

City of Jacksonville, Florida

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

JANUARY 15, 2018



RBC Capital Markets



January 15, 2018

Joey Greive, CFA, CFP®
City of Jacksonville
Treasury Department
117 W. Duval Street, Suite 300
Jacksonville, FL 32202

Jeremy Niedfeldt
Director, PFM Financial Advisors LLC
Public Financial Management, Inc.
300 South Orange Avenue, Suite 1170
Orlando, FL 32801

RE: City of Jacksonville, Florida
Response to Request for Proposals to Provide Strategic Initiatives Financial Advisory Services

Dear Mr. Greive & Mr. Niedfeldt:

On behalf of RBC Capital Markets, LLC ("RBCCM" or the "Firm"), we are pleased to present our response to The City of Jacksonville, Florida's (the "City") Request for Proposals ("RFP") to Provide Strategic Initiatives Financial Advisory Services.



Maximizing Value on the City's Assets. Specifically, we believe that RBCCM is uniquely positioned to advise the City on maximizing value on its various asset types including but not limited to parking, utility, transportation, and telecom assets owned by the City or its respective agencies. *For the two year period from 2015 to 2017, RBCCM ranks as the #1 Advisor by number of transactions in the InfraDeals League Table for North American Advisory, having served as Advisor for over \$18.9 billion of transactions on 25 separate deals. Combine that experience with RBCCM's #4 ranking in SDC's 2017 Municipal Underwriter Senior Managed League Tables, RBCCM is the most qualified firm to serve the City of Jacksonville's Strategic Advisory needs.*

Our Municipal Finance team has partnered with our Power, Utilities & Infrastructure ("PU&I") and Communications, Media and Entertainment ("CME") Investment Banking groups to identify potential monetization opportunities for our clients. Municipalities, similar to the City, are seeking alternative financing strategies to recapitalize their balance sheet and improve operating cash flow in the face of declining state and federal financial support.

Most recently, RBCCM Municipal Finance, and respective PU&I / CME teams served as Advisor for three distinct public sector monetizations, including a buy-side advisor role for ENGIE / Axiom's purchase of a 50 year concession to manage and operate The Ohio State University's utility system; a sell-side advisor role for DePaul University's divestiture of a student housing, conference, and classroom facility in Chicago; and a sell-side advisor role for the Lower Colorado River Authority's ("LCRA") divestiture of 77 cell towers to Vertical Bridge.

The LCRA transaction marked one of the largest divestitures by a municipal client in the telecom sector. As more detailed in our proposal, LCRA selected to capitalize on the high demand for wireless infrastructure by partnering with the private sector through its sale and leaseback of these non-core tower assets. On behalf of LCRA, RBCCM conducted a two-round competitive bid process. LCRA ultimately chose to enter into exclusive negotiations with Vertical Bridge. The upfront payment paid to LCRA was an aggregate of the value of four components LCRA was able to successfully monetize; 1) a leaseback of space on the tower by LCRA and LCRA Transmission Services Corporation, 2) current 3rd party revenue and contracts, 3) lease-up potential and supply and demand metrics of the area surrounding a respective tower, and 4) value of the Revenue and Marketing Share agreement whereby LCRA and Vertical Bridge will share in the economics of lease revenue on new towers built and/or attached to transmission assets.








Power, Utilities, and Infrastructure Investment Banking Group. Our PU&I team has 78 dedicated professionals nationally and more than \$9.5 billion in loan commitments. The group covers two primary areas: Power/Utilities (including gas & electricity networks, regulated utilities, renewable energy, waste, and water) and Infrastructure (including roads, tunnels, bridges, parking,

 Ohio State Energy Partners Comprised of ENGIE AXIOM Infrastructure \$1,165,000,000 50 year Concession Agreement with The Ohio State University to Manage and Operate the University's Utility System Buy Side Advisor to Engie and Axiom	 UNIVERSITY CENTER CHICAGO • LIVE • STUDY • PLAY \$201,000,000 Monetization of Student Housing, Conference Center and Classroom Facility in Chicago Sell Side Advisor to the Educational Advancement Fund	 LCRA ENERGY • WATER • COMMUNITY SERVICES Undisclosed Divestiture of 77 Cell Tower Assets to Vertical Bridge Sell Side Advisor
---	---	--

ports & airports, rail, and buses). Since 2015, RBCCM ranks as the #1 Advisor by number of deals for North American Advisory. Notable transactions include advisory roles for the sale of Aerostar Airport Holdings for the Luis Muñoz Marin Airport, the acquisition of the Chicago Skyway, and a joint book-runner role for the Indiana Toll Road acquisition financing.

 \$430,000,000 Sale of 50% stake in Aerostar Airport Holdings (Luis Muñoz Marin International Airport) Financial Advisor to Oaktree	 Confidential Acquisition of Pocahontas Parkway Concession Sole Financial Advisor and Sole Placement Agent to Globalvia Inversiones S.A.U.	 \$2,836,000,000 Acquisition of Chicago Skyway Sole Financial Advisor, Sole Placement Agent, Mandated Lead Arranger, and Lead Swap Manager to Calumet Concession Partners	 \$1,075,000,000 Global Container Terminals Debt Refinancing Financial Advisor, Lead Left Placement Agent, and Lead Left Bookrunner	 \$4,000,000,000 Intoll / 407 ETR Privatization of Intoll & 10% stake in 407 ETR Sole Financial Advisor	 \$2,850,000,000 Indiana Toll Road Acquisition Financing Mandated Lead Arranger, Active Joint Bookrunner and Lead Swap Manager
---	--	---	---	---	--

Communication, Media & Entertainment Investment Banking Group. Our CME team has 50 dedicated professionals nationally and more than \$10 billion in loan commitments. The group is divided into three specific verticals: Communications (including cable / telecom services and infrastructure), Media & Entertainment, and Services. CME is consistently ranked among the top banks in the CME sector with a market share of 5.0%. Notable transactions include Advisory roles for AMP Capital, Altice, and Uniti.

The Irish Infrastructure Fund managed by  And Irish Life Investment Managers have acquired a 78% stake in  Undisclosed Sole Financial Advisor Pending	 Project Mercury Undisclosed Sole Financial Advisor Ongoing	 LIBERTY GLOBAL Divesting 49% in Telecommunications Services Trinidad and Tobago Undisclosed Sole Financial Advisor to Liberty Global Ongoing	 Acquisition by  \$93,000,000 Financial Advisor to Seller October 2017	 has divested 77 cell tower assets to  Undisclosed Self-Side Advisor to LCRA September 2017	 Acquisition by  \$700,000,000 Financial Advisor to Uniti April 2017
---	---	--	---	--	---

RBCCM's PU&I and CME teams are leaders in providing investment banking services to the power, utility, infrastructure, and telecommunication industry. The City will benefit greatly from this partnership between the Municipal Finance, PU&I, and CME teams. Together, our team brings "real-time" market feedback from potential buyers that will help drive the structuring of the transaction to maximize the value of the City's assets.

Next Steps. We would like to work with the City to better understand what particular assets the City is considering privatizing, and any associated revenue. From this, we would be able to provide a preliminary valuation that will help guide the City to determine both a short-term and long-term strategic plan for its privatization efforts.

We appreciate the opportunity to submit a proposal, and we are hopeful that our platform credentials and thoughtfulness of approach provide sufficient merit to support consideration of an appointment as an advisor to the City.

Sincerely,



Tom Carlson
Public Finance, Director
(727) 895-8899
thomas.carlson@rbcccm.com



Vanessa Eckert
Public Finance, Director
(213) 362-4132
vanessa.eckert@rbcccm.com



Kevin Hoecker
Public Finance, Director
(312) 559-3876
kevin.hoecker@rbcccm.com

Disclaimer

This proposal was prepared exclusively for the benefit of and internal use by the recipient for the purpose of considering the transaction or transactions contemplated herein. The information and any analyses contained in this proposal are taken from, or based upon, information obtained from the recipient or from publicly available sources, the completeness and accuracy of which has not been independently verified, and cannot be assured by RBCCM. The information and any analyses in these materials reflect prevailing conditions and RBCCM's views as of this date, all of which are subject to change.

RBCCM is not proposing to serve as a Municipal Underwriter. RBCCM is not acting as a Municipal Advisor, and does not owe a fiduciary duty pursuant to Section 15B of the Exchange Act to you with respect to the information and material contained in this communication.

To the extent projections and financial analyses are set forth herein, they may be based on estimated financial performance prepared by or in consultation with the recipient and are intended only to suggest reasonable ranges of results.

