax parcels that are included in the RP-NID are set forth on Exhibit A-1, attached hereto and made a part hereof. Those properties numbered 1 through 26 above are hereby referred to as the “**River Pointe Properties**”. It is anticipated that the tax parcel identification numbers and lot lines may be adjusted by Northampton County as part of the development process for the River Pointe Properties. The NIDMA will provide the Township with any updates related to changes to the tax parcel identification numbers and/or lot lines. That property designated as number 27 above is hereby referred to as the “**Township Park Property**”.

Also attached hereto as Exhibit A-2 is a map that shows the proposed RP-NID utilizing street boundaries in accordance with Section 5(c)(1) of the Act, provided, however only those tax parcels set forth in Exhibit A-1 are included in the initial RP-NID.

V - STATEMENT OF NEED

The proposed development of the River Pointe Properties, which is proposed to be a commercial development that will primarily include manufacturing, processing and related product storage facilities, will require enhanced health and safety services, capital expenditures for enhanced health and safety equipment and infrastructure improvements and maintenance that are beyond what the Township is currently able to provide. The Township Park Property is adjacent to the River Pointe Properties and is being included in the RP-NID to provide a mechanism for financial support for future municipal improvements as well as ongoing maintenance, new improvements made hereunder, ~~and~~ additional cultural and recreational programs and to address the shared infrastructure and open space to be dedicated to the Township that will be developed within the RP-NID. In addition to these specific needs, the property owners within the RP-NID believe that the RP-NID will have an obligation to support community programs and therefore proposes to also include a philanthropic component to the RP-NID. Lastly, the property owners within the RP-NID also believe that it is important for the employees of the business to be located in the NID to have access to quality municipal resources and therefore proposes funding for Municipal Improvements (defined below) that may be located at Township properties areas outside the RP-NID. Provided below are additional details of the key needs that will be addressed by the RP-NID:

- ***Need for enhanced and specialized health and safety services:*** The proposed development of the River Pointe Properties within the RP-NID will contain large (300,000 to 1,000,000 square feet) manufacturing, processing and related product storage facilities. The large commercial facilities will require enhanced fire, emergency management and security services (“EMS”). The RP-NID must have these enhanced services to ensure a safe environment for operation of these commercial facilities. The enhanced fire / EMS / security services will require additional personnel and specialized training. The Township is not currently financially capable of providing these services and the property owners within the RP-NID believe it is not appropriate for the Township to increase taxes on the taxpayers outside of the RP-NID to provide such services. The details related to the enhanced fire / EMS / security services are provided in Section 7 below.
- ***Infrastructure Improvement Maintenance:*** In order to support the development of the River Pointe Properties within the RP-NID, the developer of the River Pointe Business Park will be making significant investments in the infrastructure within the RP-NID, including without limitation roadways, street lighting, stormwater system, recreational trails as well as improvements to existing roadways and bridges outside of the RP-NID (collectively the “**Infrastructure Improvements**”) necessary to provide adequate and safe access to the RP-NID. The Infrastructure Improvements will require ongoing maintenance to ensure the continued marketability of the properties within the RP-NID and the safety of all the employees and guests of the business that will locate within the RP-NID. The Township is not currently financially capable of assuming the financial responsibility for the maintenance of the Infrastructure Improvements and the property owners within the RP-NID believe it is not appropriate for the Township to increase taxes on the taxpayers outside of the RP-NID to provide such maintenance services. The details related to the Infrastructure Improvements maintenance obligations are provided in Section 7 below.

- ***Capital Expenditures Related to Enhanced Health and Safety Services and Infrastructure Maintenance Services:*** In order for the Township to provide the enhanced services as noted above significant investments in specialized equipment are necessary. Again, the Township is not currently financially capable of acquiring the specialized equipment and the property owners within the RP-NID believe it is not appropriate for the Township to increase taxes on the taxpayers outside of the RP-NID to acquire the equipment specifically needed to provide such services to the RP-NID. Details related to the capital expenditures are provided in Section 7 below.
- ***Integration and Support for the Township Park Property:*** The Township Park Property will provide a material benefit for the River Pointe Properties. High quality community resources within the RP-NID will be a direct benefit to the companies and employees that are located within the RP-NID. The RP-NID will provide a means for the developer to provide a financial commitment to future municipal improvements as well as ongoing maintenance and cultural and recreational programs at the Township Park Property.
- ***Municipal Improvements:*** It is the belief of the property owners within the RP-NID, that the RP-NID will also have a responsibility to support critical municipal improvements for the benefit of the businesses and employees who will be employed within the RP-NID as well as the greater benefit of all the citizens in the Township. RP-NID will collect up to Three Million Dollars in the special assessment designated as the Developer Plan Assessment (defined below). The Developer Plan Assessment shall be held in a separate account by the RP-NIDMA to be utilized to support the development of a new municipal building and an environmental education center within the Township.
- ***Community / Philanthropic Involvement:*** It is the belief of the property owners within the RP-NID, that the RP-NID will also have a responsibility to support community programs for the benefit of the businesses and employees who will be employed within the RP-NID as well as the greater benefit of all the citizens in the Township. Strengthening community programs and organizations within the Township will provide a benefit to the RP-NID and therefore the RP-NID will be committed to provide philanthropic support to such community programs annually – as decided by the RP-NID Management Association.

The needs for the creation of the RP-NID as set forth above will be accomplished using special assessment fees collected as set forth in Section 8 below. The method of providing the enhanced services and the capital expenditures will be set forth in that Township Cooperation Agreement (defined below) to be executed between the RP-NID and the Township, as further described in Section 10 below.

VI – DESCRIPTION OF SERVICE AREA FOR RP-NID

The primary service area of the proposed RP-NID shall be consistent with the map presented in Section 4 of this plan, which include all the tax parcels set forth on Exhibit A.

