

CONTRACT FOR DONATION OF REAL ESTATE

THIS CONTRACT (the "Agreement") is hereby made and entered into this ____ day of _____, 2016, by and between Value Recovery Group II, LLC, an Delaware limited liability company ("Donor"); and, the City of Gahanna, Ohio, a Municipal Corporation ("Donee").

WHEREAS, Donor is the owner of the real estate described on Exhibit "A", attached hereto and incorporated herein by reference, hereinafter referred to as the "Real Estate"; and,

WHEREAS, Donor desires to donate the Real Estate to Donee, and Donee desires to accept same.

NOW THEREFORE, in consideration of the mutual promises contained herein, the parties hereto do agree as follows:

1. Donor hereby agrees to donate, and Donee hereby agrees to accept, the Real Estate together with an access easement to the Real Estate, pursuant to the terms hereof.

2. The "Appraised Value" of the Real Estate is \$443,698, as shown on the appraisal report prepared by Duros Valuation Group, LLC (the "Appraiser") dated November 21, 2015 (the "Appraisal"), which is attached hereto as Exhibit "B".

3. The Real Estate will be transferred by Donor to Donee by Quitclaim Deed at a Closing as soon as practical following the execution of this Agreement and following satisfaction of the contingencies set forth hereinafter. Donor shall deliver the Quitclaim Deed to the Escrow Agent within a time frame necessary to accomplish such transfer. Any real estate taxes and special assessments, after the date of Closing and all subsequent years, levied against the Real Estate will become the responsibility of Donee, upon acceptance of the Quitclaim Deed. The Donee's obligation to accept the Quitclaim Deed is contingent upon the Donee obtaining, at the Donee's cost, whatever title evidence it deems appropriate to insure it is receiving good title to the Real Estate. Upon acceptance of the Quitclaim Deed by Donee, the Donee will execute, and deliver to Donor, the IRS Form 8283, acknowledging the donation of the Real Estate to the Donee for the Appraised Value.

4. Donor represents that it is not a foreign person, as described in the Foreign Investment in Real Property Tax Act. Except for the foregoing representation, Donor makes no representation or warranty with respect to the Real Estate, the suitability of the Real Estate for the Donee's intended purposes and the Donee agrees that it is relying solely upon its own investigations to determine such suitability.

5. Closing shall occur at the office of the title company, or at such other place as shall be mutually agreed upon by the parties, subject to satisfaction of all contingencies and conditions precedent. _____ shall be the escrow agent for this Agreement. Donor shall be responsible for all fees charged by the escrow agent. Upon satisfaction of all contingencies, and upon Donee's satisfaction with the condition of title, the escrow agent is directed to deliver the Quitclaim Deed to Donee.

IN WITNESS WHEREOF, this Agreement has been duly executed and delivered for, in the name of, and on behalf of the Donor and Donee by their duly authorized officers, all as of the date hereinbefore written.

<p>City of Gahanna, Ohio</p> <p>By: _____ Thomas R. Kneeland Mayor</p> <p>Approved as to Form:</p> <p>_____ Shane W. Ewald City Attorney</p>	<p>Value Recovery Group II, LLC</p> <p>By: _____ Barry Fromm Managing Member</p>
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**ACCESS & UTILITY EASEMENT
1.857 ACRES**

Situated in the State of Ohio, County of Franklin, City of Gahanna, lying in Lot 20, Quarter Township 3, Township 1, Range 16, United States Military Lands, and being part of that 29.514 acre tract conveyed to Value Recovery Group II, LLC by deed of record in Instrument Number 200712200217547 (all references are to the records of the Recorder's Office, Franklin County, Ohio) and being more particularly described as follows:

BEGINNING at the southeasterly corner of that 0.606 acre tract conveyed to City of Gahanna by deed of record in Official Record 28673A15, being the northeasterly corner of said 29.514 acre tract and being on the westerly line of that 19.7316 acre tract conveyed to Jefferson Water & Sewer District by deed of record in Official Record 13232C20 and in the line common to Lots 19 and 20;

Thence South 03° 48' 42" West, with said common boundary and lot line, a distance of 988.02 feet to a point;

Thence across said 29.514 acre tract, the following courses and distances:


South 64° 10' 19" West, a distance of 92.04 feet to a point;

North 03° 48' 42" East, a distance of 1034.00 feet to a point in the southerly right-of-way line of Taylor Road and the line common to said 29.514 and 0.606 acre tracts;

Thence South 85° 51' 29" East, with said southerly right-of-way line and said common line, a distance of 80.00 feet to the Point of Beginning, containing 1.857 acres, more or less.



EVANS, MECHWART, HAMBLETON & TILTON, INC.


