



City of Jacksonville*

**Response to Request for Proposals for Strategic
Initiatives Financial Advisory Services**

January 16, 2018

kpmg.com



Contents*

A) Proposing Firm and Personnel Information*	
1. Executive Summary/Cover Letter	1
2. Strategic Initiative Financial Advisory Team	3
3. Investigations	5
4. Fee Approach.....	6
B) Experience and Performance Information*	
1. Firm Experience	7
2. Strategic Financial Advisory Approach and Current Market Environment	10
3. Marketing Approach	14
4. References	15
5. City Experience	15
Attachment #1: Other Matters*	
Attachment #2: Detailed Resumes*	
Attachment #3: Detailed Case Studies*	



A) Proposing Firm and Personnel Information*

1. Executive Summary/Cover Letter



January 16, 2018

Mr. Niedfeldt
PFM Financial Advisors LLC
Public Financial Management, Inc.
300 South Orange Ave., Suite 1170, Orlando, FL 32801

Dear Mr. Niedfeldt,

KPMG LLP is pleased to submit this response to the City of Jacksonville's (the "City") Request for Proposals for Strategic Initiatives Financial Advisory Services issued on December 20, 2017. Where broker-dealer investment banking services are required, this work will be performed by KPMG Corporate Finance LLC, a wholly-owned subsidiary of KPMG LLP (together referred to as "KPMG").

KPMG is a leading provider of financial, strategic, and commercial advisory services related to infrastructure through alternative delivery and Public-Private Partnerships ("P3"), both for the public sector and commercial clients in the U.S., and internationally. We bring deep financial, commercial and strategic experience to the City in terms of understanding your public policy goals and mission to establish a tailored approach to project prioritization, evaluation of project feasibility and determining the optimal project delivery approach; helping build stakeholder consensus, and ultimately implementing a robust, transparent, and competitive procurement process.

KPMG is well suited to provide you with strategic and financial advisory services based on the following:

- **We have closed more P3 and alternative delivery transactions in North America than any other financial advisor:** According to Infrastructure Journal, KPMG, along with KPMG International member-firm KPMG Canada, is ranked as the #1 financial advisor for P3s, both in terms of total value of transactions closed and number of transactions closed. Our breadth of experience allows us to operate efficiently, leveraging past experience and best practices gained along the way.
- **A deep appreciation of the challenges cities and municipalities face:** We are helping many similar clients at present strategize how smart technology impacts provision of public services and the infrastructure required to deliver their core mission. For example, we are working with the District of Columbia (the "District") on the implementation of smart street lighting technology which involves development of a project that meets the core objectives of the District to reduce cost and enhance safety and service while being flexible enough to incorporate additional technologies such as traffic monitoring, crime detection at the appropriate point in time.
- **Deep experience in Florida and strong local presence in Jacksonville:** KPMG has been providing infrastructure financial and strategic advisory services to

government clients in Florida since 2007. We recently advised Florida Department of Transportation ("Florida DOT") on the state's largest P3 project to date, the \$2.3 billion I-4 Ultimate Project in Orlando. KPMG has also advised on the Jacksonville Transportation Authority's Skyway System, Miami-Dade County Civil Courthouse Facilities Project, the Fort Lauderdale Federal Courthouse, Florida High Speed Rail, Alligator Alley, and Wekiva Parkway. KPMG has offices in seven cities in the state and approximately 100 employees currently based in our Jacksonville office.

- **We have broad experience with varied deal structures and sectors including real estate:** We have direct and detailed understanding of the full spectrum of innovative delivery models, including traditionally financed delivery models (such as Design-Build ("DB") and Design-Bid-Build ("DBB") using taxable and/or tax-exempt financing, and privately financed availability payment structures. We also advise clients on asset disposition and sale – we have a team of real estate valuation specialists who can analyze potential fair market value and we have assisted clients including Amtrak, FDOT and Broward College on sale or long term lease of assets.
- **We offer informed, objective advice:** KPMG has no bias toward any final outcome nor will we recommend any particular product or structure. We will assist you in developing partnerships and projects which meet your public policy objectives. KPMG has helped clients screen literally hundreds of projects in the U.S. for P3 suitability over the past decade and will help the City in evaluating your projects based on your goals, stakeholder input, and market acceptance. We are free from any conflicting incentives to particular financing products, methodologies, approaches or delivery models.

KPMG would be honored to serve the City in providing strategic and financial advice in exploring the use of innovative delivery to finance, design, build, maintain and operate select projects. The requirements of the RFP are nearly identical to those we perform successfully on a daily basis, and we would very much appreciate the opportunity to serve the City in an advisory capacity. We also acknowledge the extended deadline.

Please contact us as needed for any clarifications or questions. We stand ready to dedicate the necessary resources to the City to achieve your objectives. Building on our work in Florida and with JTA, this is an extremely important engagement for KPMG, and we believe that the quality of this proposal demonstrates our strong desire to serve as your trusted advisor. Please refer to Attachment #3 for Other Matters.

Respectfully submitted,



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2. Strategic Initiative Financial Advisory Team

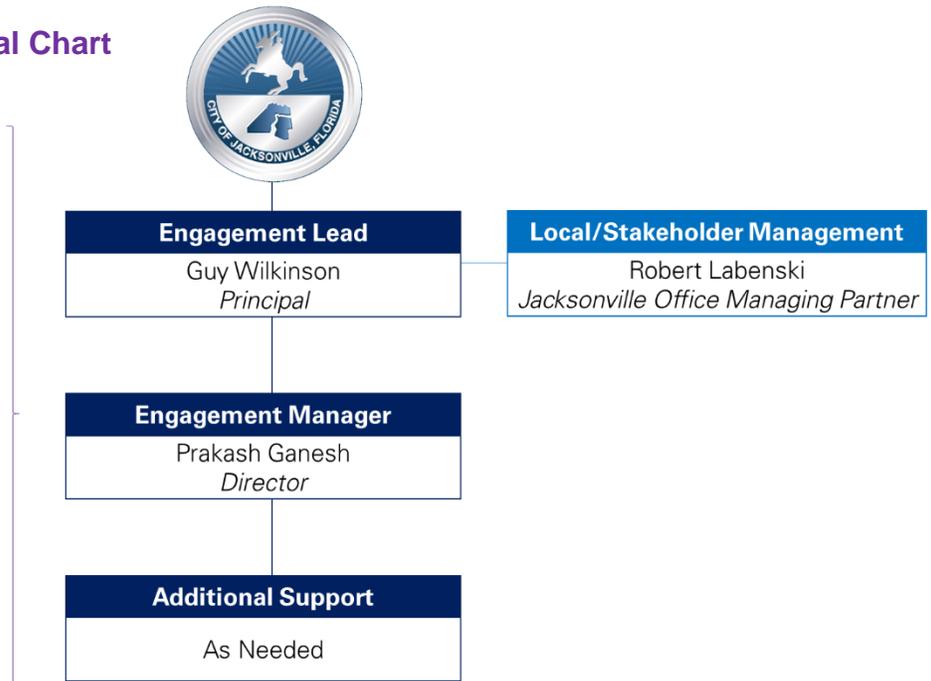
The KPMG team will be led by Guy Wilkinson, as the Engagement Lead and Partner-in-Charge. Guy has over 18 years of experience in project finance, real estate and alternative delivery transactions in the transportation and transit sectors. He has advised public and private sector clients on leveraging new and existing assets to develop new funding streams and enhance the delivery of public sector services. His experience includes advising Florida DOT on the I-4 Project, the largest P3 in Florida; Broward College; and Miami-Dade County on their infrastructure and real estate programs. Guy will be supported by Prakash Ganesh in providing all commercial and financial advisory services relating to any potential alternative delivery of existing or new projects or services for the City.

Prakash will be the key point of contact and will be instrumental in delivering the day-to-day project work for the City, interfacing with the City’s key personnel, and will work collaboratively with the City’s advisor, PFM Financial Advisors LLC (“PFM”). Prakash has over 12 years of experience advising public and private sector clients on large-scale infrastructure projects and specializes in the funding, financing and procurement of infrastructure projects. He has played an active role in the evolving P3 market in Florida and has advised Florida DOT on the I-595 refinancing, Tampa Express Lanes, South Florida East Coast Corridor and the Miami Intermodal Center. He is also currently advising Broward College and Miami-Dade County.

Guy and Prakash will be dedicated to meeting your needs and ensuring a consistently high quality of delivery and service. They will attend official meetings when requested by the City and also be responsible for facilitating the involvement of our sector specialists and additional resources, as required by each transaction.

Exhibit 1: KPMG Organizational Chart

Subject Matter Resources	
Asset Management	Jeffery Gallart <i>Director</i>
Data Analytics	Oscar Bedolla <i>Director</i>
Justice and Security	Brendan Davis <i>Director</i>
Mobility and Autonomous Vehicles	Ted Hamer <i>Managing Director</i>
Real Estate/Housing	Jay Ross <i>Managing Director</i>
Smart Cities	Tom Hiddemen <i>Managing Director</i>
Social Infrastructure	Cate Singer <i>Director</i>
Transportation	Vincent Dolan <i>Managing Director</i>
Water/Wastewater/ Municipal Waste	Iain Tester <i>Managing Director</i>



The KPMG team includes a deep bench of senior-level sector specialists and additional resources, who are available to contribute to the project on an as-needed basis.

KPMG has a strong presence in the State of Florida with our local office in Jacksonville and offices in Miami, Fort Lauderdale, Orlando, Tallahassee, and Tampa. **Robert Labenski, the Office Managing Partner in our Jacksonville office, will leverage his local presence and years of experience to provide insights and perspectives on the local market.**

Brief descriptions of the experience of subject matter specialists, their expected responsibilities, and their locations can be seen in the table below. Detailed resumes for the each member, including additional resources, are located in Attachment #2.

