



PACE LOAN ACKNOWLEDGEMENT,  
CONSENT AND SUBORDINATION AGREEMENT

Lender Consent and Acknowledgement of Property Owner Participation in  
Eastern Nebraska Clean Energy Assessment District PACE Program in Omaha, Nebraska

This PACE Loan Acknowledgement, Consent and Subordination Agreement (this “**Consent and Acknowledgement**”) is granted effective this 12 day of Dec, 2018 (the “**Effective Date**”), by GREAT WESTERN BANK, a South Dakota corporation (the “**Fee Lender**”), for the benefit of THE RESIDENCES AT THE CAPITOL DISTRICT, LLC, a Nebraska limited liability company (the “**Property Owner**”), and PETROS PACE FINANCE TRUST A07, a New York common law trust and its successors and/or assigns (the “**PACE Lender**”).

**Recitals**

A. Pursuant to Nebraska state law, Omaha, Nebraska has established the Eastern Nebraska Clean Energy Assessment District (“**ENCEAD**”) to administer its Property Assessed Clean Energy (“**PACE**”) program to promote installation of energy efficiency improvements and/or renewable energy systems.

B. The Property Owner has applied to ENCEAD to receive PACE financing from PACE Lender in an amount up to Seven Million, Three Hundred Thousand Dollars And No/100 (\$7,300,000), which includes all PACE eligible fees and costs, to be paid back as special assessments (the “**PACE Assessments**”) levied against the Property Owner’s real property located at 225 North 12th Street, Omaha NE 68102, as further described in **Exhibit A** attached hereto (the “**Property**”), over a period of 22 years (the “**Project**”) pursuant to the “Property Assessed Clean Energy Act,” Sections §13-3201 to §13-3211, inclusive, Neb. R.R.S. (the “**Act**”).

C. The Fee Lender is the holder of that certain Promissory Note in the amount of \$37,125,000.00 and related Construction Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing dated May 29, 2015 and recorded June 2, 2015 as Instrument No. 2015042789 of the Records of Douglas County, Nebraska, as amended from time to time, made, executed and delivered by Property Owner, in favor of Fee Lender, which encumbers the Property (the “**Security Instrument**”); and

D. Repayment of the PACE Assessments by the Property Owner pursuant to an Assessment Contract Real Estate Covenant (the “**Assessment Contract**”) will be a statutory assessment levied against the Property, notice of which shall be recorded against the Property in the Office of the Register of Deeds of Douglas County, Nebraska, and which said PACE Assessments, together with interest and any penalties, shall, in the event of a delinquency, constitute a PACE lien on the Property, and shall be collected subject to the terms agreed to between the parties and as contained in the Assessment Contract.

### **Consent, Acknowledgement and Subordination**

Fee Lender acknowledges, consents and subordinates as follows:

1. That Fee Lender has been informed of the Property Owner's participation in the Omaha Nebraska ENCEAD PACE Program, and agrees that Property Owner's execution of the Assessment Contract will not constitute a default under the Security Instrument.
2. That execution of this Consent and Acknowledgement by Fee Lender's representative shall constitute full and complete consent to the Property Owner's participation in the Nebraska ENCEAD PACE Program.
3. That the priority of the Security Instrument is subordinated to PACE liens of the financing of the Project as set forth above, as provided in the Act.

[Signature Page to follow on next page]

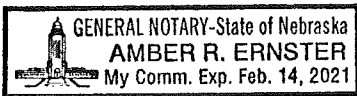
FEE LENDER:

GREAT WESTERN BANK

By: [Signature]  
Name: Gordon Harnisch  
Its: S.V.P.

STATE OF Nebraska )  
 ) ss.  
COUNTY OF Douglas )

The foregoing instrument was acknowledged and verified before me this 13<sup>th</sup> day of December, 2018, by Gordon Harnisch, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the entity upon behalf of which he/she acted, executed the instrument. He/She is the S.V.P., for and on behalf of said Great Western Bank and he/she acknowledged, signed and delivered the instrument as his/her free and voluntary act, for the uses and purposes therein set forth.



[Signature]  
Notary Public

**EXHIBIT A**  
**LEGAL DESCRIPTION**

**Excess Parcel:** 0747050055

**Tax Key:** 4705 0055 07

Lot 2 in The Capitol District, an addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska, together with that part of vacated Davenport Street adjacent thereto on the North.

**Base Parcel:** 0747050053

**Tax Key:** 4705 0053 07

Lot 2 in The Capitol District, an addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska, together with that part of vacated Davenport Street adjacent thereto on the North.