

**RESOLUTION NO. 2016-16**

RESOLUTION OF THE GOVERNING BOARD OF THE MARIN EMERGENCY RADIO AUTHORITY APPROVING SUBSTITUTION OF TRUSTEE IN CONNECTION WITH THE AUTHORITY'S 2010 BONDS AND AUTHORIZING AND DIRECTING CERTAIN ACTIONS WITH RESPECT THERETO

**WHEREAS**, certain public agencies have entered into a Joint Powers Agreement dated as of February 28, 1998, as amended, establishing the Marin Emergency Radio Authority (the "Authority") for the purpose, among others, of having the Authority issue its bonds to be used to finance the acquisition, construction and improvement of certain public capital improvements; and

**WHEREAS**, the Authority has previously issued its 2010 Refunding Revenue Bonds (Marin Public Safety and Emergency Radio System) in the aggregate principal amount of \$18,575,000 (the "2010 Bonds") pursuant to the Indenture of Trust, dated as of February 1, 2010 and as amended pursuant to a First Amendment to Indenture of Trust, dated as of June 1, 2015 (collectively, the "2010 Indenture of Trust") each by and between the Authority and The Bank of New York Mellon Trust Company, N.A, as trustee ("BNY"); and

**WHEREAS**, the Authority desires to replace BNY as trustee for the 2010 Bonds with U.S. Bank National Association ("U.S. Bank") in accordance with Section 8.01 of the 2010 Indenture of Trust; and

NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED BY THE GOVERNING BOARD OF THE MARIN EMERGENCY RADIO AUTHORITY AS FOLLOWS:

SECTION 1. Approval of Trustee Substitution. Pursuant to Section 8.01 of the 2010 Indenture of Trust, the President of the Governing Board and the Executive Officer of the Authority are each hereby authorized and directed to take such actions as are necessary or appropriate to substitute BNY as trustee for the 2010 Bonds with U.S. Bank. The President of the Governing Board and the Executive Officer of the Authority are each hereby authorized to provide the termination notice to BNY required by Section 8.01 and to execute any documents or agreements necessary in connection therewith, including a tri-party agreement between BNY, U.S. Bank and the Authority and U.S. Bank will hereby be deemed appointed as trustee for the 2010 Bonds with such duties and powers as are set forth in the 2010 Bond Indenture.

SECTION 2. Other Acts. The officers and staff of the Authority are hereby authorized and directed, jointly and severally, to do any and all things, to execute and deliver any and all documents, which in consultation with Authority Counsel and Nossaman LLP, as bond counsel, they may deem necessary or advisable in order to effectuate the purposes of this Resolution, including any amendment or supplement to the 2010 Indenture of Trust necessary to effectuate the purposes of this Resolution, and any and all such actions previously taken by such officers or staff members are hereby ratified and confirmed.

SECTION 3. Effective Date. This Resolution shall take effect upon adoption.

PASSED, APPROVED AND ADOPTED this 28th day of September 2016, by the following vote:

AYES:

NAYS:

ABSTENTIONS:

ABSENT:

**MARIN EMERGENCY RADIO AUTHORITY**

\_\_\_\_\_  
President

ATTESTED:

\_\_\_\_\_  
Secretary

I hereby certify that the above Resolution No. 2016-16 was duly introduced, read and adopted by the Authority at a regular meeting held on September 28, 2016.

\_\_\_\_\_  
Secretary