KPMG Team Subject Matter Specialists

Subject Matter Specialists	
<p>Jeffery Gallart, Director Asset Management Office: Washington DC</p>	<p>Jeff specializes in all aspects of asset management and is currently advising the Jacksonville Transportation Authority. He is also advising Riverside County on fleet optimization. Jeff will assist the City in conducting a review of existing assets to identify strategic opportunities for optimizing the City’s assets and services, including the city’s fleet.</p>
<p>Oscar Bedolla, Director Data Analytics Office: Chicago</p>	<p>Oscar has over 15 years of experience providing strategic advisory services for large infrastructure projects and specializes in management techniques and data analytics. Oscar will assist the City to expand data collection and use to increase efficiencies in developing long-range planning that anticipates the future demands of citizens.</p>
<p>Brendan Davis, Director Justice and Security Office: Washington, DC</p>	<p>Brendan has over 10 years of experience in the P3 sector, specializing in data analytics in criminal justice, and target operating model and organizational transformation. Brendan will leverage his experience to assist the City in optimizing existing justice facilities and support the City on potential new developments, including potential jail facilities.</p>
<p>Ted Hamer, Managing Director Mobility and Autonomous Vehicle Office: Chicago</p>	<p>Ted has over 10 years of experience in infrastructure and technology and is currently working on several connected and autonomous vehicle engagements across the U.S., including advising the Jacksonville Transportation Authority. Ted will assist in improving mobility through management and operations of the Jacksonville transportation network.</p>

<p>Jay Ross, Managing Director Real Estate/Housing Office: New York</p>	<p>Jay specializes in the valuation and due diligence for real estate portfolios in all asset classes. Jay will assist the City in optimizing its real estate value in attracting private capital as the City pushes ahead with the revitalization of its downtown area.</p>
<p>Tom Hiddemen, Managing Director Smart Cities Office: Austin</p>	<p>Tom currently spearheads KPMG’s smart cities strategy organization and performance sector. Tom will assist the City in Assist the City in meeting the challenge of oncoming technological change to foster a more integrated, transparent environment for residents.</p>
<p>Cate Singer, Director Social Infrastructure Office: New York</p>	<p>Cate has over 10 years of experience in infrastructure and municipal finance. She has advised the New York Dormitory Authority on the consolidated laboratory project and is currently advising Miami-Dade County on the Civil Court Facilities Project. Cate will assist with social infrastructure, including the potential development of a new convention center.</p>
<p>Vincent Dolan Transportation Office: Austin</p>	<p>Vince has over 20 years of experience in assisting clients with financing, development and procurement of infrastructure projects. He has worked to reach financial close on all categories of alternative delivery models. Vince will assist the City with its transportation program, including the city’s bus rapid transit network and potential public transit alternatives.</p>
<p>Iain Tester Water/Wastewater/ Municipal Waste Office: Austin</p>	<p>Iain has advised public and private sector clients on alternative finance and O&M transactions across a wide range of sectors, with an emphasis on the water/wastewater/municipal waste sectors. Iain will assist the City in optimizing planning, managing and operations for water, wastewater and solid waste facilities.</p>

3. Investigations

As is the case with all major professional services firms, from time to time KPMG and/or individual partners or principals have been named as defendants in lawsuits by regulatory bodies and civil plaintiffs, particularly when one of the Firm’s clients suffers an economic downturn. Understandably, the details of such litigation are sensitive and highly confidential. KPMG has a professional indemnity insurance program in place to insure against such risks, and we have no pending litigation or litigation commenced in the past three (3) years that would materially affect the Firm’s operations or our ability to perform services for you.

Like all major professional services firms, KPMG has a large number of clients that are registered with, or otherwise regulated by, the SEC, FDIC, other regulatory agencies, the Federal Reserve Board, various stock exchanges, and other self-regulatory organizations (“Regulators”). Such clients are at times involved with investigations or

informal inquiries by such Regulators. In addition, clients may be involved with investigations or informal inquiries by other Federal, state and local government agencies involved with law enforcement, including but not limited to the Department of Justice, Internal Revenue Service, various federal, state and local government agency Offices of Inspectors General, and state attorneys general (“Investigators”). KPMG and its personnel are regularly asked to, and do, cooperate with investigations and informal inquiries of such Regulators and Investigators related to services provided to clients. KPMG and its personnel are also from time to time involved with investigations and informal inquiries conducted by the Firm’s own Regulators, including the SEC, the Public Companies Accounting Oversight Board and various state boards of accountancy, regarding compliance by the Firm and its personnel with laws, rules and regulations. Many of these investigations and informal inquiries are not public, and we are frequently not privy to the thoughts or focus of the Regulator or Investigator with respect to these matters. In the vast majority of cases, investigations and informal inquiries in which KPMG and its personnel have some involvement are closed without any action being threatened or taken against KPMG or its personnel. We are not aware of any pending investigation or investigation within the past three years by any Regulator or Investigator that would materially affect the firm’s operations or our ability to provide services under this proposal.

4. Fee Approach

KPMG is committed to working with the City to establish a compensation policy that works best based on the scope of future projects and meets your purposes.

Fee Structure

Our fee will be based on time and material costs incurred to complete the project(s) at the hourly rates summarized in the table below. These rates will increase at CPI-U on an annual basis.

Experience Level	Hourly Rate
Partner/Principal/Managing Director	\$560
Director	\$500
Manager	\$420
Senior Associate	\$350
Administrative Staff	\$140

Fee Estimate by Transaction Structure

As a final list of projects and delivery models have not been determined, our total budget will vary based on the activities performed and the specific transactions/delivery models. We would be willing to explore with the City a fixed-fee structure for defined scope of work and deliverables.



B) Experience and Performance Information*

1. Firm Experience

KPMG Infrastructure Advisory

KPMG Infrastructure Advisory is the largest U.S.-based financial and strategic advisory group on traditional and alternative project finance. We provide project finance services, specializing in P3s for programs and projects across a broad range of sectors including social infrastructure, water/wastewater, transport, research/lab, education, energy, utilities, and healthcare, among others. Our core competencies as a firm are focused on providing objective and market-tested services to public sector governments and agencies in the U.S.

We have a group of 80 staff dedicated to the infrastructure business in the U.S., supported by a network of over 3,000 professionals globally.

KPMG is recognized by Project Finance Magazine and Infrastructure Journal as the #1 financial advisor on P3 projects, having closed more than \$18 billion of U.S. P3 projects in the last nine years.

Exhibit 2: P3 Financial Advisory Rankings in the U.S. (January 2006 – December 2017)¹

Rank	Company	# Transactions	Value	Market Share
1	KPMG	24	29,980	25.8%
2	Macquarie Capital	18	24,844	21.4%
3	Royal Bank of Canada (RBC)	14	11,769	10.1%
4	Goldman Sachs	10	15,284	13.2%
4	EY	10	9,342	8.0%

KPMG Infrastructure Experience

KPMG has assisted numerous public authorities in designing and implementing P3 transactions. Predominately in the U.S., we have advised public sponsors who seek to implement innovative methods to develop, build, finance, operate, maintain and leverage assets through non-traditional methods. In the last decade, we have provided strategic, financial, and commercial advisory services to the State of Florida as well as California, Colorado, Indiana, Massachusetts, Michigan, Nevada, New York, North Carolina, Ohio, Pennsylvania, Texas, and Virginia on their P3 programs and projects across multiple sectors. We have also advised private sector entities and have a deep appreciation of the issues from both sides of the transaction.

Our core competencies and experience cover the full range of relevant infrastructure solutions as can be seen in Exhibit 3 below.

¹ InfraDeals, December 2017

Exhibit 3: Infrastructure Solutions

Service	Description	Personnel
Infrastructure Strategy	Assist the City make more informed decisions regarding the prioritization of its limited infrastructure budget. Involves risk-based analysis and assistance with complex investment decisions requiring the integration of public policy, technical analysis and financial variables.	Guy Wilkinson Prakash Ganesh
P3 Transaction Advisory	Assist the City explore the feasibility of innovative financing and delivery models; structure marketable transactions; and successfully market and execute the transactions. We will work with the City and its independent agencies to identify potential strategic P3 opportunities.	Guy Wilkinson Prakash Ganesh
Asset Management	Assist the City in reviewing existing assets and identifying strategic opportunities for optimization of the City's assets and services, including opportunities to optimize the City's fleet.	Jeffery Gallart
Real Estate Strategic Advisory	KPMG's dedicated Economic and Evaluation Services ("EVS") practice will assist the City and the Downtown Investment Authority optimize the value of its real estate portfolio to drive value for the City as it continues its effort to revitalize Jacksonville's downtown area through private investment.	Jay Ross Cate Singer
Justice and Security	Assist the City in increasing the efficiency of current justice facilities and support the City on potential new developments, including jail facilities.	Brendan Davis
Smart Infrastructure	Assist the City in meeting the challenge of oncoming technological change to foster a more integrated, transparent environment for residents. KPMG will support the City in navigating through traffic and parking facility challenges that come with economic development in the downtown area.	Tom Hiddemen Ted Hamer
Energy Strategy/ Lighting/Water/ Wastewater	Assist the City to lower energy costs, improve energy security, achieve budget certainty, and realize environmental sustainability goals. We will also leverage our experience advising on smart street lighting projects to help the City solve existing issues and innovate for future solutions.	Iain Tester
Data Analytics	Assist the City expand its data collection and use to increase efficiencies in developing long-range planning that anticipates the future demand of residents. We will work with the Chief Information Officer and team to build on the successes that the Department has achieved.	Oscar Bedolla
Transportation	Assist the City address its transportation challenges and roadway improvements program to reduce congestion and increase the level of service to residents. KPMG will assist the City think through options for public transit including streetcars and commuter rail projects.	Vincent Dolan

Please refer to subject matter specialist table in Section 2 for a brief summary of each subject matter specialist. Detailed resumes can be found in Attachment #2.

We believe that KPMG can provide the most complete package of services to help the City determine the potential for strategic opportunities with regard to its existing or future assets and/or programs, and successfully deliver these contemplated projects. We have assembled a team that has directly relevant experience on alternative delivery

models and stands ready to work alongside your team on this significant project for the County.

Select KPMG Case Studies

The table below provides a summary of case studies representing KPMG’s select infrastructure projects that have been completed or are currently ongoing.

Select KPMG Case Studies	
Jacksonville Transportation Authority (Transportation)	KPMG is currently engaged by the Jacksonville Transportation Agency (JTA) to assist the Authority in conducting a risk analysis as it explores the use of autonomous vehicle fleet technology as part of a project to replace their current Skyway system.
I-4 Ultimate Project (Transportation)	KPMG provided financial, commercial, and strategic advice to FDOT on the \$2.3 billion I-4 Ultimate P3 Project. KPMG assisted with all financial aspects of the project, including statement of qualification evaluations, review of proposers’ financial proposals and financial models, Value for Money (VfM) analysis, and provided negotiation advice.
Broward College (Real Estate)	KPMG provided financial, commercial, and strategic advice to Broward College on the redevelopment of its downtown campus. KPMG is also currently assisting Broward College providing financial and commercial advisory services for the development of its south campus.
Miami-Dade County Civil Court Facilities (Real Estate and Justice Facilities)	KPMG is currently engaged by Miami-Dade County to provide financial and commercial advisory services related to the development of the County Civil Court Facilities Project. The scope of work includes conducting a VfM analysis; analyzing delivery options analysis; determining project feasibility and affordability; and advising through the procurement phase.
Long Beach Courthouse P3 Project (Real Estate and Justice Facilities)	KPMG was the financial advisor to the successful bidding consortium for the design, build, finance, operations and maintenance of a new courthouse facility. The project was the first vertical construction P3 in US utilizing a performance based payment mechanism.
Tampa Bay Water (Water)	KPMG was retained by Tampa Bay Water Authority as their Strategic Procurement Advisor to help explore the viable procurement and financing options to address cracks in the Young Regional Reservoir. KPMG also assisted the Authority throughout the procurement phase of the project.

Select KPMG Case Studies	
Denver International Airport Great Hall (Aviation)	KPMG was selected as the commercial and transactional advisor to assist Denver International Airport with the structuring of a transaction that would engage a private sector developer to design, build, finance, operate, maintain, and operation concessions within the Great Hall.
AMTRAK – Terminal Development Initiative (Real Estate)	KPMG has been engaged by Amtrak to assist in analyzing and developing alternatives to improve performance of a subset of its terminals and portfolio of real estate assets, foster private investment, generate new revenue streams, and identify opportunities to increase value through development.
Michigan Freeway Lighting (Energy)	KPMG served as the commercial and financial advisor to MDOT on the Freeway Lighting Project. The Freeway Lighting Project is a DBFOM of all approximately 15,000 freeway lights for a 15 year period. MDOT is expected to achieve substantial savings through the life of the contract.