This service area shall include all streets, avenues, alleys, emergency access ways within these boundaries.

The service area of the RP-NID shall also include River Road from the intersection with Pine Tree Lane going north to State Route 611.

As set forth in Section 7 herein, RP-NID shall invest in specialized equipment, which includes such equipment that will be used by the local fire department, ambulance services, and infrastructure services (the "Service Providers"). The service area for the specialized equipment that the RP-NID will be providing to the Township and Service Providers shall include all of the service area of said providers. Therefore, for purposes of clarity, this provision enables the Township and its Service Providers to utilize the specialized equipment outside of the boundaries of the RP-NID.

The service area for which the investments by the RP-NID identified as Municipal Improvements (defined below) shall include any Township owned property, subject to the conditions set forth in this **Final Plan**. It is anticipated that the Municipal Improvements will be valuable new community resources for the companies located within the RP-NID and their employees. It is anticipated that the Municipal Improvements will be available to the companies and employees of the RP-NID for business and social functions and activities.

VII – SERVICES / CAPITAL EXPENDITURES / IMPROVEMENTS & ESTIMATED COSTS / BUDGETS

Provided below is a detailed description of the services, capital expenditures and infrastructure maintenance that will be provided by the RP-NID and the projected budgets for the RP-NID for fiscal years 2021 through 2032:

- ***Enhanced and specialized health and safety services:*** Set forth below are the services the RP-NID proposes to contract with the Township or third party service providers to ensure the necessary health and safety services are provided for the RP-NID properties:
 - ***Fire Life Safety Services:*** The developed properties within the RP-NID will require a fire life safety service that is specifically trained in potential fire hazards associated with large manufacturing, processing and related product storage facilities. RP-NID proposes to contract with the Township to be assured that the fire departments that provide service coverage to the Township will have adequate qualified staffing necessary for the fire departments to respond to the unique fire hazards that are possible with large manufacturing, processing and related product storage facilities. This will potentially include, without limitation: (i) specialized vehicles, which may be necessary to fight a structural fire at large commercial facilities; (ii) services related to potential chemical fires and/or releases; (iii) and related specialized training for the fire departments.
 - ***EMS – Emergency Management:*** The developed properties within the RP-NID will require an EMS that is specifically trained to respond to potential emergencies associated with a centralized employment center that will be created at the facilities within the RP-NID. RP-NID proposes to contract with the Township to be assured that the Township will have adequate qualified staffing and training necessary for the Township EMS to respond to the potential unique emergencies and hazardous situations that are possible with an employment center at the large manufacturing, processing, and related product storage facilities within the RP-NID.
 - ***Ambulance Services:*** The developed properties within the RP-NID will require an ambulance response service that is specifically trained to respond to potential emergencies associated with, a centralized employment center that will be created at the facilities within the RP-NID. RP-NID proposes to contract with the Township to be assured that the ambulatory service utilized by the Township will have adequate qualified staffing and training necessary for the Township ambulance service to respond to all and particularly the potential unique emergencies that are possible with large manufacturing, processing and related product storage facilities.
 - ***Security Services:*** The developed properties, the trail system and the Community Park Property within the RP-NID will require enhanced and dedicated security. RP-NID proposes to contract through the RP-NID Management Association to have adequate staffing necessary for a certified security company to provide dedicated patrols with adequately trained and equipped officers. In the event the Township creates a police department at a later date, negotiations can occur to secure a working relationship with the RP-NID Management Association for the Township to be able to provide the security services needed by the RP-NID.
- ***Infrastructure Improvement Maintenance:*** Set forth below are the services the RP-NID proposes to contract with the Township or private third-party providers to ensure the necessary maintenance of critical infrastructure improvements within the RP-NID:
 - ***Road Maintenance:*** The RP-NID proposes to contract with the Township for the annual maintenance necessary for the roadways and related signage within the RP-NID service area.
 - ***Snow and Ice Removal:*** The RP-NID proposes to contract with the Township for the snow and ice removal services for the roadways, driveways and emergency access ways within the RP-NID service area.

- Stormwater System Maintenance: The RP-NID proposes to contract with the Township for the stormwater system / drain cleaning and repair maintenance within the RP-NID service area.
 - Recreational Trail Maintenance: The RP-NID proposes to contract with the Township for the ongoing maintenance and repairs to the recreational trail and associated trail parking / access areas that will be developed within the RP-NID district.
 - Street Cleaning: The RP-NID proposes to contract with the Township for street cleaning services for the roadways within the RP-NID service area.
 - Street Lighting Electrical Expense and Maintenance: The RP-NID will contract with a third-party provider or the Township for the electrical service for the street lights and traffic signals within the RP-NID service area. The RP-NID will contract with the Township for the ongoing maintenance of the street lighting / traffic signal system in the RP-NID service area.
- ***Capital Expenditures Related to Enhanced Health and Safety Services and Infrastructure Maintenance Services***: In order for the Township to provide the enhanced services as noted above significant investments in specialized equipment are necessary. Provided below are initial proposed capital expenditures that would be made by the RP-NID:
 - Fire Department Equipment: The RP-NID proposes to finance the acquisition of the necessary specialized equipment that will be needed for the Township fire department to address emergency calls at the RP-NID Properties. Any specialized equipment will be identified as to the needs of the specifications to structures being built after the businesses are identified for the buildings; including but not limited to electrical, chemical, height, biological, explosive, structural, pharmaceutical, agricultural, animal, and livestock.
 - Ambulance Services: The RP-NID proposed to finance the acquisition of the specialized equipment that will be necessary for the Township ambulance service to address emergency calls at the RP-NID Properties. At this time the specialized equipment identified are: ALS ambulance, Quick Response Vehicles, Training for Certified Responders, EMT and first aiders. Provided the specific equipment will be identified as the needs of the building uses within the RP-NID are finalized.
 - Road Maintenance Equipment: The RP-NID proposed to finance the acquisition of the necessary specialized equipment that will be necessary for the Township public works department to perform the maintenance services within the RP-NID Properties. The initial specialized equipment anticipated are a washing facility, two triaxle trucks and a loader, provided the RP-NDMA and the Township shall finalize the appropriate equipment as the development of the RP-NID and related infrastructure plans are finalized.
 - Security Services: The RP-NID proposed to finance the acquisition of the necessary specialized equipment that will be necessary for a certified security service to perform the security services within the RP-NID Properties. At this time the specialized equipment anticipated are: weapons, QRV's, ATV's, security systems, drones, uniforms and training.
- ***Financial Support & Infrastructure for Community Projects***: The RP-NID will commit to providing financial support, through the collection of the Developer Plan Assessments in the amount up to Three Million Dollars (\$3,000,000.00) for future municipal improvements within the Township (the "**Municipal Improvements**"). The Developer Plan Assessments shall be held by the RP-NIDMA for financial support of the development of: (i) a new municipal building in the Township with a commitment of Two Million Dollars (\$2,000,000.00); and (ii) a new environmental education center to be built in the Township with a commitment of One Million Dollars (\$1,000,000.00). The RP-NID will also provide financial support for the ongoing maintenance of the infrastructure as well as cultural and recreational programs at the Township Park Property.
 - ***Community / Philanthropic Involvement***: The RP-NID will be committed to providing financial support to various community organizations within the Township. Each annual budget of the RP-NID will contain specific amount allocated to philanthropic causes within the Township. The board of the RP-NIDMA will

