

**REQUEST FOR PROPOSALS FOR LEASE PURCHASE AGREEMENT
FINANCING CERTAIN ENERGY SAVINGS EQUIPMENT
FOR DOUGLAS COUNTY, GEORGIA**

AMOUNT: \$2,230,485

NOT BANK QUALIFIED: The financing will NOT be bank qualified within the meaning of Section 265(b)(3) of the Internal Revenue Code.

LESSOR: Winning Bidder (the “Lessor”).

LESSEE: Douglas County, Georgia (the “County”).

PURPOSE: The moneys will be used to (i) acquire energy savings equipment (the “Equipment”) and (ii) pay costs incurred in connection with the financing (the “Closing Costs”).

STRUCTURE/SECURITY: All of the money will be advanced by the winning bidder (the “Bank”) and deposited into demand deposit account maintained by the Bank (the “Account”). The money will be withdrawn from the Account as and when needed to pay for the Equipment and the Closing Costs in accordance with a Funding Agreement. The County will have sole responsibility for constructing the Project.

The County will enter into an annually-renewable Lease Purchase Agreement with the Lessor. Pursuant to the Lease Purchase Agreement, the Lessor will lease/sell the Equipment to the County on the terms and conditions identified below under “TERMS AND CONDITIONS,” and the County will make payments to the Lessor in amounts sufficient to repay the amount financed. **THE COUNTY’S OBLIGATIONS UNDER THE LEASE PURCHASE AGREEMENT ARE SUBJECT TO ANNUAL APPROPRIATION OF FUNDS.** The County will hold title to the Equipment during the term of the Lease Purchase Agreement and will agree to convey the Equipment to the Lessor or its assignee upon an Event of Default or an Event of Non-Appropriation.

TERMS AND CONDITIONS: The money advanced by the Bank will bear interest at a fixed rate, based upon [a 360-day year comprised of twelve thirty day months]. The interest rate applicable to the Lease Purchase Agreement will not be subject to change based upon a change in the Bank’s corporate tax rate or based upon a change in the laws or regulations relating to the Bank’s capital or reserve requirements. The amount financed will be repayable in equal monthly installments over a period of 15 years. [If the Bank requires a shorter repayment term, the proposal shall specify the repayment term.] Unless a proposal specifies otherwise, the County will have the option to prepay the financing in whole or in part, without a penalty, at any time. Bids are not subject to credit review or approval. All bids must be held until July 27, 2018.

DOCUMENTS: The form of the Lease Purchase Agreement and the Funding Agreement are attached hereto.

SCHEDULE: The proposed schedule is as follows:

<u>Date</u>	<u>Action Item</u>
July 2, 2018	Proposal Release Date
July 16, 2018	Proposals Due
July 19, 2018	Non-Binding Verbal Award
July 24, 2018	Formal Award
July 27, 2018	Closing

FINANCIAL INFORMATION: A copy of the audited financial statement of the County for the fiscal year ended December 31, 2017, the most recent year for which audited financial statements are available, is available at:

<http://www.celebratedouglascounty.com/view/global/viewdownload/&docid=6454&file=/Douglas County 2017 Comprehensive Annual Financial Report.pdf> The County's most recent financial report filed on EMMA is available at:
<https://emma.msrb.org/EP1009478-EP782621-EP1184349.pdf>.

ADDITIONAL INFORMATION: Questions or requests for additional information should be submitted to Matthew Arrington, the County's Financial Advisor. The Financial Advisor's telephone number is (404) 495-4722, and his email address is matthew.arrington@smctermius.com.

BASIS OF AWARD: The financing will be awarded to the bidder that offers the lowest interest rate (taking into account any fees required to be paid by the County) and the best optional prepayment terms. The County reserves the right to reject any or all bids.

OPINIONS: The County will provide the Bank with the opinions attached hereto.

PROPOSALS: Proposals should include the interest and the optional prepayment provision if different than that stated above under Terms and Conditions. Proposal should also specify any fees of the Bank expected to be paid by the County, including, but not limited to fees and expenses of the Bank's counsel, if any. Proposals should be sent to the Financial Advisor (i) electronically at the email address shown above or (ii) via hand delivery or overnight mail at the following address: Terminus Municipal Advisors, LLC, 3330 Cumberland Blvd. SE, Suite 660, Atlanta, GA 30339. Proposals must be received by 3:00 p.m. on July 18, 2018 (the "Bid Date"). Proposals will be evaluated by the Financial Advisor and the County on the Bid Date. A bid will be selected, or all bids will be rejected by 5:00 p.m. on July 19, 2018, and the formal award will be made by the Board of Commissioners at their meeting on July 24, 2018. THE AWARD WILL NOT BE BINDING UNTIL THE FORMAL AWARD BY THE BOARD OF COMMISSIONERS. By submitting a proposal, the Bank acknowledges that it has received all the information it needed to make an informed investment decision.