Joshua M. Meyer
Professional Surveyor No. 8485

5-13-2016

Date



Evant, Mechwart, Hambleton & Tilton, Inc.
 Engineers • Surveyors • Planners • Scientists
 5500 New Albany Road, Columbus, OH 43054
 Phone: 614.775.4533 Toll Free: 888.773.3648
 emht.com

ACCESS & UTILITY EASEMENT

LOT 20, QUARTER TOWNSHIP 3, TOWNSHIP 1, RANGE 16
 UNITED STATES MILITARY LANDS
 CITY OF GAHANNA, COUNTY OF FRANKLIN, STATE OF OHIO


Date: May 13, 2016

Job No. 2016-0260

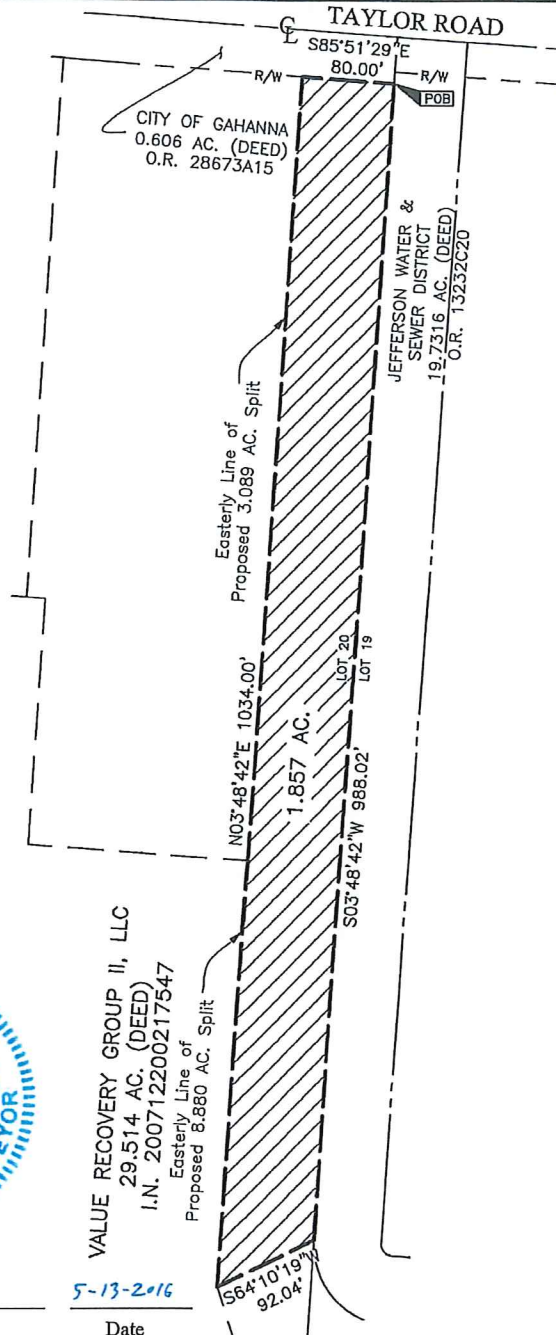
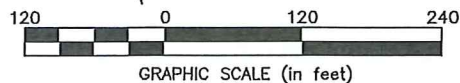
Scale: 1" = 120'

I:\20160260\OHIO\ASHEETS\EASEMENTS\20160260-VS-ESMT-KCS-01.DWG plotted by DIMAS, JUCDB on 5/13/2016 2:00:21 PM last saved by JUMAS on 5/13/2016 1:59:41 PM



By 
 Joshua M. Meyer
 Professional Surveyor No. 8485

Date 5-13-2016



AN
APPRAISAL REPORT
OF A PROPERTY LOCATED AT
93.00-ACRES OF VACANT LAND,
GAHANNA, OHIO

DATE OF VALUATION

NOVEMBER 18, 2015

PREPARED FOR

MR. JOSEPH DUFFEY
VICE PRESIDENT
HEARTLAND BANK
450 S. STATE STREET,
WESTERVILLE, OHIO 43081

PREPARED BY

DUROS VALUATION GROUP, LLC
1391 W. FIFTH AVENUE, SUITE 250
COLUMBUS, OHIO 43212

DATE OF REPORT

NOVEMBER 21, 2015



DUROS VALUATION GROUP, LLC



VIEW OF LOTS AT CENTRAL PARK AT GAHANNA



VIEW OF 29.42-ACRES OF VACANT AG. LAND



DUROS VALUATION GROUP, LLC
1391 WEST FIFTH AVENUE, SUITE 250, COLUMBUS, OHIO 43212
TEL. 614.488.8300 / FAX 614.488.6962

Mr. Joseph Duffey
Vice President
Heartland Bank
450 S. State Street
Westerville, Ohio 43081

November 21, 2015

Re: *An Appraisal Report*
93.00-Acres Vacant Land,
Gahanna, Ohio

Dear Mr. Duffey,

Upon your authorization, I have conducted the investigation and analysis necessary to form an opinion as to the market value fee simple estate of the above-referenced property.

The subject consists of 93.00-acres with 63.58-acres generally located in the northeast quadrant of Claycraft Road and Morrison in the City of Gahanna and 29.42-acres located on the south side of Taylor Road, east of Cross Pointe Rd in the City of Gahanna. The subject properties are located approximately 9-10 miles northeast of the downtown Columbus district.