determine annually what community organizations and causes to support. The initial intent of the RP-NID is to support community causes that are representative of the social responsibility identified by the RP-NID and the businesses that locate within the RP-NID.

- **Proposed Budgets:** As the River Pointe Properties are developed, the funding for the RP-NID will significantly increase pursuant to the annual assessment that each developed **for-profit parcel** will pay and the one-time special assessment that each development parcel will pay upon the issuance of a building permit. Attached hereto as Exhibit B-1 through Exhibit B-11 are the proposed projected annual budgets for 2021 through 2032 for the RP-NID. The proposed budgets are based on a January 1st to December 31st fiscal year. The proposed budgets are subject to change based upon either the increased or decreased development schedule. Increases in developed parcels will provide for corresponding increases in necessary services and increased expenditures for the RP-NID.

Provided below is a cumulative estimate of the projected expenditures of the RP-NID from 2021 to 2032:

TABLE 1: Cumulative Proposed Expenditures of the RP-NID

| Proposed RP-NID Activities | Estimated Expenses 2021-2032 | % of Total |
|--|------------------------------|------------|
| Health and Safety Services | \$ 4,046,000.00 | 28.1% |
| Infrastructure Maintenance | \$ 1,034,000.00 | 7.2% |
| Capital Expenditures | \$ 4,500,000.00 | 31.2% |
| Philanthropic/ Community Contributions | \$ 950,300.00 | 6.6% |
| Municipal Improvements | \$ 3,000,000.00 | 20.8% |
| Capital Reserve | \$ 484,575.00 | 3.4% |
| Program Management | \$ 397,050.00 | 2.8% |
| Total | \$14,411,925.00 | 100 % |

Note: The funds for this commitment will be held in separate account by the RP-NIDMA to be released upon the commencement of a municipal development project approved by the RP-NIDMA, in accordance with the terms and conditions of the Township Cooperation Agreement (defined below).

VIII –REVENUE SOURCES & ASSESSMENT METHOD

The proposed RP-NID envisions revenue streams coming from three primary resources. The first revenue source will be an annual assessment on all **for-profit** (non-tax-exempt properties) developed properties within the RP-NID, which shall be referred to as the “**Annual Assessment**”. The second revenue source will be a special construction assessment on all for-profit developed properties within the RP-NID, which shall be referred to as the “**Special Construction Assessment**”. The third revenue source will be a special developer plan assessment on the River Pointe Properties, which shall be referred to as the “**Developer Plan Assessment**”.

The Annual Assessment shall be an annual assessment that shall be equal to fifteen cents (\$0.15) per square foot of each first-floor area of each building on a tax parcel within the RP-NID. By way of example, a 300,000 square foot facility shall be assessed an Annual Assessment equal to Forty-Five Thousand Dollars (\$45,000.00).

The Special Construction Assessment shall be a one-time assessment, which shall be due and payable upon the issuance of any building permit issued for any for-profit development within the RP-NID equal to seventy-five cents (\$0.75) per square foot of first floor area of each building to be constructed on a tax parcel within the RP-NID. By way of example, a 300,000 square foot facility shall be assessed a Special Construction Assessment equal to Two Hundred Twenty-Five Thousand Dollars (\$225,000.00) The Special Construction Assessment will also be due for any additions or expansions to any then existing building, based on the square footage of the addition or expansion as noted in the building permit application.

The Developer Plan Assessment shall be a one-time assessment, which shall be due and payable upon the recording of a specific lot land development plan for the River Pointe Properties (separate and apart from the overall master concept plan) equal to fifty cents (\$0.50) per square foot of total estimated square footage of building(s) to be constructed on a specific lot development within the RP-NID, provided, however, in no event shall the cumulative Developer Plan Assessment exceed Three Million Dollars (\$3,000,000.00). By way of example, a lot development plan that includes a 300,000 square foot facility shall be assessed a Developer Plan Assessment equal to One Hundred Fifty Thousand Dollars (\$150,000.00). Further, if an overall master concept plan is approved for the River Pointe Properties, no fee shall be due upon the recording of the master concept plan, until such time as a lot specific development plan is approved.

