



GLENN COUNTY BOARD OF SUPERVISORS

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Request for Proposals to Provide Counsel Services for 2017 Energy Project and Solar Project

The County of Glen

The County of Glenn, a division of the State of California, (the “*County*”) was formed in 1891 and has a population of approximately 28,000. The County is located in the northern portion of California’s Central Valley encompasses approximately 1,327 square miles. The County has two incorporated cities, Orland and Willows. Willows serves as the County seat.

The Projects

The County is planning to implement a combination of various energy conservation measures (the “*Energy Project*”) and solar energy generation systems (the “*Solar Project*”) (collectively, the “*Projects*”). The County has selected Aircon Energy (the “*Contractor*”) to install the Projects at numerous County-owned sites. The Energy Project (estimated \$1.4 Million) will consist primarily of HVAC replacements and LED lighting replacements and the Solar Project (estimated \$1.6 Million) will consist of approximately 7 separate solar energy systems.

The Lease Structure

The County prefers to enter into an approximately \$3 Million lease transaction with a TBD institutional lender (the “*Lender*”), which will include a separate tax-exempt schedule to provide funding for the Energy Project and taxable direct-subsidy Clean Renewable Energy Bonds (“*CREBs*”) schedule to provide funding for the Solar Project. The tax-exempt schedule is referred to herein as the “*Tax-Exempt Schedule*” and the taxable schedule is referred to herein as the “*CREBs Schedule*”. It is anticipated that the transaction will be a direct private placement with one institutional lender. No official statement or other disclosure document will be prepared. There will be no debt service reserve, no rating, no DTC registration and no CUSIPs. The Lender will be required to provide certifications that the financing is not a security and is not being made with the present intention to resell, as well as other customary certifications.

The Lease transaction will be structured as an “asset transfer” lease and will include a site lease (the “*Site Lease*”) between the County and a TBD financing corporation (the “*Corporation*”), under which the County will lease its Auditor’s Building (insured replacement value of \$2.7 Million) and its Planning and Public Works Building (insured replacement value of \$755 Thousand) (collectively, the “*Leased Facility*”) to the Corporation. Under a separate facility lease agreement (the “*Facility Lease*”), the Corporation will sublease the Leased Facility back to the County. The payments due will represent rent for the beneficial use of the Leased Facility. Under an Assignment Agreement (the “*Assignment*”), the Corporation will assign to the Lender all of the Corporation’s right, title, and interest, in and to the Leased Facility under the Site Lease and the Facility Lease, including its right to receive the lease payments due under the Facility Lease.

Request for Proposals

The County is soliciting proposals from law firms with experience and interest to provide legal services in connection with this transaction. The County has already submitted an application to the Internal Revenue Service for the CREBs.

Information to be submitted by the proposer

1. Please provide a cover letter, which includes the name of the firm, address, telephone number, type of firm (e.g. partnership, LLP, etc.) and name of principal to contact. The cover letter must be signed by a representative of the firm with authorization to bind firm by contract.
2. Please list experience of assigned staff with these types of financings.
3. Please indicate your proposed fees. It should be assumed that the selected counsel will be responsible for providing documents, negotiating with the selected Lender and coordinating with various stakeholders during the process (County Board of Supervisors, County staff, Lender, Lender's counsel, title company, Contractor, etc.).
4. Any additional information you wish the County to consider in its evaluation process.

Proposal submission and evaluation

Proposals are due Monday, November 21, 2011 at noon PST and should be submitted to Edward Lamb at elamb@countyofglenn.net. The County reserves the right to exercise its own discretion in making the award.

Thank you for your consideration. We would enjoy the opportunity to work with you on this transaction and look forward to your response. Please feel free to contact me at (530) 934-6476 if you have any questions.

Edward J. Lamb
Director of Finance
County of Glenn