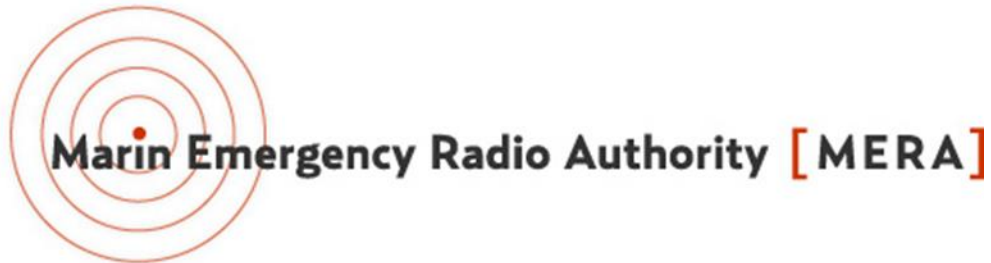


**B2-a: RFP for Trustee/
Paying Agent/Registrar Services**



Request for Proposal
for
Trustee/Paying Agent/Registrar Services

\$40,000,000*

Marin Emergency Radio Authority
2016 Special Tax Revenue Bonds
(Marin Public Safety and Emergency Radio System)

*subject to change

February 16, 2016

To All Interested Parties:

On behalf of the Marin Emergency Radio Authority (MERA), Sperry Capital Inc. (Sperry) in its capacity as Independent Registered Municipal Advisor to MERA, is soliciting proposals from qualified institutions for bond trustee/paying agent/registrars services.

It is anticipated that MERA will issue approximately \$40,000,000 in Special Tax Revenue Bonds in the second quarter of 2016.

TERM OF SERVICE

It is expected that the institution selected pursuant to this Request for Proposals will serve as trustee beginning with the all series of bonds issued for the 2016 bonds. MERA reserves the right, at its sole discretion, to terminate the agreement with any institution selected pursuant to this RFP. MERA anticipates issuing multiple series of bonds under the 2016 bonds but can provide no assurance as to the number of issues or timing of issuances under the 2016 bonds.

ELIGIBILITY REQUIREMENTS

Only those institutions who meet the following minimum criteria are eligible to serve as Trustee for MERA:

1. Be a corporation that is subject to federal supervision and audited by independent public accountants on an annual basis; and
2. Have equity capital and surplus of at least \$250 million; and
3. Describe at least 3 years' experience as trustee for California local agency bond issues.

GUIDELINES AND INSTRUCTIONS

Proposals are due by 5:00 pm, Friday, February 26, 2016.

Please send your proposal by email to:

Martha Vujovich
Sperry Capital Inc.
Email: mvujovich@sperrycapital.com

Questions regarding this proposal may be directed to:

Maureen Cassingham, MERA Executive Officer
Email: mlc1948@aol.com
Tel: 415-878-2690; 510-886-3429

Jim Gibbs, Principal
Sperry Capital
Email: jgibbs@sperrycapital.com
Tel: 415-339-9203

SCOPE OF SERVICES

The trustee selected will be responsible for providing the following services:

1. Account for required flows of funds, investments and yield tracking as required by the applicable trust indenture;
2. Be available to attend MERA Board of Directors and other meetings of MERA, bond closings, and to execute bonds as needed;
3. Transact all receipts and disbursements under the 2016 Indenture as directed by MERA, including ACH and other electronic funds transfers, wire transfers and checks;
4. Reconcile and confirm cash balances, investments and bonds outstanding;
5. Prepare and confirm bond redemption calculations and monitor key dates and reporting requirements;
6. Furnish current market information relating to MERA's assets in trust;
7. Provide redemption notices and other notices and post to the Electronic Municipal Market Access ("EMMA") as required under the Securities and Exchange Commission ("SEC") secondary market disclosure rules;
8. Provide all trust transaction information in electronic format. Train MERA staff on utilization of all electronic transaction and/or reporting systems;
9. Provide monthly trust statements in electronic format;
10. Perform paying agent functions including disbursement of funds and payment of all bond interest and principal payments to The Depository Trust Company ("DTC"), any other successor depository or to bondholders in the event the services provided by DTC are discontinued for any reason;
11. Furnish trust transaction and balance information in electronic format to financial advisors, bond underwriters, rebate analysts and independent auditors as directed by MERA;
12. Furnish annual audited financial statements and annual Service Organization Control (SOC 1) Report, or equivalent information;
13. Respond to MERA electronic messages or telephone calls and resolve any MERA questions on a timely basis; and
14. Furnish such other trustee services as requested by MERA.

STRUCTURE AND CONTENT OF PROPOSAL

Respondents interested in providing trustee services to MERA should submit the following information:

- A. Cover Letter stating that (a) the information submitted in and with the proposal is true and accurate and (b) the person signing the letter is authorized to submit the proposal on behalf of the proposer.
- B. Institution Information. Description of the institution, location of main office; any ownership changes in the last three (3) years.
- C. Contact person and staffing. Provide the name, mailing address, telephone number, fax number, and email address of the primary contact person regarding this proposal and the primary contact person for day-to-day operations regarding MERA's account. List personnel and location of staff that would be assigned to perform the services required. Please attach relevant resumes or give brief descriptions of the experience of the personnel that would be responsible for the MERA account.
- D. References – provide 3 references for primary account officer for similar types of services provided in the last 3 years.

FEES

Please provide a schedule of all upfront fees and expenses and annual fees/transaction fees to act as Trustee/Paying Agent/Registrar for bond related services.

Thank you in advance for your proposal. We appreciate your interest in MERA.

Sincerely,



Martha J. Vujovich
Principal