It is the intent that the Annual Assessments shall be primarily utilized for the ongoing annual services, maintenance and philanthropic efforts as set forth in Section 7 above and that the Special Construction Assessments will be primarily utilized for the capital expenditures set forth in Section 7 above. However, the RP-NIDMA shall have the authority to utilize the funds collected in a manner consistent with the proposed budgets as it deems reasonably necessary. In addition, the RP-NIDMA shall have the authority to borrow funds (via public, private or internal financing) as it deems reasonably necessary to provide the necessary services, maintenance and/or capital investments generally in accordance with Section 7 of this plan. Any financing

obtained by the RP-NIDMA may be secured with the future revenue streams of the Annual Assessments and/or Special Construction Assessments.

The projections for the three revenue sources are presented in Table 1 below:

Table 2: Cumulative Revenue Projections 2021 – 2032

| Proposed Source of Revenue | Estimated Revenue 2021-2032 | % of Total |
|----------------------------------|-----------------------------|------------|
| Annual Assessments | \$6,911,925.00 | 48.0% |
| Special Construction Assessments | \$4,502,550.00 | 31.2% |
| Developer Plan Assessment | \$3,000,000.00 | 20.8% |
| Total | \$14,414,475.00 | 100 % |

The Annual Assessments shall be billed annually to each **for-profit** developed property within the RP-NID. The Annual Assessments shall become due and payable upon the issuance of a certificate of occupancy by the Township, provided the first year of occupancy shall be prorated daily utilizing a 365-day calendar year. The Annual Assessments shall be paid as follows: (i) first upon the issuance of a certificate of occupancy; and (ii) thereafter annually with the real estate tax bills issued by the Township with a due date of April 1. The Township shall collect the Annual Assessments as an agent of the RP-NID in accordance with the Act and pursuant to the Township Cooperation Agreement (defined below).

The Special Construction Assessment shall be billed and due and payable upon the issuance of a building permit for any for-profit (non-tax exempt) structure to be built within the RP-NID. The Township shall collect the Special Construction Assessment as an agent of the RP-NID in accordance with the Act and pursuant to the Township Cooperation Agreement.

The Developer Plan Assessment shall be billed and due and payable upon the recording of an approved lot specific land development plan for properties within the RP-NID. The Township shall collect the Developer Plan Assessment as an agent of the RP-NID in accordance with the Act and pursuant to the Township Cooperation Agreement.

If an Annual Assessment, Special Construction Assessment or Developer Plan Assessment is not paid in a timely manner: (i) such late payments shall be subject to a five percent (5%) penalty; (ii) balances past due shall accrue an interest equal to fifteen percent (15%) compounded monthly; and (iii) the RP-NIDMA shall have the authority to collect all costs incurred in collecting any such unpaid assessments, including reasonable legal fees and court costs. In accordance with the authority granted pursuant to Section 7(a)(10) of the Act, the Township, as an agent of the RP-NIDMA, shall have the authority to place a lien on any tax parcel within the RP-NID that fails to make a timely payment of any assessment.

IX – RP-NID MANAGEMENT ASSOCIATION

The RP-NID will be managed and operated by the River Pointe Neighborhood Improvement District Management Association (“**RP-NIDMA**”). The RP-NIDMA shall be a Pennsylvania non-profit corporation, which will be formed immediately if the RP-NID is approved by the Township Board of Supervisors. The RP-NIDMA shall be governed in accordance with the Bylaws attached hereto as Exhibit C (the “**Bylaws**”).

The RP-NIDMA shall have a board of directors consisting of five (5) members. Three (3) of the members of the RP-NIDMA board shall be appointed by the property owners within the RP-NID, and One (1) to represent the Community Park to be selected in accordance with the Bylaws. The Township Board of Supervisors shall appoint one (1) member of the RP-NIDMA board.

Provided below are the primary duties of the RP-NIDMA:

- Employing, if deemed necessary an improvement district manager.
- Coordinating with the Township for the billing and collection of all RP-NID assessment fees and filing all paperwork related to delinquent accounts.
- Negotiating with all non-profit properties (Does not include the Township Park Property. None are anticipated at this time) in the RP-NID to attempt to obtain a payment in lieu of the assessment from each.
- Maintaining all accounting records related to the RP-NID.
- Ensuring that an annual audit is conducted, and annual report is prepared, both related to the operations of the RP-NID.
- Overseeing all contractual relationships with the Township, relative to the provision of services to the RP-NID service area and the financial commitment to the Municipal Improvements.
- Overseeing all contractual relationships with third party vendors, relative to the provision of services to the RP-NID service area.
- All other legal powers provided to the RP-NID pursuant to the Act to be carried out in accordance with the Bylaws.
- Creating an advisory board that will consist of members appointed by the RP-NIDMA and the Township Board of Supervisors to provide input and feedback to the RP-NIDMA in relation to the RP-NID service area.
- In accordance with Section 7(a) of the Act, take all commercially reasonable actions to address any blighted building or comparable structures within the RP-NID.

X – TOWNSHIP COOPERATION AGREEMENT

As the plan above details, the RP-NIDMA shall, after approval of the RP-NID plan, enter into a cooperation agreement with the Township (the “**Township Cooperation Agreement**”) to provide for the following:

- Billing and collection of the Annual Assessments and the Special Construction Assessments.
- All or a portion of the health and safety services as set forth in this plan.
- All or a portion of the infrastructure maintenance services as set forth in this plan.
- The method of financing / transfer of the specialized equipment / capital investments to be paid for by the RP-NID.

- The method for which the RP-NID will contribute the respective portions of the Developer Plan Assessment funds upon the commencement of the Municipal Improvements.

The RP-NIDMA and Township shall negotiate a mutually acceptable Township Cooperation Agreement within sixty (60) days of the approval of the final plan for the creation of the RP-NID.

In accordance with Section 5(c)(iv) of the Act the Township “...must maintain the same level of municipal programs and services provided with the NID (Neighborhood Improvement District) before NID designation as after NID designation.” These levels of service shall be detailed in Township Cooperation Agreement.

