



TERM SHEET

This Summary of Terms and Conditions is for discussion purposes only and is not a commitment to lend by Regions Bank ("Bank"). Any commitment is subject to Bank due diligence and Bank management approval. The following is a basic outline of the terms and conditions which are generally available at this time. These terms and conditions are subject to change, in Bank's sole and absolute discretion, at any time prior to the execution of a binding commitment or agreement, based on market, underwriting, collateral or other conditions.

Borrower:	Baldwin County Commission
Amount:	Up to \$10,000,000
Type:	Taxable Term Loan
Term:	12 & 15 year option
Purpose:	Refinance a portion of the 2012 – B General Obligation
Interest Rate:	The fixed rates are reflected on the attached response form. The economics presented in this proposal are based on current market conditions and the 10 year swap rate of 2.84% as quoted by the Federal Reserve for the week ended July 12, 2013. These rates will be held through August 16, 2013. If the transaction fails to close by August 16, 2013, the fixed interest rates as quoted in this proposal shall be adjusted upward or downward, prior to closing, in order to maintain Lender's yield over the 10 year swap as it exists on the week ended prior to closing.
Repayment:	Principal and Interest payments will be made on a semi-annual basis. Prepayments are reflected on the attached response form.
Fees:	Maximum fee of \$5,000 to cover Bank's legal expense.
Collateral:	General Obligation
Financial Covenants:	Mutually agreeable covenants and requirements, including but not limited to maintaining compliance with a (i) Minimum public debt rating of Baa1; and (ii) Financial Reporting requirements.
Documentation:	It is understood that the County's Bond Counsel will prepare the documentation for this transaction. Regions will have Bank Counsel review the documents to ensure they are consistent with ordinary Bond documents that are prepared on the Bank's behalf.



Confidentiality:

The Borrower agrees to keep this term sheet and all of its material terms confidential. The Borrower is not to disclose this term sheet or any of its material terms to anyone except as such disclosure is required by law or regulation or as a result of any legal or administrative procedure.

This term sheet is not to be construed as a commitment letter, but is for discussion purposes only. This term sheet and each of the terms contained herein may be rescinded or modified at any time by Bank in its sole and absolute discretion.

Thank you for providing Regions Bank with this opportunity to further our relationship with Baldwin County. We are grateful for your consideration and remain available to promptly respond to any questions that you may have regarding our proposal and this document. I look forward to hearing from you.

Sincerely,

A handwritten signature in black ink, appearing to read "Chris Esfeller".

Chris Esfeller
Vice President
Regions Bank

Response Form for Proposal Long Term Loan

Responses must be received by 1:00 pm on Tuesday (July 16, 2013).

Responses should be faxed to Kimberly Creech, Clerk/Treasurer at 251-239-4309 or emailed to Kcreech@baldwincountyal.gov or mailed to Baldwin County Commission, Attn. Kimberly Creech, 312 Courthouse Square, Suite 11, Bay Minette, AL 36507.

Options	Non-Bank Qualified, Taxable Fixed -Rate
Fixed Rate – 20 years prepayable without penalty on or after August 27, 2021	N/A
Fixed Rate – 15 years prepayable without penalty on or after August 27, 2020	4.54%
Fixed rate – 12 years prepayable without penalty on or after August 27, 2018	3.99%
Fixed Rate – 20 years with prepayment penalty 1% on or after August 27, 2021, declining by ½% in 2022 and to 0% in 2023	N/A
Fixed rate – 15 years with prepayment penalty of 1% on or after August 27, 2020, declining by 1/2% in 2021 and to 0% in 2022	N/A
Fixed Rate – 20 years with prepayment penalty of 1% on or after August 27, 2015 declining by ½% in 2016 and to 0% in 2017	N/A
Fixed Rate – 15 years with prepayment penalty of 1% on or after August 27, 2015 declining ½% in 2016 and to 0% in 2017	N/A

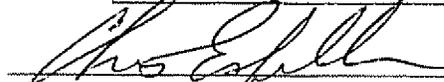
- **Attach amortization schedules**
- **Conditions**-Provide a listing of all conditions, terms or restrictions, other than those specified in this RFP, which would be included in your commitment to provide the Term Loan.
- **Fees and Expenses** – Describe in detail all fees and expenses which the County will be responsible for under the bank’s proposal. The County will pay all fees and expenses of County Bond Counsel.

Name of Bank: Regions Bank

Contact Person: Chris Esfeller

Telephone Number: 251-690-1087

Email: christopher.esfeller@regions.com


Signature of bank official

Note: The successful bank will be selected at the regularly scheduled Commission meeting of August 6, 2013. We anticipate finalizing the loan within 30 days.

AMORTIZATION SCHEDULE

THIS SCHEDULE IS USED FOR ESTIMATION PURPOSES ONLY. CIRCUMSTANCES SUCH AS LATE PAYMENTS, EARLY PAYMENTS AND OTHER EXTENUATING EVENTS MAY CAUSE THIS SCHEDULE TO CHANGE.