More detailed case studies can be found in Attachment #3.

2. Strategic Financial Advisory Approach and Current Market Environment

KPMG will complement the City’s in-house capabilities, and work in collaboration with PFM, and the City’s technical and legal advisors to provide strategic, commercial and financial advisory services to the City. KPMG understands the local market well having worked at the state level with Florida DOT and agencies such as the Jacksonville Transportation Authority and Miami-Dade County. KPMG has also assisted other public entities, including cities, counties and State Departments of Transportation such as Texas and Virginia to establish their programmatic P3 programs to help screen, prioritize and implement projects.

(a) Programmatic Assessment

At the start of the engagement, KPMG will work with the City’s advisors to assist the City in defining programmatic goals and objectives with respect to its assets and the projects contemplated in the current capital plan. This will enable the City to:

- Clearly outline its goals related to strategic opportunities including P3s
- Identify any legal, policy, or legislative hurdles that the City may encounter with potential transaction structures
- Develop the criteria to examine projects and assets that can be leverage via alternative delivery structures
- Identify strategic opportunities with regard to key projects in the capital plan that the City contemplates implementing

The programmatic assessment will consist of two main components to identify strategic opportunities: 1) review of existing assets 2) review of the current capital plan

Review of Existing Assets

Subsequent to completing the comprehensive review of the City's goals and objectives, as well as current capital plan, KPMG will conduct a broad-based analysis to identify the City's strategic opportunities for optimizing existing assets and services. We will work with the City and its advisors to develop a strategic plan to analyze the inventory of City-owned facilities/assets; identify the City's need for space, outline opportunities for consolidating or repositioning space, and identify options for monetizing real estate assets and opportunities to make them more attractive to private investors.

Key benefits of the asset scan include:

- Identifying new sources of revenue
- Evaluation the option of disposing of surplus assets
- Transferring risks to the private sector when appropriate
- Increasing operational efficiency

Based on review of the existing assets, KPMG will work with the City and its advisors to narrow down potential strategic opportunities with respect to existing assets.

Capital Plan Review, Project Prioritization and Selection

KPMG will work with the City and its advisors to review the current capital plan and potential projects contemplated. KPMG will assist the City to develop screening criteria to identify projects that could potentially be delivered using alternative delivery structures. This phase will include a high level screening, including feasibility analysis and risk analysis. Recommendations will be made on the capital plan with respect to alternative delivery, including on project identification and project selection.

The activities during this phase include:

- Conduct a high-level risk workshop and develop a high-level risk matrix to documents the City's risk preferences towards with respect to each of the projects in the capital plan
- Discuss policy objectives and considerations in relation to the development of the specific project
- Review capital, operation and maintenance, and lifecycle costs provided by other advisors that will be used in the preliminary financial assessment
- Identify potential funding sources and financing mechanisms

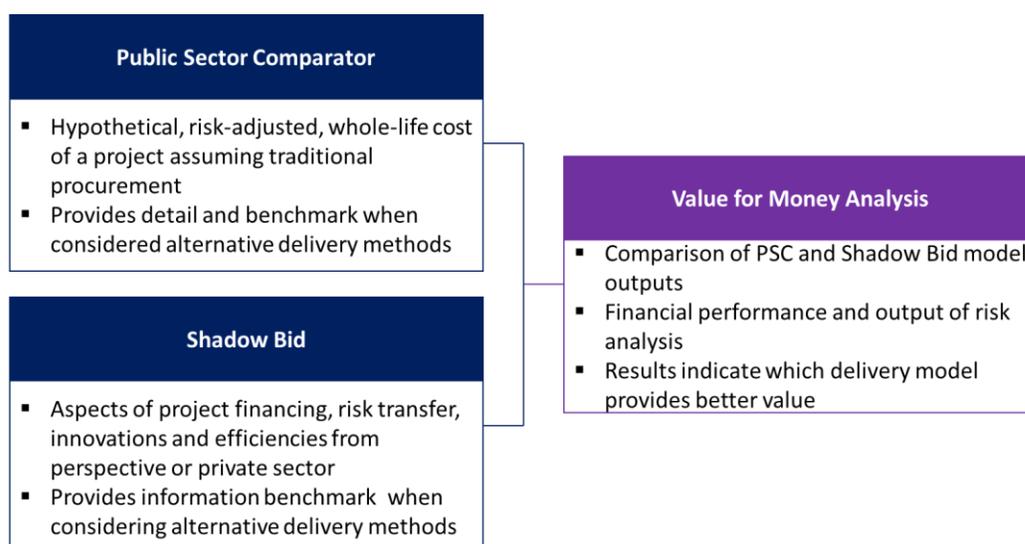
A project prioritization framework is then established to select projects to be developed. After candidate projects are prioritized, KPMG will conduct strategic options analysis on a project-level to determine feasibility of each project. After completing the programmatic assessment, KPMG will assist the City in determining the assets and specific projects to invest time and resources.

(b) Project-Level Planning

For each project that is identified for alternative delivery, we will assist the City in identifying the project-level goals and objectives; analyze financing, funding and transaction alternatives; and determine feasibility and affordability. The objective of this phase is to assist the City make an informed decision regarding the scope of the projects and their appropriate delivery models. We will undertake the following:

- **Strategic review of goals and objectives:** We will work with the City, other advisors, policy makers and a broad range of stakeholders to establish the objectives and priorities for contemplated projects. This step allows us to align expectations and helps the City articulate the desired outcomes related to key policy considerations, structuring requirements and market approach, among other factors.
- **Preliminary transaction structuring analysis:** We will advise the City on the advantages and disadvantages of various transaction structures and P3 delivery models that may be implemented for selected projects. We will also analyze the payment mechanisms that may be appropriate under each transaction structure.
- **Accounting considerations:** KPMG will be able to assist the City with any accounting considerations relating to the contemplated transactions.
- **Real Estate Optimization Analysis:** For real estate related infrastructure and transactions, KPMG will work with the City to evaluate the state of the market, and assist the City in determining the optimal use of identified sites by considering the legal permissibility, physical possibility, financial feasibility and maximum productivity criteria to maximize value for the City.
- **Value for Money analysis:** The Value for Money (VfM) analysis compares the value of risk transfer under a P3 delivery option against the cost of retaining those risks under more traditional methods. The cost for each delivery model will be evaluated on a net present value (NPV) basis.

Exhibit 4: Value for Money Analysis Framework



- **Affordability analysis:** Concurrently with the VfM analysis, KPMG will assist the City with understanding its long-term affordability parameters. We will perform affordability analyses to confirm that the preferred delivery model falls within these parameters.

(c) Procurement Process

For each project, KPMG will conduct marketing diligence to attract a pool of private bidders to ensure competition in order to maximize value to the City. A detailed outline of the market sounding approach can be found in the Marketing Approach of Section 3.

Solicitation

- **Assist with developing procurement strategy and structure:** We will assist the City in developing a procurement strategy and structure for delivering the procurement for candidate projects, including defining the key procurement steps and targeted dates, the topics to be addressed with bidders during collaborative meetings, the questions and answer process with bidders, the structure of evaluation committees, anticipated level of compensation to losing bidders and the roles of the various team members as part of the procurement process.
- **Assist with developing evaluation criteria and methodology:** As part of this process, we will assist the City in developing evaluation criteria and methodology for potential RFQs and RFPs, including the determination of bid parameters.
- **Assist with developing draft and final solicitation documents:** We will assist in drafting procurement documents that balance the objectives, risk appetite and limitations of potential private sector participants against public policy objectives. While it is important that these documents reflect a commercially viable position for the potential financiers, the ultimate goal of these documents is to protect the rights and interests of the City. Through our daily interactions with your fellow public sector agencies and developers, contractors and financiers active in this market, both within and outside the U.S., KPMG has a detailed understanding of the delicate balance between protecting your policy goals and helping to attract the appropriate industry participation. There is no substitute for real-time transaction experience.

Evaluations

During the first step of the procurement process, the City will receive statements of qualification in response to the RFQ issuance. Then, approximately three months following the issuance of the final RFP documents and contractual agreements, the City will receive financial and technical proposals. KPMG will work with you during each phase to help you make informed and defensible decisions in shortlisting bidders and selecting the preferred proposer. Activities during the evaluations phase include:

- **Advice on evaluations of statements of qualification against your defined criteria:** We will perform detailed financial stability, liquidity and capacity analysis on each consortium to help determine if it is financially capable of undertaking the selected project requirements. Our team includes certified public accountants and finance professionals who know what is required and know what to look for in

financial statements and we possess a detailed methodology for such analysis. We will present the results of our detailed analyses for the evaluation team to consider.

- **Conduct financial evaluation of proposals received in response to the RFP:** Of ultimate importance to the City is that the financial proposals submitted by bidders follow the requirements of the RFP, include robust financial plans and the financial security package provides comfort that financial close can be achieved. We are well positioned to conduct the financial evaluation of proposals received in response to the RFP. We will also review responses to assess how proposed facility designs align with the operational scoping, affordability, and operating models.

Negotiations

We have assisted state and local agencies on numerous P3 transactions and have a deep understanding of the financial and commercial terms and risk allocation items that bidders will seek to negotiate during the RFP and preferred bidder stages of each procurement. Specific tasks during the negotiations phase include:

- **Assist with the financial aspects of the bidder one-on-one process during the RFP phase:** The complexities involved in a greenfield project will likely require considerable negotiation with the private sector. We will use our prior experience on similar transactions to help the City leadership develop successful negotiation strategies and to ensure each deal remains both marketable and financeable. Our knowledge of the process and of the players involved will allow us to assist you protecting your commercial position and long-term policy objectives in the latter stages of the transaction. As part of this process we will also advise you on the financial aspects of alternative technical proposals.
- **Assist with final negotiations with preferred bidder:** We will assist the City in any final negotiations of project agreements leading up to commercial and financial close. We will provide feedback on the financial implications, if any, of changes to specific terms on risk allocation.

Award Process

KPMG will support the City in working with the preferred proposer in achieving commercial and financial close for each project.

3. Marketing Approach

Following the market analysis, opportunity review and asset scan, and planning process described previously, we will assist the County in developing a marketing strategy for a selected project with two key goals in mind:

- Developing market interest among potential private sector partners
- Assessing market interest in the various commercial structures resulting from the previously conducted transaction structuring analysis

We will assist the County in marketing each project with a pre-submittal conference and other market outreach efforts, including:

- Conducting informal market sounding exercises
- Development of Information Memorandum and Request for Information (RFI)
- Scheduling industry forums followed by formal one-on-one meetings

Feedback from the private sector will be a critical factor in structuring the transaction as the City will want to generate interest from the bidding community. KPMG's knowledge of the market and its participants will be invaluable as we identify potential investors based on preferred business model, type of asset, location, size of investment, and asset life stage.

Based on the project goals and market feedback, we will work with the City to finalize a deal structure and procurement strategy to move forward and begin the transaction process by issuing an RFQ identifying requirements for the private partner.

4. References

Florida Department of Transportation - I-4 Project:

- Leon Corbett, Project Finance Office Manager
- Telephone: (850) 414-4421 | Email: leon.corbett@dot.state.fl.us

Broward College – Downtown Campus:

- Jayson Iroff, Chief Financial Officer
- Telephone: (954) 201-7423 | Email: jiroff@broward.edu

Miami-Dade County - Civil Court Facilities:

- Tara Smith, Director of Internal Services
- Telephone: (305) 375-1135 / Email: tara.smith2@miamidade.gov

5. City Experience

Jacksonville Transportation Authority

Led by Guy Wilkinson and Ted Hamer, KPMG is currently engaged by the Jacksonville Transportation Agency to assist the Authority in conducting a risk analysis as it explores the use of autonomous vehicle fleet technology as part of a project to replace their current Skyway system. As the advisor to JTA for this project, KPMG:

- Conducted an international benchmarking of autonomous shuttle programs in order to leverage leading practices and lessons learned
- Assisted JTA by conducted a risk analysis of the organization and autonomous vehicle readiness with possible mitigating approaches
- Conducted risk workshops with JTA leadership and key personnel to identify known and potential risks related to the autonomous vehicle program to highlight financial, infrastructure, technology and operational risks



Attachment #1: Other Matters*

Municipal Advisory Services: It is understood and agreed that KPMGCF/KPMG LLP is not registered with the SEC as a municipal advisor and that the City is not asking KPMGCF/KPMG LLP to provide, and KPMGCF/ KPMG LLP will not provide, any services to the City which would require registration as a municipal advisor, including but not limited to advice with respect to municipal financial products or the issuance of municipal securities. KPMGCF/ KPMG LLP will not make recommendations relating to municipal financial products or the issuance of municipal securities, and KPMGCF/ KPMG LLP will not owe a fiduciary duty to the City under Section 15B of the Securities Exchange Act of 1934. The City represents to KPMGCF/ KPMG LLP that if the City desires municipal advisor services in connection with or related to the subject matter of this engagement, it will obtain such services from another party.

AICPA Consulting Services: KPMG's services as outlined in this proposal constitute an advisory engagement conducted under the American Institute of Certified Public Accountants ("AICPA") Standards for Consulting Services. Such services are not intended to be an audit, examination, attestation, special report or agreed-upon procedures engagements as those services are defined in AICPA literature applicable to such engagements conducted by independent auditors. Accordingly, these services shall not result in the issuance of a written communication to third parties by KPMG directly reporting on financial data or internal control or expressing a conclusion or any other form of assurance.

Lobbying/Advocacy: In providing our services, KPMG will undertake no role or view that could be considered public policy advocacy or lobbying.

Legal Advice: KPMG is not providing any legal advice or counsel under this proposal. Without limiting the foregoing, KPMG is not providing any interpretation of any laws or regulations that may be applicable to the Agency or that are otherwise related to the work hereunder. While KPMG personnel working on this project may, through experience or specialized training or both, be familiar with the general regulatory environment in their capacity as information technology and management consulting professionals, they will work under the direction of the Agency and its legal counsel regarding the specific legal and regulatory requirements under which the Agency operates.

The terms included in this proposal are subject to further negotiations with the City and are expected to be finalized in a mutually agreeable contract.

* Section does not count towards page limit as per the RFP.



Attachment #2: Detailed Resumes*



Guy Wilkinson

Partner –
Infrastructure

KPMG
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Suite 2500
Austin, TX 78701

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gwillkinson@kpmg.com

Education, Licenses & Certifications

- BA (Hons), University of York, History
- ACA qualified, Associate Member of the Institute of Chartered Accountants in England and Wales

Background

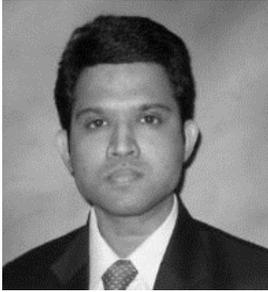
Guy has over 18 years of experience advising on project finance and P3 transactions in the accommodation and transportation sectors. During this period he has advised both public sector and private sector clients. For public sector clients Guy has been involved in evaluating bids, reviewing financial models, assessing value for money and risk, development of Full Business Case, negotiating payment mechanisms and the commercial aspects of strategic partnership contracts with the private sector. On the private sector side Guy has advised bidding consortiums including running bank funding competitions development of financial models, strategic advice and advice on development of payment mechanisms.

Select project experience

- **Florida Department of Transportation:** Provided advice on the feasibility of a number of toll roads. The work involves model building, appraisal of different options including alternative procurement models comparing the concession model against other contracting techniques such as availability and shadow tolling.
- **I-4 Ultimate P3:** Advised FDOT on project structuring for 21 mile, \$2.3 billion reversible managed lanes project, leading efforts to develop financial feasibility analyses, provide financial analysis in support of procurement activities, and support FDOT with negotiations with key investors, TIFIA, and ratings agencies. Guy also oversaw the development of applications for Transportation Infrastructure Finance Innovation Act (TIFIA) and Private Activity Bonds (PABs) allocation for the project.
- **Miami-Dade County Civil Court Facilities Project:** Currently advising Miami-Dade County on commercial and financial aspects related to the development of a new civil and probate courthouse, leading efforts to develop a feasibility analysis for alternative project delivery, providing financial analysis in support of procurement activities, assisting with the preparation of solicitation documents and conducting a market sounding exercise with the private sector.
- **Broward College:** Provided financial, real estate and commercial advisory services to assist the College in selecting a development partner for the redevelopment of their Downtown Las Olas Center and the development of their South Campus.
- **Denver International Airport:** Since mid-2015, Guy has been co-leading the team serving the Denver International Airport as a financial and commercial advisor for the Great Hall Redevelopment P3. Guy has drawn on his extensive airport financing experience to assist the Airport determine a commercial structure for the deal, identify key financial performance targets and affordability needs/considerations, and work with shortlisted bidders in 1-on-1 meetings to refine Great Hall conceptual plans.
- **Amtrak Terminal Development Initiative (TDI):** Advised Amtrak on a broad range of real estate and investment consultancy services required to assist in analyzing and developing actionable alternatives to improve the performance of a subset of its terminals and portfolio of real estate assets, foster private investment, generate new revenue streams, and identify opportunities to maximize and leverage value through development and other means. Assisted Amtrak in taking a comprehensive view of its prior and current initiatives in order to identify opportunities to maximize the value of Amtrak's terminal and

real estate assets through retail enhancements / expansions and repositioning, acquisitions/dispositions, development, redevelopment, repositioning, joint ventures, and other strategic investment structures.

- **Long Beach Courthouse:** Provided financial and commercial advice to bidder on their bid on Long Beach Court Building. The project which reached financial close in December 2010 is the first social infrastructure P3 in the U.S. Guy has run a funding competition which considered bank and bond finance options, developed the financial and commercial response, and negotiated support to client on development of Project Agreement and financing documentation.
- **Yonkers Public Schools:** Guy is leading KPMG's team which is currently acting as the lead financial advisor to the Yonkers Public School District in the State of New York in the development of their P3 program to assess the value of alternative delivery models in helping them to address \$1.7 billion in critical need improvements across the district.
- **Global Renewables:** Advised on the Proponent's successful bid for Lancashire Waste PFI (closed March 2007). The work included development of financial model supporting the bid, raising of debt and equity, negotiations with the Authority on payment mechanism and compensation on termination and support through to financial close.
- **Amtrak Northeast Corridor High-Speed Rail Project:** Guy is currently assisting with the firm's Strategic Advisory engagement as a Funding and Financing Specialist for the \$151 billion Amtrak High-Speed Rail Project in the Northeast. KPMG is assisting in the development of a business and financial plan as well as an options assessment and analysis plan for the project implementation. The project involves the implementation of a new two-track corridor capable of supporting 220 mph top speeds and reducing travel time in the Northeast.
- **California Department of Transportation:** Advised on the Presidio Parkway/Doyle Drive Concession in San Francisco. This project will include replacing some of the existing Doyle Drive with a new six-lane parkway and a southbound auxiliary lane. The project also includes construction and installation of various electrical and mechanical technologies the Girard Road undercrossing, and Low Viaduct, the Northbound High Viaduct, the Northern Park Presidio Interchange, the Northbound Roadway to Merchant Road, and demolition of the existing High Viaduct, and finally landscaping.
- **LA Metro:** Coordinating KPMG's financial advice to LA Metro as part of a team of advisors acting to assist the Authority in structuring and ultimately delivering a range of highway and transit projects. Current tasks include the development and execution of screening methodology, development of feasibility financial analysis and preliminary business case development.
- **Texas Department of Transportation:** Provided advice on CDA program for TTC-35. This is ongoing work and involves updating the master development plan, assessing the merit of projects ready for development and evaluating proposals put forward by TTC35 partner Cintra Zachry.



Prakash Ganesh

Director

CFA

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Education, licenses & certifications

- MBA, The Fuqua School of Business, Duke University (Fuqua Scholar)
- MS, Civil Engineering (Structures), University of Cincinnati
- MTech, Infrastructural Civil Engineering, Indian Institute of Technology, Madras (IIT-m)
- BTech, Civil Engineering, Indian Institute of Technology, Madras (IIT-m)
- CFA Institute

Background

Prakash is a Director based out of DC office and he brings over 12 years of financial, commercial and strategic advisory experience advising public and private clients on large scale infrastructure projects including public private partnerships. Prakash's industry expertise includes transportation including highways, airports, bridges and transit, water and broadband sectors.

Professional and industry experience

He specializes in the financing, procurement and management of infrastructure projects, including leading roles in designing, evaluating, negotiating, executing and bidding for major infrastructure deals.

Selected project experience

- **Florida Department of Transportation (FDOT):** Provided advice on the feasibility of a number of toll roads. The work involves model building, appraisal of different options including alternative procurement models comparing the concession model against other contracting techniques such as availability and shadow tolling.
- **I-595 Refinancing:** Advised FDOT in the evaluation of a refinancing proposal from the Concessionaire, in structuring alternative approaches to share gains as a result of the refinancing, and in development of the supplemental agreement and review of financing documentation for this \$1.7 billion availability payment-based Design Build Finance Operate and Maintain (DBFOM) project.
- **Tampa Express Lane Project:** Advised on the financial feasibility and structuring of the 90 mile managed lanes project in Tampa as an Availability Payment based Design Build Finance Operate and Maintain (DBFOM) delivery
- **South Florida East Coast Corridor/Tri-Rail Coastal Link:** Advised on the development of new passenger rail service along the Florida East Coast Railway Corridor in Southeast Florida. Options involve multiple jurisdictions, freight and passenger transport joint use considerations, identifying the appropriate contractual arrangement with the host railroad, and potentially up to \$1 billion dollars of public investment
- **Miami Intermodal Center (MIC):** Advised FDOT on a \$2.1 billion development of the largest intermodal complex in the U.S. The finance plan incorporated \$533 million of TIFIA loans and more than a dozen separate local, state, federal, and private funding sources, including: tolls, gasoline taxes, real estate development, rental car customer charges, State Infrastructure Bank financing, and grant contributions by FDOT and stakeholder agencies.
- **Ohio Department of Transportation (ODOT) Portsmouth Bypass PPP Project:** advised ODOT in the development and procurement of the \$400+ million in southern Ohio, including feasibility analysis and procurement support.
- **The Port Authority of New York & New Jersey (PANYNJ) Goethals Bridge Replacement Project:** Advised PANYNJ in advancing its first PPP procurement of the \$1.1 billion project to replace the existing 83-year-old Goethals Bridge in New York. Advised on the procurement process from RFP stage to successful financial close in November 2013, and supported in the negotiation of a \$500m TIFIA loan.



Robert Labenski
*Office Managing
Partner,
Jacksonville*

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**Education, Licenses &
Certifications**

- BS, Accounting, Boston College
- Certified Public Accountant, Florida

Background

Rob is an audit partner and a member of our National Real Estate Leadership team, which he has been a part of since 2003. He is focused on serving as a lead audit engagement partner for our Real Estate Investment Trust (REIT) clients. In addition, Rob is involved in developing KPMG's REIT audit practice in New York and Philadelphia.

He has spent his entire 30 year career with KPMG, primarily serving public and private real estate companies, REITs, real estate opportunity funds and private equity funds. Rob has also worked in KPMG's Philadelphia, New York, Atlanta, and Jacksonville offices.

Rob has developed, and continues to teach, real estate industry training for our firm's professionals. In addition, he created a real estate fundamentals course for undergraduate students at Villanova University.

Rob has also served as the Real Estate Practice Leader for our Mid Atlantic and Southeast regions of the United States. As Real Estate Audit Practice Leader, he was responsible for the overall client service and growth of the practice:

Selected project experience

Rob is one of KPMG's representatives to the National Association of Real Estate Investment Trusts (NAREIT) and serves on the NAREIT Best Financial Practices Council which helps develop real estate industry policies.

- During his career, he has provided his clients with audit services as well as assistance for Initial Public Offerings, Securities Exchange Commission compliance and filings, financial feasibility studies, and public and private equity and debt placements.



Jeffery Gallart

Director

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Education, Licenses & Certifications

- MBA, Northeastern University
- MSF, Northeastern University
- BS, Environmental Engineering, United States Military Academy at West Point

Background

Jeffery is a Director with more than 16 years of experience in leadership, supply chain management, and project management. Jeffery is exceptionally effective at developing teams to deliver risk assessment, strategic process improvement, cost reduction, and revenue generation initiatives. Over the course of his career, Jeff has advised federal and state organizations on ways to reduce operating costs or drive incremental revenue. Most recently, his focus has been assisting transportation agencies in analyzing their portfolio of assets and identifying risks, mitigating strategies and opportunities to increase efficiencies. Beyond initiative identification, Jeff works as a trusted advisor for the leadership of these agencies to develop and execute attainable solutions to realize lasting value.

Jeff has acted as lead for various asset scan initiatives for numerous organizations as they have explored ways to reduce operating costs in the Facilities Management and Fleet Operations sector.

Select project experience

- **Jacksonville Transportation Authority (JTA):** Assisting the Jacksonville Transportation Agency to conduct a risk analysis as it explores the use of autonomous vehicle fleet technology as part of a project to replace their current Skyway system.
- **North Carolina Department of Transportation (NCDOT):** Assisted NCDOT in identifying alternative delivery option for facilities management services across the DOT's portfolio of 10 million square feet. Additionally, he assisted in conducting a right-sizing analysis that would allow the DOT to meet its facility needs through higher space utilization.
- **Riverside County, California:** Conducted a Facilities Management and Fleet Operations analysis for the county; assisted the county in developing standard service level agreements and metrics to actively manage the program. From the fleet perspective, the analysis focused on calculating the breakeven point for owning vehicles and identifying approximately 20 percent reduction in the overall vehicle portfolio.
- **Indiana Department of Transportation (INDOT):** Assisted the DOT in completing an organizational and system assessment. Utilizing industry leading benchmarks, the team was able to generate a process maturity model and make recommendations on performance metrics.
- **Revenue Generation Programs:** Assisted transportation agencies in implementing programs in order to increase incremental revenues.
- **Utah Department of Transportation (UDOT):** Sponsorship Program.



Oscar Bedolla

Director

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Education, Licenses & Certifications

- MA, International Public Policy and Economics, Johns Hopkins University – Paul H. Nitze School of Advanced International Studies (SAID)
- MS, Real Estate Development, Johns Hopkins University – Carey School of Business
- BS, Business Management, Hampton University

Background

Oscar has 15 years of experience providing strategic advisory services for both large-scale infrastructure and real estate projects. During this period, he has worked in senior positions at the federal and local levels to finance, monitor, and manage large projects through all stages of the development cycle. Throughout his career, he has campaigned performance management techniques and data analytics. Oscar's industry expertise includes transportation, community and economic development, and parking.

Select project experience

■ Performance Management Data Analytics

- National leader for KPMG's strategic growth initiative on public sector data analytics. Responsible for managing internal and external engagements and partnerships for public infrastructure and real estate.
- Assisted the with the development of the federal Transportation Performance Management program which dictates a strategic approach to utilize performance management to make investment decisions to achieve investment and performance goals.
- Assisted in the establishment of an interactive dashboard to provide city data in an accessible and user-friendly format for public consumption. These interactive data sets ranged from public health, economic and community development.
- Deployed data analytics to reduce cost, increase revenues and improve congestion for the City of Cincinnati. Specifically, analytics improved enforcement route and the interconnectivity with transit systems and off-street parking assets; increased staffing efficiency and helped to promote fair and efficient enforcement. These improvements lead to a revenue increase from \$3.5M to \$7M in three years.
- Developed a performance management process to manage third party contracts that lead to stronger monitoring and increased accountability. The information collected from this process allowed the City to perform analytics to determine the return on investment.

■ Community and Economic Development

- Incentivized the creation of over 2,200 housing units, created and retained over 4,000 jobs and leveraged public funds to attract \$1 billion in private investment.
- Led efforts to revise the land based code for the City of Cincinnati to include smart growth strategies centered on transit-oriented developments, including leveraging the investment of the Cincinnati Streetcar to incentivize transit-oriented development along the alignment.
- Managed process to select master developer for the mixed-use office, retail, residential and parking development supporting Cincinnati's medical, research and innovation corridor.
- Led a comprehensive review of the City's incentive policies to support the development of vibrant neighborhoods and to create economic and fiscal benefits for the City of Cincinnati.



Brendan Davis

Director

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Education, Licenses & Certifications

- MS, Finance, Florida International University
- MS, Criminal Justice, Florida International University
- BA, Sociology Saint Leo College

Background

Brendan is a Director in KPMG's Advisory Services practice. He brings more than a decade of professional experience in the public and private sector, his specializations include Data and Analytics in criminal justice, target operating model and organizational transformation. Brendan is also a veteran of the United States Air Force.

Brendan has served in many leadership roles throughout his career as he has navigated several industries, to include the military, the private sector, higher education and the federal government.

Select project experience

- **Law Enforcement Engagements:**
 - Assisted top 3 law enforcement agency with review of performance metrics department-wide
 - Assessed large law enforcement correctional division for efficiencies and savings; provided numerous adopted recommendations
 - Led multiple law enforcement work streams for top 15 largest sheriff department; assisted in addressing numerous operational efficiency issues
 - Assessed top 15 law enforcement agency patrol operations with scheduling and deployment; provide numerous recommendations leading to optimized deployment patterns
 - Assisted in the procurement of major law enforcement system upgrades; helped develop system and vendor requirements for client
 - Led team in law enforcement agency review; collaborated across multiple skill sets to deliver client results
 - Managed staffing review of top 3 law enforcement agency; resulted in numerous recommendations to drive structural staffing changes
- **Risk and Financial Management Professional**
 - Federal regulator tasked with writing regulatory guidance for approved insurance providers
 - Assisted 10 global insurance firm with regulatory framework implementation
 - Team member on new insurance evaluation and development team. Acted as team lead: compiled multi-department and external reviews; led numerous meetings; presented consolidated opinion to agency leadership
 - Led team that developed system to integrate regulatory requirements in financial reporting framework
 - Managed team delivering financial reporting services to major financial institution



Ted Hamer
Managing Director

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Education, Licenses & Certifications

- M.B.A., DePaul University
- B.S., University of Wisconsin (La Crosse)

Background

Ted is a Managing Director in KPMG’s Global Infrastructure advisory practice and is located in the Chicago. He joined KPMG’s Risk Advisory practice in February of 2001 and has been with the Infrastructure practice since 2008. Ted’s area of focus and is in innovative infrastructure strategy, mobility, including the impact of autonomous vehicles and Mobility-as-a-Service (MaaS) in public transportation, finance and innovative project delivery, including the use of third party lease arrangements and public-private partnerships (PPP). Ted helps public sponsors with establishing public policy objectives to effectively implement these approaches.

Select project experience

- **Ohio Department of Transportation:** Ted is leading KPMG’s team assisting ODOT with the Drive Ohio initiative. Drive Ohio is ODOT’s strategic plan and implementation of an autonomous and connected vehicle environment. Of note, Ted is heavily involved in the administration’s push to help ensure Ohio is at the forefront of autonomous vehicle development and implementation including having active participation in the Ohio Smart Mobility Initiative (OSMI).
- **State of Ohio:** Since 2016 Ted has served as the overall lead partner for State and Local Government audit and advisory service delivery with the State of Ohio. He is helping deliver a wide range of KPMG’s services to the State to help Governor Kasich’s administration on-going efforts to transform and improve government.
- **Regional Development Authority of Northwest Indiana:** Ted is a senior team member assisting the RDA, in cooperation with the Indiana Finance Authority and NICTD “the South Shore”, on the development and expansion of two transit rail projects: the West Lake Corridor and Double Tracking and the associated Transit Oriented Development opportunities with these projects.
- **Regional Transportation Authority of Chicago (RTA):** Ted was the overall program manager for KPMG’s innovative finance and PPP mandate for the RTA. Ted led a study of transit options as part of the I-90 rehabilitation with the RTA and Illinois Toll Highway Authority, including assessment of potential private delivery opportunities for both commuter rail and bus rapid transit.
- **Amtrak:** Ted is leading a team that is working with Amtrak to redevelop both Union Station in Chicago and the 30th Street Station in Philadelphia through the competitive selection of a master developer. The KPMG team is working closely with the client and local developers to craft a marketable, financeable, and deliverable redevelopment of this landmark facility. This effort requires close coordination with Amtrak’s stakeholders on both projects, including the cities of Chicago and Philadelphia, RTA of Illinois, Metra, IDOT, SEPTA, PennDOT and the FRA.
- **Indiana Department of Transportation (INDOT) and the Indiana Finance Authority (IFA):** Ted is a senior team member helping to lead our advisory services with INDOT and IFA, assisting with their innovative finance and delivery program. Notable projects include: I-69 Section 5: Ted helped lead the development of this \$380 million project reached successful conclusion with financial close in 2014 as a design-build-finance-operate-maintain availability payment agreement between INDOT and IFA and a team led by Isolux and PSP of Canada. Indiana Toll Road (ITR): Ted assisted IFA as it worked through the restructuring of the ITR through its bankruptcy process which ultimately

resulted in the tendering of the ITR Concession Company to the winning team lead by IFM which won the right to assume the remaining 75 year contract for \$5.8 billion