XI – TIMELINE

Provided below is the proposed timeline for the creation and implementation of the RP-NID:

- | | |
|--|---------------------------------------|
| • Petition to Township for formation of RP-NID | February, 2021 |
| • Township Approval Process | March – September, 2021 |
| ○ HMID Public Hearing | October , 2021 |
| ○ Second Public Hearing & Ordinance Approval | October - November , 2021 |
| ○ Last Day to File an Objection | December 27 , 2021 or later |
| • Establish Non-Profit RP-NIDMA | December 2021 – January , 2022 |
| • Election of Initial RP-NIDMA Board | January 2022 |
| • Execute Township Cooperation Agreement | January – February, 2022 |
| • Commence RP-NID Operations / Collection of Assessments | January 2022 – December, 2032 |
| • Sunset of RP-NID or extension of RP-NID | December, 2032 |

XII – SUNSET PROVISION

The RP-NID will have an initial term that will expire on December 31, 2032 (the “**Sunset Date**”), provided however, in the event that less than five million square feet of buildings are fully developed (certificates of occupancy issued) for for-profit businesses within the RP-NID (the “**Development Threshold**”) by December 31, 2027, the Sunset Date shall be extended for consecutive twelve-month periods until such time as the Development Threshold is reached. By way of example, in the event the Development Threshold is not reached until November of 2028, the Sunset Date shall be extended until December 31, 2034.

Notwithstanding anything to the contrary above, in the event the RP-NIDMA deems it in the best interest of the RP-NID, the RP-NIDMA may petition the Township BOS to extend the term of the RP-NID, which shall be subject to the approval of the Township in accordance with the Act.

XIII – RP-NID PROPERTY OWNER OBJECTION PROCESS

Objection Forms must be filed with City Clerk of Township. on or before **December 27, 2021** (the “**Final Objection Date**”)

The Act provides that a NID plan cannot proceed without the consent of the property owners within the proposed district. Under the mandates of the Act, a property owner within the proposed RP-NID must object in writing to the creation of this district by no later than the Final Objection Date. Property owners who are supportive of this plan need take no action. Unless the property owners within the RP-NID representing forty percent (40%) of the properties within this district cast a formal objection, this plan may then proceed to the Township Supervisors for final approval. If approved by the Township BOS, the assessment fees set forth above shall become a legally binding obligation of each property owner within the RP-NID.

XIV – LIMITATIONS ON RP-NID

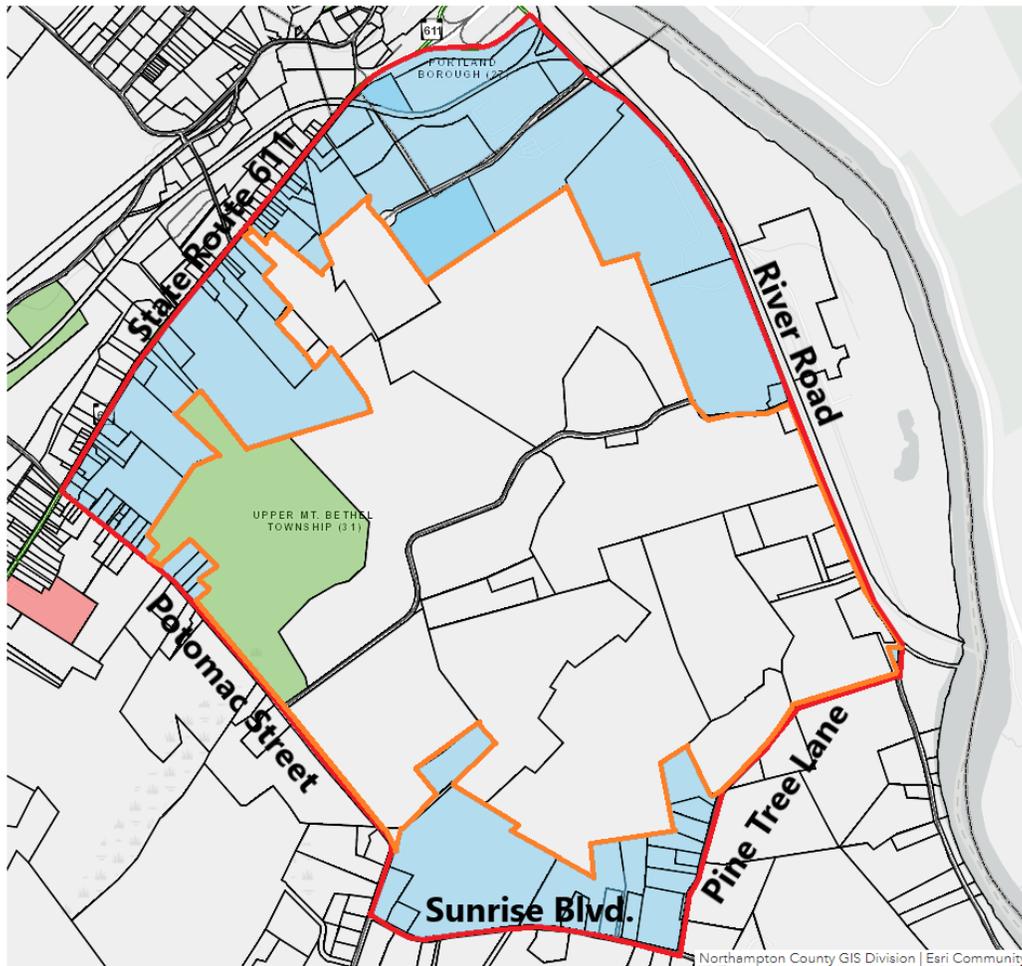
The RP-NID shall not petition the Township, nor consent to any request, for the addition of additional tax parcels to be added to the RP-NID without the prior written consent of the property owner(s) of any such tax parcel that would potentially be added to the RP-NID. Therefore, the landowner of any tax parcel(s) which resides outside of the RP-NID boundary lines will have the power to reject a proposal that would include their tax parcels from becoming a part of the RP-NID. **It is not the intent of the RP-NID to own or control the Township Park Property. Additionally, the Township shall not at any time, sell, dispose of, or otherwise transfer its ownership interest in and to the Township Park Property. Furthermore, as a point of clarification and in accordance with the powers provided to the RP-NID in Section 7 of the Act, the RP-NID does not and shall not have the power to acquire property pursuant to the power of eminent domain.**