IRS Circular 230 Disclosure: RBCCM and its affiliates do not provide tax advice and nothing contained herein should be construed as tax advice. Any discussion of U.S. tax matters contained herein (including any attachments) (i) was not intended or written to be used, and cannot be used, by you for the purpose of avoiding tax penalties; and (ii) was written in connection with the promotion or marketing of the matters addressed herein. Accordingly, you should seek advice based upon your particular circumstances from an independent tax advisor.

Contents

Executive Summary/Cover Letter	1
A. Proposing Firm and Personnel Information	5
2. Strategic Initiative Financial Advisory Team	5
3. Investigations	7
4. Fee Approach	8
B. Experience and Performance Information	9
1. Firm Experience	9
2. Discussion of Strategic Financial Advisory Approach and Current Market Environment	14
3. Marketing Approach	17
4. References	18
5. City Experience	19

A. Proposing Firm and Personnel Information

2. Strategic Initiative Financial Advisory Team

Provide the names and backgrounds of the individuals who will be assigned to this engagement on a full-time basis. If your firm has more than one office, identify the office from which each designated individual will be operating. Clearly indicate each individual's responsibilities during the engagement and highlight the day-to-day contact person as well as the individual who will attend official meetings of the City, if requested.

As outlined in our cover letter, the team will be comprised of our Municipal Finance team, combined with specialized sell-side and divestiture expertise from both our Power, Utilities, and Infrastructure ("PU&I") Investment Banking Group; and Communications, Media, and Entertainment ("CME") Investment Banking group. **Tom Carlson, Director**, located in our St. Petersburg, Florida office, will be responsible for managing the relationship with the City on a day-to-day basis and coordinating the resources of RBCCM. He will be assisted by Municipal Finance investment bankers and asset monetization experts such as **Vanessa Eckert, Kevin Hoecker, and Christopher Good**. In addition, Mr. Carlson will be assisted by PU&I investment bankers **David Utz and Eric Berlinger**, and CME investment bankers **Sebastian Caputto and Lauren Clark**. Together, our team will ensure the best execution for the City as it contemplates how to best maximize value from the assets it chooses to monetize.

Coverage Team

Name / Contact Information	Relevant Experience
Municipal Finance	
Tom Carlson <i>Director</i> 100 2nd Avenue South Suite 800 St. Petersburg, FL 33701 (727) 895-8899 thomas.carlson@rbccm.com	Tom Carlson recently assumed lead banker responsibilities for the City of Jacksonville. Mr. Carlson has demonstrated his ability to lead manage and fulfill the Scope of Services through his more than \$8 billion of senior managed banking assignments for issuers nationwide. Mr. Carlson will serve as day-to-day contact for the City, and will coordinate the resources of the Firm, including liaising with sector specific experts in the Municipal Finance, PU&I and CME teams, attend official meetings of the City if requested, and lead overall transaction efforts. Mr. Carlson covers large issuer clients in Florida and the Southeast, and balance sheet clients nationwide. Mr. Carlson has over 17 years of municipal finance experience and has worked on some of the most complicated municipal financing structures over the past few years. For example in 2016, Mr. Carlson led RBCCM's efforts with a world leading project development and construction group for a tax-exempt P3 "receivables financing" bid for a \$700 million / 7 year project for the Georgia Department of Transportation. Mr. Carlson proudly served 9 years in the U.S. Navy in a variety of naval aviation assignments. He received his BS from the United States Naval Academy, his MBA from The Citadel, and a MS Finance from the University of Florida and holds FINRA Series 7 and 63 licenses.
Vanessa Eckert <i>Director</i> 777 South Figueroa Street Suite 850 Los Angeles, CA 90017 (213) 362-4132 vanessa.eckert@rbccm.com	Vanessa Eckert joined RBCCM from Jefferies and covers public utility and general governmental issuers. Ms. Eckert has over 13 years of experience and has served as the primary analytical banker on numerous municipal bond transactions, totaling nearly \$15 billion. Ms. Eckert will serve as our primary liaison with our Communication, Media & Entertainment group on all telecom monetization opportunities. Ms. Eckert most recently closed on the LCRA cell tower divestiture having managed LCRA through the M&A process, which included working with the client to help identify their assets, compiling data, initial modeling, coordinating bid documents and process as well document review and closing. Ms. Eckert received her BA from the University of Pennsylvania and holds FINRA Series 7, 53 and 63 licenses.

<p>Kevin Hoecker <i>Director</i></p> <p>500 West Madison Street 25th Floor Chicago, IL 60661 (312) 559-3876 kevin.hoecker@rbccm.com</p>	<p>Kevin Hoecker, based in the firm's Chicago office, covers some of the largest and most complex clients in Municipal Finance. In his career Mr. Hoecker has worked at such firms as JPMorgan Investment Bank, Scott Balice Strategies (now PFM) and PNC Capital Markets. Mr. Hoecker is responsible for banking RBCCM's Midwest Region, which includes Illinois, Michigan, Indiana, Missouri, and Wisconsin. Mr. Hoecker will provide asset monetization services for unique City assets with a real estate component. Mr. Hoecker most recently led the firm's University Center sell-side advisory transaction for DePaul University, the largest single student housing monetization to date. Kevin has a BS Magna Cum Laude from DePaul University, attended the Graduate School of Economics at the University of Chicago and achieved an MBA with Honors from the University of Michigan. Mr. Hoecker holds FINRA Series 7, 63 and 79 securities licenses.</p>
<p>Christopher Good <i>Vice President</i></p> <p>200 Vesey Street 9th Floor New York, NY 10281 (212) 905-5886 christopher.good@rbccm.com</p>	<p>Christopher Good joined RBCCM from PNC and covers U.S. Higher Education Finance issuers. Mr. Good has over 11 years of experience and has served as the primary analytical banker on numerous municipal bond transactions, totaling nearly \$8.3 billion of senior managed deals. Mr. Good will serve in an Advisory execution role. Most recently, Mr. Good served on the sell-side advisory teams for both the University Center transaction for DePaul University, and the buy-side advisory for ENGIE and Axiom's long term concession agreement for The Ohio State University's utility system. Mr. Good has a special focus in the monetization of higher education infrastructure through public-private partnerships as well as hybrid financing solutions for higher education institutions, including mergers and affiliations, international partnerships and debt restructuring. Mr. Good received his BA from Miami University and an MPA in Public Finance from the University of Pennsylvania, with research focused on higher education finance. Mr. Good holds FINRA Series 7, 50, 63 and 79 licenses.</p>
Name / Contact Information	
Power, Utilities, and Infrastructure	
<p>David Utz Managing Director – Power, Utilities & Infrastructure</p> <p>200 Vesey Street 10th Floor New York, NY 10281 (212) 905-5895 david.utz@rbc.com</p>	<p>Mr. Utz joined RBCCM in 2017 after previously working at Goldman Sachs for over 15 years where he led a variety of strategic advisory assignments and financings within the Infrastructure sector. Mr. Utz will provide specific sell-side advisor services for Infrastructure assets to include roads, tunnels, bridges, parking, ports, airports, rail, and buses. Select sell-side advisory experiences includes the \$2.8bn Chicago Skyway concession (and original \$1.8bn concession), the sale of partnership interests and management rights over the \$1.9bn Babcock & Brown Infrastructure Fund North America, the \$245mm sale of Tishman to Aecom, and other ongoing non-public situations. Within the parking sector, he has worked on the following assets: Indiana University Parking System, Indianapolis Parking System, Chicago Parking Garages, Chicago Parking Meters, New York Parking System, San Francisco Parking System, InterPark, and various other U.S. PPP parking concessions. In addition to strategic advisory experience, he worked on the \$230mm follow-up equity offering for OHL Mexico, \$850mm recapitalization of Ports America and has collectively worked on in excess of \$10bn of financings for infrastructure assets. David received a BA in Economics from DePauw University in Greencastle, Indiana, where he was a member of The Management Fellows Program for Business and Entrepreneurship. He is currently registered with FINRA with Series 7, 63, and 79 securities licenses.</p>

