

Contract Number 1620362-01  
Original Contract Number 1620362

Acacia Financial Group  
F. Dutchie (ag) 10/16  
City of Philadelphia  
City Treasurer

## **STANDARD AMENDMENT AGREEMENT**

**THIS STANDARD AMENDMENT AGREEMENT** ("Amendment Agreement") is made as of this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and effective the 1st day of January, 2017 (the "Effective Date") by and between the City of Philadelphia (the "City"), by and through its City Treasurer's Office ("Department"), and Acacia Financial Group, Inc. ("Provider"), a for-profit corporation, with its principal place of business at Four Greentree Centre, Suite 206, 13000 Lincoln Drive West, Marlton, NJ 08053.

### **BACKGROUND**

The City and Provider entered into a certain Contract, Contract Number 1620362, dated June 14, 2016, for an Initial Term from January 1, 2016 through December 31, 2016, which Contract includes the General Provisions, the Provider Agreement and any and all exhibits and attachments thereto (collectively, the "Base Contract"), wherein Provider agreed to render various Services to the City in accordance therewith; and

The City and Provider desire to enter into an amendment to the Base Contract, Contract Number 1620362-01, adding an Additional Term for the period January 1, 2017 to December 31, 2017, in order for Provider to continue to render the Services and provide the Materials specified in the Base Contract; and

The City and Provider have agreed to amend certain terms and conditions of the Base Contract, as set forth herein.

In consideration of the mutual obligations set forth herein, and each intending to be legally bound, the City and Provider covenant and agree as of the Effective Date as follows:

**ARTICLE I: AMENDMENTS TO THE CONTRACT**

With the exception of the following amendments set forth in this Amendment Agreement, and subject to councilmanic appropriation of funds, the terms and conditions of the Base Contract shall be and remain in full force and effect:

**1.1 Definitions.**

Capitalized terms not otherwise defined herein shall have the meanings set forth in the Base Contract.

**1.2 Term.**

The Base Contract is amended to add an Additional Term, commencing January 1, 2017 and expiring December 31, 2017.

IN WITNESS WHEREOF, the Parties, intending to be legally bound by all of the Contract Documents, have caused this Amendment Agreement to be executed by their respective duly authorized officers as of the date in the heading of this Amendment Agreement.

APPROVED AS TO FORM  
SOZI PEDRO TULANTE, CITY SOLICITOR

Per \_\_\_\_\_  
Francois Dutchie  
Divisional Deputy City Solicitor

**CORPORATE SEAL:**

**THE CITY OF PHILADELPHIA**

**Through: City Treasurer's Office**

**By:** \_\_\_\_\_

**Title:** \_\_\_\_\_

**ACACIA FINANCIAL GROUP, INC.**

**By:** \_\_\_\_\_

**Title:** \_\_\_\_\_  
President or Vice-President

**Attest:** \_\_\_\_\_

**Title:** \_\_\_\_\_  
(Ass't) Secretary or (Ass't) Treasurer

Contract Number 1620362

Acacia Financial Group, Inc.  
Francois Dutchie (rr) 01/16  
City of Philadelphia  
City Treasurer's Department

## **PROVIDER AGREEMENT**

### **(General Consultant Services)**

**THIS PROVIDER AGREEMENT** is made as of the \_\_\_\_ day of \_\_\_\_\_ 2016, by and between the City of Philadelphia (the "City"), by and through the City Treasurer's Department (the "Department"), and Acacia Financial Group, Inc. ("Provider"), a for profit corporation, with its principal place of business at Four Greentree Centre, Suite 206, 13000 Lincoln Drive West, Marlton, NJ 08053.

### **BACKGROUND**

The City and Provider desire that Provider render general consultant services to the City in accordance with the provisions of this Provider Agreement, the City of Philadelphia Professional Services Contract General Consultant Services General Provisions, as revised February, 2006 (the "General Provisions") and all of the other documents and exhibits which together constitute the Contract Documents as defined in the General Provisions. A copy of the General Provisions is attached hereto and incorporated herein by reference.

In consideration of the mutual obligations set forth herein, and intending to be legally bound, the City and Provider covenant and agree as follows:

## **ARTICLE I: GENERAL TERMS**

### **1.1 Incorporation of Background.**

The Background is incorporated by reference herein.

### **1.2 Definitions.**

Capitalized terms shall have the meanings set forth in the General Provisions.

## **ARTICLE II: TERM**

### **2.1. Initial Term.**

The term of this Contract shall commence on January 1, 2016 and shall terminate on December 31, 2016, unless terminated earlier in accordance with the terms of the Contract.

### **2.2 Additional Term(s).**

(a) This Contract may be amended by the City, in its sole discretion, in accordance with Section 2.2 (Additional Terms) of the General Provisions. Unless otherwise stated below, the terms and conditions applicable during the Initial Term shall be applicable during any Additional Term.

## **ARTICLE III: SERVICES AND MATERIALS**

### **3.1 Services and Materials.**

Provider shall perform the Services and provide the Materials described in the Exhibit listed below, which is attached hereto and incorporated herein by reference:

**Exhibit PA- 1:        Response to the Request for Proposal for the  
City of Philadelphia Office of the Treasurer; The Philadelphia Water  
Department Financial Advisor Services**

## **ARTICLE IV: COMPENSATION**

### **4.1 Amount.**

As compensation for the Services and Materials rendered and provided, the City covenants and agrees to pay to Provider in accordance with the following Exhibit, which is attached hereto and incorporated herein by reference, subject to all limitations on the allowability of cost items imposed by the City of Philadelphia Contract Cost Principles and Guidelines:

**Exhibit PA- 1:        Response to the Request for Proposal for the  
City of Philadelphia Office of the Treasurer; The Philadelphia Water  
Department Financial Advisor Services**

Notwithstanding anything in this Contract to the contrary, in no event shall the amount certified by the Office of the Director of Finance for Services and Materials during the Initial Term or any Additional Term exceed the maximum amount of FIFTY THOUSAND DOLLARS (\$50,000.00).

### **4.2 Manner of Payment.**

(a) Payment shall be made after Provider's timely submission of invoices to the Responsible Official, in the number, form and content acceptable to the Responsible Official, accompanied by such additional supporting data and documentation as the Responsible Official may require. All payments to Provider are contingent upon satisfactory performance of the terms and conditions of this Contract. Provider shall submit its final invoice not more than sixty (60) days from completion of the Services and delivery of Materials. All payments to Provider shall be by checks drawn by the City Treasurer.

(b) The City reserves the right to withhold or offset against any funds payable to Provider for any invoice for which the Responsible Official asserts a discrepancy exists or for Provider's failure to satisfactorily perform the terms of the Contract, as determined solely by the City.

## **ARTICLE V: MISCELLANEOUS PROVISIONS**

### **5.1 Notice.**

Any notice required or permitted to be given under the Contract shall be given in writing and shall be personally delivered by hand with receipt obtained, by a national overnight express carrier (such as Federal Express), by facsimile, or sent by registered or certified United States mail, return receipt requested, addressed as follows:

#### **IF TO THE CITY:**

Attn.: Bhavin Patel  
City Treasurer's Office  
1401 JFK Blvd., Rm. 640  
Philadelphia, PA 19102  
Telephone No.: 215-686-3823  
Fax No.: 215-686-3815

#### **IF TO PROVIDER:**

Attn.: Peter Nissen  
Acacia Financial Group, Inc.  
Four Greentree Centre, Suite 206  
13000 Lincoln Drive West  
Marlton, NJ 08053  
Telephone No.: 856-234-2266  
Fax No.: 856-234-6697

### **5.2 Section 5.2 intentionally deleted.**

### **5.3 Interpretation; Order of Precedence.**

In the event of a conflict or inconsistency between the terms of this Provider Agreement and any term, condition or provision contained in any Exhibit hereto, or any attachment to such Exhibit (including, without limitation, any proposal of Provider), the terms of this Provider Agreement shall control.

**5.4 Other Provisions.**

Other provisions, including, without limitation, OEO participation commitments and any exceptions or modifications to the General Provisions of the Contract, are set forth in the following Exhibits attached hereto and incorporated herein by reference:

**Exhibit PA- 2:        Executive Order 03-12**

**5.5 Acknowledgement of the General Provisions.**

Provider specifically acknowledges that Provider has read and understands the terms and conditions contained in the General Provisions and acknowledges that by executing this Provider Agreement, Provider shall be legally bound by all of the terms of this Contract, including, but not limited to, those set forth in the General Provisions.

*[The remainder of the page has been left blank intentionally. Signature page follows.]*

IN WITNESS WHEREOF, the Parties hereto, intending to be legally bound by all of the Contract Documents, have caused the Contract to be executed by their respective duly authorized officers as of the date in the heading of this Provider Agreement.

APPROVED AS TO FORM  
SOZI PEDRO TULANTE, CITY SOLICITOR

Per \_\_\_\_\_  
Francois Dutchie  
Divisional Deputy City Solicitor

**CORPORATE SEAL:**

**THE CITY OF PHILADELPHIA**

**Through: City Treasurer's Office**

**By:** \_\_\_\_\_

**Title:** \_\_\_\_\_

**ACACIA FINANCIAL GROUP, INC.**

**By:** \_\_\_\_\_

**Title:** \_\_\_\_\_  
President or Vice-President

**Attest:** \_\_\_\_\_

**Title:** \_\_\_\_\_  
(Ass't) Secretary or (Ass't) Treasurer



**Exhibit PA- 1:**

**Response to the Request for Proposal for the  
City of Philadelphia Office of the Treasurer; The Philadelphia Water  
Department Financial Advisor Services**

Contract Number 1620362-02  
Original Contract Number 1620362

October, 2017 F. Dutchie/vw  
City of Philadelphia  
City Treasurer's Office

## **STANDARD AMENDMENT AGREEMENT**

### **CONFORMED**

**THIS STANDARD AMENDMENT AGREEMENT** ("Amendment Agreement") is made as of December 7, 2017 and effective the 1st day of January, 2018, (the "Effective Date"), by and between The City of Philadelphia (the "City"), by and through its City Treasurer's Office ("Department"), and Acacia Financial Group, Inc. ("Provider"), a for-profit corporation, with its principal place of business at 6000 Midlantic Drive, Suite 410 North, Mt. Laurel, NJ 08054.

