



CONFIDENTIAL
UNSOLICITED OFFER FOR
PUBLIC PRIVATE PARTNERSHIP
Presented to



September 23, 2022



CONFIDENTIAL UNSOLICITED PROPOSAL

This UNSOLICITED PROPOSAL ("Proposal") is intended to describe the general terms and conditions of a proposed Public-Private Partnership ("P3") between Arcadia Towers Group, LLC ("Arcadia") and The Village of Wellington ("Wellington") and is subject to negotiation and execution of definitive agreements and any other documentation that may be necessary to affect a definitive agreement (together, "Transaction Documents"). This Proposal is not a binding agreement on Arcadia or Wellington to proceed with the transaction and will not impose any obligations or liability on any party if the transaction herein is not consummated. Any such agreement will be made only if and when definitive Transaction Documents are agreed to and executed.

Arcadia proposes that the Village of Wellington and Arcadia enter into an exclusive Master Marketing Agreement ("MMA") (containing a form of ground lease agreement ("Option and Lease Agreement")) for the marketing and leasing of Wellington-owned properties to wireless service providers for the purpose of developing, constructing, and operating wireless communications facilities on such properties in a Public-Private Partnership with Wellington.

Master Marketing Agreement Terms

Grantor:	The Village of Wellington
Grantee:	Arcadia Towers Group, LLC or its assigns.
Exclusive Rights:	Wellington grants to Arcadia an exclusive right to market Wellington owned properties ("Properties", as attached hereto) to licensed commercial wireless carriers ("Wireless Service Providers") for the purpose of Arcadia's construction of telecommunications monopoles and related equipment (each a "Tower Site") and subleasing space thereon to commercial Wireless Service Providers. The list of Properties may be amended to include any additional properties added or reduce after the commencement of the Master Marketing Agreement by mutual consent.
Marketing Agreement:	Arcadia shall market Properties to Wireless Service Providers for the purpose of Arcadia's constructing Tower Sites and leasing space to Wireless Service Providers on such Properties. Upon interest from a Wireless Service Provider for a Tower Site at any Property, Arcadia shall present to Wellington a site plan for location of the Tower Site. Upon Wellington final approval ("Final Approval") of any Tower Site Location, Wellington and Arcadia shall enter into a ground lease option agreement ("Option and Lease Agreement") outlining the terms of Arcadia's rights to sublease a portion of the subject Property as further described below. Arcadia shall be



responsible for all costs associated with the construction, maintenance, and operations of all Tower Sites.

Term of MMA: Five (5) year initial term and shall automatically renew and extend five (5) additional one-year terms unless either party elects to not renew.

Ground Rent: As outlined below for each Option and Lease Agreement.

Other Terms and Conditions: Usual and customary for transactions of this type.

Authorizations/ Approvals: Subject to Arcadia management committee approval.

Closing Conditions: Negotiation, execution, and delivery of mutually acceptable Transaction Documents. Receipt of all necessary approvals from board, management, or third-party by both parties.

Closing Timeframe: Within sixty (60) days from the date of execution of this Term Sheet.

Option and Lease Terms

Landlord: The Village of Wellington or Acme Improvement District

Tenant: Arcadia Towers Group, LLC or its assigns.

Agreement: Upon Landlord final approval of a Tower Site location, Landlord and Tenant will enter into an Option and Lease Agreement whereby Landlord shall grant Tenant an option to lease on an approximately 1,600 square foot (40' x 40') portion of Landlord's Property for the construction of a Tower Site. Upon execution of the Option and Lease Agreement for any Property, Tenant shall commence due diligence including zoning, building permits, and other required governmental approvals and permits necessary for the construction of a Tower Site. Upon completion of all necessary approvals and permits, Tenant shall exercise the Option and commence the Lease.

Term of Option and Lease Agreement: The term of any option period shall be eighteen (18) months. The Lease shall have an initial term of a minimum of five (5) years, and will automatically renew and extend for eight (8) five-year renewal options at Tenant's sole option.



Ground Rent: Tenant shall pay Landlord twenty-five percent (25%) of all gross monthly revenues collected by Tenant ("Monthly Gross Revenues") received from Wireless Service Provider renting space on any Tower Site as ground rent ("Rent"). Tenant shall provide Landlord a monthly statement of Rent received from any Sublessee.

Termination: Upon an event of default.

Agreed and Accepted:

ARCADIA TOWERS GROUP, LLC

By: _____

Name: Samuel T. Johnston, Jr.