<p>Eric Berlinger Director – Power, Utilities & Infrastructure</p> <p>200 Vesey St 10th Floor New York, NY 10281 (212) 905-5923 eric.berlinger@rbc.com</p>	<p>Mr. Berlinger joined RBCCM in 2013 after previously working at Barclays where he worked on a variety of strategic advisory assignments and financings within the Power & Utilities sector. Mr. Berlinger will provide specific sell-side advisor services for Power & Utility assets to include gas and electricity networks, regulated utilities, renewable energy, waste, and water. Select sell-side advisory experiences includes the \$14.5bn merger of SCANA Corp. with Dominion Energy, the \$25.1bn merger of Progress Energy with Duke Energy and the sale of Talen Energy's 282 MW PA hydro generation portfolio, and other ongoing non-public situations. He also has extensive experience on buy-side advisory assignments across utility (electric and gas) as well as power generation (renewables and conventional). In addition to strategic advisory experience, he has worked on multiple financing assignments for PPL Corporation, CMS Energy, Entergy, TransBay Cable, Talen Energy, and Pattern Energy along with many asset level project financings. Eric received a BS in Business and a BA in Political Science from The University of Richmond as well as his MBA from the University of Virginia's Darden School of Business. He is currently registered with FINRA with Series 79 and 63.</p>
--	--

Name / Contact Information	Relevant Experience
Communications, Media and Entertainment	
<p>Sebastian Caputto <i>Director</i></p> <p>1801 California Street Suite 3850 Denver, CO 80202 (303) 778-5562 sebastian.caputto@rbccm.com</p>	<p>Sebastian Caputto, a Director in the Communications, Media and Entertainment investment banking group at RBCCM, provides mergers and acquisitions, corporate finance, and financial advisory services to clients primarily within the communications infrastructure (data centers, towers, small cell / DAS, fiber, and telecommunications providers) and media broadcasting space. Mr. Caputto will provide specific sell-side advisory services for all telecom assets. Mr. Caputto served as the lead banker on the recent LCRA transaction. Prior to joining RBC Capital Markets, Mr. Caputto was an Associate with J.P. Morgan in the Diversified Industrials investment banking group. Mr. Caputto received his Bachelor of Arts degree from the University of Colorado at Boulder, a Juris Doctor from Emory University, and his MBA from The University of Chicago.</p>
<p>Lauren Clark <i>Vice President</i></p> <p>200 Vesey Street 11th Floor New York, NY 10281 (212) 301-1521 lauren.clark@rbccm.com</p>	<p>Lauren Clark is a Vice President in the Communications, Media and Entertainment group at RBCCM, with four years of investment banking experience. Ms. Clark also supports clients primarily within the communications infrastructure sector (towers, small cell / DAS, fiber, broadcasting and telecommunications providers) with corporate finance, capital markets and financial advisory services. Ms. Clark will provide support to Mr. Caputto on all telecom asset monetizations. Most recently, she closed the LCRA transaction alongside Mr. Caputto and Ms. Eckert. Ms. Clark received her Bachelor of Arts degree from Tufts University and her MBA from NYU Stern School of Business.</p>

3. Investigations

Summarize any litigation, regulatory action or legal investigation involving your firm or its principals, filed or pending within the last three (3) years. Include a description of any filed or pending matters that have been resolved and the details of such resolution. Please discuss the impact this litigation would have on your ability to serve as an Advisor to the City. If the response requires an extensive list, include a summary table and reference an exhibit.

RBCCM is an indirect, wholly-owned subsidiary of Royal Bank of Canada, a large global institution subject to many different legal and regulatory requirements in the United States, Canada and other jurisdictions. Our response to this question is limited to matters involving the Municipal Markets business of RBC Capital Markets, LLC, the broker-dealer through which we conduct our municipal underwriting and financial advisory activities. From time to time, certain of RBCCM's regulators may conduct

investigations, initiate enforcement proceedings and/or enter into settlements with RBCCM with respect to issues raised in various investigations. Similarly, RBCCM is a defendant or respondent in various litigations and arbitrations that arise in the ordinary course of business. RBCCM complies fully with its regulators in all investigations and in all settlements RBCCM reaches. The Financial Industry Regulatory Authority ("FINRA"), in furtherance of its responsibilities as the securities industry's self-regulatory organization pursuant to Section 15A(i) of the Securities Exchange Act of 1934, maintains a public database on registered broker-dealers and their associated persons known as BrokerCheck (<http://www.finra.org/Investors/ToolsCalculators/BrokerCheck/>). The information made available through BrokerCheck is derived from the Central Registration Depository (CRD®), the securities industry online registration and licensing database. Information in CRD is obtained through forms that broker-dealers, their associated persons and regulators complete as part of the securities industry registration and licensing process, and to comply with comprehensive disclosure obligations imposed by FINRA and other regulators. RBCCM generally does not disclose investigations, proceedings, litigations, arbitrations, or settlements except as required through CRD, and RBCCM makes no representations as to the existence or non-existence of any such investigations, proceedings, litigations, arbitrations, or settlements beyond what is available through CRD. To the extent material to the financial results of Royal Bank of Canada, any investigation, proceeding, litigation, arbitration, or settlement involving RBCCM also is disclosed in Royal Bank of Canada's financial statements, which may be obtained by visiting www.rbc.com/investorrelations/.

4. Fee Approach

Discuss your firm's approach to fees charged for financial advisory services contemplated by this RFP. Understanding that fee level and structure are largely transaction specific, include fee indications for a range of transaction options. The City reserves the right to negotiate any fees, expenses, or terms prior to the commencement of any transaction.

As discussed previously and as further highlighted in Question B2, the initial step needs to be understanding the City's goals and objectives and identifying any assets the City wishes to divest, including any revenue from these assets. With this information, RBCCM can provide a preliminary valuation. As part of RBCCM's coverage of the City, RBCCM would welcome the opportunity to begin Step 1 – Pre-Work Stage, in order to provide an initial valuation on one or more assets. ***If the City elects to sell and/or lease assets, RBCCM would like to serve as the City's sell-side advisor.*** In this capacity, we would work alongside PFM in conducting the sell-side process.

As the City has indicated in this RFP, fee level and structure are largely transaction specific. We would recommend discussing potential fees after we have had additional dialogue with the City and have a more defined roadmap based on the City's goals and objectives, as well as the type and number of assets the City wishes to divest.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

B. Experience and Performance Information

1. Firm Experience

Briefly discuss your firm's experience in providing Financial and/or Investment Banking Advisory Services for local governments on complex financial transactions which are similar (but not limited) to public private partnerships or the lease, sale, and/or disposition of City assets. Please detail any such transaction in the State of Florida. Provide the specific experience of the individual(s) who will work with the City.

Overview. RBC Capital Markets is the broker-dealer subsidiary of Royal Bank of Canada and is headquartered in New York City. RBCCM is a full-service investment bank with over 6,500 professionals and support staff operating from 70 offices in 15 countries. RBC's credit ratings are among the highest in the municipal market. Our Municipal Finance Department is part of the Corporate and Global Investment Banking Group at RBCCM. In 2017, RBCCM was the #4 underwriter for negotiated transactions, senior managing 525 transactions totaling over \$24.08 billion.

Royal Bank of Canada is a publicly-owned, A1/AA-/AA rated, diversified global financial services company and a leading provider of financial products and services in personal and commercial banking, wealth management and trust, insurance, transaction processing, investment banking, interest rate and currency swaps, as well as a complete array of other financial products. RBC and its subsidiaries serve over 15 million corporate, governmental and individual clients through the effort of 79,000 employees in 44 countries. RBC is among the top 10 largest banks by market capitalization globally. RBC's financial strength is the result of significant prudent risk management and allows us to continue to build and support our client relationships.

RBCCM – A Leader in the Infrastructure Business. RBCCM's infrastructure business is a global team, fostering partnerships with clients across the world. The Firm has specific expertise in transportation, social infrastructure, utilities, fixed infrastructure, and telecom assets, and broad product offerings to facilitate transactions, all as noted below.