EXHIBIT A-1
List of Tax Parcels Included in the RP-NID

| <u>No.</u> | <u>Parcel No.</u> | <u>Acreage</u> |
|------------|------------------------|----------------|
| <u>1</u> | <u>C11-26-2-0131</u> | <u>96.23</u> |
| <u>2</u> | <u>C12-6-4C-0131</u> | <u>9.10</u> |
| <u>3</u> | <u>C12-6-4A-0131</u> | <u>10.03</u> |
| <u>4</u> | <u>C12-6-4B-0131</u> | <u>3.58</u> |
| <u>5</u> | <u>C12-6-1A-0131</u> | <u>1.17</u> |
| <u>6</u> | <u>C12-6-8-0131</u> | <u>60.62</u> |
| <u>7</u> | <u>C12-3-5-0131</u> | <u>20.00</u> |
| <u>8</u> | <u>C12-6-1-0131</u> | <u>78.43</u> |
| <u>9</u> | <u>C12-6-4E-0131</u> | <u>2.69</u> |
| <u>10</u> | <u>C12-6-4-0131</u> | <u>23.35</u> |
| <u>11</u> | <u>D11-6-3-0131</u> | <u>0.43</u> |
| <u>12</u> | <u>C12-6-2-0131</u> | <u>1.03</u> |
| <u>13</u> | <u>C11-26-11-0131</u> | <u>18.75</u> |
| <u>14</u> | <u>C11-26-10A-0131</u> | <u>2.43</u> |
| <u>15</u> | <u>C11-31-4-0131</u> | <u>3.85</u> |
| <u>16</u> | <u>C11-31-5-0131</u> | <u>26.81</u> |
| <u>17</u> | <u>C12-3-4-0131</u> | <u>108.50</u> |
| <u>18</u> | <u>C12-6-5-0131</u> | <u>46.63</u> |
| <u>19</u> | <u>C11-31-3-0131</u> | <u>9.00</u> |
| <u>20</u> | <u>C12-6-3-0131</u> | <u>3.85</u> |
| <u>21</u> | <u>C12-6-4D-0131</u> | <u>1.09</u> |
| <u>22</u> | <u>C11-31-1-0131</u> | <u>59.70</u> |
| <u>23</u> | <u>C12-6-6-0131</u> | <u>16.67</u> |
| <u>24</u> | <u>C12-6-7-0131</u> | <u>90.04</u> |
| <u>25</u> | <u>C11-26-10B-0131</u> | <u>0.92</u> |
| <u>26</u> | <u>C11-26-12-0131</u> | <u>23.40</u> |
| <u>27</u> | <u>C11-26-2B-0131E</u> | <u>90.06</u> |
| | | <u>808.36</u> |

EXHIBIT A-2

Boundaries of RP-NID by Street



The geographic boundaries of the RP-NID are outlined in the map above in orange and fall within the boundaries of the following streets outlined in the map above in red: River Road, Pine Tree Lane, Sunrise Boulevard, Potomac Street and State Route 611 (collectively the “Street Boundaries”). Please note that not all parcels located within the Street Boundaries are within the RP-NID. The excluded parcels that are within the Street Boundaries but not within the boundaries of the RP-NID are highlighted in the map above in light blue.

EXHIBIT B-1 Proposed RP-NID Budget

| RP - NID Budget | | | | | | | | | | | | | | | | |
|---|--|----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|--------|--------|-----------------|
| | Percent of Project Complete | 0% | 7.0% | 31.0% | 59.0% | 76.1% | 94.4% | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% |
| | Budget Year | 2021 | 2022 | 2023 | 2024 | 2025 | 2026 | 2027 | 2028 | 2029 | 2030 | 2031 | 2032 | | | |
| Capital Budget | | | | | | | | | | | | | | | | |
| INCOME | | | | | | | | | | | | | | | | |
| | Permit Fee (\$0.75 pdr) | \$ - | \$ 871,725.00 | 1,785,825.00 | 768,750.00 | 825,000.00 | 251,250.00 | 0 | 0 | 0 | 0 | 0 | 0 | | | |
| EXPENSE | | | | | | | | | | | | | | | | |
| Capital Expenses | | | | | | | | | | | | | | | | |
| | Police/ Security Service | \$ - | \$ 150,000.00 | \$ 350,000.00 | \$ 50,000.00 | \$ 50,000.00 | | | | | | | | | | \$ 500,000.00 |
| | Fire Life Safety | \$ 300,000.00 | \$ 1,200,000.00 | \$ 350,000.00 | \$ 350,000.00 | \$ 300,000.00 | | | | | | | | | | \$ 2,500,000.00 |
| | Amulance Services | \$ - | \$ 300,000.00 | \$ 250,000.00 | \$ 100,000.00 | \$ 100,000.00 | | | | | | | | | | \$ 750,000.00 |
| | Road Maintenance Equipment | \$ - | \$ 300,000.00 | \$ 250,000.00 | \$ 100,000.00 | \$ 100,000.00 | | | | | | | | | | \$ 750,000.00 |
| Capital Cash Flow | | | | | | | | | | | | | | | | |
| | Beginning of Year | \$ - | \$ 871,725.00 | \$ 1,387,350.00 | \$ 1,176,300.00 | \$ 901,300.00 | \$ 572,350.00 | | | | | | | | | |
| | End of Year | \$ - | \$ 571,725.00 | \$ 407,350.00 | \$ 76,900.00 | \$ 301,300.00 | \$ 1,550.00 | | | | | | | | | |
| Annual Budget | | | | | | | | | | | | | | | | |
| INCOME | | | | | | | | | | | | | | | | |
| | Annual Fee Income (\$0.15 pdr) | 0 | 0 | 63,000.00 | 279,345.00 | 531,510.00 | 685,260.00 | 850,260.00 | 900,510.00 | 900,510.00 | 900,510.00 | 900,510.00 | 900,510.00 | | | |
| EXPENSE | | | | | | | | | | | | | | | | |
| Funds to Operate NID | | | | | | | | | | | | | | | | |
| | Office Supplies | \$ 750.00 | \$ 750.00 | \$ 750.00 | \$ 750.00 | \$ 780.00 | \$ 780.00 | \$ 780.00 | \$ 800.00 | \$ 800.00 | \$ 800.00 | \$ 820.00 | \$ 820.00 | | | \$ 8,560.00 |
| | Accounting and Audit services | \$ 3,000.00 | \$ 4,000.00 | \$ 4,000.00 | \$ 4,100.00 | \$ 4,100.00 | \$ 4,200.00 | \$ 4,200.00 | \$ 4,300.00 | \$ 4,300.00 | \$ 4,300.00 | \$ 4,400.00 | \$ 4,400.00 | | | \$ 45,000.00 |
| | Bank Service Charges | \$ 300.00 | \$ 300.00 | \$ 300.00 | \$ 310.00 | \$ 310.00 | \$ 315.00 | \$ 315.00 | \$ 320.00 | \$ 320.00 | \$ 320.00 | \$ 325.00 | \$ 325.00 | | | \$ 3,840.00 |
| | Fee Collection | \$ 500.00 | \$ 750.00 | \$ 1,500.00 | \$ 2,000.00 | \$ 2,000.00 | \$ 2,100.00 | \$ 2,100.00 | \$ 2,200.00 | \$ 2,200.00 | \$ 2,200.00 | \$ 2,300.00 | \$ 2,300.00 | | | \$ 19,830.00 |
| | Liability Insurance | \$ 10,000.00 | \$ 11,500.00 | \$ 15,000.00 | \$ 20,000.00 | \$ 20,500.00 | \$ 21,000.00 | \$ 21,500.00 | \$ 22,000.00 | \$ 22,000.00 | \$ 22,500.00 | \$ 23,000.00 | \$ 23,500.00 | | | \$ 211,500.00 |
| | Professional Services | \$ 3,000.00 | \$ 3,500.00 | \$ 3,000.00 | \$ 3,000.00 | \$ 3,100.00 | \$ 3,100.00 | \$ 3,200.00 | \$ 3,200.00 | \$ 3,400.00 | \$ 3,500.00 | \$ 3,500.00 | \$ 3,700.00 | | | \$ 30,300.00 |
| | Legal | \$ 5,000.00 | \$ 5,000.00 | \$ 5,100.00 | \$ 5,200.00 | \$ 5,300.00 | \$ 5,400.00 | \$ 5,500.00 | \$ 5,600.00 | \$ 5,700.00 | \$ 5,800.00 | \$ 5,900.00 | \$ 5,900.00 | | | \$ 59,500.00 |
| Funds to township for services | | | | | | | | | | | | | | | | |
| | Police/ Security Service | \$ - | \$ 40,000.00 | \$ 70,000.00 | \$ 110,000.00 | \$ 110,000.00 | \$ 110,000.00 | \$ 110,000.00 | \$ 110,000.00 | \$ 110,000.00 | \$ 110,000.00 | \$ 110,000.00 | \$ 110,000.00 | | | \$ 880,000.00 |
| | Fire Life Safety | \$ 10,000.00 | \$ 65,000.00 | \$ 100,000.00 | \$ 125,000.00 | \$ 150,000.00 | \$ 150,000.00 | \$ 150,000.00 | \$ 150,000.00 | \$ 150,000.00 | \$ 150,000.00 | \$ 150,000.00 | \$ 150,000.00 | | | \$ 1,200,000.00 |
| | Amulance Services | \$ - | \$ 20,000.00 | \$ 100,000.00 | \$ 125,000.00 | \$ 150,000.00 | \$ 150,000.00 | \$ 150,000.00 | \$ 150,000.00 | \$ 150,000.00 | \$ 150,000.00 | \$ 150,000.00 | \$ 150,000.00 | | | \$ 1,140,000.00 |
