

EXHIBIT A - 2

Scope of Services for Municipal Advisory Services

I. On Call Municipal Advisory Scope of Services

- a. Serve as an Independent Registered Municipal Advisor (IRMA) to the COUNTY
- b. CONTRACTOR will review third-party recommendations submitted to CONTRACTOR in writing by the COUNTY if acting in the capacity of an IRMA with regard to the IRMA exemption of the SEC Rule
- c. Prepare Debt Affordability Model and analysis
- d. Conduct general financial analysis
- e. Prepare preliminary financing plans and debt service schedules for proposed financings
- f. Evaluate impact of potential new debt on COUNTY debt ratios and other credit metrics
- g. Develop financing plan for capital improvement needs
- h. Prepare cash flow analysis for revenue bonds and capital financing plans (i.e., Water Resources)
- i. Identify and evaluate funding alternatives and financing options for General Fund, Water Resources, or other department capital needs – i.e., lease financings (Certificate of Participation or Lease Revenue bond), GO bonds, revenue bonds, special assessments, internal loans
- j. Rating agency outreach and surveillance
- k. Investor outreach and relations programs
- l. Assist in developing COUNTY debt and other policies
- m. Monitor refunding opportunities
- n. Cash flow analysis (TRANS, Revenue Bonds, Capital Financing Plans)
- o. Pension and OPEB financing analysis
- p. Assist preparation of Board agenda transmittals
- q. Provide municipal finance educational workshops for staff and Board
- r. Establish "Best Practices" for disclosure and continuing disclosure compliance
- s. Continuing disclosure filings and compliance
- t. Other Municipal Advisory services, as needed

II. Transaction Scope of Services for Financings

- a. Create and manage the Financing Schedule and Distribution List
- b. Assist in developing or refining plan of finance – i.e., projects to be financed, assets to be pledged, financing term, interest rate mode, etc.
- c. Prepare debt service numbers under different financing and market scenarios
- d. Assist in determining method of sale (i.e., competitive, negotiated, direct purchase)
- e. Conduct request for proposal process for counsel, underwriter(s), trustee, and/or other financing team members, as necessary
- f. Participate in review of legal documents and preliminary official statement. Attend due diligence, working group and Board of Supervisors meetings, as necessary
- g. Assist determination of key parameters for Board Resolution
- h. Assist COUNTY in securing rating(s) for the financing. Prepare rating agency presentation materials and accompany COUNTY staff to meetings, as necessary
- i. Assess the viability of bond insurance and surety bond policies, and if necessary, manage the process of obtaining and negotiating commitments
- j. Monitor tax-exempt and taxable market conditions
- k. Coordinate timing of sale for the financing
- l. For competitive sale, review Official Notice Inviting Bids, Official Notice of Sale, conduct pre-pricing market-update call, take lead in marketing of transaction to competitive underwriters, coordinate timing and logistics of competitive bid, including confirmation of bids on day of sale
- m. For negotiated sale, conduct underwriter RFP solicitation process, negotiate takedown and marketing plan, coordinate pricing activities including pricing comparables, secondary market trades, and make recommendations to COUNTY staff regarding scale adjustments
- n. Coordinate closing activities, including drafting Closing Wiring Instructions Memorandum
- o. Provide post-closing report