2017 Municipal Finance Negotiated Senior Manager Rankings

Underwriting Firm	Par Amount (\$ mil)	Rank	Mkt. Share	# of Issues
Bank of America Merrill Lynch	\$41,440.0	1	13.3%	323
Citi	35,767.2	2	11.5	350
J.P. Morgan	28,632.6	3	9.2	246
RBC Capital Markets	24,082.3	4	7.7	525
Goldman Sachs	23,477.1	5	7.5	104
Morgan Stanley	21,209.1	6	6.8	205
Stifel Nicolaus	18,068.8	7	5.8	781
Wells Fargo	14,071.4	8	4.5	158
Barclays	13,066.6	9	4.2	107
Piper Jaffray	12,632.7	10	4.1	396
Industry Total	\$311,426.9	-	100.0	6,574

Source: Thomson Reuters

Negotiated: True Economics to Book Runner

Sector-Focused Expertise	InfraDeals League Tables since 2015 – North American Advisory ⁽¹⁾				Product Offering
Transportation <ul style="list-style-type: none"> Roads, Tunnels & Bridges Parking Ports & Airports Light Rail, Heavy Rail & Buses 	Rank	Company Name	Value (\$mm)	Deal Count	Advisory Services <ul style="list-style-type: none"> Mergers & Acquisitions Privatization PFI & PPP Debt Structuring Bank & Bond Markets Derivatives & Risk Management
Social Infrastructure <ul style="list-style-type: none"> Agencies & Not-for-Profits Governments & Municipalities Government Real Estate Social & Key Worker Housing Universities & Student Accommodation 	1	Royal Bank of Canada	18,973	25	Bank & Bond Products <ul style="list-style-type: none"> Acquisition & Project Finance Debt Underwriting & Distribution Senior & Mezzanine Debt Private Placements Equity Sourcing
Utilities, Midstream & Environmental Services <ul style="list-style-type: none"> Gas & Electricity Networks Regulated Utilities Renewable Energy Midstream Waste Water 	2	KPMG	14,384	20	Risk Management <ul style="list-style-type: none"> Interest Rate Exchange Rate Inflation Rate Commodities Pricing Credit
Fixed Infrastructure <ul style="list-style-type: none"> Defense Education & Schools Healthcare & Hospitals 	3	EY	10,675	16	
	3	Barclays	10,568	16	
	5	Macquarie Capital	22,329	15	
	6	Goldman Sachs	21,029	14	
	7	Morgan Stanley	14,106	13	
	7	Evercore Partners	8,445	13	
	9	Deloitte	2,935	12	
	10	Credit Suisse	13,638	11	
Select Transactions					
OAKTREE AEROSTAR \$430,000,000 Sale of 100% stake in Aerostar airport holdings (plus further equity international airport) Financial Advisor to Oaktree	Confidential Acquisition of Northwest Parkway Financial Advisor to Underwriter	GLOBALVIA Confidential Acquisition of Peachtree Parkway Corridor Sole Financial Advisor and Sole Placement Agent to Georgia Turnpike Authority	INDIAN TOLL ROAD \$2,836,000,000 Acquisition of Chicago Expressway Sole Financial Advisor, Sole Placement Agent, Structured Lead Arranger, and Lead Book Manager to Chicago Turnpike Authority	INDIANA TOLL ROAD \$2,850,000,000 Indiana Toll Road Acquisition Financing Structured Lead Arranger, Active Joint Bookrunner, and Lead Book Manager	metropistas \$1,136,000 Acquisition of PR 225 Financial Advisor, Structured Lead Arranger, Lead Book Manager
Global Container Terminals Debt Refinancing \$1,075,000,000 Financial Advisor, Lead Lead Placement Agent, and Lead Lead Bookrunner	Confidential Acquisition of 40% int in NTK Terminals N. America Financial Advisor to Macquarie Infrastructure Partners, LP	intoll ETR \$4,000,000,000 Intoll IABT ETR Revitalization of intoll & 10% stake in 40 ETR Sole Financial Advisor	PORTS AMERICA \$745,000,000 Ports America Recapitalization Financial Advisor, Lead Lead Arranger, Bookrunner, Lead Issuing Bank and Admin. Agent		


⁽¹⁾ Reflects January 2015 through December 2017.

Strategic Financial Advisory Role for the City of Jacksonville, Florida. Our Municipal Finance team has partnered with our Power, Utilities & Infrastructure ("PU&I") and Communications, Media and Entertainment ("CME") Investment Banking groups to identify potential monetization opportunities for the City of Jacksonville. Such an effort may enable the City to recapitalize its balance sheet and improve operating cash flow in the face of declining state and federal financial support. RBCCM is uniquely positioned to advise the City on maximizing value on its various asset types including but not limited to parking, utility, transportation, and telecom assets owned by the City or its respective agencies. *For the two year period from 2015 to 2017, RBCCM ranks as the #1 Advisor by number of transactions in the InfraDeals League Table for North American Advisory, having served as Advisor for over \$18.9 billion of transactions on 25 separate deals. Combine that experience with RBCCM's #4 ranking in SDC's 2017 Municipal Underwriter Senior Managed League Tables, RBCCM is the most qualified firm to serve the City of Jacksonville's Strategic Advisory needs.*

Specific Municipal Entity Privatizations / Asset Monetization Experience. Most recently, RBCCM Municipal Finance, and respective PU&I / CME teams served as Advisor for three distinct public sector monetizations, including a buy-side advisor role for ENGIE / Axiom's purchase of a 50 year concession to manage and operate The Ohio State University's utility system; a sell-side advisor role for DePaul University's divestiture of a student housing, conference, and classroom facility in Chicago; and a sell-side advisor role for the Lower Colorado River Authority's ("LCRA") divestiture of 77 cell towers to Vertical Bridge.

 <p>\$1,165,000,000</p> <p>50 year Concession Agreement with The Ohio State University to Manage and Operate the University's Utility System</p> <p>Buy Side Advisor to Engie and Axiom</p>	 <p>\$201,000,000</p> <p>Monetization of Student Housing, Conference Center and Classroom Facility in Chicago</p> <p>Sell Side Advisor to the Educational Advancement Fund</p>	 <p>Undisclosed</p> <p>Divestiture of 77 Cell Tower Assets to Vertical Bridge</p> <p>Sell Side Advisor</p>
---	--	--

Case Study: The Ohio State University Utility System Privatization

 On April 10th, 2017, Ohio State Energy Partners, comprised of ENGIE North America and Axiom Infrastructure, entered into a 50-year public-private partnership through a concession agreement with The Ohio State University to operate and manage OSU's Columbus campus utility system comprised of electric, steam, heating, natural gas and chilled water facilities. The total value of the concession agreement was \$1.165 billion, which included a \$1.015 billion upfront payment to the University and a \$150 million commitment to support academics in specific areas requested by students, faculty and staff, including a \$50 million Energy Advancement and Innovation Center for energy research and technology commercialization. The proceeds of the upfront payment were invested into OSU's endowment, dedicated to priorities outlined in the University's strategic plan. Areas of investment included: i) student financial aid to support access, affordability and excellence; ii) compensation enhancements for faculty and staff to support competitiveness with academic peers; iii) classrooms, research labs and performance and arts spaces across disciplines; and iv) a fund to enhance sustainability efforts, among other strategic initiatives. RBCCM acted as sole buy-side advisor to ENGIE and Axiom. RBCCM also acted as Lead Placement Agent and Ratings Advisor for a senior secured private placement notes offering to support the acquisition as well as Joint Lead Arranger on revolving credit facilities to support ongoing capital expenditures. RBCCM bankers led this transaction from the PU&I team and **Christopher Good** provided execution support on this transaction. Additional information regarding firm personnel can be found in Section A2 – Coverage Team.

The acquisition of The Ohio State University's energy infrastructure concession for \$1.165 billion represents the largest monetization of a public higher education asset to date, as well as a significant energy infrastructure financing. RBCCM's role as buy-side advisor and financing investment bank to ENGIE / Axiom Infrastructure provides a unique perspective on the viability of public sector utility infrastructure monetization.

Case Study: University Center Chicago Asset Monetization



On July 20, 2017, RBCCM completed a unique investment banking / strategic advisory assignment for the Educational Advancement Fund (the “EAF”) – a non-profit organization jointly created by DePaul University, Roosevelt University and Columbia College Chicago for the purpose of financing, constructing, operating and maintaining the University Center Chicago (the “UCC”). UCC is a ~1,700 bed student housing, conference and retail facility in Chicago's inner loop, established for the purpose of housing students from the three academic institutions and advancing their educational mission. The UCC was financed with \$151 million in tax-exempt bonds in 2002 (ratings of Baa2 Moody's / BBB Fitch), which were subsequently restructured in 2006, and were outstanding in the amount of \$126.725 million and currently callable. RBCCM conducted extensive valuation analysis of the asset and recommended pursuing the sale process through which the UCC was monetized through a sale to a qualified investment party. RBCCM served as sell-side advisor to the Educational Advancement Fund, in partnership with the broker CB Richard Ellis. In the concession, member institutions of the EAF entered into master lease agreements for a defined number of beds, with a predetermined rate of rent increase, in exchange for the purchase price of the UCC. The Purchase price was netted against the outstanding debt, resulting in distributions to the member institutions to enhance their educational mission. In the dissolution of the debt, certain reserve funds in excess of \$20 million were also released back to the member institutions. Distributions to member institutions were utilized to reduce deferred maintenance on other campus facilities, as well as for academic programming, research and student scholarships. RBCCM's engagement included an analysis of the underlying bond documents, covenants and market conditions to determine the viability of a sale and debt defeasance, detailed work with the three member institutions to determine their objectives in a sale and participation in an ongoing master lease, preparation of offering documents and negotiations with potential counterparties. The transaction closed July 20, 2017, with a sale price of \$201 million paid to the Educational Advancement Fund. **Kevin Hoecker** led this transaction for RBCCM, supported by **Christopher Good**. Additional information regarding these personnel can be found in Section A2 – Coverage Team.

