

Delivered Via Email - 4/27/2017

**RE:** Non-Binding Letter of Intent (LOI) to Purchase 8.495-acre land site located Chestnut St./Loveland Madeira Rd. Loveland, OH 45140 - Hamilton County and owned by City of Loveland.

Dear Mr. Rob Stansel and Mr. Mark Fitzgerald:

SqFt Commercial has been authorized by Atrium Center and Orion Care Services, LLC to submit this Letter of Intent to Purchase and assist them in negotiations regarding the acquisition of the above referenced site.

**Buyer:** Atrium Center and Orion Care Services - <http://www.atriumlivingcenters.com/> or affiliated entity

**Seller:** City of Loveland - 120 W Loveland Ave. Loveland, OH 45140 - Hamilton County

**Space Defined:** Approximately 8.495 acres - Hamilton County Parcel ID's:

2.1 acres - 621-0003-0250-90  
2.79 acres - 621-0004-0012-90  
3.43 acres - 621-0004-0002-90  
0.175 acres - 621-0003-0186-90

**Purchase Price:** **Option 1 - Pad Ready Site:** Six Hundred and Fifty Thousand Dollars (\$650,000.00); all cash at closing  
**Option 2 - As is Site:** Five Hundred Thousand Dollars (\$500,000.00); all cash at closing

**Earnest Money:** \$25,000 to be deposited at purchase and sale agreement (PSA) contract acceptance date with buyer's title company

**Purchase Agreement:** Buyer to prepare PSA and to be delivered within 10 business days of LOI acceptance.

**Due Diligence Period:** Buyer requires 90 days from PSA acceptance/execution date to complete building due diligence including and not limited to zoning, ALTA survey, environmental report, easement agree/access to Loveland Madeira Rd, review of proposed tax abatement with City of Loveland, City of Loveland council approvals, State of Ohio contract/permits.

**Financing contingency:** None - All cash

**Seller Information:** Seller to provide buyer with following due diligence information within 5 days of PSA contract acceptance date to include (if available):

- conditions
- (a) The current title insurance policy;
  - (b) Plans and CAD drawings for the Property;
  - (c) Any information in Seller's possession relating to environmental
  - (c) ALTA survey of the Property;
  - (e) Copies of any applicable easements, park covenants/restrictions, or assessments affecting the property.

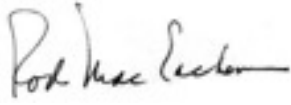
**Closing:** 30 days following contingency waiver

**Agency Disclosure and Brokerage Fee:** SqFt Commercial paid 6% at closing by seller - City of Loveland

**Non-Binding:**

The terms of this LOI are non-binding and subject to executing a mutually acceptable PSA and lease agreement. Offer expires Friday 5/5/2017 @ 5pm EST.

Regards,



Roddy MacEachen  
**SqFt Commercial**  
100 Riverside Place, Suite 201  
Covington, KY 41011  
C: 513-739-3985  
[Roddy@sqftcommercial.com](mailto:Roddy@sqftcommercial.com)  
[www.sqftcommercial.com](http://www.sqftcommercial.com)

CC:  
Bob Schmidt  
Orion Care Services LLC  
1102 Lake Bluff Circle  
Louisville, KY 40245  
502-376-1524 Phone  
502-324-4031 FAX  
[reschmidt@orioncareservices.com](mailto:reschmidt@orioncareservices.com)

Exhibit A:

