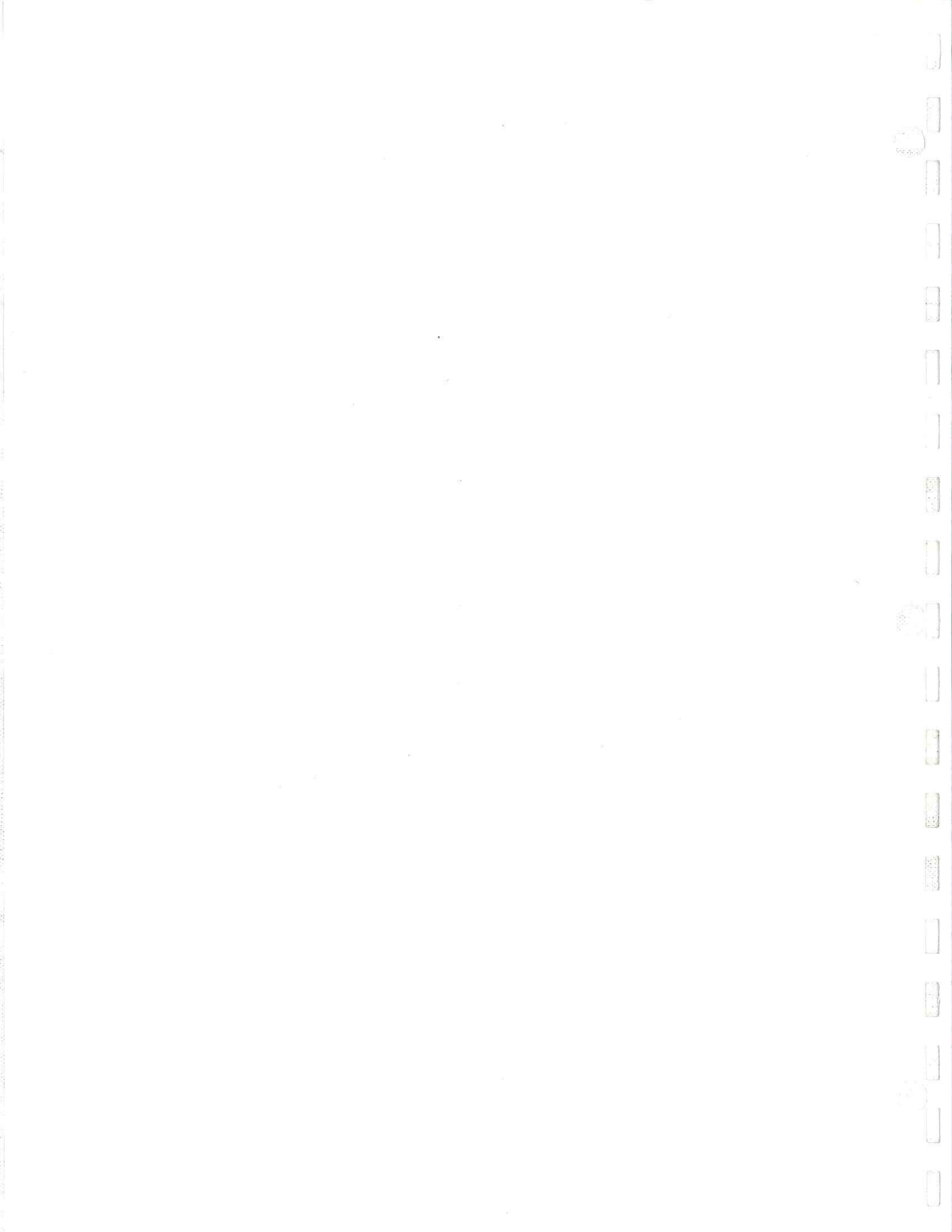




Appendix 3: Letters of Interest to Provide Tax-Exempt Equipment Lease Purchase Financing





Appendix 3.1: Siemens Financial Services / Siemens Public, Inc.

SIEMENS

February 15, 2016

City of San Jose
200 E. Santa Clara Street,
San Jose, CA 95113

Re: **TAX EXEMPT LEASE FINANCING FOR SIEMENS BUILDING TECHNOLOGIES
PROJECT**

Dear Sir or Madam:

Siemens Financial Services, as agent for Siemens Public, Inc. ("SPI"), is extremely interested in proposing a tax-exempt financing solution to the City of San Jose ("city") for the financing of the proposed energy efficiency measures. As one of the largest providers of tax-exempt financing, Siemens Public, Inc. is committed to dedicating its resources, members and expertise to provide the most cost effective and flexible contracting package to you, with financing terms extending up to 15 years. Fixed rates for these types of tax-exempt financings are today in the 2.6% - 3.0% range, depending on the financing term and interest rate movement. SPI has extensive experience funding infrastructure improvements for cities and local governments around the country. At your request, Siemens Financial Services would be pleased to provide to you a detailed finance proposal, outlining the specific terms of this transaction. As with all financing proposals, final terms and conditions would be subject to formal review and approval of the project, by both the borrower and lender.

Please feel free to contact me if you have any questions, or would like to discuss this proposal in greater detail. Thank you again for allowing us the opportunity to provide financing for your Siemens Building Technologies project.

Sincerely,



Micah H Thompson
Senior Vice President



Betty Poon
Vice President

Neither Siemens Public, Inc. ("SPI") nor its agent Siemens Financial Services, Inc. ("SFS") is recommending any action. SPI is acting for its own interests. Neither SPI nor SFS is a registered municipal advisor and neither is subject to any of the fiduciary duties imposed on municipal advisors. Without limiting the generality of the foregoing, neither SPI nor SFS is an advisor to, or fiduciary of, any obligor or prospective obligor with respect to any transaction or any of the discussions, undertakings and procedures leading thereto. Or any information or material provided in connection therewith. Obligors and prospective obligors should consult their own legal, financial and other advisors, as deemed appropriate, before taking any action regarding any transaction, all matters related thereto, and any information or material provided in connection therewith.

