

NOTICE OF RFP

THE UNION COUNTY IMPROVEMENT AUTHORITY UNION COUNTY RENEWABLE ENERGY PROGRAM, SERIES 2010 REQUEST FOR PROPOSALS

For a Developer of Photovoltaic Systems with respect to certain Local Government
Facilities in the County of Union, New Jersey

Dated August 31, 2010

IMPORTANT, RESPONDENTS MUST REGISTER. SEE BELOW FOR DETAILS.

The Union County Improvement Authority (“**Authority**”) has issued a “Request for Proposals for a Developer of Photovoltaic Systems with respect to certain Local Government Facilities in the County of Union, New Jersey” dated August 31, 2010 (the “**RFP**”). Capitalized terms not defined in this Notice of RFP shall be defined as set forth in the RFP. The RFP was authorized for issuance pursuant to resolution of the Authority adopted by its governing body on July 7, 2010, a copy of which is attached in **Appendix A** to the RFP. The RFP may be downloaded from the Authority’s website (<http://www.ucianj.org/>), or a hard copy may be obtained from the Chair of the Authority at the following address:

The Union County Improvement Authority
10 Cherry Street
Elizabeth, New Jersey 07202
Attention: Mark Brink, Project Manager

T: (908) 820-9710

F: (908) 820-9874

ucia@verizon.net

Photovoltaic development firms (“**Respondents**”) that submit timely and completed responses (“**Proposals**”) to the RFP shall be reviewed, evaluated and considered by the Authority pursuant to the competitive contracting provisions of the Local Public Contracts Law (N.J.S.A. 40A:11-4.1(k)) and on behalf of the board of education Local Units, the Public Schools Contracts Law (N.J.S.A. 18A:18A-4.1(k)) of the State of New Jersey (the “**State**”), all pursuant to (i) Local Finance Board Notice 2008-20, December 3, 2008, *Contracting for Renewable Energy Services*, (ii) the Board of Public Utilities protocol for measuring energy savings in PPA agreements (*Public Entity Energy Efficiency and Renewable Energy Cost Savings Guidelines, Dated February 20, 2009*), (iii) Local Finance Board Notice 2009-10 dated June 12, 2009, *Contracting for Renewable Energy Services: Update on Power Purchase Agreements* (the “**LFB Notice 2009-10**”) and applicable law. Proposals are also being solicited through, and the RFP is being issued in accordance with, a fair and open process pursuant to the State Pay to Play Law, N.J.S.A. 19:44A-20.1, *et seq.*

Under the competitive contracting provisions of applicable law, the Authority is not bound to select the lowest responsible bidder, although price and ability to perform the Company Services detailed in the RFP are each significant factors of the RFP. The Authority reserves the right to conduct interviews with one or more of the Respondents prior to any award. See Section 6.2 of the RFP for the Evaluation Criteria (defined in such Section) that shall serve as the basis for the award (see Section 6.3 of the RFP) pursuant to the RFP. The Respondent that shall receive the award by the Authority to provide the Company Services shall be known as the “**Successful Respondent**” or the “**Company**”) for purposes of the RFP.

REGISTRATION

In order to be considered as the Successful Respondent, each Respondent must register with the Authority (i) that it intends to submit a Proposal, (ii) providing its contact person (the “**Respondent Contact Person**”) and contact information (**name, company, address, phone, cell, fax, and e-mail address**) for any and all communication with the Respondent during the RFP timeframe, and (iii) in order to access certain important information on the Authority’s website. Any changes to any information in the RFP, including any future addenda amending or supplementing any terms, shall be both posted on the Authority’s website (<http://www.ucianj.org/>) and issued, fax or e-mail, to the Respondent Contact Person. Registration should occur immediately upon downloading the RFP from the website or otherwise receiving a copy of the RFP from the Authority or otherwise. Registration should be made by e-mailing the required information in clauses (i) and (ii) above to Mark Brink, Project Manager at ucia@verizon.net and/or mailing a copy to Mr. Brink at the address referenced above.

One (1) original, and nine (9) copies of a fully authorized, completed, executed and sealed (boxes may be used if necessary or desirable, so long as the Respondent and RFP are clearly marked on the outside) Proposal are due from Respondents by 1:00 p.m. (EDT), October 19, 2010, to be delivered to Mr. Brink, Project Manager, at the address set forth earlier in this Notice of RFP. Should there be any conflict in terms between the Notice of RFP and the RFP, the provisions of the RFP shall control.

All comments and questions concerning any facet of the RFP, including the corresponding procedures and requirements, must be addressed in writing, at the time set forth in **Exhibit 3** to the RFP:

- (i) If via hard copy, to Mr. Brink, Project Manager, at the address set forth earlier in this Notice of RFP;
- (ii) If via e-mail, to (A) Mark Brink, Project Manager, (B) Ryan J. Scerbo, Esq., of DeCotiis, FitzPatrick & Cole, LLP, Counsel for the Authority, at the following email addresses:

ucia@verizon.net, and
rscerbo@decotiislaw.com

A Pre-Proposal Submission Conference Call shall be held for the benefit of all potential Respondents by the Authority and its consultants on September 8, 2010 at 1:00 p.m at Union county Freeholder's Conference Room, 6th Floor of the Union County Administration Building, Elizabethtown Plaza, Elizabeth, New Jersey. Please see Section 2.3 of the RFP for registration. Potential Respondents are **STRONGLY** encouraged to take part in the Pre-Proposal Submission Meeting. Respondents are also encouraged to have, at a minimum, the persons responsible for coordinating the financing and technical components of any Proposal in attendance at the Pre-Proposal Submission Meeting.

Potential Respondents that, prior to each site tour, shall have sent a list of attendees to the Authority, via e-mail to Mark Brink, Project Manager at ucia@verizon.net shall have an opportunity to inspect the Local Unit Facilities for the Local Units, upon or in which the Projects are to be developed, at the dates and times set forth in the RFP.

The Authority reserves the right to reject specific Proposals if not submitted by the time, date, and manner and at the place designated in the RFP, or if not completed in conformance with the terms of the RFP. The Authority further reserves the right to waive any defects in specific Proposals that the Authority, in its sole discretion and in accordance with law, determines to be immaterial to the purposes of the Authority, the County, the Local Units and the Series 2010 Program. The Authority further reserves the right to reject all Proposals or otherwise take such action that the Authority, in its sole discretion and in accordance with law, shall determine to be in the best interests of the Authority, the County, the Local Units and the Series 2010 Program. The Authority anticipates that due to LFB Notice 2009-10, it is possible the Authority would reject all Proposals should the PPA purchase price for electricity submitted in each Proposal be in excess of the existing delivered cost of electrical power from the Local Distribution Companies, which in the case of all of the Local Unit Facilities for the Local Units is PSE&G.

Each submitted Proposal, without any further act, shall be deemed to be the property of the Authority, and shall be submitted and if applicable, presented, at the cost and expense of the Respondent, without reimbursement for any portion thereof from the Authority.

This Notice of RFP has been issued and posted on the Authority's website by order of Joseph W. Miskiewicz, Chair, Union County Improvement Authority, this 31st day of August, 2010, all pursuant to an authorizing resolution of the Authority adopted July 7, 2010.