The 63.58-acres includes 11-parcels of land (not all contiguous) surrounding the Golf Depot at Central Park. The parcels are all zoned OCT (Office, Commerce & Technology) and have all public utilities available. The parcels are being marketed as 9 lots ranging in size from 1.98-acres to 18.63-acres and list prices ranging from \$149,000 per acre to \$250,000 per acre.

The 29.42-acre tract is zoned OCT (Office, Commerce & Technology) and is currently used for agricultural purposes. According to Mr. Ralph Griffith, approximately 6-7 acres are wetlands.

Based upon the results of this appraisal assignment, I have reached the opinion that the subject property has a market value of the fee simple estate, in terms of cash or financial arrangements equivalent to cash, of:

"AS IS" as of November 18, 2015:		\$11,457,500
<i>Allocated</i>		
\$9,987,500	63.58-Acres	
\$1,470,000	29.42-Acres	

Re: *An Appraisal Report*
93.00-Acres Vacant Land,
Gahanna, Ohio

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A breakdown of the individual lots prices are summarized on page 36 of the attached *Appraisal Report*.

Hypothetical Conditions

None

Extraordinary Assumptions

None

Located on the following pages is the *Summary of Salient Facts* pertaining to the subject property. Attached to this letter is *An Appraisal Report* which is made a part of this letter and supports the value conclusion.

I have appraised the subject properties within the past three years. I completed a Summary appraisal Report on the subject parcels on September 27, 2013 for Eaton National Bank & Trust Co. for mortgage loan purposes.

I hereby certify that I have no present or future contemplated interest in the subject property and that my fee for this analysis is in no way contingent upon the value estimates reported herein. I hereby certify that this appraisal report has been made in accordance with the Uniform Standards of Professional Appraisal Practice of the Appraisal Foundation, the Code of Professional Ethics and Standards of Professional Practice of the Appraisal Institute, and the Principles of Appraisal Practice and Code of Ethics of the American Society of Appraisers.

I have not been provided with any information concerning the subject's subsurface or load-bearing capabilities nor have I been provided with any information pertaining to the presence of hazardous conditions, which may have an adverse effect on the value of the subject. This appraisal has been made assuming that no such conditions exist. If additional information is required, the client is advised to obtain the services of a qualified engineer.

Thank you for this opportunity to be of service.

Sincerely,



John D. Duros, MAI, ASA
State Certified General Appraiser No. 380782



SUMMARY OF SALIENT FACTS

Appraisal Problem

93.00-Acres of Vacant Land

Location

Taylor Road, Claycraft Road, Techcenter Drive and Science Road,
Gahanna, Ohio

Property Rights Appraised

Fee Simple Estate

Valuation Date

November 18, 2015

Present Owner of Record

Value Recovery Group II

Three Years Sales History

There have been no transfers of the subject parcels within the past three years. The parcels are currently listed for sale.

Utilities

All public utilities are available including water, sewer, gas, electric and telephone.

Flood Insurance Rate Map

Community Panel Number: 39049C0213K, 39049C0214K and 39049C0352K
Effective Date: June 17, 2008. Zone X,
Flood Zone: X

Zoning

OCT (Office, Commerce and Technology)

Easements

None noted except for typical utility easements.

Taxing District

025 (City of Gahanna-Gahanna Jefferson CSD)
027 (City of Gahanna-Jefferson Township-Gahanna Jefferson CSD)

Parcel Number, Lot Size, Annual Taxes & Tax Valuation

A breakdown of the subject's parcel numbers, lot size, tax valuation and annual taxes are summarized below.

SUMMARY OF SALIENT FACTS (CONT.)

LOT SUMMARY					
LOT NO.	PARCEL NO.	LOT SIZE	ANNUAL TAXES	AUDITORS VALUES	
				APPRAISED	ASSESSED
1	025-013630	2.92	\$5,837.94	\$186,000	\$65,100
2	025-013631	5.91	\$11,136.02	\$354,800	\$124,180
3	025-013632	4.23	\$7,963.26	\$253,700	\$88,800
4	025-013633	2.96	\$6,264.80	\$199,600	\$69,860
5	025-013634	10.28	\$16,948.84	\$540,000	\$189,000
6	025-013635	0.48	\$2,583.62	\$100,000	\$35,000
7	027-000110	12.39	\$17,148.14	\$685,600	\$239,960
8	025-013636	2.21	\$521.02	\$16,600	\$5,810
10	025-013638	10.43	\$7,322.98	\$1,173,800	\$410,840
11	025-013639	6.50	\$4,563.64	\$438,800	\$153,580
NA	025-013620	5.27	\$9,928.08	\$316,300	\$110,710
TOTAL:		63.58	\$90,218.34	\$4,265,200	\$1,492,840
Taylor Rd.	025-010849	13.00	\$1,217.98	\$307,500	\$16,500
	025-010847	12.93	\$1,320.60	\$313,600	\$17,890
	025-010844	3.49	\$425.06	\$59,300	\$4,740
TOTAL:		29.42	\$2,963.64	\$680,400	\$39,130