### **BACKGROUND**

The City and Provider entered into a certain Contract, Contract Number 1620362, dated June 14, 2016, for an Initial Term from January 1, 2016, through December 31, 2016, which Contract includes the General Provisions, the Provider Agreement and any and all exhibits and attachments thereto (collectively, the "Base Contract"), wherein Provider agreed to render various Services to the City in accordance therewith; and

The City and Provider entered into an Amendment to the Base Contract, Contract Number 1620362-01, dated January 24, 2017, for the period January 1, 2017, to December 31, 2017, to add an Additional Term in order for Provider to continue to render the Services and provide the Materials specified in the Base Contract; and

The City and Provider desire to enter into an Amendment to the Base Contract, as amended, Contract Number 1620362-02, for the period January 1, 2018, to December 31, 2018, to add an Additional Term and to increase the amount of compensation payable under the Base Contract, as amended, by FIFTY THOUSAND DOLLARS (\$50,000.00) in order for Provider to

continue to render the Services and provide the Materials specified in the Base Contract, as amended; and

The City and Provider have agreed to amend certain terms and conditions of the Base Contract, as amended, as set forth herein.

In consideration of the mutual obligations set forth herein, and each intending to be legally bound, the City and Provider covenant and agree as of the Effective Date as follows:

#### **ARTICLE I: AMENDMENTS TO THE CONTRACT**

With the exception of the following amendments set forth in this Amendment Agreement, and subject to councilmanic appropriation of funds, the terms and conditions of the Base Contract, as amended, shall be and remain in full force and effect:

**1.1 Definitions.**

Capitalized terms not otherwise defined herein shall have the meanings set forth in the Base Contract, as amended.

**1.2 Term.**

The Base Contract, as amended, is amended to add an Additional Term, commencing January 1, 2018, and expiring December 31, 2018.

**1.3 Compensation.**

As compensation for the Services and Materials being provided under this Amendment Agreement, the City covenants and agrees to increase the amount of compensation payable to Provider by FIFTY THOUSAND DOLLARS (\$50,000.00). Therefore, notwithstanding anything in the Contract to the contrary, in no event shall the amount certified by the Office of the Director of Finance for Services and Materials under the Contract, including this Amendment Agreement, exceed ONE HUNDRED THOUSAND DOLLARS (\$100,000.00)

**1.4 Other Amendments.**

The Base Contract, as amended, is amended in accordance with the Exhibit listed below, which is attached to this Amendment Agreement and incorporated in the Base Contract, as amended, by reference:

**Exhibit S.A.A.-1: Executive Order 03-12**

**1.5 Electronic Signatures.**

The Parties agree to conduct this transaction electronically, including the execution of this Amendment Agreement using the means of electronic signature provided below.

*{THE REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY. SIGNATURE PAGE FOLLOWS.}*

IN WITNESS WHEREOF, the Parties, intending to be legally bound by all of the Contract Documents, have caused this Amendment Agreement to be executed by their respective duly authorized officers as of the date in the heading of this Amendment Agreement.

APPROVED AS TO FORM  
SOZI PEDRO TULANTE, CITY SOLICITOR Through: City Treasurer's Office

THE CITY OF PHILADELPHIA

Per: DocuSigned by:  
Francois Duteau  
E2DD480A2D21470...

By: DocuSigned by:  
Rasheia Johnson  
F34BB948F8F9416...

Name: City of Philadelphia - Admin Testing

Name: Rasheia Johnson

Title: Chief Deputy City Solicitor

Title: City Treasurer

ACACIA FINANCIAL GROUP, INC.

By: DocuSigned by:  
Kim Whelan  
1BD23C048E47403...

Name: Kim Whelan

Title: President

ATTEST

By: DocuSigned by:  
Pete Nissen  
9F287771613348F...

Name: Pete Nissen

Title: Secretary



## City of Philadelphia Contract Routing Slip

### External Negotiation/Encumbrance & Budget Verification (Conformance Manager)

1. Review contract as signed by vendor and consult with supervisor.

Click the check box to attach additional documentation, if required.

2. Confirm Encumbrance then forward in ACIS to Budget Verification.
  3. Confirm Budget Verification completed in ACIS.
- ☒ Send to Law.

### Approve as to Form – Attorney Upload Document (Optional)

Click the check box to attach additional documentation, if required.

### After AATF – Forward in ACIS

- ☒ Forward in ACIS to Initial Certification.

### Finance Certification

- ☒ Attach the Endorsement Sheet then forward in ACIS to Finance Review.



### Finance Review

- ☒ Review then forward in ACIS to Department Signs Contract.

### After Departmental Review – Forward in ACIS

- ☒ Forward in ACIS to Conformance.

### Conformance Review (Conformance Clerk)

- ☒ Conform Contract and Conform in ACIS.

**EXHIBIT S.A.A.-1****EXECUTIVE ORDER 03-12**

In accordance with Executive Order 03-12, the City established M/W/DSBE ranges relating to the participation of minority, women and disabled owned business enterprises (collectively, "M/W/DSBEs") in this Contract. Provider is a certified MBE and covenants and represents that it will perform services under this Contract in the dollar amount(s) and percentage(s) specified:

<b><u>Name</u></b>	<b><u>MBE/WBE/DSBE</u></b>	<b><u>Dollar Amount/Percentage of Total Contract Amount</u></b>	<b><u>Type of Service</u></b>
Acacia Financial Group, Inc.	WBE	\$100,000.00/100%	

In furtherance of the participation commitments enumerated above, Provider agrees to comply with and is subject to Executive Order 03-12 and Subsection 14.3 (a) of the General Provisions to this Contract entitled "Minority, Woman and Disabled Business Enterprise Participation; Executive Order 03-12."

CONTRACT SUMMARY AND ENDORSEMENT						DATE	11/30/2017
TO THE LAW DEPARTMENT: The attached bid and award described below is referred to you for certification as to form, and where annual surety bond is on file, to have Contractor post satisfactory bond.							
CONTRACTOR Acacia Financial Group, Inc.				FINANCE CONTR. NO. 16 20362		LAW DEPT. NO. 16 20362 02	
				AMT. OF CONTRACT \$100,000.00		ANN. SURETY BOND	
DESCRIPTION Water FA				PERIOD COVERED 1/1/2016 - 12/31/2018			
<b>ENDORSEMENT</b>							
OFFICE OF THE DIRECTOR OF FINANCE-ACCOUNTING DIVISION Examined: Pat Preston				OFFICE OF THE CITY CONTROLLER Examined:			
(For the Director of Finance)				(Date)		(For the City Controller)	
PP 11-30-17				(Date)		(Date)	
This contract approved as to availability of funds under the budget and appropriations pursuant to section 8-200 (2) (d) of the Home Rule Charter:							
Alulid P Hal				12-01-17			
(For the Director of Finance)				(Date)		(For the City Controller)	
(Date)				(Date)		(Date)	
DOCUMENT NO.	ACCOUNT CODE					DEPARTMENT OR AGENCY	AMOUNT CHARGEABLE TO ACCOUNT
	FUND	DEPT	ELEMENT	SUB ELEMENT	CLASS		
						Previously Encumbered	\$25,000.00 ✓
MDXX18000158 01	020	28	07	01	0250	WATER	\$25,000.00 JE
						TOTAL	\$50,000.00
Partial Certification. Contract increased to \$100,000.00. Contract extended to 12/31/2018.							
Amendment							



CONTRACT SUMMARY AND ENDORSEMENT						DATE 11/30/2017	
TO THE LAW DEPARTMENT: The attached bid and award described below is referred to you for certification as to form, and where annual surety bond is on file, to have Contractor post satisfactory bond.							
CONTRACTOR Acacia Financial Group, Inc.				FINANCE CONTR. NO. 16 20362		LAW DEPT. NO. 16 20362 02	
				AMT. OF CONTRACT \$100,000.00		ANN. SURETY BOND	
DESCRIPTION Water FA				PERIOD COVERED 1/1/2016 - 12/31/2018			
<b>ENDORSEMENT</b>							
OFFICE OF THE DIRECTOR OF FINANCE-ACCOUNTING DIVISION Examined: Pat Preston				OFFICE OF THE CITY CONTROLLER Examined:			
PP 11-30-17				11-30-17			
(For the Director of Finance)				(For the City Controller)			
This contract approved as to availability of funds under the budget and appropriations pursuant to section 8-200 (2) (d) of the Home Rule Charter:							
Patricia Y. Preston 11-30-17				11-30-17			
(For the Director of Finance)				(For the City Controller)			
DOCUMENT NO.	ACCOUNT CODE					DEPARTMENT OR AGENCY	AMOUNT CHARGEABLE TO ACCOUNT
	FUND	DEPT	ELEMENT	SUB ELEMENT	CLASS		
						Previously Encumbered	\$50,000.00 ✓
MDXX17000242 01	020	28	07	01	0250	WATER	(\$25,000.00) JE
<b>TOTAL</b>							<b>\$25,000.00</b>
<b>Partial Certification.</b> <b>Contract increased to \$100,000.00.</b> <b>Contract extended to 12/31/2018.</b>							
Amendment						Page 1 of 1	

## Certificate Of Completion

Envelope Id: 28A174C0755F43FEB201F36A3CCE251B

Status: Completed

Subject: Contract # 1620362-02 (Acacia Financial Group, Inc.)

Source Envelope:

Document Pages: 8

Signatures: 4

Certificate Pages: 4

Initials: 0

AutoNav: Enabled

Enveloped Stamping: Enabled

Time Zone: (UTC-08:00) Pacific Time (US & Canada)

Envelope Originator:

City of Philadelphia Law Department

1234 Market Street

Suite 1800

Philadelphia, PA 19107

law.contractinitiation@phila.gov

IP Address: 170.115.248.25

## Record Tracking

Status: Original

10/30/2017 8:08:47 AM

Holder: City of Philadelphia Law Department

law.contractinitiation@phila.gov

Location: DocuSign

## Signer Events

Kim Whelan

kwhelan@acaciafin.com

Security Level: Email, Account Authentication  
(None), Access Code

## Signature

DocuSigned by:  
*Kim Whelan*  
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Using IP Address: 50.203.26.154

## Timestamp

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Viewed: 11/21/2017 1:19:26 PM

Signed: 11/21/2017 1:20:26 PM

## Electronic Record and Signature Disclosure:

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Pete Nissen

pnissen@acaciafin.com

Security Level: Email, Account Authentication  
(None), Access Code

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ID: 2265f796-04cb-4949-b753-0a589aea6460

Keola Harrington

keola.harrington@phila.gov

Security Level: Email, Account Authentication  
(None)

## Completed

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Francois Dutchie

Francois.Dutchie@phila.gov

Security Level: Email, Account Authentication  
(None)

DocuSigned by:  
*Francois Dutchie*  
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Signed: 11/21/2017 4:12:39 PM

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<b>Catherine Paster</b> Catherine.Paster@phila.gov City of Philadelphia Security Level: Email, Account Authentication (None)  <b>Electronic Record and Signature Disclosure:</b> Not Offered via DocuSign	<b>Completed</b>  Using IP Address: 170.115.248.24	Sent: 12/1/2017 11:58:35 AM Viewed: 12/4/2017 5:59:11 AM Signed: 12/4/2017 5:59:16 AM
<b>Rasheia Johnson</b> rasheia.johnson@phila.gov Security Level: Email, Account Authentication (None)  <b>Electronic Record and Signature Disclosure:</b> Accepted: 12/4/2017 10:29:04 AM ID: 61f6a9c1-08dd-4531-a183-8ee555ae2935	<div> <div>DocuSigned by:</div> <div><i>Rasheia Johnson</i></div> <div>F34B8946F6F9416...</div> </div> <b>Completed</b>  Using IP Address: 170.115.248.25	Sent: 12/4/2017 5:59:30 AM Viewed: 12/4/2017 10:29:04 AM Signed: 12/4/2017 10:29:17 AM
<b>Keola Harrington</b> keola.harrington@phila.gov Security Level: Email, Account Authentication (None)  <b>Electronic Record and Signature Disclosure:</b> Accepted: 12/4/2017 10:32:15 AM ID: 8a522cf2-e965-44ce-8c7e-caf41892e92f	<b>Completed</b>  Using IP Address: 170.115.248.25	Sent: 12/4/2017 10:29:19 AM Viewed: 12/4/2017 10:32:15 AM Signed: 12/4/2017 10:32:20 AM
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Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp

Agent Delivery Events	Status	Timestamp
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Intermediary Delivery Events	Status	Timestamp
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Certified Delivery Events	Status	Timestamp
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Carbon Copy Events	Status	Timestamp
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Hollie Gauntt hgauntt@acaciafin.com Security Level: Email, Account Authentication (None), Access Code	<b>COPIED</b>	Sent: 11/21/2017 10:21:23 AM Viewed: 11/21/2017 10:29:36 AM
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**Electronic Record and Signature Disclosure:**  
Not Offered via DocuSign

Controller Contracts Controller.Contracts@phila.gov Security Level: Email, Account Authentication (None)	<b>COPIED</b>	Sent: 12/7/2017 8:16:36 AM
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**Electronic Record and Signature Disclosure:**  
Not Offered via DocuSign

Notary Events	Signature	Timestamp
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Envelope Summary Events	Status	Timestamps
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Certified Delivered	Security Checked	12/7/2017 8:16:36 AM
Signing Complete	Security Checked	12/7/2017 8:16:36 AM
Completed	Security Checked	12/7/2017 8:16:36 AM

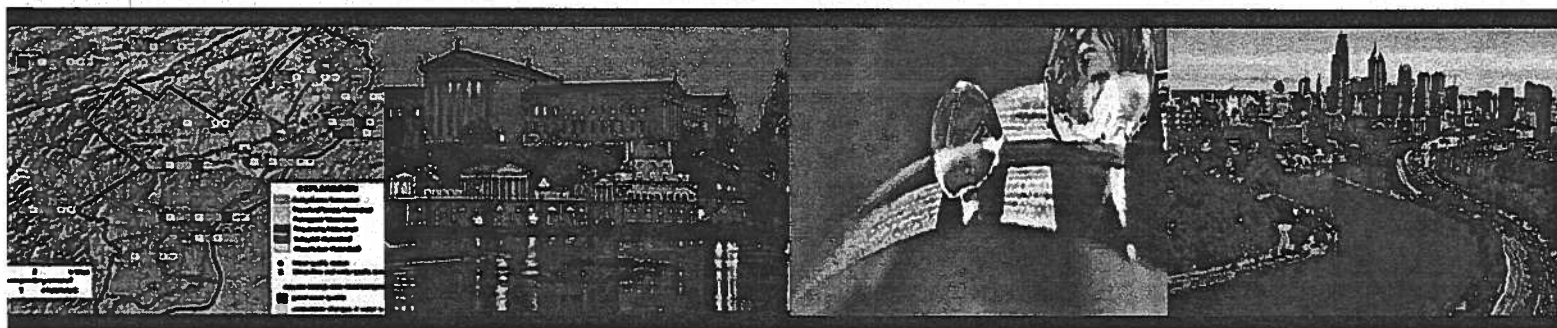
Payment Events	Status	Timestamps
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Electronic Record and Signature Disclosure
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This Electronic Records and Signature Disclosure is provided by the City of Philadelphia in connection with a pending electronic transaction. Any party proceeding with such electronic transaction is deemed to have consented i) to conduct the transaction by electronic means; and ii) where execution of an agreement is required, to the use of electronic signatures using the method provided in the agreement. Questions regarding this Electronic Records and Signature Disclosure should be addressed to [econtractphilly@phila.gov](mailto:econtractphilly@phila.gov).



RESPONSE TO THE REQUEST FOR PROPOSAL FOR  
THE CITY OF PHILADELPHIA  
OFFICE OF THE CITY TREASURER  
THE PHILADELPHIA WATER DEPARTMENT  
FINANCIAL ADVISOR SERVICES  
BY ACACIA FINANCIAL GROUP  
DUE: OCTOBER 21, 2015



601 Route 73 North  
Suite 206  
Marlton, NJ 08053  
t: 856-234-2266  
f: 856-234-6697

[www.acaciafin.com](http://www.acaciafin.com)

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Transaction List	Ex. B
Solicitation of Participation and Commitment Form	Ex. C
Tax and Regulatory Status and Clearance Statement	Ex. D
Statement of Financial Capacity	Ex. E
Other Documents (Business License & WBE Certification)	Ex. F
Refunding Debt Monitors	Ex. G



## SECTION 1: COVER LETTER

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601 Route 73 North  
Suite 206  
Marlton, NJ 08053  
(856) 234-2266 Phone  
(856) 234-6697 Fax

**VIA ELECTRONIC AND HARD COPY DELIVERY**

October 21, 2015

Nancy Winkler, City Treasurer  
1401 John F. Kennedy Blvd.  
Suite 640 MSB  
Philadelphia, PA 19102

Melissa LaBuda, Deputy Water Commissioner  
Philadelphia Water Department  
1101 Market Street  
Philadelphia, PA 19107-2994

Dear Ms. Winkler and Ms. LaBuda:

Acacia Financial Group, Inc. ("Acacia") is pleased to respond to the Request for Proposals ("RFP") for Financial Advisor for the Office of the City Treasurer ("CTO") in conjunction with the Philadelphia Water Department ("PWD") with respect to certain City of Philadelphia (the "City") Water and Wastewater Revenue Bonds or similarly secured obligations of Water and Wastewater Revenue, collectively ("Water Bonds"). Acacia is an independent, women owned financial advisory firm, registered with the MSRB and the SEC, providing a full range of financial advisory services to governmental entities. The firm is certified as a **Women Business Enterprise** with the Pennsylvania Department of General Services and the Philadelphia Office of Economic Opportunity Registry. **Acacia has consistently ranked among the top FA firms in the nation, including 6<sup>th</sup> nationally in 2014 and 5<sup>th</sup> through three quarters of 2015.**

**Acacia's Team for the Water Authority.** Our team will be under the leadership of Kim Whelan (Co-President / Engagement Executive and Authorized Signatory), Peter Nissen (Managing Director/Day-to-Day Lead), and Phoebe Selden (Senior Vice President/Subject Matter and Credit Expertise) bringing decades of directly relevant experience. Acacia's quantitatively and strategically oriented team of 18 professionals brings diverse expertise with a specialty focus on Water and Wastewater. Our national scope (from NY to Alaska) and extensive market access, pricing on average over two bond transactions a week, gives in-depth market knowledge and perspective that regional firms are not able to match.

**Water and Wastewater Expertise.** Acacia's extensive experience includes New York City Municipal Water Finance Authority, South Central Connecticut Regional Water Authority, Chicago Water and Wastewater, and Wayne County (MI) Sewerage and Drainage in addition to over 25 New Jersey regional utilities and municipalities on water and wastewater issues. In addition, Acacia was just recently engaged by the San Diego County Water Authority to provide financial advisory services on debt issues and general consulting projects. Since 2011, Acacia has advised on 68 water and wastewater transactions totaling over \$13.2 billion.