The monetization of the University Center Chicago for \$201 million represents the largest single student housing monetization to date and a unique public private partnership structure which allowed for the recapitalization of the balance sheets of DePaul University, Roosevelt University and Columbia College.

Case Study: Lower Colorado River Authority



On September 15, 2017, Lower Colorado River Authority (“LCRA”) closed on the sale and long-term lease of 77 cell towers to Vertical Bridge Towers II, LLC (“Vertical Bridge”). LCRA provides many vital services to Texans, including delivering electricity to millions of people in Central Texas and managing the water supply and environment of the lower Colorado River basin. In the 1970s, LCRA began constructing towers on its properties to service its communication needs, including those of Lower Colorado River Authority Transmission Services Corporation (“LCRA TSC”). LCRA decided to capitalize on the high demand for wireless infrastructure by partnering with the private sector through its sale and leaseback of these non-core tower assets. LCRA trifurcated its tower portfolio into i) For Sale, ii) For-Lease Marketable, and iii) For-Lease Non-Marketable, each with separate lease agreements and terms with LCRA and LCRA TSC. This trifurcation ensured that the partnership in no way impedes the operation of LCRA's core infrastructure. In other instances, LCRA was able to fence off the tower and/or provide escort services to those towers in a sensitive area. The transaction also allows LCRA and LCRA TSC (highly rated counterparties) to continue utilizing a portion of the towers for their own communication needs. Furthermore, LCRA has entered into a revenue-sharing agreement with Vertical Bridge on the build-out and lease-up of future towers and/or equipment on existing infrastructure that will be revenue accretive to LCRA. On behalf of LCRA, RBCCM conducted a two-round competitive bid process. LCRA ultimately chose to enter into exclusive negotiations with Vertical Bridge at a tower cash flow multiple of approximately 19.0x. This upfront payment is an aggregate of the value of four components LCRA was able to successfully monetize; 1) a leaseback of space on the tower by LCRA and LCRA Transmission Services Corporation, 2) current 3rd party revenue and contracts, 3) lease-up potential and supply and demand metrics of the area surrounding a respective tower, and 4) value of the Revenue and Marketing Share agreement whereby LCRA and Vertical Bridge will share in the economics of lease revenue on new towers built and/or attached to transmission assets. **Sebastian Caputto** and **Vanessa Eckert** led this transaction and were supported by **Lauren Clark**. Additional information regarding these personnel can be found in Section A2 – Coverage Team.

Given the nature of this particular cell tower portfolio, the resulting sales multiple exceeded what few tower precedents there were and exemplifies the high demand for wireless infrastructure.

RBCCM National and Global Experience. Below are additional selected credentials for our Power, Utilities & Infrastructure business, including credentials on parking transactions, as well as Communications, Media, & Entertainment transactions.

RBCCM | Power & Utilities Experience

Selected Credentials

Recent / Relevant Sell-Side M&A Transactions

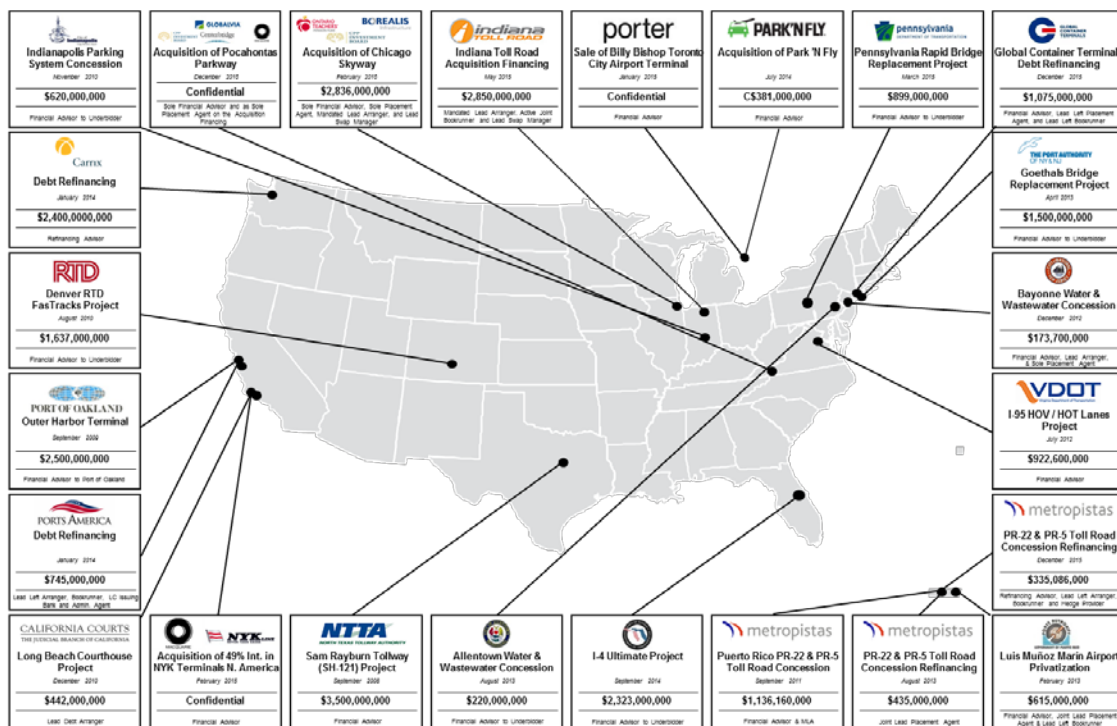
Confidential Sale of U.S. Rooftop Solar Portfolio Confidential Financial Advisor to Seller Ongoing	Sale of Class B Interest In the Market Financial Advisor to Seller Ongoing	Sale of North American Operations In the Market Financial Advisor to Seller Ongoing	Confidential Sale of Non-Controlling stake in a privately held IPP Confidential Financial Advisor to Seller Ongoing	Confidential Sale of two Gas-Fired Generation Assets In the Market Financial Advisor to Seller Ongoing
Sale of Minority Stake in Pocahontas Parkway Confidential Sole Financial Advisor Ongoing	Exclusive Financial Advisor to Borealis Infrastructure and GIC \$2,410,000,000 Exclusive Financial Advisor to Borealis Infrastructure and GIC Terminated	Sale of Aquarion Water Company \$1,675,000,000 Exclusive Financial Advisor to Macquarie December 2017	Sale of 50% Interest in Aerostar Airport Holdings (LMM Int'l Airport) \$430,000,000 Financial Advisor to Oaktree May 2017	SCANA Corporation to combine with Dominion Energy in a Stock-for-Stock Merger \$14,600,000,000 Financial Advisor to SCANA Pending
Brookfield Sale of 292 MW of Hydro Generation Assets in Pennsylvania \$860,000,000 Financial Advisor to Talen Energy April 2016	Brookfield RET Capital Sale of 102 MW Wind Project in California Confidential Financial Advisor to Seller June 2015	Ni America Sale of Regulated Water and Wastewater Utilities Confidential Financial Advisor to Metalmark Capital March 2015	Dominion Sale of Carolina Gas Transmission Corporation to Dominion \$492,900,000 Financial Advisor to SCANA January 2015	ALTA LINK Sale of AltaLink to Berkshire Hathaway Energy C\$7,200,000,000 Financial Advisor to SNC-Lavalin December 2014

Recent / Relevant Buy-Side M&A Transactions

Confidential Buy-Side Advisor to Consortium on Regulated Utility Acquisition In the Market Financial Advisor to Buyer Ongoing	Confidential Buy-Side Advisor on Acquisition of District Energy System In the Market Financial Advisor to Buyer Ongoing	50-year Concession Agreement to Manage University Utility System \$1,165,000,000 Exclusive Financial Advisor Lead Placement Agent, Joint Lead Arranger, Ratings Advisor July 2017
Acquisition of 8.7 GW generation portfolio from ENGIE \$3,300,000,000 Financial Advisor and Lead Financial Provider to Dynegy February 2017	Acquisition of Talen Energy Corporation \$5,200,000,000 Financial and Ratings Advisor, Lead Arranger and Joint Bookrunner December 2016	Acquisition of Dynegy's 50% equity interest in Elwood Energy Facility \$172,500,000 Exclusive Financial Advisor to J-Power November 2016
Acquisition of Chicago Skyway \$2,836,000,000 Sole Financial Advisor February 2016	Acquisition of Minority Stake in Texas Wind Portfolio Confidential Financial Advisor to MEAG December 2014	CalPERS and Harbert Management acquired 50% of Northern Star Generation from Ontario Teacher's Pension Plan Confidential Financial advisor to CalPERS and Harbert June 2014