The terms and conditions outlined herein are not all-inclusive and are based upon information provided to date. This letter does not represent an offer or commitment by SPI to enter into a lease transaction or to purchase the Equipment described in this proposal, and does not create any obligation for SPI. Closing of this transaction will be subject to, among other things, there having occurred no material adverse change in the District's financial condition or business operations or in the economic and/or regulatory conditions existing prior to the closing and, subject further, to the execution by District and SPI, and delivery to SPI, of all documents required by SPI, all in form and substance acceptable to SPI. This letter may be withdrawn or modified by SPI at any time prior to a definitive written commitment letter to enter into a lease transaction with District being issued by SPI and accepted by District. SPI shall have the sole right to assign this letter, any future commitment letter or any lease between District and SPI. District shall not assign any commitment letter or any lease between SPI and District. All rates stated herein are based upon current money cost, tax rates and tax law assumptions. Should any changes occur, the rates will be adjusted accordingly



Appendix 3.2: Banc of America Public Capital Corp



Michael C. Brunzman
Senior Vice President
Energy Services

Banc of America Public Capital Corp
312 Walnut Street, Ste 2200
Cincinnati, OH 45202
Email: michael.brunzman@baml.com
Tel: 513.929.5102
Fax: 312.453.5331

February 10, 2016

Linda Rega
Siemens Industry, Inc.
887 Deerfield Pkwy
Buffalo Grove, IL 6089

Re: Financing Letter of Interest for the City of San Jose, California – Street Light Retrofit

Dear Linda:

As part of our longstanding and highly valued banking and credit relationship with Siemens, Banc of America Public Capital Corp (“BAPCC”) and its Bank of America, N.A. affiliated companies (“BAC”) regularly extend credit to finance energy efficiency and projects for Siemens customers across the U.S., and we are interested in learning more about the opportunity to provide a tax-exempt or taxable credit-based private placement financing solution for the City of San Jose, CA for the street light retrofit financing opportunity referenced above.

With annual fundings in excess of \$1.5 billion, BAPCC is a leading provider of tax-exempt equipment finance solutions for the public sector. Specifically, BAPCC has extensive experience in California and across the country financing street light projects such as the subject of this financing. In California, in addition to the first City of San Jose opportunity, we have provided financing for street light programs in San Diego, Oceanside, Los Angeles, Oakland, and others.

Our Energy Services and Capital Markets teams offer a wealth of specialized financial, structural and industry expertise to deliver smooth closings to our customers, and we are confident that our partnership with Siemens will provide the City of San Jose with exceptional resources for a successful and highly efficient financing of the proposed project. We are also proud of our company's \$125 billion, 10-year lending and investment commitment for environmental saving initiatives, and we are interested in the chance to learn more about the City of San Jose solar energy opportunity as part of that commitment.

For reference, I've included links below leading to BAC's financial information, and information regarding our corporate sustainability and environmental commitments:

<http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-reportsannual#fbid=J0qtxy4UhRf>

http://about.bankofamerica.com/en-us/global-impact.html?cm_mmc=ENT-Funded-vanity- -EF01VN0002_environment- -NA

Please note that this letter is not a commitment or offer to lend or finance, and does not create any obligation for BAPCC or BAC. All prospective transactions must meet internal approval requirements for funding.

We look forward to learning more about this opportunity and to the possibility of working with the City of San Jose and Siemens in support of our mutual goals of energy and cost saving efficiencies.

Please do not hesitate to contact me at any time with any questions.

Sincerely yours,

Michael C. Brunzman

Michael C. Brunzman
Senior Vice President



Appendix 3.3: PNC Equipment Finance, LLC



February 16, 2016

Ms. Linda Rega, CPA, LEED GA
Manager, Financial Services
Siemens Industry, Inc., Building Technology Division
1000 Deerfield Parkway
Buffalo Grove, IL 60089

RE: Financial Services Reference Letter

Dear Ms. Rega:

PNC Equipment Finance, LLC ("PNCEF") is pleased to provide our support letter as it relates to your response for a **REQUEST FOR QUALIFICATIONS FOR A STREET LIGHTING PROJECT**. PNCEF provides tax-exempt and taxable lease purchase financing for energy conservation projects and other green initiatives throughout the U.S.

Our portfolio of over \$1.1 billion of energy conservation projects places us as one of the top funding sources for transactions of this type. Our industry expertise provides the necessary knowledge and understanding to guide you and our customers through a smooth process.

PNCEF has financed a number of opportunities with the team at Siemens. Most recently, we funded a transaction for a city in California for \$14.0 million as well as a California school district for \$2.3 million.

Among America's top financial institutions, no company has done more to spur the charge, or energize the green cause than PNC. We have taken the lead when it comes to environmentally and employee-friendly construction.

- PNC has more certified "green" buildings than any other company in the world.
- PNC is the first U.S. bank to apply green building standards to all newly constructed or renovated retail branch offices.
- Existing buildings on the site of all new major construction projects will be "deconstructed" rather than demolished to salvage or reuse more than 90 percent of materials that otherwise would go to landfills.
- PNC is one of the nation's largest diversified financial services organizations providing retail and business banking; specialized services for corporations and government entities, including corporate banking, real estate finance and asset-based lending; wealth management; asset management and global fund services.

If you need any further information, please call me directly at 614-463-6580.

Regards,

A handwritten signature in black ink that reads "Al Zuelke". The signature is written in a cursive, flowing style.

PNC Equipment Finance
155 E. Broad Street, Columbus, OH 43215