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**Large and Complex Issuer Experience.** Within the last year alone, Acacia has advised the Cities of Philadelphia, New York, Chicago, Los Angeles, San Francisco and District of Columbia. The firm has also advised the States of Alaska, Connecticut, Illinois, Kentucky, New Jersey, Ohio, Wisconsin and multiple state-level agencies across the nation, advising on a wide variety of structures and issues, as highlighted herein.

**City of Philadelphia Experience.** Acacia has served the City as co-FA with respect to the GO credits for more than seven years including general obligation and service agreement credits, short term TRANS and long term bond issues, fixed rate debt and floating rate instruments. Acacia is intimately knowledgeable in the processes and credits of the City.

**Acacia is Well-Positioned to Serve the City and Water Department.** Acacia's professionals have developed a keen understanding of the financial and policy environment unique to the PWD, positioning us to advise the PWD skillfully, from a fully independent point of view, supporting staff with no concern of any actual or perceived conflict of interest.

Acacia appreciates the opportunity to submit our credentials to the City and to the PWD to assist with the PWD's related financial advisory needs. If you should have any questions regarding this proposal or our firm please do not hesitate to contact us.

Sincerely,

Kim M. Whelan  
Co-President

Peter D. Nissen  
Managing Director

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[www.acadafin.com](http://www.acadafin.com)



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## SECTION 2: SUBMISSION REQUIREMENTS

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**2. Introduction/Executive Summary: Overview of the services being sought and proposed scope of services**

Acacia has vast experience providing financial advice to major water and utility clients comparable to the PWD on a multitude of different types of relevant engagements, ranging from bond financings to financial consulting assignments.



- **Bond FA Experience with Water and Wastewater Clients.** Acacia has extensive experience with water and wastewater programs throughout the country as Bond FA, providing transactional expertise, rating agency strategy, option analysis and capital plan cash flow forecasting analysis. Acacia's professionals have advised on virtually every type of transaction in today's market, including revenue bonds, appropriation bonds, certificates of participation ("COPs"), commercial paper ("CP"), extendable commercial paper ("ECP"), special service area, drainage district, energy services company ("ESCO"), property and equipment leases and all types of short term and variable rate issuances. In addition, we have advised on all types of derivative transactions, including highly complex synthetic refundings. Our professionals have assisted our clients with issuances through conduit authorities and have prepared the applications for our clients to access SRF loans.

Recent clients have included New York City Municipal Water Authority, South Central Connecticut Regional Water Authority, Chicago Water and Wastewater, Wayne County (MI) Sewerage and Drainage District direct purchases and SRF applications, and State of Wisconsin SRF, in addition to over 25 New Jersey regional utilities and local municipalities on water and wastewater issues. Acacia professionals have also served as FA to Hillsborough (CA) Water and Sewer. In the past five years, Acacia has advised on over 50 water and wastewater transactions totaling over \$11 billion issued.

- **Financial Consulting Experience with Water and Wastewater Clients.** Acacia has advised these clients on such matters as project financing, debt management, rating strategies, budget/cash-flow analysis, rate setting and renewable energy initiatives. Our experience also includes complex consulting engagements involving the acquisition and consolidation of utility facilities and advising a variety of SRF programs such as Illinois SRF (Clean Water and Drinking Water), Metropolitan Water Reclamation District, New Jersey Environmental Infrastructure Trust Program, New York State Environmental Facilities Corporation and Ohio Water Development Authority, giving our team a strong background in the feasibility analysis and regulatory backdrop of these types of financing programs.
- **Specialized Industry Experience.** Acacia's team for the PWD brings extensive experience with a variety of relevant industries, including traditional FA services, derivative products, cash flow modeling and "green" energy initiatives.
- **Veteran Team Assigned to the PWD.** Acacia has assembled a talented team of professionals with diverse experience in both the private and public sectors, gained through hands-on practice as advisors, engineers, public accountants, rating agency analysts, senior government officials (13 years of experience managing Chicago's Water and Wastewater System) and underwriters. The team assigned to the PWD has specific experience advising similar issuers on a comprehensive list of FA services. Our experience is matched by a quantitative aptitude that allows the firm to provide elaborate and thoughtful advice in an accurate and efficient manner. Team highlights:
  - **Kim M. Whelan, (Co-President and Engagement Executive).** Kim founded Acacia in 2006 as Co-President and is a member of the firm's management committee bringing over 25 years of experience as a FA. Prior to founding Acacia, she was a partner with Public Financial Management, Inc. and the president and sole owner of a New Jersey based regional FA firm.
  - **Peter D. Nissen, (Managing Director and Day-to-Day Responsibility).** Peter is a 21 year veteran of the public finance industry, having worked with other FA firms before founding Acacia in 2006. Pete began his career as an engineer for four years with an internationally renowned engineering corporation. Pete heads up the firm's quantitative function and plays an instrumental role in its water and wastewater practice. He serves as a day-to-day advisor to the City of Philadelphia on its GO credit.

- **Phoebe Selden (Senior Vice President / Subject Matter and Credit Expertise).** Bringing over 30 years of experience, Phoebe's diverse experience includes serving as external auditor for prominent units of government for seven years, serving the City of Chicago for 13 years (ultimately as its Comptroller) with direct oversight over its Water and Wastewater Systems, and heading up the Chicago office of Moody's Investor's Service. She has been an independent FA for over 10 years, serving many diverse and prominent issuers across the nation including the Cities of Los Angeles and San Francisco, and the water systems of Chicago, Detroit, Evanston (IL) and others.
- **Commitment to Quality.** Acacia's definition of quality FA services extends beyond knowledge of the public finance industry. It encompasses commitment to the client's mission, creativity in developing financial solutions and a demonstrated determination to solve problems and overcome obstacles on a client's behalf. Acacia has compiled an impressive track record of devising strategies to maximize its client's ratings, expanding bidders for its clients' competitive sales, and educating retail and institutional investors and credit providers with the goal of obtaining the lowest possible interest cost.
- **Registered Municipal Advisor ("MA").** Acacia is registered with both the Securities and Exchange Commission ("SEC") and the Municipal Securities Rulemaking Board ("MSRB") under the MA Rule that went into effect on July 1, 2014.

### 3. Applicant Profile: Provide a narrative description of the Applicant

- a) *Applicant's business identification information, including name, business address, telephone number, website address, and federal taxpayer identification number or federal employer identification number; and*

**Acacia Financial Group, Inc.**  
**601 Route 73 North, Suite 206**  
**Marlton, New Jersey 08053**  
**856-234-2266**  
[www.acaciafin.com](http://www.acaciafin.com)  
**Tax ID #: 204775407**

- b) *A primary contact for the Applicant, including name, job title, address, telephone and fax numbers, and email address;*

Kim Whelan, Co-President  
 Telephone: 856-234-2266  
 Fax: 856-234-6697  
 E-mail: [kwhelan@acaciafin.com](mailto:kwhelan@acaciafin.com)

Peter D. Nissen, Managing Director  
 Telephone: 856-234-2266  
 Fax: 856-234-6697  
 E-mail: [pnissen@acaciafin.com](mailto:pnissen@acaciafin.com)

- c) *A description of Applicant's business background, including, if not an individual, Applicant's business organization (corporation, partnership, LLC, for profit or not for profit, etc.), whether registered to do business in Philadelphia and/or Pennsylvania, country and state of business formation, number of years in business, primary mission of business, significant business experience, whether registered as a minority-, women-, or disabled-owned business or as a disadvantaged business and with which certifying agency, and any other information about Applicant's business organization that Applicant deems pertinent to this RFP.*

Acacia is owned entirely and exclusively by its shareholders: Kim Whelan, Noreen White, Peter Nissen, Joshua Nyikita and Jennifer Edwards. Acacia is 60% owned by women and includes a total of 18 professionals and three support staff. Acacia is registered to do business in the City and the Commonwealth of Pennsylvania. The firm is certified as a Women Business Enterprise with the Pennsylvania Department of General Services and the Philadelphia Office of Economic Opportunity Registry. Acacia is incorporated in the County of Burlington, NJ.

Acacia is an independent FA firm; it is not owned in part by any securities firm or foreign corporation nor does it have an affiliation with any securities firm or foreign corporation. As the firm does not engage in the underwriting or distribution of bonds, we can assure our clients of the highest level of objectivity in the advice rendered; advice which is free of the potential conflicts of interest that can arise from a motivation to participate in current or future underwritings.

Listed below are primary individuals who will be assigned responsibility for this engagement, however additional staffing is available in the Marlton and other offices of Acacia as necessary for this engagement (full resumes are included in Exhibit A).

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**Kim Whelan, Co-President – Engagement Oversight**

Kim founded Acacia in 2006 as Co-President and is a member of the firm's management committee bringing over sixteen years of experience as a financial advisor. Prior to founding Acacia, Ms. Whelan was respectively, a partner with Public Financial Management, Inc. and the president and sole owner of a New Jersey based regional financial advisory firm.

Ms. Whelan has developed a particular expertise in design and implementation of alternative financing techniques. She has utilized this expertise in serving the State of New Jersey, State Authorities and many of the improvement authorities and solid waste authorities throughout New Jersey.

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**Peter D. Nissen, Managing Director – Day-to-Day Responsibility (Primary Contact)**

Peter is a 21 year veteran of the public finance industry, having worked with other financial advisory firms before founding Acacia in 2006. Prior to this experience, Pete gained four years of engineering experience with an internationally renowned engineering corporation. Pete serves as day-to-day advisor to many of the firm's high-profile accounts.

Pete has served as primary contact for Acacia's services to the City since 2007, having advised on multiple fixed rate, variable rate, TRAN, and swap related transactions for the City in this time. He oversees all of the firm's quantitative services including the preparation of rate models and the evaluation of derivative products.

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**Phoebe S. Selden, Senior Vice President – Subject Matter and Credit Expertise**

Phoebe will provide water and wastewater subject matter and credit ratings expertise, bringing over 30 years of experience solving complex problems on behalf of issuers from coast to coast. Given her former role as the head of Moody's Chicago Office, she will play the lead role for any credit rating issues and can be expected to provide a "hands on" approach to helping the PWD manage its rating agency strategies.