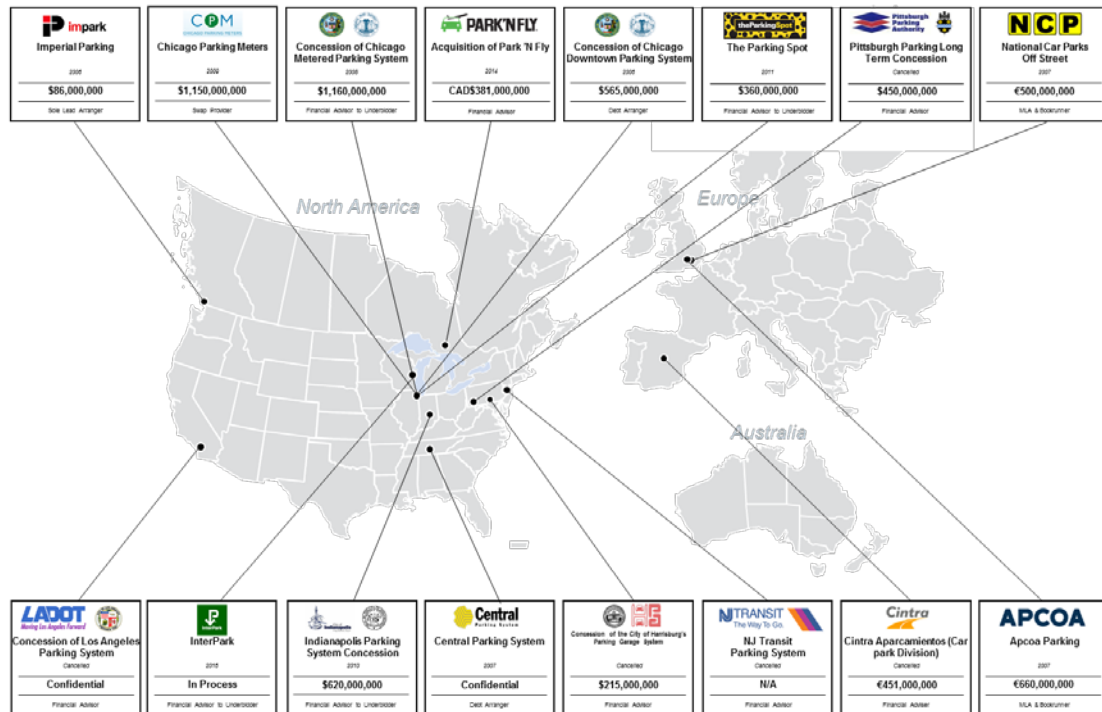
RBCCM | U.S. Infrastructure Experience

Selected Credentials



RBCCM | Global Parking Sector Experience

Selected Credentials



RBCCM | Communications Infrastructure Industry M&A Expertise

Select Merger and Acquisition Transactions

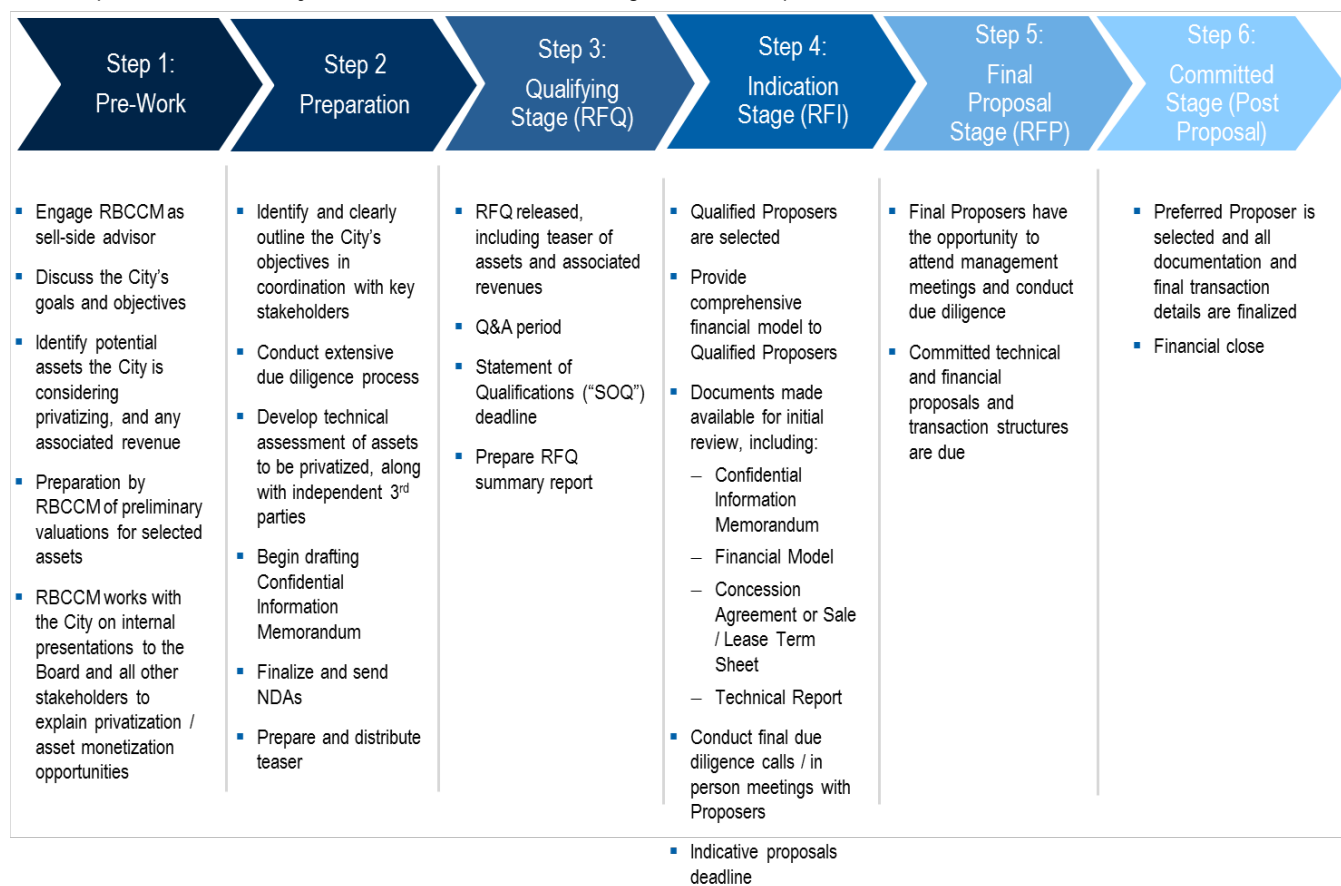
Project Eclipse Not Available Sell-side Advisor Pending	zenium Acquisition by CytusOne \$442,000,000 Sell-side Advisor In-Market	The Irish Infrastructure Fund managed by AMPCAPITAL And Irish Life Investment Managers have acquired a 78% stake in enet Undisclosed Sole Financial Advisor Pending	altice Project Mercury Undisclosed Sole Financial Advisor Ongoing	LIBERTY GLOBAL Divesting 49% in Telecommunications Services Trinidad and Tobago Undisclosed Sole Financial Advisor to Liberty Global Ongoing	metronode Acquisition by EQUINIX \$787,000,000 Financial Advisor to Seller December 2017
zenium Acquisition by EQUINIX \$93,000,000 Financial Advisor to Seller October 2017	LCRA has divested 77 cell tower assets to verticalbridge Undisclosed Sell-Side Advisor to LCRA September 2017	southern light Acquisition by Uniti \$700,000,000 Financial Advisor to Uniti April 2017	VANTAGE Acquisition by digitalbridge Undisclosed Financial Advisor to Seller March 2017	io (United Kingdom data center operating business) Acquisition by EQUINIX Confidential Financial Advisor to Equinix February 2017	rackspace Acquisition by APOLLO \$4,300,000,000 Financial Advisor to Apollo May 2016
EQUINIX TELECOM (8 European Assets) Acquisition by DIGITAL REALTY \$874,000,000 Sell-side Advisor to Equinix May 2016	AXIA Acquisition by Partners Group C\$272,000,000 M&A Advisor to Partners Group March 2016	fibrenoire Acquisition by VIDEOTRON C\$125,000,000 M&A Advisor to Fibrenoire January 2016	windstream Acquisition by tierpoint \$575,000,000 Sell-side Advisor to Windstream December 2015	allstream Acquisition by zayo C\$465,000,000 Financial Advisor to Zayo November 2015	columbus Columbus International, a diversified telecommunications company, has been acquired by Cable & Wireless Communications \$3,025,000,000 M&A Advisor to Columbus International March 2015

Note: Communications Infrastructure includes Bandwidth Infrastructure, Internet Infrastructure and Wireless infrastructure.