| | GIS - Emergency Mgmt | \$ 8,000.00 | \$ 43,000.00 | \$ 75,000.00 | \$ 99,000.00 | \$ 100,000.00 | \$ 100,000.00 | \$ 100,000.00 | \$ 100,000.00 | \$ 100,000.00 | \$ 100,000.00 | \$ 100,000.00 | \$ 100,000.00 | | | \$ 821,000.00 |
| | Street Lighting Electric | \$ - | \$ 1,000.00 | \$ 3,500.00 | \$ 4,500.00 | \$ 5,000.00 | \$ 5,000.00 | \$ 5,000.00 | \$ 5,000.00 | \$ 5,000.00 | \$ 5,000.00 | \$ 5,000.00 | \$ 5,000.00 | | | \$ 39,000.00 |
| | Street Cleaning | \$ - | \$ 3,000.00 | \$ 8,000.00 | \$ 15,000.00 | \$ 15,000.00 | \$ 15,000.00 | \$ 15,000.00 | \$ 15,000.00 | \$ 15,000.00 | \$ 15,000.00 | \$ 15,000.00 | \$ 15,000.00 | | | \$ 116,000.00 |
| | Road Maintenance | \$ 4,000.00 | \$ 18,000.00 | \$ 25,000.00 | \$ 35,000.00 | \$ 35,000.00 | \$ 35,000.00 | \$ 35,000.00 | \$ 35,000.00 | \$ 35,000.00 | \$ 35,000.00 | \$ 35,000.00 | \$ 35,000.00 | | | \$ 292,000.00 |
| | Grass and ice removal | \$ 3,000.00 | \$ 25,000.00 | \$ 30,000.00 | \$ 45,000.00 | \$ 45,000.00 | \$ 45,000.00 | \$ 45,000.00 | \$ 45,000.00 | \$ 45,000.00 | \$ 45,000.00 | \$ 45,000.00 | \$ 45,000.00 | | | \$ 375,000.00 |
| | Storm Sewers and Drains | \$ - | \$ 2,000.00 | \$ 3,000.00 | \$ 3,000.00 | \$ 3,000.00 | \$ 3,500.00 | \$ 3,500.00 | \$ 3,500.00 | \$ 3,500.00 | \$ 3,500.00 | \$ 3,500.00 | \$ 3,500.00 | | | \$ 27,000.00 |
| | Recreational Trail Maintenance | \$ - | \$ 5,000.00 | \$ 15,000.00 | \$ 15,000.00 | \$ 20,000.00 | \$ 20,000.00 | \$ 20,000.00 | \$ 20,000.00 | \$ 20,000.00 | \$ 20,000.00 | \$ 20,000.00 | \$ 20,000.00 | | | \$ 155,000.00 |
| | Philanthropy/ Community PR/ Donations | \$ - | \$ 10,000.00 | \$ 25,000.00 | \$ 25,000.00 | \$ 30,000.00 | \$ 30,000.00 | \$ 30,000.00 | \$ 30,000.00 | \$ 30,000.00 | \$ 30,000.00 | \$ 30,000.00 | \$ 30,000.00 | | | \$ 240,000.00 |
| | Capital Reserve | \$ (21,450.00) | \$ 11,300.00 | \$ 15,795.00 | \$ 37,750.00 | \$ 47,770.00 | \$ 143,865.00 | \$ 193,415.00 | \$ 192,480.00 | \$ 191,790.00 | \$ 190,985.00 | \$ 190,185.00 | \$ 190,185.00 | | | \$ 1,194,875.00 |
| Township Park Expenses | | | | | | | | | | | | | | | | |
| | Culture & Rec | \$ 3,300.00 | \$ 3,300.00 | \$ 3,000.00 | \$ 7,500.00 | \$ 20,000.00 | \$ 20,000.00 | \$ 20,000.00 | \$ 20,000.00 | \$ 20,000.00 | \$ 20,000.00 | \$ 20,000.00 | \$ 20,000.00 | | | \$ 138,300.00 |
| | Park Maintenance | \$ 10,000.00 | \$ 12,000.00 | \$ 30,000.00 | \$ 40,000.00 | \$ 80,000.00 | \$ 80,000.00 | \$ 80,000.00 | \$ 80,000.00 | \$ 80,000.00 | \$ 80,000.00 | \$ 80,000.00 | \$ 80,000.00 | | | \$ 572,000.00 |
| | Capital Reserve (after township Park Included) | \$ (21,450.00) | \$ - | \$ 195.00 | \$ 1,750.00 | \$ 170.00 | \$ 43,865.00 | \$ 93,415.00 | \$ 92,480.00 | \$ 91,790.00 | \$ 90,985.00 | \$ 90,185.00 | \$ 90,185.00 | | | \$ 484,375.00 |
| Annual Cash Flow | | | | | | | | | | | | | | | | |
| | Beginning of Year | \$ - | \$ - | \$ 41,550.00 | \$ 270,195.00 | \$ 538,155.00 | \$ 729,655.00 | \$ 942,425.00 | \$ 1,136,540.00 | \$ 1,329,955.00 | \$ 1,522,445.00 | \$ 1,714,235.00 | \$ 1,905,220.00 | | | |
| | End of Year | \$ - | \$ (21,450.00) | \$ (9,150.00) | \$ 6,845.00 | \$ 44,395.00 | \$ 92,165.00 | \$ 236,030.00 | \$ 429,445.00 | \$ 621,935.00 | \$ 813,725.00 | \$ 1,004,710.00 | \$ 1,194,875.00 | | | |
| Municipal Improvements Budget | | | | | | | | | | | | | | | | |
| INCOME | | | | | | | | | | | | | | | | |
| | Developer Fee (\$ 30 pdr at approval) | \$ 210,000.00 | \$ 721,150.00 | \$ 840,550.00 | \$ 512,500.00 | \$ 550,000.00 | \$ 147,500.00 | | | | | | | | | \$ 3,061,700.00 |
| EXPENSE | | | | | | | | | | | | | | | | |
| | Township Municipal Building | | | | \$ 2,000,000.00 | | | | | | | | | | | \$ 2,000,000.00 |
| | Environmental Center | | | | | | \$ 1,000,000.00 | | | | | | | | | \$ 1,000,000.00 |
| Municipal Improvements Cash Flow | | | | | | | | | | | | | | | | |
| | Beginning of Year | 0 | \$ 210,000.00 | \$ 931,150.00 | \$ 1,771,700.00 | \$ 2,284,200.00 | \$ 834,200.00 | \$ 1,001,700.00 | \$ 1,700.00 | \$ 1,700.00 | \$ 1,700.00 | \$ 1,700.00 | \$ 1,700.00 | | | |
| | End of Year | \$ 210,000.00 | \$ 931,150.00 | \$ 1,771,700.00 | \$ 2,284,200.00 | \$ 834,200.00 | \$ 1,001,700.00 | \$ 1,700.00 | \$ 1,700.00 | \$ 1,700.00 | \$ 1,700.00 | \$ 1,700.00 | \$ 1,700.00 | | | |

EXHIBIT C
RP-NIDMA BYLAWS