Phoebe's prior experiences serving City of Chicago, ultimately as its Comptroller, included providing financial management and oversight over the City's Water and Wastewater systems. Phoebe will be actively involved in the management of all projects assigned by the PWD. In addition to general government, her specialty areas of expertise include utilities (water, wastewater, storm water), infrastructure, rating agency strategies and P3.

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**Siamac Y. Afshar, Vice President – Engagement Assistance and Analytic Support**

Siamac joined Acacia upon the firm's founding in 2006. Siamac has expertise developing innovative financing solutions for a variety of public and governmental entities including, water/wastewater, solid-waste, public power, state, county and municipal level clients. He has provided comprehensive advisory services to many challenging water and wastewater programs in New Jersey and served as quantitative lead for Chicago Wastewater.

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**Shelby L. Lobitz, Analyst –Analytic Support**

Shelby joined Acacia in 2014 and has provided analytic support to the City in connection with GO issuances over the last year.

- 4. Project Understanding: Provide a narrative statement that confirms the Applicant's understanding of, and agreement to provide, the services and/or tangible work products necessary to achieve the objectives of the project that is the subject of this RFP.**

Acacia fully understands and confirms its agreement to provide the services and/or tangible work products articulated in Section II of the RFP. Acacia's market expertise combined with our ability to develop complex financial models provides our clients with the advantage necessary to stay at the top of the water and wastewater industry. Acacia provides its clients with FA services that go well beyond those described in the RFP. Acacia advises its clients not only from the conception of each project through closing but also between financings; continuously monitoring debt portfolios and

Acacia Financial Group, Inc.

providing market updates and educational materials to our clients. Below please find a discussion of services that Acacia is prepared to provide to PWD as FA.

Acacia's professionals will assist in the preparation for, and participate in, meetings and conference calls with the working group, investors, and rating agencies. Acacia considers itself to be an extension of its clients' staff. The firm participates in every aspect of the comprehensive financing plan in order to assure the lowest cost of borrowing.

#### **Debt Issuance**

In connection with the issuance of debt, Acacia will assist in the preparation of the financing schedule, distribution lists, meeting agendas, the preliminary/final official statements and other documents related to the marketing and issuance of any bonds. Acacia traditionally assumes the role of "quarterback" on transactions, directing the timing and agenda of meetings to achieve timely and successful completion. Acacia will provide thorough tax and budget impact analyses, structuring options, credit rating and credit enhancement services, process monitoring, bid analysis, POS and OS preparation, attendance at public meetings and transaction monitoring.

#### **Refinancing Services**

Acacia's professionals have aided numerous issuers in identifying, analyzing, monitoring and capturing refinancing opportunities. Our analytical expertise in structuring refinancing transactions, monitoring market conditions and ensuring competitive pricing has helped school districts save millions of dollars in debt service payments.

#### **5. Proposed Scope of Work: Provide a proposed scope of work, including a cost proposal and project timetable (schedule), in accordance with Section II, "Scope of Work", of this RFP.**

The (i) detailed description of our ability to meet each of the specified "Services" and to provide the specified "Tangible Work Products", (ii) cost proposal and (iii) organizational chart and full resumes for the proposed team are included in Exhibit A.

#### **6. Statement of Qualifications; Relevant Experience - Provide a statement of qualifications and capability to perform the services sought by this RFP, including a description of relevant experience with projects that are similar in nature, size and scope to that which is the subject of this RFP. If any minimum qualifications for performance are stated in this RFP, Applicant must include a statement confirming that Applicant meets such minimum requirements.**

Acacia has advised multiple large city and state issuers including their revenue backed utilities in recent years. A summary of transactions since January 2011 highlighting water and wastewater utility debt is included as Exhibit B.

#### **a) Discuss your FA experience with large city and water utility debt programs since January 1, 2011; provide a summary showing total number of issuer clients, and par amounts. Please highlight up to three relevant case studies, especially involving water or utility entity bonds.**

<b>Issuer</b>	<b>City of Chicago: Water and Wastewater (2014, 2012, 2010, 2004)</b> Jeremy Fine, Deputy Comptroller 121 North LaSalle Street, 7 <sup>th</sup> Floor, Chicago, IL 60602 Tel: (312) 744-7106 Email: jfine@cityofchicago.org
<b>Team</b>	Phoebe Selden, Pete Nissen, Noreen White, James Beck, Brittany Whelan
<b>2014 Second Lien Water Revenue Bonds</b>	<ul style="list-style-type: none"> <li>Acacia was hired by the City of Chicago (the "City") to provide financial advisor services in connection with the issuance of \$367.9 million Second Lien Water Revenue Bonds, Series 2014. Proceeds from the sale were used for various capital improvements to the City's Water System, including upgrades to purification plants and pumping stations (upgrading to electric), adding new and replacing aging grid mains.</li> </ul>
<b>LOC Replacements</b>	<ul style="list-style-type: none"> <li>Also In 2014, Acacia advised the City in negotiating replacement Liquidity Facilities in connection with their \$100 million Second Lien Water Revenue Bonds, Series 2000 and \$355.6 million Series 2004 bonds. Ultimately the City was able to secure liquidity from three providers across the two issuances, consisting of JP Morgan, Bank of Tokyo-Mitsubishi and State Street Bank.</li> </ul>
<b>2012 Second Lien Wastewater</b>	<ul style="list-style-type: none"> <li>In 2012, Acacia advised in connection with the Issuance of the City's \$276 million Second Lien Wastewater Transmission, Revenue Project Bonds, Series 2012. These new money bonds were issued</li> </ul>



	to fund certain improvement's to the City's Wastewater system.
<b>2010 Second Lien Wastewater</b>	<ul style="list-style-type: none"> <li>Acacia served as financial advisor on its 2010 Second Lien Wastewater Bonds transaction. In this role, Acacia coordinated the working group meetings, conducted weekly pricing calls for the two months prior to the transaction, reviewed numerical runs of the senior manager and prepared and participated in rating agency meetings. This was a particularly challenging transaction for the City as it was facing enormous budgetary pressure and had recently had its G.O. bonds downgraded.</li> <li>The issue consisted of Series A refunding of the 1998 first and second lien current interest bonds and Series B index eligible BABs. Additionally, the City issued a conditional call for the 1998 bonds which would occur on the closing date to mitigate the negative arbitrage in the escrow due to low reinvestment rates. The bonds were rated Aa3/A+/AA, the same ratings of the 2008 wastewater bonds. Working with Acacia, the City maintained an active dialogue with the rating agencies and of the three City transactions pricing that month for the City, only the wastewater bonds were not downgraded.</li> </ul>

<b>Issuer</b>	<b>New York City Municipal Water Finance Authority</b> <b>Tom Paolicelli, Executive Director</b> <b>255 Greenwich Street, 6<sup>th</sup> Floor, New York, NY 10007</b> <b>Tel: (212) 788-4969 Email: paolicellit@omb.nyc.gov</b>
<b>Team</b>	Noreen White, Rich Lopatin, Pete Nissen
<b>General Information</b>	<ul style="list-style-type: none"> <li>In 2011, Acacia was selected to serve as Co-Financial Advisor to the New York City Municipal Water Finance Authority ("NYW" or "Authority").</li> <li>NYW's bonds are secured by a lien on gross revenues collected from user fees in connection with the City's water and sewer system and are not secured by ad valorem taxes levied by the City.</li> <li>Acacia assisted NYW with 25 bond transactions totaling approximately \$10.4 billion. The bonds have been issued pursuant to the Authority's 2nd General Resolution both on a standalone basis and by way of the New York State Environmental Facilities Corporation as a conduit to the Authority.</li> <li>Acacia has provided advice in connection with new money and refunding transactions, the issuance of adjustable rate obligations and Refundable Principal Installments, NYW's \$600 million commercial paper program, cash defeasance, liquidity procurement and the implementation of new financing structures.</li> </ul>
<b>Commercial Paper Program</b>	<ul style="list-style-type: none"> <li>Acacia assisted NYW in maintaining its \$600 million CP program, consisting of one letter of credit backed traditional CP tranche and two extendable CP tranches which do not require liquidity. The firm provided guidance during the rollover process and subsequently worked with the Authority on the permanent financing of all previously issued CP obligations.</li> </ul>

<b>Issuer</b>	<b>South Central Connecticut Regional Water Authority ("Authority")</b> <b>Linda Discepolo, Vice President</b> <b>9 Sargent Drive, New Haven, CT 06511</b> <b>Tel 203-401-2610 Em: ldiscepolo@rwater.com</b>
<b>Team</b>	Noreen White, Josh Nykita, Scott Beall, Shelby Lobitz
<b>General Information</b>	<ul style="list-style-type: none"> <li>Acacia was hired to serve as financial advisor for the Authority in 2012.</li> <li>The Authority was created in 1977 for the purpose of assuring the provision of an adequate supply of pure water at a reasonable cost within the District and, to the degree consistent with the foregoing, of advancing the conservation and compatible recreational use of land held by the Authority. In 2002, the Connecticut General Assembly granted the Authority permission to provide wastewater services.</li> </ul>
<b>2015</b>	<ul style="list-style-type: none"> <li>Currently advising on the development of a direct purchase loan program to fund preliminary costs associated with a \$28 million multi-year Advanced Metering Infrastructure Project.</li> <li>Most recently in June of 2015, Acacia advised in connection with the issuance of \$11 million Water System Revenue Refunding Bonds, Thirty First Series. <ul style="list-style-type: none"> <li>Acacia provided pricing and bond structuring advice as well as coordinating the escrow bid for the Authority.</li> <li>The refunding bonds generated net present value savings of \$449,618 or 3.91% of the refunded bonds.</li> </ul> </li> </ul>
<b>2014</b>	<ul style="list-style-type: none"> <li>In December of 2014, advised the Authority with the issuance of \$46 million Water System Revenue</li> </ul>



	<p>Refunding Bonds, Thirtieth Series A and B.</p> <ul style="list-style-type: none"> <li>• In May of 2014, Acacia assisted the Authority with the issuance of \$44.9 million refunding bonds. <ul style="list-style-type: none"> <li>◦ From conception through pricing, Acacia continually monitored the refunding candidates, modifying the bonds to be refunded depending on the efficiency of each candidate.</li> <li>◦ The refunding bonds generated net present value savings of \$6.3 million or 12.53% of the refunded bonds.</li> </ul> </li> </ul>
<b>2012 Refunding</b>	<ul style="list-style-type: none"> <li>• In May of 2012, Acacia assisted the Authority on its \$70 million refunding transaction. <ul style="list-style-type: none"> <li>◦ Our professionals coordinated the ratings process by gathering information, setting up the conference calls and following up with the rating agencies with any further request.</li> <li>◦ A key value added to reduce the negative arbitrage, Acacia suggested moving the closing of the transaction as far from the pricing date without generating a penalty on the yield. The refunding generated net present value savings of approximately \$5,315,000 or 7.22% of the refunded bonds and closed on May 30th.</li> </ul> </li> </ul>

**b) Discuss the analytical/quantitative capabilities of your firm. What software or models would you use to provide, for example refunding or pricing analyses.**

Acacia understands the importance of quantitative analysis as a basis for informed decision-making. As a result, Acacia has a distinct quantitative emphasis. The firm regularly develops independent financial models, which can quickly analyze and depict the benefits and implications of various financing alternatives. Our market expertise combined with our ability to develop complex financial models provides our clients with the advantage necessary to stay at the top of an increasingly complicated and competitive industry.

Acacia utilizes a variety of computer programs including DBC Finance for bond structuring, Excel for financial projections and refunding monitors and MBRM for swap modeling. The specific program utilized is determined on a case-by-case basis depending on the scope of the project and the structuring techniques required. Acacia can model any debt structure, including refunding/restructuring and new money, fixed and variable rate, short and long term and derivative products. The firm can also provide these analyses within the larger framework of a debt capacity model that would allow an issuer to see not only the specific benefits and risks of the particular transaction, but also the overall impact to the issuer's fiscal position. Our professionals utilize our in-house models, real-time data resources (such as Bloomberg, TM3, EMMA, etc.), credit reports, and industry dailies to analyze and determine the most advantageous coupon and term structures, call provisions, refunding candidates, and overall use of specific financial products.

**c) Describe the typical activities that your firm performs as FA for both a competitive and negotiated transaction.**

**Acacia's Approach to Negotiated Transactions:** Acacia excels in advising on negotiated bond sales to ensure the lowest possible cost of capital and has developed a strong and respectful relationship with every senior managing underwriting desk on the Street. Since 2009, Acacia has served as FA on more than 375 negotiated transactions totaling approximately \$40 billion. We utilize an array of real-time resources to monitor market activity such as primary and secondary trades as reported on EMMA, Bloomberg, TM3, The Bond Buyer, economic updates from Wall Street firms and economic indicators that impact the market.

With our experience as daily market participants, we are thoroughly familiar with developing situations that may affect the marketability of our clients' debt offerings. For every transaction, Acacia prepares a pre-pricing book that includes: (1) an economic calendar; (2) forward supply of negotiated and competitive sales; (3) comparative and historical transactions with pricing results benchmarked against appropriate indices such as MMD, Treasuries, SIFMA, LIBOR; (4) historical charts and data to appropriately reflect the market environment and relevant changes; (5) market commentary; and (6) transaction data including preliminary numbers and rating reports. Unlike many of our competitors, who produce pricing materials that are often cumbersome, Acacia's pricing book is focused and relevant, providing the appropriate amount of information to draw the necessary conclusions.

During the pricing, we vigilantly monitor the order flow to determine the strength and quality of the book in order to make recommendations regarding pricing adjustments. Pricing views from the senior manager are discussed well in advance of the transaction and are actively compared to this information to create the proper atmosphere leading into pricing. Acacia will also assist in the establishment of designation policies, retail definitions and the allocation and

distribution of bonds among the members of the underwriting team. Recognizing and utilizing the strengths of the syndicate as well as providing the appropriate performance incentives are integral steps in the successful completion of any negotiated pricing.

**Acacia's Approach to Competitive Transactions:** For every competitive sale, Acacia runs all bond sizings and provides advice on the appropriate bid parameters in order to receive the best bids based on then prevailing market conditions. We recommend the appropriate maximum and minimum bid prices, call provisions, timing of sale and verify and award the bid based on the parameters established in the Notice of Sale. Issuers who have made the policy decision to issue their bonds on a competitive basis are exploring the impacts of various restraints on the bidding terms. These terms include the maximum and minimum purchase price, call options, coupon restrictions, M/WBE requirements and term bond allowance. The evolution of these terms has allowed issuers some added flexibility when deciding to use the competitive methodology. Acacia has recently explored this topic with the Regional Transportation Authority (IL), the States of Connecticut, Ohio and Wisconsin, and the Massachusetts State College Building Authority.

Whether providing bond structuring, debt capacity analysis or pricing advice, Acacia is well equipped with the resources, personnel and modeling expertise to assist PWD with either negotiated or competitive sales.

**d) *Detail and identify your firm's Water & Wastewater industry expert and explain how the City and PWD will have direct access to this resource***

Acacia will make both Peter Nissen and Phoebe Selden available to the City and the PWD on a direct basis. Peter, as day-to-day contact and quantitative head of Acacia, brings technical expertise with modeling, revenue structures, short term financing options, pricing mechanics and derivative products, as well as being nearby to the City and PWD. Phoebe, with her public and private background, brings hands-on experience with rating agency strategies, rate setting, capital and operating budget strategies, experience with development of new liens, public-private partnerships and management contracts, as a financial advisor, a former senior government official and the former head of Moody's Chicago office.

Pete and Phoebe work together on many projects and each bring decades of experience in the water and wastewater industries. In addition, Pete brings experience with Solid Waste and Phoebe brings experience with energy conservation financings. Phoebe is a frequent traveler to Philadelphia for firm projects that are based out of our Marlton headquarters.

**e) *Discuss your firm's knowledge and understanding of the PWD debt programs, policies and practices that will be applicable. What are your recommendations to improve the debt management program?***

**General Overview.** PWD issues its Revenue Bonds under the General Ordinance. \$1.97 billion of senior Revenue Bonds are outstanding. Although permissible, there are no subordinated bonds outstanding. The vast majority (approximately 95%) of the debt is traditional fixed rate in nature. PWD has only two series of variable rate bonds, the 1997B Bonds (final maturity in 2027) which are VRDBs with a TD Bank LOC facility and the 2005B Bonds (final maturity in 2018) which are privately placed indexed FRNs swapped to fixed with a cost-of-funds trade. Annual debt service on PWD Revenue Bonds is approximately \$219 million in 2016 declining to approximately \$100 million in 2027-2032 then declining further to final debt service of \$35 million in 2046. This declining nature of the existing debt service permits certain alternatives with respect to the assumption of future "new money" debt service.

Revenue Bonds are secured by Project Revenues (notably user fees charged for the Water System and the Wastewater System). Although fees are charged and collected for the separate Water and Wastewater Systems, Water and Wastewater Revenue Bonds are entitled to equal and ratable lien on the Project Revenues. Regularly scheduled swap payments are on parity with senior Revenue Bonds while termination payments are subordinated to senior Revenue Bonds and Subordinated Bonds (if any). The General Ordinance requires the funding of a Debt Service Reserve Fund in the amount of the lesser of MADS or such amount as permitted under the IRS Code for tax-exempt bonds. The General Ordinance permits the satisfaction of the DSRF with the use of surety bonds, insurance policies or LOCs, subject to the provider of such instrument(s) being rated in the double A category by Moody's or S&P. In 2007, the PWD procured a surety policy from Assured Guaranty in the amount of \$67 million in partial satisfaction of the DSRF requirement. In 2013, due to the downgrade of AGM below the double A ratings category, PWD transferred funds from the Residual Fund to the DSRF to provide adequate coverage in the DSRF (although the surety remains operative and will until 2035).

The General Ordinance, in addition to establishing the traditional Revenue Fund, Sinking Fund (D/S), Subordinated Debt Fund and Rebate Fund, establishes a Rate Stabilization Fund, a Residual Fund and the Construction Fund (bond proceeds). Interestingly, in addition to their expected purposes (respectively, revenue stabilization, operating expenses, and capital projects), these funds are available, under certain conditions to cover Operating Expenses (RF), PWD debt service (RF, CF), other capital projects (CF), transfers to the City's General Fund (RF) and even debt service on the City's GO bonds (RF).

Under the General Ordinance, the City must set rates and charges sufficient to meet the Rate Covenant; generally that rates will be established sufficient that (i) Net Revenues shall be not less than 1.2x annual Revenue Bonds debt service for such year and (ii) Net Revenues shall be not less than 1.0x annual Revenue Bonds and Subordinated Bonds debt service for such year. Net Revenues includes amounts that may be transferred from the Rate Stabilization Fund during such period, which to some extent weakens the Rate Covenant as prior years revenues can be applied for satisfaction of the test. PWD has further covenanted to AGM (but not to bondholders under the General Ordinance) for so long as the AGM insured 2005A, 2005B and 2010A Bonds are outstanding that it will establish rates and charges sufficient to yield Net Revenues (exclusive of amounts transferred from the Rate Stabilization Fund) at least equal to 0.9x annual Revenue Bonds debt service for such year. From a credit perspective, this additional covenant to AGM strengthens the Rate Covenant by at least partially offsetting the inclusion language of the Rate Stabilization Fund.

