



WM Financial Strategies

11710 ADMINISTRATION DRIVE
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March 8, 2019

**RE: Rock Township Ambulance District, Missouri
Request for Proposals for Underwriter or Purchaser of
Approximately \$12,050,000 General Obligation Bonds, Series 2019**

To Whom It May Concern:

In connection with the above referenced Bonds, WM Financial Strategies is serving as municipal advisor to the Rock Township Ambulance District, Missouri (the "District") and Gilmore & Bell, P.C., St. Louis, Missouri is serving as Bond Counsel and as Disclosure Counsel to the District. WM Financial Strategies, acting on behalf of the District, is seeking proposals from more than three reasonably competitive market participants to underwrite or purchase the General Obligation Bonds, Series 2019 (the "Bonds").

A draft of the preliminary official statement is available electronically at www.wmfinancialstrategies.com.

Written proposals will be accepted until 12:00 p.m., Central Time, on March 22 by email to the District's municipal advisor at Jhoward@wmfinancialstrategies.com and to the District's Chief, Jerry Appleton at chief@rocktownship.com.

Proposals must include responses to items 1 through 10 set forth below:

1. Proposal Summary. The proposal should include a statement indicating whether your firm intends to underwrite, purchase or privately place the Bonds.

2. Underwriting Discount or Fees. Indicate your proposed underwriting discount (as a percentage of the par amount) or any placement fees in the case of a private placement or direct purchase.

3. Interest Rates. Using the maturity schedule shown in the Preliminary Official Statement, provide a listing, by year, of the interest rates you would assign if the issue had been sold on March 18. If the rates are **not** based on par pricing, include the yield and reoffering price for each maturity based on an issue date of April 23 which is the anticipated date of closing.

Proposals should include justification of the yields set forth in the proposal based on either indexing or comparables as described below.

a) *Proposals Without Rate Indexing*. Provide samples for comparable issues your firm has recently priced. The samples (not more than 4) should include the name of the issue, principal amounts per maturity, interest rates, yields and reoffering prices. In addition, include the relationship of the yields to the AAA MMD (if possible) at the time of pricing and describe in detail how the pricing for the samples compares to the yields described for the District's transaction. Describe in detail the process you will use for establishing the final rates.

b) *Proposals With Rate Indexing.* If rate indexing is included as part of your proposal the index must be based on yields to maturity and the following information must be provided:

1. A detailed description of the index method to be used including the name of the published index to be utilized, the relationship between the **yields to maturity** in the proposal and the yields in the published index, and the expiration date of your indexing offer.
2. The date that will be used as the sale date for purposes of indexing. (Acceptable dates include, for example, (1) the date the District executes the purchase contract, (2) a date prior to the sale and agreed upon prior to such date by the underwriter and the municipal advisor, (3) a set date that is a specified number of days prior to the sale.)
3. A copy of the published rate table against which rates will be indexed must be included in your proposal. If the index uses a one-day lag, the index used on March 18 should reflect March 15 rates.
4. The conditions under which the index will not apply such as the suspension of trading on the New York Stock Exchange.

If your index permits the final rates to be higher than the ratio of the proposal rates to the published rate index (such as a volatility or rounding factor) this will be taken into account in analyzing the proposal.

Rate indexing, if utilized, is intended to provide an upper limit on interest rates. It is understood that if the firm selected utilizes rate indexing, best efforts will be used to offer the Bonds at rates lower than the index. In addition, it is understood that most indexes reflect a one-day lag in rates that may make marketing difficult in a volatile rate environment. Accordingly, on the date of sale, WM Financial Strategies will permit an upward variance (of up to 10 basis points) to the rate index.

4. Costs of Issuance and Underwriter's Counsel. The District intends to pay costs of issuance including paying agent and escrow agent fees, District Attorney fees, Bond and Disclosure Counsel fees, CUSIP fees, State of Missouri registration fees, rating fees, and municipal advisor fees. (Official statements will be provided in Portable Document Format only.) Any other expenses, including the fees of Underwriter's Counsel, if any, shall be the responsibility of the underwriter selected. If you intend to employ an underwriter's counsel, please provide the name and address of the firm.

5. Redemption of Bonds and Bond Terms. Specify your proposed redemption provisions which may be shorter, but not longer, than the provision set forth in the draft preliminary official statement. Indicate whether you will require any changes to the other terms of the Bonds as set forth in the draft preliminary official statement.

6. Underwriting or Purchase Agreement. The firm selected shall provide the municipal advisor, Bond Counsel and the District comments to the draft documents and underwriting or purchase agreement, to be prepared by Bond Counsel, within three business days following the selection of the proposed underwriter or purchaser. The District plans to execute the agreement and Bond documents on April 10. Other than such terms and conditions as set forth herein, indicate any further internal approvals you will require as a condition to entering into an underwriting or purchase agreement (e.g. credit approval by commitment committee).

7. Issue Price. Indicate whether you anticipate providing a certification regarding reoffering prices on the Bonds on the date of sale (e.g. with 10% of each maturity sold at the initial offering price and holding the price for 5 business days for any maturity with less than 10% sold).

8. MSRB's Rule G-17. Provide your firm's Rule G-17 disclosures to be signed by the Chief on behalf of the District's Board of Directors.

9. Good Faith Deposit. Indicate your firm's willingness to provide a 2% good faith deposit (a cashier's check, certified check or wired funds) on the day your underwriting agreement is adopted by the District.

10. Personnel. Provide the name and phone number for the person who will serve as the District's contact.

The District anticipates selecting an underwriter or purchaser based on the written proposals received, however, in the event that the District elects to interview one or more firms, such interviews will be held by telephone in the afternoon on March 22.

The District reserves the right to reject any and all proposals. The District may waive any variations which are considered to be in the best interest of the District. The District will take all matters included in the request for proposals into account in determining the best proposal and will select the firm it deems to have the best proposal, not necessarily the lowest price. In the event the District elects to terminate the financing prior to execution of an underwriting or purchase agreement the District will have no obligation to any firm submitting a proposal.

If you have any questions regarding this issue or the request for proposals, please contact the undersigned.

Sincerely,

Joy A. Howard
Principal