- **North Carolina Department of Transportation (NCDOT):** Ted was a senior team member who advised the North Carolina Department of Transportation on their efforts to implement high occupancy toll lanes through a PPP for the I-77 corridor in Charlotte, North Carolina. The project reached financial close in 2015.
- **Chicago Midway Airport Transaction:** Ted acted as the lead KPMG advisor assisting the City of Chicago's Midway Advisory Panel in assessing the relative merits of a potential long-term concession/lease of Chicago Midway International Airport under the FAA's Pilot Privatization Program.
- **Transportation and Infrastructure Committee:** Ted was a pro bono partner to the Transportation and Infrastructure committee for Chicago 2011; Mayor Rahm Emmanuel's transition effort. In this capacity Ted helped support Forest Claypool as the chair of the committee in drafting the infrastructure plan for the new administration.
- **Port KC:** Ted is working with the Port of Kansas City, Missouri and the City of Kansas City, Missouri to help explore project delivery, financing, and management options for the redevelopment of Kansas City International Airport.
- **State of Michigan:** Ted is a senior team member working on KPMG's mandate to provide a broad range of assistance advising the Office of Governor Rick Snyder on the broad based use of private sector involvement to develop and leverage Michigan's infrastructure. Ted is currently helping the State explore a variety of critical social infrastructure projects, including the development of a Biosafety Level 3 consolidated laboratory as well as the replacement of state operated acute mental health hospitals for adults and adolescents. Ted has also helped the State assess innovative methods of delivery for a Tier 4 data center as well as veterans housing replacement and new development projects.
- **Des Moines International Airport:** Ted worked closely with DSM to help conduct a market intelligence effort to understand potential terminal replacement options through public-private partnerships in 2015. This work has led to Ted and the KPMG team working with HNTB in a terminal programming effort to help select the site and preferred concept for a new 10 to 13 gate terminal to replace the aging and antiquated facility. KPMG is conducting the financial analysis for this effort.
- **Fort Lauderdale Federal Courthouse:** Ted worked closely with the General Services Administration, City of Fort Lauderdale, Broward County and the Fort Lauderdale Downtown Development Authority on how to replace the aging and antiquated federal courthouse with a new facility. This work helped secure funding for a new federal courthouse as part of the 2016 Federal omnibus package.



Jay Ross
Managing Director

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Education, Licenses & Certifications

- BS, Lehigh University
- State Licensed Real Estate Appraiser

Background

Jay is a Managing Director in the Economic and Valuation Services practice of KPMG LLP in its New York office.

At KPMG, Jay has worked on a variety of different clients, on valuations and due diligence for acquisitions and mergers in all major asset classes including land, mixed use developments, residential, retail, office, industrial, and lodging. He has performed valuations on leasehold interests, assets for allocation purposes and market studies.

Select project experience

- **Amtrak Terminal Development Initiative Project:** Jay assisted Amtrak with its Terminal Development Initiative project. Specifically, he assisted Amtrak in taking a comprehensive view of its prior and current initiatives in order to identify opportunities to maximize the value of Amtrak's terminal and real estate assets through retail enhancements/expansions and repositioning, acquisitions/dispositions, development, redevelopment, repositioning, joint ventures, and other strategic investment structures. Services provided included economic and real estate valuation on various terminals and surrounding areas.
- **Pharmaceutical Manufacturing Facility Acquisition Project:** Led the firm's engagement for valuation services related to the acquisition of a pharmaceutical headquarter facility in New York. Special considerations included sale-leaseback, Payment in Lieu of Taxes (PILOT), etc.
- **Expansive Real Estate Development Site:** Jay assisted with the evaluation of a development model for a reasonableness check for the anticipation of public funding. The intent of this research was to determine if the development was supported by the market. The development, once fully complete, was proposed to include a landscaped open space, a sports entertainment complex, a boutique hotel, ground floor retail space, office space, affordable and middle-income housing, and market-rate housing.
- **Brooklyn Queens Connector ("BQX"):** The New York City Economic Development Corporation has engaged KPMG in analyzing the technical and the financial likelihood of a proposed light rail system in New York City; including, its potential impact on commercial real estate values and future development along its potential alignment corridor. Jay lead the effort in preparing the initial stages of a market study inclusive of 18 distinct neighborhoods by determining: (1) commercial land value by development type, (2) market leasing assumptions by property type, (3) 40-year supply and demand projections, and (4) land residual analyses.
- **Valuation of Real Estate Investment Fund:** A large Real Estate Investment Trust ("REIT") requested assistance in determining quarterly valuation conclusions for financial reporting purposes. The project included reviewing the initial valuation policies and procedures for the fund and providing regular updates to reflect adherence to current regulatory requirements and market based practices for commercial properties. Specifically, Jay led the review of quarterly valuations of underlying real estate investments as prepared by asset managers. He undertook detailed discussions with asset managers on valuation approach, methodology, key assumptions, and conclusions.



Tom Hiddemen
Managing Director

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Education, Licenses & Certifications

- BBA – McCombs School of Business, University of Texas in Austin
- MBA – Ross School of Business, University of Michigan at Ann Arbor

Background

Tom is a Managing Director in KPMG Strategy’s Energy, Natural Resources and Chemicals industry team, with over 15 years of experience. Tom works with clients on strategy development, operating model and organization design, and performance improvement initiatives. Prior to joining KPMG, he worked for Booz and Company where he led strategic engagements across the energy sector, and JPMorgan Chase in the Middle Market Banking and Capital Markets groups.

Select project experience

- Designed a new global organizational structure for a large Engineering, Construction and Procurement company to drive operational efficiencies through better utilization of firm capabilities
- Led the creation of a new 4 Megawatt customer-sited Solar PV energy program for a large Electric Utility company, enabling the utility to become in compliance with renewable energy portfolio requirements
- Created an investment strategy for a large Infrastructure Private Equity firm, which included analyzing new trends in the midstream natural gas industry and modeling two innovative investment theses
- Established new support service departments for a recently divested Oil & Gas Midstream pipeline company, which included designing organizational structures for the finance, accounting, tax and legal departments, developing best practice processes for each function, and developing key performance metrics
- Determined target corporate staffing levels and cost allocations for a large Power and Utilities company who was considering a potential sale of its natural gas subsidiary
- Led the development of a new integrated planning model for a large Independent E&P Oil and Gas company, which included redesigning strategic planning, capital allocation, budgeting and performance management processes
- Drafted rate case testimony for a state’s electricity commission which outlined target customer electricity rates, which balanced a Utility company objectives of reducing operating costs while encouraging investments in aging utility infrastructure
- Designed new annual strategy and department planning processes for a leading Fuels Retailer, assisted VPs in preparing their initial strategic and operational plans, harmonized into an enterprise-wide plan, and linked to overall budgets and metrics



Cate Singer

Director

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Education, licenses & certifications

- BA, Rutgers – State University of New Jersey
- Municipal Bond Association – Certificate Program
- Series 79 and Series 63

Background

Cate joined KPMG's Infrastructure Advisory practice in 2010 from the State of New Jersey's Department of the Treasury, Office of Public Finance where she provided transaction services and portfolio management in governmental municipal finance. While with New Jersey's Office of Public Finance, Cate led, co-led or participated as the State Treasury representative for issuance of approximately \$5 billion of new money and refunding bonds during FY's 2008 and 2009. Cate was also responsible for administering the State's annual federally authorized program allocation of \$782 million PAB capacity among other duties.

Since joining KPMG, Cate's experience in infrastructure delivery has focused on work in the social infrastructure and transportation sectors. Her work consists primarily of funding and financial analysis, financial modeling, project screening and feasibility analysis and providing procurement and commercial structuring and negotiation support. Having balanced the financing objectives of the state within the framework of public policy considerations, Cate adds a client focused public sector perspective to the practice.

Select project experience

While at KPMG Cate has been involved with the following projects:

- **Miami-Dade County Civil Court Facilities Project:** Currently advising Miami-Dade County on commercial and financial aspects related to the development of a new civil and probate courthouse, including developing a feasibility analysis for alternative project delivery, providing financial analysis in support of procurement activities, assisting with the preparation of solicitation documents and conducting a market sounding exercise with the private sector.
- **Amtrak Master Developer Procurements:** Cate is currently helping Amtrak manage the master developer procurements at both Chicago Union Station, Baltimore Penn Station and Pennsylvania 30th street station. KPMG is assisting Amtrak with managing the procurement process, evaluating the proposal submissions, and securing the best commercial terms with the selected developer. The selected master developer could be responsible, for the redevelopment of the station, concourse, and development on surrounding parcels owned by Amtrak. The projects will utilize private funds for commercial development and will generate a return to fund existing state of good repair improvements.
- **Amtrak Asset Monetization Initiative:** Cate is assisting Amtrak to explore potential opportunities to increase revenue or generate cost savings on their existing real property assets, including right-of-way, stations, offices, and maintenance facilities. She is providing engagement management for the evaluation of Amtrak's assets and developing an implementation plan to bring potential opportunities to market.
- **Amtrak Terminal Development Initiative (TDI):** Cate has acted as the Project Manager involved in all stages of the TDI project to analyze and develop actionable alternatives to improve the performance and circulation of a subset of Amtrak's terminals. Cate was involved in assisting Amtrak in taking a comprehensive view of its prior and current initiatives in order to identify opportunities to maximize the value of Amtrak's terminal and real estate assets through retail enhancements/expansions and repositioning,

acquisitions/dispositions, development, redevelopment, repositioning, joint ventures, and other strategic investment structures.

- **Amtrak, High Speed Rail Business and Finance Plan:** Cate played a key role in the funding and financing team for the Program, leading the development of the financial model and associated financial analysis and acting as a dedicated project/account resource. Cate has helped lead the development of a comprehensive funding and financing options report to evaluate and analyze the universe of available sources. Cate also played a lead role in development of the Northeast Corridor Capital Investment Program Business and Finance Plan along with several white papers related to federal financing opportunities and other deliverables.
- **Dormitory Authority for the State of New York, Consolidated Laboratory Project:** Cate served as Project Manager on the New York Consolidated Laboratory Project, which is currently in the pre-procurement stage. Cate led a comprehensive market sounding exercise for the project as well as an initial high-level feasibility and options analysis and has provided project and procurement support
- **Puerto Rico Public-Private Partnerships Authority, Liquefied Natural Gas Project:** Cate is an active member of the project team on this engagement. To date Cate has been involved in the development of a detailed and thorough benchmarking and commercial structuring analysis as well as with day-to-day project management.
- **Virginia Availability Payment Analysis:** Cate serves as Project Manager on the analysis of availability payment (AP) structures for the Virginia Department of Transportation (VDOT) and the Virginia Office of Transportation PPPs (OTPPP). As part of this work, Cate has led a comparative financial modeling analysis for AP and traditional structures for two separate roadway projects to determine high-level financial feasibility.
- **Colorado HPTE, US36 Phase 2 Managed Lanes Project:** Cate has been involved in all stages of the project providing procurement support and analysis and participating in the project screening phase of the engagement to determine the optimal delivery model for the Project. Specifically, Cate is involved in the financial modeling to determine the benefits of a PPP approach and was responsible for the organization of stakeholder and market soundings for the project in the form of a public industry forum and 1 on 1 meetings with the private sector. Cate also acts as Project Manager for the engagement.



