REQUEST FOR PROPOSALS FOR REFUNDING OF LEASE REVENUE BONDS OF THE KANAWHA COUNTY BUILDING COMMISSION FOR THE BENEFIT OF THE COUNTY COMMISSION OF KANAWHA COUNTY

The County Commission of Kanawha County (the "County Commission") is requesting proposals from investment banking firms, banks and other qualified entities in connection with the refunding of the Kanawha County Building Commission Lease Revenue Bonds, Series 2008 (the "Series 2008 Bonds") through the issuance by the Kanawha County Building Commission (the "Building Commission") of its lease revenue refunding bonds (the "Refunding Bonds"). The proceeds of the Series 2008 Bonds were used to finance all or a portion of the costs of improving the real estate, together with the improvements thereon, constituting the former Appalachian Electric Power Building and related facilities located on Virginia Street, East between Truslow Street and Goshorn Street in Charleston, Kanawha County (the "Property"). The Property is currently owned by the Building Commission and leased to the County Commission. The Building Commission will execute a deed of trust encumbering the Property to secure the repayment of the Refunding Bonds and will then lease the Property to the County Commission. The County Commission will be required pursuant to the provisions of the subject lease to make lease payments equal to the debt service on the Refunding Bonds. The County Commission will have the right at least once each fiscal year to terminate the lease without any further obligation thereunder after such termination.

The source of repayment will be lease payments to be made by the County Commission. The County Commission desires an amortization period for the Refunding Bonds of approximately ten (10) years ending on December 19, 2023, which is the remaining amortization period for the Series 2008 Bonds. It is anticipated that the Refunding Bonds will be "bank qualified" meaning that they will be a "qualified tax-exempt obligation" for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

DESCRIPTION OF BONDS TO BE REFUNDED.

The Kanawha County Building Commission Lease Revenue Bonds (Kanawha County Commission Office Building Project), Series 2008 (the "Series 2008 Bonds") were issued on December 19, 2008, in the original principal amount of $10,000,000. The outstanding balance of the Series 2008 Bonds as of November 1, 2013, was $7,921,432, $290,326 of which will mature on December 19, 2013, leaving an anticipated principal balance of $7,631,106 as of the expected closing date which is anticipated to occur sometime during January, 2014.

The outstanding Series 2008 Bonds are subject to optional redemption on and after December 20, 2013, at redemption price equal to 100% of the principal amount of the Series 2008 Bonds being redeemed plus interest thereon to the dated fixed for redemption.

CONTENTS OF PROPOSALS.

Proposals responsive to this request should contain at a minimum the following information:

1. The interest rate or rates on the proposed Refunding Bonds;

2. Redemption premiums or other prepayment penalties, if any, that would be applicable to the Refunding Bonds;

3. The proposed maturity date or dates, aggregate principal amount and amortization schedule for the proposed Refunding Bonds. The County Commission would like to receive proposals for an amortization period for the Refunding Bonds of approximately ten (10) years ending on December 19, 2023, which is the remaining amortization period for the Series 2008 Bonds;

4. A comparison of the debt service requirements of the Refunding Bonds to the debt service requirements of the Series 2008 Bonds to be refunded (the debt service schedule for the Series 2008 Bonds is attached hereto);

5. Whether a debt service reserve fund will be required with respect to the Refunding Bonds and, if required, the amount of the debt service reserve fund;

6. A list of all professionals, e.g. underwriter's or bank's counsel, etc. to be involved in the issuance of the proposed Refunding Bonds, assuming Bond Counsel has been retained by the Building Commission;

7. A list of all costs of issuance relating to the issuance of the proposed Refunding Bonds, excluding the fees and expenses of Bond Counsel which has already been retained by the Building Commission;

8. Approximate time schedule for the issuance of the proposed Refunding Bonds. Please note that a closing no sooner than January, 2014 will be required in order for the entirety of the Refunding Bonds to be bank qualified;

9. The County Commission prefers that the payments on the Refunding Bonds be made semi-annually on June 19 and December 19, which are the same payment dates for Series 2008 Bonds. Please either confirm that your proposal includes those payment dates or specify a different frequency, e.g. monthly or quarterly, and payment dates in your proposal;

10. How long the proposed interest rate or rates will remain available and/or method by which such interest rate or rates will be adjusted to reflect changes in market interest rates. Please note that the County Commission would like for the proposed rate(s) to remain available until at least the end of January 2014 to allow time to complete the bond issuance process;

11. Any other terms or conditions of the proposal. Please note that the County Commission would like to receive proposals and not just mere expressions of interest and, accordingly, that proposals not be subject to credit review in order to avoid potential delays caused by such reviews. Financial information relating to the County Commission can be obtained by contacting Jerie Whitehead, Purchasing Director for the County Commission, at the address or phone number below. However, if a proposal is submitted subject to credit review, please include an estimate of the time needed to complete that review;

12. The following affirmation and information:

a. Affirm that your firm or organization and all individuals that will be assigned to this transaction are free from all obligations and interests which might conflict with the interests of the County Commission or the Building Commission.

b. Identify all pending litigation or regulatory action, if any, related to public finance in which your firm or organization or any predecessor firm, organization or employee is involved. For each matter, state:

(i) style of case;

(ii) summary of the nature of the case or claim;

(iii) status of the case or claim (e.g. Circuit Court, on appeal to Supreme Court, awaiting certiorari, etc.);

(iv) approximate dollar amount involved, if any; and

(v) improper conduct alleged.

c. Identify any other existing or potential conflicts of interest, as well any relationships that might be considered a conflict of interest, that may affect or involve this transaction; and

13. The County Commission may determine to make an additional principal payment on the Series 2008 Bonds in conjunction with the proposed refunding. Please indicate whether such a prepayment, if made, would have an impact, good or bad, on the interest rate(s) or other terms of your proposal and, if so, what that impact would be.

Proposals should be submitted in a manner to be received by the County Commission at 407 Virginia Street, East, Charleston, West Virginia 25301, Attention: Jerie Whitehead, Purchasing Director, no later than 3:00 p.m. on Monday, December 16, 2013. Questions and requests for information relating to this Request for Proposals should be directed to Jerie Whitehead, Purchasing Director, at (304) 357-0115. Three (3) copies of the proposal are requested.

Nether the County Commission nor the Building Commission will be responsible for any expenses incurred in the preparation and/or presentation of the proposals and oral interviews, if conducted, or for the disclosure of any information or material received in connection with this solicitation, whether by negligence or otherwise. The County Commission and Building Commission reserve the right to reject any and all proposals, with or without cause, and waive any irregularities or informalities in the proposals. The County Commission and Building Commission further reserve the right to make such investigations as it deems necessary as to the qualifications of any and all parties submitting proposals. In the event all proposals are rejected, the County Commission and Building Commission reserve the right to solicit additional proposals.