The General Ordinance permits the issuance of additional parity debt subject to satisfying certain conditions including the provision of a report of the Consulting Engineer stating that Net Revenues are projected to be sufficient to comply with the Rate Covenant for two Fiscal years following the current Fiscal Year (or for two Fiscal Years following the period of capitalized interest, if any).

The adoption of the Rate Ordinance and the establishment of the independent Water Rate Board in 2014 introduces a complexity for the establishment of rates and removes the unilateral control from the PWD. Under the Ordinance, the Rate Board, upon proposal for modified rates with supporting documentation by PWD, the Rate Board must consider (i) revenue requirements to meet operating and capital needs, (ii) maintaining PWD's financial stability and (iii) providing fair allocation of costs among customers.

**Refunding Opportunities.** The City's "Debt Policy" refunding criteria includes:

- Minimum present value debt service savings by maturity ranging from 0.5% to 5.5% based upon (i) the number of years from the refunding bond settlement to the refunded bond call date and (ii) the number of years from the refunded bond call date to the refunded bond stated maturity;
- Minimum option value of not less than 65%;
- Maximum negative arbitrage of not more than 75% of the present value savings of the maturity; and
- Maximum rate efficiency of not more than 40% for the increase in the present value savings under a theoretical scenario of 25 bps reduction in rates.

The City has additional policies, in some cases more stringent and some more lenient, for refundings via swap transactions, variable rate bonds or restructurings. Under the General Ordinance, the PWD is limited in refunding to extending a refunding maturity to not later than 10 years after the existing final maturity of the refunded bonds (providing some limitation on "restructurings").

The City and PWD have fairly well refunded the most advantageous refunding candidates earlier this year with the refunding of certain 2005A Bonds and 2007A Bonds via the issuance of the 2015B Refunding Bonds. Attached as Exhibit G is a complete refunding monitor of all of the outstanding PWD Revenue Bonds (excluding the 2015 Bonds which have 10-year call dates making such refundings uneconomic). Certain of the 2007A Bonds (2018 & 2023 - 2025 maturities callable next August) exhibit favorable characteristics under the City's criteria for refunding, however, such a transaction by itself would be only an approximate \$52 million refunding yielding approximately \$3.2 million of PV savings which may not be of sufficient size to warrant a stand-alone transaction. However other near term and medium term maturities of the 2007A Bonds (callable 8/1/2017), the 2007B Bonds (callable 11/1/2017 but not advance refundable) and 2009A Bonds (callable 1/1/2019) exhibit positive characteristics under some of the refunding criteria. These refunding candidates

should be regularly reviewed and perhaps can garner a significant refunding in the future on their own (particularly as the term to the call dates declines with time) or in conjunction with one of the PWD anticipated new money transactions.

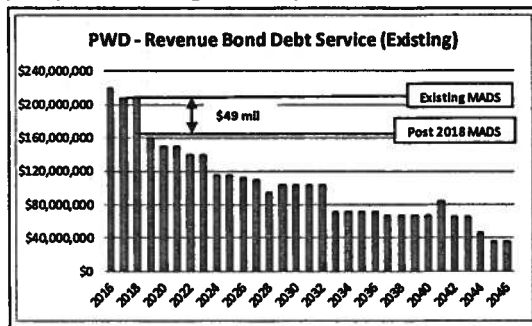
### Recommendations

**Long Dated New Money Debt.** The PWD expects to issue approximately \$300 million of new money debt service in each of the next 6 years of the Capital Improvement Plan or CIP (see discussion below) including 2015. Historically low interest rates present an alternative to issuing each of these forthcoming issuances on a level annual debt service basis. Issuing in the longest part of the curve (back-loading) provides a hedge against higher future interest rates as subsequent issuances could be progressively shorter, wherein, in an increasing interest rate environment; the subsequent issuances are borrowing at the shorter end of the curve and for a shorter period of time. This tactic secures the longest portion of the coming borrowings at current favorable rates. We submit that the PWD may have already undertaken this strategy as the most recent new money issuance, the 2015B Bonds, amortizes in 2036-2045 whereas the Black and Veatch Consulting Engineer's Report contemplates amortization for the theoretical 2015 issuance to begin amortizing in 2019 (p.113 of report). We encourage PWD to continue this strategy in subsequent new money issuances given (a) tax-exempt rates remain relatively low on a historical basis, (b) there exists a strong sentiment from many economists that long term rates will rise when the Fed ultimately raises short term rates, and (c) the PWD's existing declining debt service structure can accommodate this structure over time.

**Green Bonds.** Green bonds, the proceeds from which are solely directed to application to projects that promote climate or other environmental sustainability purposes, are an emerging category. The generally accepted criteria for eligible projects includes clean water and drinking water, among many other environmentally conscience projects, so likely a significant portion of the CIP may be eligible for "green" designation if the PWD were to commence a program. The municipal market represents a growth opportunity for green bonds, which are more mature in other markets but still nascent in municipals. It is difficult to estimate what, if any, pricing impact green designation might provide in the near term horizon. Anecdotal evidence suggests very little in the present market, however, it does provide an opportunity for investor diversification and expansion, growth in the market (which may lead in the future to marginally more favorable pricing) and environmental leadership.

The "Green Bond Principles," adopted in 2014 to establish guidelines for transparency and integrity in the issuance of green bonds, provide process and disclosure tenets for issuers including (i) use of proceeds, (ii) process for project evaluation and selection, (iii) management of proceeds, and (iv) reporting. The formalization of and adherence to these processes (and the efforts necessary to support them on an on-going basis) are important to the acceptance of the legitimacy of an issuer's green bonds to the broadest universe of targeted buyers. Acacia has advised the Massachusetts State College Building Authority and the State of Connecticut through the issuance of green bonds in the last two years.

**LOC Fund Portion of the DSRF.** As noted in the OS for the 2015 Bonds, PWD has adequately funded the DSRF requirement with cash and securities (as previously mentioned, the AGM surety policy is not being relied upon to meet the DSRF requirement). The General Ordinance provides that the DSRF may be funded via letter of credit facilities from institutions of sufficient credit quality. In the event that DSRF (or some portion thereof) is earning interest at current low short term interest rate levels (and below the arbitrage yield on the associated tax-exempt bonds to which the DSRF funds trace), the PWD could inquire for pricing from banking institutions for LOC capacity for the DSRF. If the pricing is favorable, the PWD could consider replacing some portion (probably not more than \$40 million to consider forthcoming new money issuances) of the cash funded DSRF with an LOC. Released funds could either (a) be applied to capital projects that are otherwise expected to be borrowed for (thereby reducing the negative arbitrage between the investment rate on the DSRF and the borrowing rate on long term debt) or (b) allow such funds to cascade through the flow of funds (improving, from a credit perspective, near term coverage and Days-Cash-on-Hand). Given the significant fall-off in PWD debt service (declining to \$159 million in 2018), the DSRF requirement will decline as well, so this strategy could be employed for a few years (depending upon the degree to which it is employed) without a need to replenish the withdrawn cash to the DSRF.



**f) Discuss your firm's knowledge of the PWD's capital program.**

The City and PWD employ a formal capital programming and budgeting process projecting over a six year period, with a detailed budget adopted for the first year of the period. Both the capital program and the budget are reviewed each year. The current program, for FYs 2016 through 2021 is for \$1.78 billion (without cost escalations) which represents a 1% increase versus the prior year's plan. The CIP included engineering and administration (\$200mm), improvements to the treatment plants (\$659mm), conveyance systems (\$294mm) and collector systems (\$194mm) and storm flood relief/CSO (\$406mm) and vehicles (\$40mm). Notable is that the CIP includes capital toward the initial years efforts on the 25 year CSO remediation agreed to with the PaDEP in the Consent Order and Agreement (COA).

The \$1.78 billion program anticipates being funded approximately \$300mm each year in FY 15-21 (prior to cost allowance for inflation), which is anticipated to be satisfied by the combination of annual PWD revenue bond issuance (comprising the majority of the funding), limited PennVest loans, Capital Account Deposits and draws from the Residual Fund.

**g) What recommendations would you make to the City as it seeks to improve the PWD's bond ratings?**

PWD's current credit ratings on its long term debt are A1 – Stable Outlook (Moody's), A – Positive Outlook (S&P), and A+ - Stable Outlook (Fitch). The rating agencies identify a variety of rating strengths and weaknesses as summarized below:

Rating Strengths	Mdy's	S&P	Fitch
City/Suburbs Broad (Geographic) Service Area		X	
City/Suburbs Large Diverse Customer Base	X	X	X
City/Suburbs Large Population; Sound Economy; Economical Regional Driver	X		X
PWD Financial Performance Satisfactory to Rating Category		X	X
PWD Ample Water and Wastewater Capacity		X	X
PWD Reasonable Rates Compared to Peers		X	X
<i>PWD Willingness to Raise Rates</i>	X	X	
<i>PWD Strong Unrestricted Liquidity</i>	X	X	
PWD CSO Consent Order and Agreement Defined w/ State DEP	X	X	
<i>PWD High Fixed Rate Debt Structure</i>	X		
<i>PWD Rapid Debt Amortization</i>	X		
PWD AGM 90% Test		X	
<i>PWD Cash Funded DSRF</i>	X		

Rating Concerns	Mdy's	S&P	Fitch
City's Weak Income Levels/Low Median Household Effective Buying Income	X	X	X
City's High Poverty Levels	X		
<i>PWD Narrow D/S Coverages</i>	X		X
PWD Rate Stabilization Fund Available for D/S Coverage Test Requirements	X	X	X
PWD High Debt Levels	X	X	X
PWD Large Capital Plan (esp. if all debt funded)	X	X	X
PWD Need for Future Rate Increases	X		
PWD Rate Setting Board			X
<i>PWD Below Average Collections</i>			X

*Shaded and italicized items represent those over which PWD has direct control.*

**Rating Agency Identification of Specific Factors that may Lead to Rating Actions:**

Moody's (regarding "what could make the rating go up")

- Improvement in debt service coverage to levels more consistent with peers;
- On-going improvements in service base.