2. Discussion of Strategic Financial Advisory Approach and Current Market Environment

Provide a discussion of your firm's approach applicable to the City's potential review and completion of strategic opportunities. Also, provide a review of the current market environment as it relates to strategic opportunities.

RBCCM's Approach for Infrastructure Monetization. Included below is RBCCM's Six Step Asset Monetization Approach. As the City is probably aware, asset monetization / privatization is not a one size fits all endeavor. Given the very broad nature of the City's RFP for Strategic Initiatives Financial Advisory Services, RBCCM will begin our engagement with a Pre-Work stage to better understand the City's goals and objectives, including identification of potential assets for divestiture, and providing preliminary valuations (Step 1). Once certain assets are identified for divestiture, RBCCM will transition into a Preparation Stage (Step 2), which will include extensive due diligence and technical assessments of selected assets, and preparation and distribution of a teaser. Step 3 is the Qualifying Stage which will include release of an RFQ. Step 4 is the Indication Stage, which begins once qualified proposers (purchasers/concessionaires) are selected. In this stage, detailed materials are prepared, including a comprehensive Confidential Information Memorandum and Financial Model. At the end of this stage, proposers provide indicative proposals through an RFI process. Step 5 includes the Final Proposal (RFP) Stage where final proposers submit detailed financial proposals. Step 6 culminates in the preferred proposer's selection and financial close. Depending on the type of asset to be monetized, the three step bid process can be condensed into two stages by eliminating Step 3. RBCCM will be a partner with the City and its financial advisor during the sell-side process.



[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Current Market Environment for Infrastructure Investments. RBCCM, as a global leader in infrastructure advisory, has seen strong demand for private infrastructure investments over the last few years. As the Financial Times has noted, investments in global infrastructure assets hit a record \$413bn in 2016, a rise of 14 per cent from the prior year. Competition for assets, particularly secondary stage (already built and operating) assets in developed economies, has pushed valuations higher. Low interest rates have also contributed to higher pricing demands as leverage becomes cheaper.¹

The search for low-risk infrastructure investments has led to several large investors including Brookfield Asset Management Inc. (\$14 billion fund), Global Infrastructure Partners (\$15.8 billion fund), and Blackstone (\$40 billion fund) to establish multi-billion infrastructure funds. Investors in these funds include sovereign wealth funds, pension funds, insurance companies, and asset managers. They favor secondary stage investments that deliver steady income streams.

Whereas demand for infrastructure investments has soared, global spending on infrastructure development as a percentage of GDP has declined over the last 40 years, from a peak of 28% to 24% in 2014. This decline has partly been a function of high fiscal debt levels which has reduced government spending on upkeep and enhancements. In order to support continued maintenance and further development, many cash-strapped governmental entities have sold leases or contracts on key pieces of infrastructure. In doing so, they have called on private investors to support the growing need for development and pass on the responsibility for maintaining and operating these assets. According to the Privatization Barometer, governments raised over US\$812 billion between 2012 and 2015 through privatization of assets.² In response, RBCCM has witnessed an influx of capital from private investors and institutional funds who want to participate in the stable growth and long-term contracts many of these projects offer.

Infrastructure Investors: Investing for Income and Growth. Infrastructure assets tend to share a number of key attributes that make them attractive for long-term investors seeking income and growth. These include:

- **Essential Assets:** Often infrastructure assets provide essential public goods or services to a community. Assets such as transportation corridors, rail links, energy and water distribution systems, airports, hospitals, schools and courthouses are essential to the sustainability and growth of an economy.
- **High Barriers to Entry:** High barriers to entry are a strategic advantage which prevent or diminish competition. Examples include government granted long-term toll road concessions and legal monopolies for water supply provision. In the case of assets such as airports and energy distribution systems, the limited availability of land, high cost of new development and planning and environmental restrictions generally preclude the economic viability of a directly competing asset.
- **Stable, Predictable Cash Flows Often Linked to Inflation:** The contracts underpinning the provision of infrastructure services tend to be long term with predictable revenue streams to match the long life and monopolistic nature of infrastructure assets. These contracts typically protect operators from the impact of inflation over the contract life by including formulas that adjust payments for inflation (e.g., availability payments on social infrastructure assets, contractual adjustments for toll roads, regulated concession adjustments for utilities).
- **Resistant to Economic Downturn:** Because of the essential nature of infrastructure assets, their monopolistic characteristics and high barriers to entry, infrastructure can be considered a classic defensive investment, generally resistant to changes in the economic cycle.
- **Very Long Operational Life:** Many infrastructure assets are hard, physical assets and, once built, exist for generations. As tangible assets that endure, infrastructure has the ability to generate cash flows over long periods of time.

These features combine to make infrastructure an attractive investment, one with predictable revenue streams that are contracted out for long periods of time and resistant to competitive threats and economic downturns.

Drivers of North American Communications Infrastructure Demand. In addition to general infrastructure demand for asset types such as ports, airports, and utility systems, certain asset classes such as broadband and communications infrastructure have become prime candidates for municipal asset monetization. Fixed broadband has become integral to the future of

¹ Financial Times, 1/23/2017

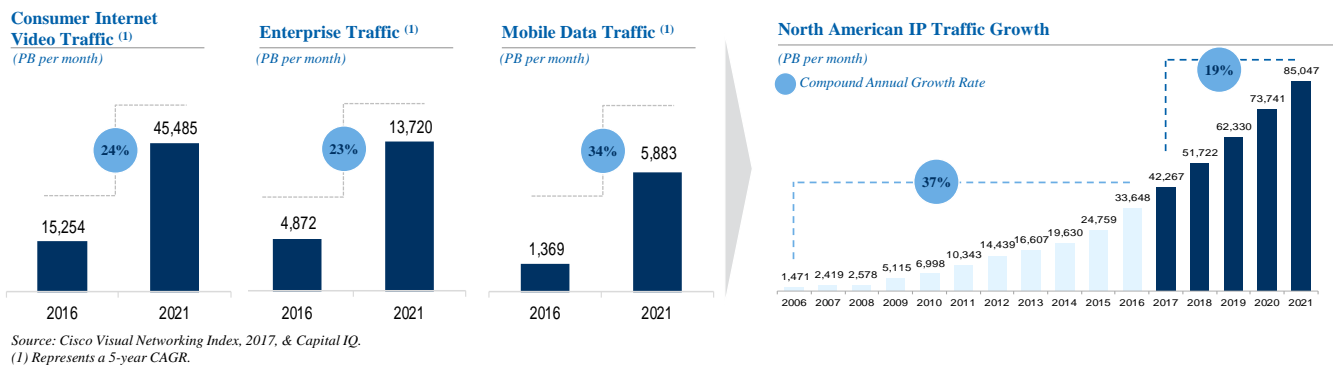
² Privatization Barometer: The PB Report 2014/2015.

communications infrastructure as the economy, society and the environment now relies heavily on the Internet and associated applications. The growth of cloud-based computing, video, mobile and social media applications, machine- to- machine connectivity, and other bandwidth-intensive applications continue to rapidly drive increasing consumption of bandwidth on a global basis.