Title: President

Date: _____

THE VILLAGE OF WELLINGTON

By: _____

Name: _____

Title: _____

Date: _____



Properties*

Owner	Address	Parcel Number
WELLINGTON VILLAGE OF LESSOR	2975 GREENBRIAR BLVD	73414418000005000
WELLINGTON VILLAGE OF &		73414402020010000
WELLINGTON VILLAGE OF &	SAILBOAT CIR	73414410030000000
WELLINGTON VILLAGE OF	FLYING COW RANCH RD	73404336000005000
WELLINGTON VILLAGE OF	15 FLYING COW RANCH RD	73404336000005000
WELLINGTON VILLAGE OF		73404337000000000
WELLINGTON VILLAGE OF	FLYING COW RANCH RD	73404401000001000
WELLINGTON VILLAGE OF	2499 FLYING COW RANCH RD	73404412000001000
WELLINGTON VILLAGE OF	4499 FLYING COW RANCH RD	73404424000001000
WELLINGTON VILLAGE OF	3479 FLYING COW RANCH RD	73404424000001000
WELLINGTON VILLAGE OF	3501 FLYING COW RANCH RD	73404424000001000
WELLINGTON VILLAGE OF	BINKS FOREST DR	73414331010040000
WELLINGTON VILLAGE OF	ACME RD	73414335000007300
WELLINGTON VILLAGE OF	WHITE PINE DR	73414402030120000
WELLINGTON VILLAGE OF	1042 GOLDENROD RD	73414404010460000
WELLINGTON VILLAGE OF	1550 HAWTHORNE PL	73414404010670100
WELLINGTON VILLAGE OF	859 VIA TOSCANA	73414404110010000
WELLINGTON VILLAGE OF		73414404110020000
WELLINGTON VILLAGE OF	998 GREENVIEW SHORES BLVD	73414406020100000
WELLINGTON VILLAGE OF		73414406040120000
WELLINGTON VILLAGE OF		73414406040230000
WELLINGTON VILLAGE OF		73414408010180000
WELLINGTON VILLAGE OF	3 WESTHAMPTON CIR	73414410050010000
WELLINGTON VILLAGE OF		73414410480010000
WELLINGTON VILLAGE OF	12133 KEN ADAMS WAY	73414410480020000
WELLINGTON VILLAGE OF	12300 FOREST HILL BLVD	73414410480020000
WELLINGTON VILLAGE OF		73414411000005000
WELLINGTON VILLAGE OF	SHOWER TREE PL	73414411050080300
WELLINGTON VILLAGE OF	ROYAL FERN DR	73414411180020000
WELLINGTON VILLAGE OF	2175 WELLINGTON GREEN DR	73414413010160000
WELLINGTON VILLAGE OF		73414413080210000
WELLINGTON VILLAGE OF		73414417010180000
WELLINGTON VILLAGE OF	LAKE WORTH RD	73414423000005000
WELLINGTON VILLAGE OF		73414424060030000
WELLINGTON VILLAGE OF		73414426010190000
WELLINGTON VILLAGE OF	11011 LAKE WORTH RD	73414426020030000
WELLINGTON VILLAGE OF		73414426060030000
WELLINGTON VILLAGE OF		73414426100030000
WELLINGTON VILLAGE OF	AVENUE S	73414427000005200
WELLINGTON VILLAGE OF	12001 50TH ST S	73414427000005200
WELLINGTON VILLAGE OF	8301 FOREST HILL BLVD	73424327050160300
WELLINGTON VILLAGE OF	8375 FOREST HILL BLVD	73424327050160300
WELLINGTON VILLAGE OF	9830 STRIBLING WAY	73424419100010000
WELLINGTON VILLAGE OF	3100 LYONS RD	73424419120010000