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Education, Licenses & Certifications

- MBA (Finance and Accounting), The University of Texas at Austin, McCombs School of Business
- MS (Engineering), The University of Texas at Austin
- BCE, Georgia Institute of Technology
- Registered Professional Engineer (Civil), California
- FINRA Licenses – Series 7, 24, 63 and 79

Background

Vince is a Managing Director with over 20 years of international experience in assisting clients with the financing, development and procurement of infrastructure projects. He has worked to reach close on all categories of alternative delivery including DB, DBM, DBF and DBFOM (Availability Payment and Toll Concession) models. This work has included feasibility analysis, assessment and assignment of project risks, development of commercial agreements, publishing procurement documents (RFQ, RFP) and evaluation of proposals. Prior to joining KPMG, Vince worked for Fluor Corporation where he was Development Manager for the Capital Beltway HOT Lanes project and other privately developed transportation projects. He also worked as a bridge engineer on P3 transit and viaduct projects in the US, Canada, Puerto Rico, Taiwan and Thailand.

Select project experience

- **TxDOT Non-Traditional Transportation Project Delivery Program:** Vince has led a team of over 15 professionals in providing commercial and advisory services to TxDOT's program. These services include evaluating financial feasibility of over 50 projects, RFQ and RFP evaluation assistance, development of shadow bid and public sector comparators, supporting the TIFIA loan process, procurement of DB, DBFOM and concession projects worth over \$6 billion in the last 5 years. Procurements he has worked on have included:
- **North Tarrant Express Segment 3C Managed Lanes:** Vince is the lead financial advisor to TxDOT on the negotiation of a \$600 mm change order to the existing concession agreement extending the existing managed lanes approximately 10 miles along I35W in the DFW region. He has assisted TxDOT in determining the existing concession's value before and after the expansion. Negotiation includes and re-negotiating expansion and revenue sharing provisions as well as incorporating financing using PABs and a TIFIA loan into the existing financial structure.
- **Harbor Bridge Project:** Vince was project manager on the KPMG team that assisted TxDOT in developing procurement documents, RFQ and RFP evaluation, a funding plan that included use of a tapered match to minimize financing costs, an interest rate protection mechanism and the use of deferred payments. He also assisted TxDOT in evaluating its approach to property insurance for this complex structure in a coastal hurricane zone.
- **Colorado High Performance Transportation Enterprise, US36 Phase 2 Managed Lanes Project:** As project manager, Vince worked with HPTE to determine the initial project scoping, complete the financial analysis of several alternative delivery options including design-build, availability payment and toll concession. He assisted HPTE in presenting the results of these analyses to their board and local stakeholders. A toll concession model was selected which included assigning an existing HPTE TIFIA loan to the private developer. Vince also supported HPTE's negotiation with TIFIA on assignment of their existing loan to the developer, negotiating a new loan and modeling activities related to financial close. The assignment of a TIFIA loan and issuance of a senior and subordinate TIFIA loans on one project were TIFIA firsts. He worked with HPTE and its other advisors in the development of RFQ, RFP and Concession documents, evaluation of proposals and negotiation of final \$170 mm Concession Agreement. Following close, he supported HPTE in their oversight of the agreement.

- **Caltrans, Presidio Parkway Project:** Vince has been a key adviser to Caltrans on the Presidio Parkway Project in San Francisco, California's first transportation project procured with an availability payment structure. This project will include replacing the south approach to the Golden Gate Bridge along Doyle Drive with a new six-lane parkway. He assisted Caltrans with the financial aspects of the Presidio Parkway Project. This work included: development of the RFP and P3A, evaluation of proposals and supporting contract negotiations with the selected proposer. Following commercial close he supported Caltrans in negotiations with the FHWA and TIFIA office on eligibility of AP payments for federal funds and modeling, activities related to financial close including interest rate adjustments and negotiation of TIFIA's first two tranche loan structure.
- **SR-156 Caltrans and Transportation Agency for Monterey County (TAMC):** Vince was project manager on the team that assisted Caltrans in developing the Business Case and Project Proposal Report for submission to the California Transportation Commission on the \$260 mm SR 156 toll project analysis including design-build with toll revenue bonds, availability payment and toll concession structures. During the later stages of the project he coordinated with TAMC's financial advisor.
- **Orange County Transportation Authority (OCTA) I-405 Express Lanes:** Vince was KPMG's lead financial advisor to OCTA for the analysis of traditional and alternative delivery options for the \$1.2 billion I-405 Express Lanes project. The team evaluated DB, DBFM and DBFOM delivery models.
- **Transportation Investment Corporation, Greater Vancouver Gateway Program:** Vince advised the government-sponsored project developer, TI Corp, on the procurement of an electronic tolling system for the C\$2 billion Port Mann Bridge. Work included review of project specifications, development of contract, procurement documents, evaluation procedures, and evaluation of proposals.
- **DFW Connector Project:** Vince advised the TxDOT Fort Worth district on procurement of this \$917 M managed lanes project as a design-build project with a fifteen year capital maintenance component. His work has included the development of the bid documents; development of key commercial terms in the development agreement and the evaluation of responses received from bidders.
- **I-495 Capital Beltway HOT Lanes:** Prior to joining KPMG, Vince was Development Manager on this \$1.9 billion toll concession project in Washington D.C. He led Fluor's development efforts following agreement signing to the final phase of project development. His efforts included coordinating design development, cost estimates, USACE permitting, NEPA re-evaluation, T&R studies and project financing.



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Education, licenses & certifications

- BEng (Hons) degree in civil engineering
- Chartered Engineer
- FINRA Licenses: Series 7, 63, 24
- Member, Institution of Civil Engineers

Background

Iain has seventeen years of advisory experience on infrastructure projects. He has a background in civil engineering and specializes in PPP and project finance, procurement option analysis, comparative risk assessment, proposal evaluation and contractual negotiations. Iain has advised public and private sector clients on innovative finance and PPP transactions across a wide range of sectors.

Professional and industry experience

Iain has provided strategic and commercial advice across surface transportation, water and social infrastructure. Iain has experience in assessing early project feasibility and developing project delivery structures with public and private owner clients. Iain also has advised on the development of public sector reference cases in order to assess value for money and quantification of risk; reviewing financial models; and negotiating funding and commercial agreements. In the UK, Iain was a member of BayernLB's project finance desk, specializing in structuring transportation, energy and water treatment finance facilities. Iain is a member of the Institution of Civil Engineers.

Select project experience

- **Arizona Department of Transportation** – providing commercial financial analysis for highway lighting conversion, water infrastructure and solar projects
- **Nassau County** – advised Nassau Co on project feasibility and transaction structuring related to a brownfield wastewater treatment plant
- **HOK / Texas Facility Commission** - advised TFC on a value-for-money and feasibility analysis to determine the optimal delivery model for the G.J. Sutton Complex project.
- **Commonwealth of Puerto Rico** – advised on the development of a commuter rail project and a ferry operations project
- **Garney Companies** – provided financial and commercial advice related to the development of a 142 mile water pipeline project with the San Antonio Water System
- **Consolidated Water** - Rosarito Desalination Project – provided project feasibility analysis and commercial structuring advice
- **Texas State University** - provided advice related to the procurement and development of combined heat and power plant
- **Michigan Department of Environmental Quality** – provided advice related to the development of a strategic water plan for Michigan
- **Tampa Bay Reservoir Project** – review of key commercial terms and proposed transaction structures;
- **Ajman Wastewater project, United Arab Emirates** – arranged senior debt finance and undertook credit analysis for limited recourse project finance asset
- **Umm Al Nar IWPP, United Arab Emirates** – arranged senior debt finance and undertook credit analysis for limited recourse project finance asset.
- **Longbeach Courthouse** – financial advice relative to the development of a 30-year design, build, finance and operate concession;

- **University of California – Merced** – independent review of methodology and analysis for a DBFOM delivery structure
- **Indiana Finance Authority:** Iain advised the IFA in relation to the development of a \$1.3 billion design, build, finance, operate and maintain crossing over the Ohio River
- **California High Speed Rail Authority:** provided financial and strategic advisory services to the Authority on the development of a funding and financing plans for the delivery of a \$64 billion high speed rail service between San Francisco and Los Angeles;
- **Amtrak** – assessment of corridor broadband development proposal
- **Michigan Department of Treasury** – provided advice to establish public-private partnership program; assisted the Department of Technology Management and Budget develop an innovative financing and procurement solution for delivery of a cross-departmental and shared services data center estimated at approx 80,000 square feet in space.
- **UK Government’s Highway’s Agency** – National Roads Telecommunications Systems project. Advised the UK Government on the development of a \$790 million project to upgrade roadside telecommunications along strategic UK highways. Assistance included detailed negotiations on commercial terms; negotiations on costs; and the development of the payment and performance mechanism.
- **North Carolina Department of Transportation** – project screening and evaluation; identification of cost saving and revenue generation opportunities
- **Ohio Department of Transportation, Brent Spence Bridge** – development of options and feasibility analysis for regarding the development of \$2.5 billion bi-state crossing project over Ohio River;
- **Texas Department of Transportation** – provided commercial and financial advice to TxDOT on the SH130 Segments 5&6 project; advised on the development of programmatic terms for TxDOT’s comprehensive development agreement program



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Education, licenses & certifications

- BA – Mathematics & Statistics, Columbia University

Background

Sandeep is a Senior Associate based out of the DC office. He brings over two years of experience providing strategic, commercial, financial and asset optimization services to public and private sector entities on surface transportation, airport, port, social infrastructure, water and wastewater, energy and resiliency projects.