On the commercial side, more enterprises are moving IT workloads and storage off-premise. Managed network services and high availability will be critical to support numerous, cloud-based applications across a distributed workforce. Other opportunities include specialized networks to serve specific enterprise customer verticals (healthcare, financial/trading, etc.) and ultra-secure networks that meet the needs of educational and government agencies

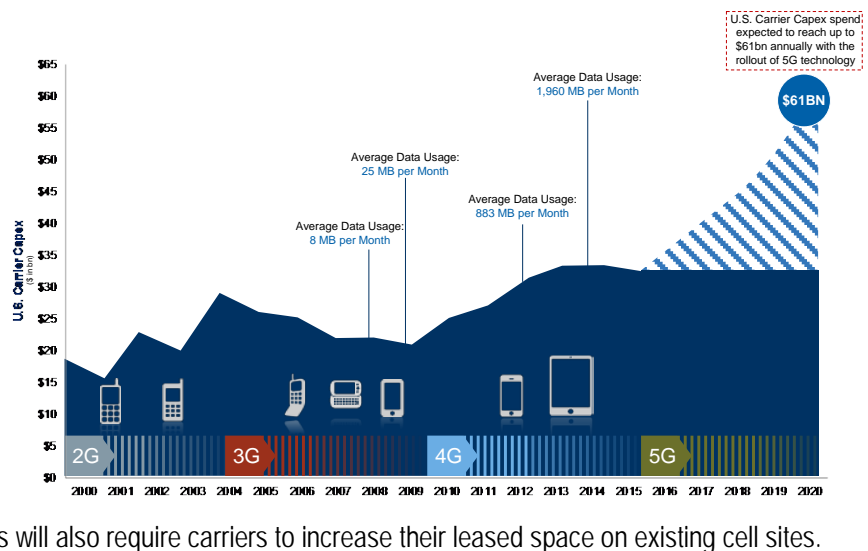
Traffic from wireless and mobile devices is expected to exceed traffic from wired devices, accounting for 63% of total IP traffic by 2021. To remain competitive, wireless service providers are making significant investments to boost network density, capacity, quality and speeds. The emergence of high bandwidth, low latency 5G technology is driving the need for more macro and small cell sites as well as other distributed network architectures to get closer to the end-user. Data produced and consumed by these users will need to be offloaded to smaller footprint base stations and data centers which will aggregate, process and store it before it is transported to more centralized locations. All of the fronthaul and backhaul between these distributed network elements will need to be connected via robust fiber infrastructure. This provides bandwidth infrastructure providers with significant fiber-to-the-tower (FTTT) and other wireless backhaul opportunities.

These numerous trends highlight the critical nature of communications infrastructure and have supported the significant deal volume and strong valuations across the sector and will need to be supported by continued investment in fiber networks, cellular towers and data centers.



Tower Industry Trends.

The usage of wireless communications services and the expanding infrastructure required to deploy current and future generations of wireless communications technologies continues to grow in the U.S. and internationally. Based on current trends, wireless service providers will continue to invest in their networks to meet demand from their new and existing subscribers. As carriers experience network capacity constraints in certain locations, they will likely be required to deploy more equipment and new cell sites / rooftop installations to maintain their high quality of service. The rollout of 5G networks will also require carriers to increase their leased space on existing cell sites.



3. Marketing Approach

Describe your firm's approach to marketing strategic opportunities to potential counterparties.

Describe your approach to ensuring the City receives the best execution of any potential transaction.

Our Approach. As briefly mentioned above, depending on the type of asset, RBCCM would either proceed with a two-step or three-step bidding process. We believe that heightened competition will drive additional value and more favorable business terms for the City. After the Preparation Stage, we will work with the City and its financial advisor to assemble the following deliverables:

1. **Teaser.** One-to-two page summary of transaction that will be used to initiate the preliminary dialogue with the bidders, concurrently sent with NDAs.
2. **Comprehensive Financial Model.** Excel file synthesizing the portfolio of assets, lease terms (if applicable), and revenue / expenses, and open dataroom with detailed information.
3. **Comprehensive Confidential Information Memorandum ("CIM").** A document containing an overview of the transaction, detailed description of the assets, financial performance, and investment considerations.
4. **Management Presentation.** For those that advance to the RFI stage, we may recommend scheduling in-person management meetings to discuss the CIM in greater detail as well as site visits. The management presentation is also a great opportunity for the City to meet with each bidder to better understand the management team, since the transaction may be a long-term partnership between the bidder and the City.

Example of Cell Tower / Telecom Datatape: An example of the information included on a cell tower datatape is found below:

Tower Characteristics of Interest

Tower Specifications	Tenant Leases	Tower Cash Flows
<ul style="list-style-type: none">▪ Site Name▪ State▪ MSA▪ County▪ Lat / Longitude▪ Tower Type▪ Lighting▪ Manufacturer▪ Year Built▪ Tower Height▪ Ground Elevation▪ Number of Tenants / Capacity	<ul style="list-style-type: none">▪ Service Type▪ Lease Commencement▪ Current End Date▪ Final Term Date▪ Renewals Remaining▪ # of Antennas▪ Description type▪ Escalation Rate / Period▪ Payment Frequency▪ Monthly Amount	<ul style="list-style-type: none">▪ Annual Revenue▪ Ground Lease Expense▪ Property Taxes (if any)▪ O&M Expenses

Bid Process. Upon receipt of the initial bids at the end of Step 4 – RFI Stage, RBCCM will compare the initial valuations / summary of terms to the City. We will work with the City to narrow down the list to a handful that would advance to the Step 5 RFP Stage – i.e., the final bid round.

As part of the Step 5 RFP Stage, proposers will have an opportunity to meet the management team as well as conduct additional due diligence on the assets (i.e., site visits). The Step 5 RFP Stage / final bid process will also include the proposers' mark-up of the Asset Purchase Agreement or Concession Agreement (legal document that governs the sale / lease of asset). This will give the City and its legal team a strong indication of issues that each proposer may have with the terms of the contract. RBCCM will review / compare the RFP bids and make a recommendation to the City. RBCCM believes a competitive bid process will greatly benefit the City in maximizing value.

RBCCM's Expertise. RBCCM's PU&I and CME team has long-standing relationships with the universe of bidders for potential City of Jacksonville asset monetization transactions as highlighted below. RBCCM will leverage these relationships to drive value for the City. RBCCM is ranked #7 for combined debt and equity financings (2017-2018) for power and utility financings, and #2 for combined debt and equity financings (2012-2017) in the communication sector. RBCCM's PU&I and CME teams are leaders in providing investment banking services to the power, utilities, infrastructure, and telecommunication industry.



Valuation Models. In addition, RBCCM will work with the City and PFM to develop valuation models, triangulating around comparables analysis on precedent transactions, and discounted cash flow analyses. Based on the information gathered during the due diligence phase, our team will have a very good handle on expected valuations ranges *before* we initiate the bid process. This, in turn, gives our team the upper hand in initiating dialogues with the bidders to drive value. RBCCM knows the market and the bidders know RBCCM is a respected player in this space.

4. References

Please provide three (3) local government financing references, including name, title, telephone number, type of transaction, and the date(s) of service.

We would encourage the City to contact our references below that will each attest to our strengths in maximizing value on the respective transactions. RBCCM kindly request an opportunity to provide a courtesy notice to the referees prior to them being contacted.

Client References

Client	Lower Colorado River Authority	DePaul University	ENGIE
RBCCM Role	Sell-Side Advisor to LCRA for their divestiture of 77 cell towers	Sell-Side Advisor to Educational Advancement Fund on the sale of The University Center	Buy-Side Advisor to ENGIE and Axiom on concession agreement with The Ohio State University to manage and operate the University's Utility System
Name	Richard Williams	Jeffrey Bethke	John Givens
Title	Chief Financial Officer	Executive Vice President	Senior Developer
Telephone	(512) 578-3132	(312) 362-6695	(713) 636-1431
Email	richard.williams@lcra.org	jbethke@depaul.edu	john.givens@engie.com
Date(s) of Service	June 2016 - September 2017	July 2016 - July 2017	February 2015-July 2017
Relevance	One of the largest divestitures by a municipal client in the telecom sector	Largest monetization of a public higher education asset to date	Largest single student housing monetization to date

5. City Experience

Provide information on any previous work done with the City.

Local Transaction Experience

RBCCM has a long history and commitment to the City of Jacksonville and Duval County. Since 1980, RBCCM has served as underwriter on 85 transactions for a par amount in excess of \$3.2 billion, including 47 transactions for over \$826.9 million as a senior manager. In addition, RBCCM served as underwriter on over 74 transactions for a par amount in excess of \$12.2 billion for the Jacksonville Electric Authority, including over \$702.3 million of transactions as senior manager since 2010.

RBCCM Underwriting Experience since 1980

	Jacksonville and Duval Co						Jacksonville Electric Authority					
	1980-1999		2000-2009		2010-2017		1980-1999		2000-2009		2010-2017	
	Par Amt (\$ mils)	Count	Par Amt (\$ mils)	Count	Par Amt (\$ mils)	Count	Par Amt (\$ mils)	Count	Par Amt (\$ mils)	Count	Par Amt (\$ mils)	Count
All Experience												
Senior Manager	\$ 498.8	28	\$ 277.6	15	\$ 51.0	4					\$ 702.7	7
Co-Manager	\$ 1,183.4	23	\$ 815.6	11	\$ 343.4	4	\$ 7,060.5	32	\$ 876.3	10	\$ 3,554.2	25
Total	\$ 1,682.2	51	\$ 1,093.2	26	\$ 394.4	8	\$ 7,060.5	32	\$ 876.3	10	\$ 4,256.8	32

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]