ACME IMPROVEMENT DISTRICT		414425000001010
ACME IMPROVEMENT DISTRICT		73414402020010000
ACME IMPROVEMENT DISTRICT	NEWTON PL	73414409020000200
ACME IMPROVEMENT DISTRICT	SAILBOAT CIR	73414410030000000
ACME IMPROVEMENT DISTRICT		73414420030010000
ACME IMPROVEMENT DISTRICT	3401 SOUTH SHORE BLVD	73414421020000000
ACME IMPROVEMENT DISTRICT		73414432000003100
ACME IMPROVEMENT DISTRICT		73414432000003100
ACME IMPROVEMENT DIST	10400 STRIBLING WAY	73424327050260000
ACME IMPROVEMENT DIST	4321 S STATE ROAD 7	414425010160010
ACME IMPROVEMENT DIST		414425010160020
ACME IMPROVEMENT DIST	54 OUSLEY FARMS RD	73414331000005000
ACME IMPROVEMENT DIST		73414331000007000
ACME IMPROVEMENT DIST		73414331020060000
ACME IMPROVEMENT DIST		73414332000007000
ACME IMPROVEMENT DIST		73414332030010000
ACME IMPROVEMENT DIST		73414333000005000
ACME IMPROVEMENT DIST	STATE ROAD 80	73414333000007000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414334000005200
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414334000005200
ACME IMPROVEMENT DIST	ACME RD	73414335000007100
ACME IMPROVEMENT DIST	11075 ACME RD	73414335000007100
ACME IMPROVEMENT DIST	ACME RD	73414402000001000
ACME IMPROVEMENT DIST	12000 ACME RD	73414402000005000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414402000005000
ACME IMPROVEMENT DIST		73414402010050000
ACME IMPROVEMENT DIST	1100 MYSTIC WAY	73414402030000000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414403000001000
ACME IMPROVEMENT DIST		73414403000003000
ACME IMPROVEMENT DIST	12181 OLD COUNTRY RD S	73414403080070700
ACME IMPROVEMENT DIST	12600 WELLINGTON TRCE	73414403120020000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414404000001000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414404000005000
ACME IMPROVEMENT DIST	915 FORESTERIA AVE	73414404010850000
ACME IMPROVEMENT DIST	949 AZURE AVE	73414404010860000
ACME IMPROVEMENT DIST	1620 PRIMROSE LN	73414404010870000
ACME IMPROVEMENT DIST		73414404010890000
ACME IMPROVEMENT DIST		73414404010900000
ACME IMPROVEMENT DIST		73414404010910000
ACME IMPROVEMENT DIST		73414404060000000
ACME IMPROVEMENT DIST		73414404080000000
ACME IMPROVEMENT DIST		73414406020020000
ACME IMPROVEMENT DIST		73414406020050000
ACME IMPROVEMENT DIST		73414406030030000
ACME IMPROVEMENT DIST		73414406030190000
ACME IMPROVEMENT DIST	999 GREENVIEW SHORES BLVD	73414407000001000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414407000001000

ACME IMPROVEMENT DIST		73414407020010000
ACME IMPROVEMENT DIST		73414407040000000
ACME IMPROVEMENT DIST		73414407040020000
ACME IMPROVEMENT DIST		73414407050000000
ACME IMPROVEMENT DIST		73414407050050000
ACME IMPROVEMENT DIST		73414407060000000
ACME IMPROVEMENT DIST		73414407060040000
ACME IMPROVEMENT DIST		73414407070000000
ACME IMPROVEMENT DIST		73414407070050000
ACME IMPROVEMENT DIST		73414408010020000
ACME IMPROVEMENT DIST		73414408010030000
ACME IMPROVEMENT DIST		73414408010180000
ACME IMPROVEMENT DIST		73414409000001000
ACME IMPROVEMENT DIST		73414409000001000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414409000005000
ACME IMPROVEMENT DIST	13446 NORTHUMBERLAND CIR	73414409010000000
ACME IMPROVEMENT DIST		73414409010000000
ACME IMPROVEMENT DIST	13599 STAIMFORD DR	73414409020000100
ACME IMPROVEMENT DIST	1679 DORCHESTER PL	73414409020000100
ACME IMPROVEMENT DIST	1752 FARMINGTON CIR	73414409020000100
ACME IMPROVEMENT DIST	2100 AMESBURY CIR	73414409020000100
ACME IMPROVEMENT DIST	12771 BUCKLAND ST	73414409020000100
ACME IMPROVEMENT DIST	2668 YARMOUTH DR	73414409020000100
ACME IMPROVEMENT DIST	NEWTON PL	73414409020000100
ACME IMPROVEMENT DIST	MEADOWLAND DR	73414409040020000
ACME IMPROVEMENT DIST	12480 FOREST HILL BLVD	73414410000001000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414410000001000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414410000003000
ACME IMPROVEMENT DIST	1250 BLOCK ISLAND RD	73414410010000000
ACME IMPROVEMENT DIST	12778 PECONIC CT	73414410050000000
ACME IMPROVEMENT DIST	12800 PECONIC CT	73414410050040000
ACME IMPROVEMENT DIST	12806 PECONIC CT	73414410050040000
ACME IMPROVEMENT DIST		73414410290050000
ACME IMPROVEMENT DIST		73414410330010000
ACME IMPROVEMENT DIST		73414410370010000
ACME IMPROVEMENT DIST	1675 BIRKDALE DR	73414411000001000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414411000003000
ACME IMPROVEMENT DIST		73414411000005000
ACME IMPROVEMENT DIST		73414411000007000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414411000007000
ACME IMPROVEMENT DIST		73414411010360000
ACME IMPROVEMENT DIST		73414411010370000
ACME IMPROVEMENT DIST	1100 WELLINGTON TRCE	73414411020000000
ACME IMPROVEMENT DIST		73414411030000000
ACME IMPROVEMENT DIST	1075 SUMMERWOOD CIR	73414411050000000
ACME IMPROVEMENT DIST	BIRKDALE DR	73414411050000000
ACME IMPROVEMENT DIST		73414411160030000