Select project experience

- **Miami-Dade County Internal Services Department – Civil and Probate Courthouse:** Advising Miami-Dade County in the development of the new civil and probate courthouse and advised the County Assisted in analysis of potential public and private delivery options, funding sources and financing structures as well as value-capture strategies.
- **Florida Department of Transportation (FDOT) – Miami Intermodal Center (MIC):** Maintains the financial model for FDOT on a \$2.1 billion development of the largest intermodal complex in the U.S. to support the TIFIA Loan debt service payments based on a cash sweep loan structure, provides stress testing scenarios for rating agencies and assists FDOT in developing an annual plan update for FHWA. The finance plan incorporated \$533 million of TIFIA loans and more than a dozen separate local, state, federal, and private funding sources, including: tolls, gasoline, taxes, real estate development, rental car customer charges, State Infrastructure Bank financing, and grant contributions by FDOT and stakeholder agencies.
- **Los Angeles World Airports (LAWA) – Automated People Mover (APM) & Consolidated Rental Car Facility (CONRAC) Projects:** Advised LAWA on the procurement of a DBFOM concession for the \$2.0 billion+ APM and \$800 million+ CONRAC projects as part of LAWA's Landside Access Modernization Program at Los Angeles International Airport (LAX) and developing the financial plan as well as advising on procurement and transaction structure and participating in negotiations with potential partners and stakeholders.
- **Philadelphia Regional Port Authority (PRPA) – Southport Marine Terminal Complex:** Assisted PRPA with its RFQ process to select shortlists of potential proposers on the development of approximately 200 acres of land into port, intermodal, energy or other potential projects at the Southport Marine Terminal Complex located on the Delaware River. PRPA intends to use a DBFOM P3 structure to develop this project. Current work includes project management support, due diligence and negotiations with potential partners and stakeholders.
- **Empire State Development (ESD) / Moynihan Station Development Corporation (MSDC) – Empire Station Complex:** Advised ESD / MSDC in the redevelopment of the James A. Farley Post Office Building into Moynihan Station, which will serve as the new home of Amtrak in New York City and begin to address space constraints for intercity and commuter rail passengers by redeveloping Penn Station. The project's two main components are the conversion to a world class intercity rail station for Amtrak and the development of associated on and off-site real estate in order to help fund the train hall and surrounding public infrastructure improvements. Assisted in financial plan development, analysis of potential public and private delivery options and financing and value capture strategies, and negotiations with potential partners and stakeholders.



Attachment #3: Detailed Case Studies*

Jacksonville Transportation Authority

Role:

Financial Advisor

Project size:

N/A

Status

Ongoing

Background

JTA has indicated a preference to use autonomous vehicle fleet technology as part of a project to replace their current Skyway system, and has engaged KPMG and PTV to help conduct a risk analysis accordingly.

Approach and services

As advisor for this project, KPMG accomplished the following:

- Conducted an international benchmarking of AV shuttle programs in order to leverage leading practices and lessons learned
- Assisted JTA by conducting a risk analysis of the organization and AV readiness with possible mitigating approaches
- Provided JTA with salient business options, including how to potentially approach the implementation of autonomous fleet technologies
- Conducted risk workshops with JTA leadership and key personnel to hone in on known, and potential risks with the AV program to highlight financial, infrastructure, technology and operational risks

I-4 Ultimate Project

Role:

Financial Advisor

Project size:

\$2.3 billion

Status:

Financial Close

Background

The I-4 Ultimate Project (the Project) is a 21.1 mile greenfield managed lanes toll facility from Orange County to Seminole County and will serve as a primary link to downtown Orlando. The Project entails widening the I-4 to three general use lanes, auxiliary lanes, and two managed lanes in the eastbound and westbound directions. The Florida Department of Transportation (FDOT) will deliver the Project as a design, build, finance, operate and maintain structure with availability payments being made to the private sector concessionaire

FDOT issued an RFQ in March 2013, shortlisted four teams in May 2013, issued the final RFP in October 2013, and selected I-4 Mobility Partners (Skanska and John Laing led consortium) in April 2014 as the top value proposer.

Approach and services

FDOT engaged the KPMG team to act as its financial, strategic and commercial advisor to support the structuring of the Project, development of contract documents and negotiation with bidders and support to reach financial close. KPMG has provided a range of services on the I-4 Ultimate Project, including:

- Development of financial feasibility analysis
- Providing financial analysis in support of procurement activities
- Developing applications for Transportation Infrastructure Finance Innovation Act (TIFIA) and Private Activity Bonds (PABs) allocation
- Developing procurement documents including financial and commercial input to
- Supporting industry forum and one on one sessions with industry
- Supporting FDOT with negotiations with TIFIA office, ratings and potential conduit issues for PABs
- Providing negotiation advice and benchmarking information based on precedents from around the U.S. and internationally

Miami-Dade County Civil Court Facilities

Role:

Financial Advisor

Project size:

N/A

Status:

Ongoing

Background

Miami-Dade County engaged KPMG to assist in its endeavor to develop a new Civil Court Facility to replace the existing courthouse.

Approach and services

KPMG is assisting Miami-Dade County to review and analyze court facilities, including:

- Performing feasibility analysis for alternative delivery methods
- Developing a value for money analysis
- Providing financial advisory services relating to funding options and financing capacity
- Conducting a market sounding exercise with potential private bidders to assess demand private investment demand for the project
- Assisting with the development of procurement documents
- Developing the financial model to support the transaction

Long Beach Courthouse P3

Role:

Financial Advisor
to Meridiam

Project size:

\$495 million

Status:

Financial Close

Background

KPMG was the co-financial advisor to a Meridiam consortium for the design, build, finance, operations and maintenance of a new courthouse facility in Long Beach, California. The P3 term is for 35 years.

This facility replaces the previous Long Beach Courthouse which was built in 1959, suffered from functional and security flaws, was undersized and dilapidated, had accessibility issues and the building has structural problems that were hazardous in the event of an earthquake

Approach and services

In June 2009, we were appointed as co-financial advisor to the Sponsor Meridiam Infrastructure on their bid for Long Beach Courthouse – we have played a significant and influential role throughout the transaction successfully combining our P3 experience from other jurisdictions with a deep understanding of the California market. Our work has included:

- Support and advice in raising and structuring \$442m of bank debt to finance the transaction
- Support in development of Meridiam's RFQ and RFP bids for the project
- Negotiation support and financial advice in the development of the project agreement between Meridiam and the Administrative Office of the Courts ("AOC")
- Negotiation support in the development of the financing documentation between Meridiam and its bank group
- Development and running of the financial model to support the bid

Tampa Bay Water Reservoir Facility Project

Role:

Financial Advisor

Project size:

\$150 million

Background

During the 1996 legislative session, the Florida Legislature directed the West Coast Regional Water Authority (Authority) and its member governments (Hillsborough County, Pasco County, Pinellas County, Tampa, St. Petersburg, and New Port Richey) to evaluate the Authority's operations and make recommendations for improvements. KPMG was retained by the Authority to conduct an objective analysis and present alternatives for establishing a regional water supply entity. The study resulted in the creation of Tampa Bay Water in 1998 after a two-year process that included legislative amendments that changed the name, structure, and the operational model of the West Coast Regional Water Supply Authority. The creation of Tampa Bay Water ended the region's 'water wars' and created a new alliance between the six governments in westcentral Florida: Hillsborough County, Pasco County, Pinellas County, New Port Richey, St. Petersburg and Tampa. Tampa Bay Water is now operating as a special district established by an Interlocal Agreement to supply wholesale drinking water to its member governments who, in turn, provide drinking water to more than 2.5 million people in the greater Tampa Bay region.

Approach and services

KPMG played a critical role in assisting the Authority and its member governments to conduct multiple workshops, develop new governing documents for Tampa Bay Water, including the Interlocal Agreement and the Master Water Supply Contract to supersede existing water supply contracts, and conduct extensive analyses related to water rates, water quality, legal issues, and overall water supply facility assessment. The pinnacle of these efforts was the creation of Tampa Bay Water as the regional water supply authority for the Tampa Bay area.

Denver International Airport Great Hall

Role:

Financial Advisor

Project size:

N/A

Status:

Ongoing

Background

Denver is redeveloping its 20-year old Great Hall. Denver International Airport will procure a world-class airport developer to relocate security, reconfigure its passenger processing and security screening to enhance the customer experience in the Terminal and generate new non-airline revenues. The project seeks to achieve the following:

Relocation of TSA from Level 5 to 6 of the Great Hall

Reconfiguration of airline offices and operations, accommodating self-tag and self-bag drop systems and maximizing available square footage for non-airline revenue sources

Reconfiguration of Terminal operations spaces (airport administrative offices and operational spaces)

Development of a quality concessions program and concessions space, leveraging Denver's unique brand while attracting leading national and international brands

Integration of the Great Hall with the newly constructed hotel and soon-to-be-completed Hotel and Transit Center (HTC) attached to the Terminal building

Approach and services

KPMG is assisting Denver International Airport with the following services:

- Market soundings to inform the procurement process
- Development of a DBFOM term sheet, predevelopment agreement, and Instructions to Proposers
- Drafting of the revenue sharing terms and the commercial framework for technical specifications and concessions program

Amtrak Terminal Development Initiatives

Role:

Financial and commercial advisor

Project Size:

Confidential

Status:

Ongoing

Background

KPMG has been engaged by Amtrak to provide a broad range of real estate and investment consultancy services required to assist in analyzing and developing actionable alternatives to improve the performance of its nationwide portfolio of real estate assets, foster private investment, generate new revenue streams, and identify opportunities to increase value.

In support of its updated strategic plan and to complement its ongoing master planning process for each station, KPMG is assisting Amtrak in taking a comprehensive view of its prior and current initiatives in order to identify opportunities to increase the value of Amtrak's assets through dispositions, development, redevelopment, repositioning, joint ventures, and other strategic investment structures.

Approach and services

As the strategic and financial advisor to Amtrak, KPMG is playing a key role on the project team, providing services that include the following:

- Collecting market data and conducting valuation assessments through comprehensive market research, analysis, third-party interviews, and a highest- and best-use analysis
- Creating a feasibility analysis of development/redevelopment options by identifying a range of alternatives for asset and revenue generation
- Identifying preferred transaction structures by assessing all alternative structures and evaluating financial and strategic implications of each option

Assisting with implementation of a program of TDI projects at each station including performing more detailed discrete analysis on transaction opportunities, reviewing and commenting on unsolicited proposals received, and assisting with procurement strategy and execution for private sector partners on various projects

Michigan Freeway Lighting

Role:

Financial Advisor

Project size:

N/A

Status:

Financial Close

Background

The freeway lighting system operated by MDOT in the Detroit metro region was operating at approximately 70% service level due to fiscal constraints, multiple incidents of copper theft, vandalism, and a number of operating challenges. This poor level of lighting posed safety concerns, increased risk of traffic accidents, and contributed to the decrease in the overall economic vitality in the region. At the same time, higher-efficiency LED lighting products have become significantly cheaper, which provided an opportunity to realize lifecycle cost savings.

Approach and services

KPMG was engaged by MDOT to explore the delivery options in support of improving the illumination service level to nearly 100%, enhance motorist safety, reduce theft/vandalism, take advantage of new higher-efficiency LED lighting technology, while addressing the Department's fiscal constraints.

As part of the work KPMG conducted a cost analysis of the existing system, evaluated multiple alternative delivery models, including a Design-Bid-Build delivery by MDOT and a Design-Build-Finance-Operate-Maintain option delivered by a private contractor. Following a rigorous Value-for-Money analysis, MDOT decided to pursue a DBFOM delivery under an availability payment mechanism. KPMG helped structure the procurement, provided drafting input to the commercial and financial terms of the public-private partnership agreement, and supported MDOT through commercial and financial close.

Deliverables included procurement options analyses, financial analyses, procurement documentation (RFQ, RFP, evaluation planning), and evaluation support.

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