LOAN AMOUNT: \$10,000,000

INTEREST RATE: 4.54%

LOAN TERM: 15 years

PAYMENT FREQUENCY: 2 per year

MONTHLY PAYMENT: \$353,237.25

PAYMENT NUMBER	PRINCIPAL	INTEREST	BALANCE
1	\$126,237.25	\$227,000.00	\$9,873,762.75
2	\$129,102.83	\$224,134.41	\$9,744,659.92
3	\$132,033.47	\$221,203.78	\$9,612,626.45
4	\$135,030.63	\$218,206.62	\$9,477,595.83
5	\$138,095.82	\$215,141.43	\$9,339,500.00
6	\$141,230.60	\$212,006.65	\$9,198,269.41
7	\$144,436.53	\$208,800.72	\$9,053,832.87
8	\$147,715.24	\$205,522.01	\$8,906,117.63
9	\$151,068.38	\$202,168.87	\$8,755,049.26
10	\$154,497.63	\$198,739.62	\$8,600,551.63
11	\$158,004.73	\$195,232.52	\$8,442,546.90
12	\$161,591.43	\$191,645.81	\$8,280,955.47
13	\$165,259.56	\$187,977.69	\$8,115,695.91
14	\$169,010.95	\$184,226.30	\$7,946,684.96
15	\$172,847.50	\$180,389.75	\$7,773,837.46
16	\$176,771.14	\$176,466.11	\$7,597,066.32
17	\$180,783.84	\$172,453.41	\$7,416,282.48
18	\$184,887.64	\$168,349.61	\$7,231,394.85
19	\$189,084.58	\$164,152.66	\$7,042,310.26
20	\$193,376.80	\$159,860.44	\$6,848,933.46
21	\$197,766.46	\$155,470.79	\$6,651,167.00
22	\$202,255.76	\$150,981.49	\$6,448,911.24
23	\$206,846.96	\$146,390.29	\$6,242,064.28
24	\$211,542.39	\$141,694.86	\$6,030,521.89
25	\$216,344.40	\$136,892.85	\$5,814,177.49
26	\$221,255.42	\$131,981.83	\$5,592,922.07
27	\$226,277.92	\$126,959.33	\$5,366,644.16
28	\$231,414.42	\$121,822.82	\$5,135,229.73
29	\$236,667.53	\$116,569.71	\$4,898,562.20
30	\$242,039.89	\$111,197.36	\$4,656,522.32

AMORTIZATION SCHEDULE

THIS SCHEDULE IS USED FOR ESTIMATION PURPOSES ONLY. CIRCUMSTANCES SUCH AS LATE PAYMENTS, EARLY PAYMENTS AND OTHER EXTENUATING EVENTS MAY CAUSE THIS SCHEDULE TO CHANGE.

LOAN AMOUNT: \$10,000,000
INTEREST RATE: 3.99%
LOAN TERM: 12 years
PAYMENT FREQUENCY: 2 per year
MONTHLY PAYMENT: \$434,204.71

PAYMENT NUMBER	PRINCIPAL	INTEREST	BALANCE
1	\$234,704.71	\$199,500.00	\$9,765,295.29
2	\$239,387.07	\$194,817.64	\$9,525,908.21
3	\$244,162.85	\$190,041.87	\$9,281,745.37
4	\$249,033.89	\$185,170.82	\$9,032,711.47
5	\$254,002.12	\$180,202.59	\$8,778,709.35
6	\$259,069.46	\$175,135.25	\$8,519,639.89
7	\$264,237.90	\$169,966.82	\$8,255,401.99
8	\$269,509.44	\$164,695.27	\$7,985,892.55
9	\$274,886.16	\$159,318.56	\$7,711,006.39
10	\$280,370.14	\$153,834.58	\$7,430,636.25
11	\$285,963.52	\$148,241.19	\$7,144,672.73
12	\$291,668.49	\$142,536.22	\$6,853,004.24
13	\$297,487.28	\$136,717.43	\$6,555,516.96
14	\$303,422.15	\$130,782.56	\$6,252,094.81
15	\$309,475.42	\$124,729.29	\$5,942,619.39
16	\$315,649.46	\$118,555.26	\$5,626,969.93
17	\$321,946.66	\$112,258.05	\$5,305,023.27
18	\$328,369.50	\$105,835.21	\$4,976,653.77
19	\$334,920.47	\$99,284.24	\$4,641,733.29
20	\$341,602.13	\$92,602.58	\$4,300,131.16
21	\$348,417.10	\$85,787.62	\$3,951,714.06
22	\$355,368.02	\$78,836.70	\$3,596,346.04
23	\$362,457.61	\$71,747.10	\$3,233,888.43
24	\$369,688.64	\$64,516.07	\$2,864,199.79