ACME IMPROVEMENT DIST	11295 BIRKDALE DR	73414411180040000
ACME IMPROVEMENT DIST	ROYAL FERN DR	73414411180050000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414414000001000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414414000001000
ACME IMPROVEMENT DIST		73414414000003000
ACME IMPROVEMENT DIST		73414414000005000
ACME IMPROVEMENT DIST		73414414000005000
ACME IMPROVEMENT DIST	12316 SUNNYDALE DR	73414415000001000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414415000003000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414416000001000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414416000001000
ACME IMPROVEMENT DIST		73414416110010000
ACME IMPROVEMENT DIST	14001 PIERSON RD	73414417000005000
ACME IMPROVEMENT DIST		73414417000005000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414417000005000
ACME IMPROVEMENT DIST	2398 APPALOOSA TRL	73414417010020000
ACME IMPROVEMENT DIST		73414417010030000
ACME IMPROVEMENT DIST		73414417010180000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414418000001000
ACME IMPROVEMENT DIST	2901 OUSLEY FARMS RD	73414418000005000
ACME IMPROVEMENT DIST	2965 GREENBRIAR BLVD	73414418000005000
ACME IMPROVEMENT DIST	2675 GREENBRIAR BLVD	73414418010000000
ACME IMPROVEMENT DIST		73414418030000000
ACME IMPROVEMENT DIST	14900 PIERSON RD	73414419000001000
ACME IMPROVEMENT DIST	15352 SUNNYLAND LN	73414419010180000
ACME IMPROVEMENT DIST	13980 PIERSON RD	73414420000001000
ACME IMPROVEMENT DIST	PIERSON RD	73414420020010000
ACME IMPROVEMENT DIST	PIERSON RD	73414420090010000
ACME IMPROVEMENT DIST	13501 40TH ST S	73414421000003000
ACME IMPROVEMENT DIST	PIERSON RD	73414421010000000
ACME IMPROVEMENT DIST	SOUTHFIELDS RD	73414421030010000
ACME IMPROVEMENT DIST	3344 140TH AVE S	73414421040010000
ACME IMPROVEMENT DIST	11998 PIERSON RD	73414422000001000
ACME IMPROVEMENT DIST	12850 PIERSON RD	73414422000003000
ACME IMPROVEMENT DIST	11700 PIERSON RD	73414423000001000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414423000001000
ACME IMPROVEMENT DIST	11860 PIERSON RD	73414423000003000
ACME IMPROVEMENT DIST	FAIRLANE FARMS RD	73414423030010000
ACME IMPROVEMENT DIST		73414423050080000
ACME IMPROVEMENT DIST		73414423060150000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414426000001100
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414426000001100
ACME IMPROVEMENT DIST		73414426020030000
ACME IMPROVEMENT DIST		73414426020120000
ACME IMPROVEMENT DIST		73414426040030000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414427000003200
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414428000003000



ACME IMPROVEMENT DIST	13980 GRACIDA ST	73414429000001000
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414430000001000
ACME IMPROVEMENT DIST	150TH AVE S	73414431000001000
ACME IMPROVEMENT DIST	6090 140TH AVE S	73414433000001300
ACME IMPROVEMENT DIST	12990 FOREST HILL BLVD	73414434000001000

***Properties may be amended to include any additional properties by mutual consent.**