S&P (in connection with the recent assignment of a positive outlook, “these factors could lead to ratings upgrade”)

- PWD financial performance meeting or exceeding current projections for rate and ABT covenants;
- No significant cost escalations or unanticipated projects that arise in conjunction with the CIP;
- City and surrounding service base economic (population and unemployment) trends continue to improve.

Fitch (regarding “Rating Sensitivities”)

- Continued escalation of debt levels to meet rising capital costs beyond what is currently included in the six-year CIP could pressure the rating;
- Difficulty in achieving rate relief under the new ratemaking board could lead to negative action.

### New Rating Methodologies

In recent years the rating agencies have adopted more explicitly objective, and in some cases quantitatively based, criteria for evaluation of water and wastewater utilities, as a result of the requirements of Dodd-Frank. Provisions have also been made by each agency to incorporate subjective or qualitative factors. Moody's and S&P have applied percentage weighting to each criteria (see figure at right), while Fitch explicitly leaves such judgment to the discretion of the analysts.

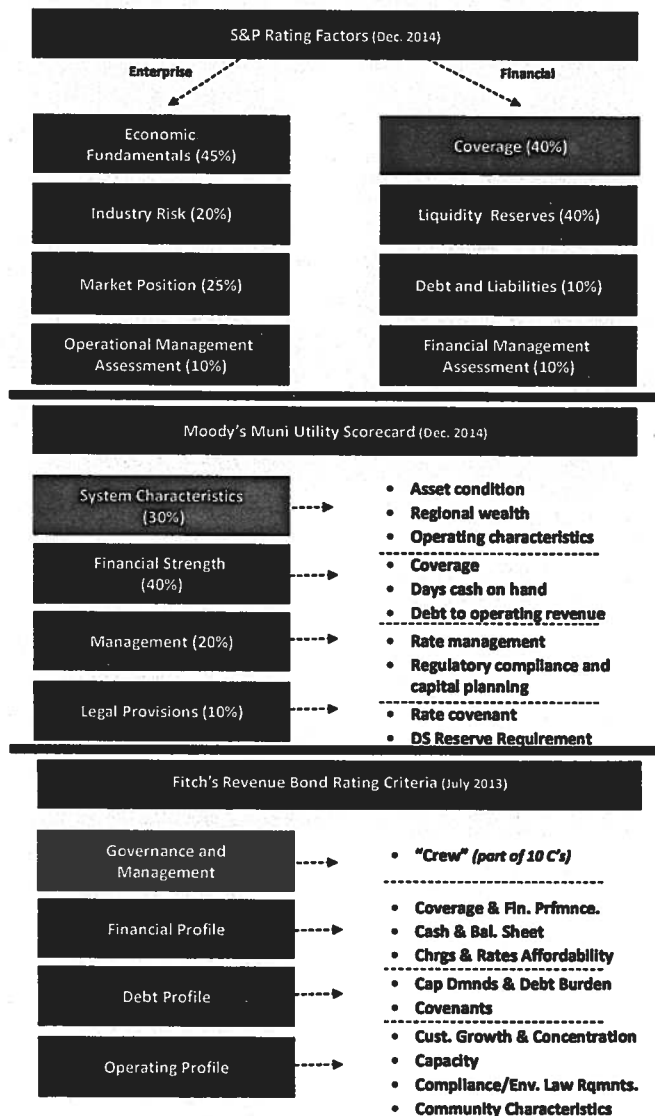
### Recommendations for PWD

**Attributes not under PWD control**, such as changes in population, employment and median income, should be covered in the rating materials and, where appropriate, either mitigated or addressed. While the rating agencies are tending toward empirical ratio and trend analysis, it can be helpful to share the important stories behind the data.

In addition, responses to attributes not under issuers' control can be highlighted to demonstrate strength of management, for example by modifying collection policies or taking measures to reduce household budget impacts through promotion of conservation.

**Attributes under PWD control** are expected to be PWD's primary focus, highlighting actions that address rating agency concerns, especially those that may provide the greatest “weighted” effect (at least with respect to Moody's and S&P where such weighting is known), or if analyst preferences are evident. Potential areas for PWD's consideration include:

**Increase Liquidity** – Under the new rating methodologies, Acacia observes that “cash is king”. The focus on liquidity seems to be even in excess of the stated weighting, so that as PWD considers the potential rating benefit of applying available funds to increase Days Cash on Hand versus funding Pay-Go capital, it may want to weigh this preference. For example, Moody's rates a higher percentage to Liquidity Reserves (40%) than it does to Debt and Liabilities (10%).



**Increased Debt Service Coverage** – It is acknowledged that this is “easier said than done” as PWD does not have unilateral rate setting authority or absolute control over all of its operating expenses, nonetheless, increasing coverage will be favorably received by all the agencies.

**Minimize RSF Use** – Planned and actual non-use of the Rate Stabilization Fund can send a clear signal of commitment to financial margins and liquidity.

**Emphasize Collaboration with Water Rate Board** – Emphasize the good working relationship with the Rate Board and the Rate Board’s obligation to meeting operating and capital needs and maintaining financial stability. S&P in particular will “cap” General Obligation ratings in the BBB category when public disputes and lack of cooperation are evident.

**Emphasize Positive Actions** – In presentations and discussions with the agencies, emphasize the improved customer profile with the surrounding municipalities in addition to the City and the steps planned to improve collections.

Given the positive outlook assigned by S&P and the fact that it is one step behind Moody’s and Fitch, Acacia recommends that rating materials and periodic updates be especially directed at addressing their issues. Financial performance is important, and meeting or exceeding projections is important. We believe that given their concern about management of the capital program it may make sense to increase the involvement of PWD’s engineering and construction management team so that analysts can become more comfortable with the proactive management of the program. In addition, Acacia would recommend an in depth analysis of economic trends, seeking to identify hidden stories in the data to augment the typical data points.

**h) What recommendations would you make to the City as it seeks to improve the PWD’s investor relations?**

Given our knowledge of the dialogue with investors on GO credit transactions, Acacia anticipates that PWD’s reception by investors is solid. Traditional activities that can enhance investor reception include:

- **Early publication of the POS/NOS** – To facilitate the effectiveness of some of the below described activities, it would be beneficial for the POS/NOS to be posted at least two weeks prior to the sale date.
- **Publication/Advertisement** – All of the traditional mediums (Bond Buyer, posting on State websites, regional newspapers) should be utilized to promote the visibility of each transaction to the maximum extent possible.
- **Investor Net Roadshow** – This should include the traditional information typically contained these types of presentations (e.g. summary of PWD information, description of security, deal structure, sale date, links to POS/NOS and other City information).
- **Direct discussions with likely significant buyers** – One-on-one calls with investors can provide the PWD with direct access to “tell the story” about its credit. Accommodating the needs of individual investors can cultivate stronger investor relationships which can provide economically beneficial opportunities when selling its bonds. One-on-one calls also give investors a chance to ask questions that they may be unwilling to ask in front of other buyers.

**i) Please discuss any issues, benefits or challenges associated with pricing and marketing PWD Bonds.**

**Market Pricing:** The most important service provided by a financial advisor is related to the pricing of an issuer’s bonds. Acacia excels in the pricing of negotiated bond transactions and uses a number of resources to ensure the pricing accurately reflects the order book and current market conditions.

The municipal market has become increasingly transparent with the removal of the NRO designation on competitive transactions, posting of secondary market trades and access to real time pricing comparables through a variety of sources including EMMA, Bloomberg and TM3. Over the last three years, Acacia priced on average two deals per week giving us the additional advantage of active market participation with both competitive and negotiated sales. The combination of real time market resources and our own pricing activity allows us access to all the market information available to participants in the financial markets. As a result, broker dealers no longer have a lock on trading and pricing data related to municipal bonds. Consequently, there is no need to have a trading desk in order to access current, real time market data and therefore, Acacia does not have a designated trading desk, reinvestment group, derivative group and/or credit research group. We believe our daily market participation in the primary markets and evaluation of the secondary



markets allows our professionals to guide our clients through the pricing of any financing product. Additionally, because we are not a broker dealer, we have the ability to have off the record conversations with trading desks on pricing levels as they have no concerns that we will be competing with them on future transactions.

**Pricing Process:** As daily market participants, Acacia is thoroughly familiar with developing situations that may affect the marketability of our clients' debt offerings. For every transaction, Acacia prepares a pre-pricing book that includes: (1) an economic calendar; (2) forward supply of negotiated and competitive sales; (3) comparative and historical transactions with pricing results benchmarked against appropriate indices such as MMD, Treasuries, SIFMA, LIBOR; (4) relevant secondary market trades (5) historical charts and data to appropriately reflect the market environment and relevant changes; (6) market commentary; (7) transaction data including preliminary numbers and rating reports.

While historical pricing levels and past precedents are important in establishing initial pricing indications, current comparable transactions and secondary market trades during the week of pricing are the best drivers of appropriate interest rate levels. With consideration of security structure, credit profile, name recognition, deal size and transaction frequency, Acacia will determine if the bonds are being offered at levels that appropriately reflect the current market environment and compare favorably with other transactions being offered.

Discussions with the underwriter early in the process over pricing levels and comparable transactions allows for a better understanding of appropriate interest rate levels. Setting appropriate interest rate levels during the primary pricing is important for trading in the secondary market and future transactions. If obligations are priced incorrectly, bonds will be underwritten by the syndicate and will most likely trade-up in the secondary market. This type of momentum discourages co-managers and selling group members from placing orders during the initial pricing with the knowledge that they can obtain them in the secondary market at a better price. Therefore, ensuring the quality of the book during the initial pricing period, with priority for "going-away" or high quality buy and hold orders, is vital to establishing appropriate levels in the primary and secondary markets.

During the pricing, we monitor the order flow to determine the strength and quality of the book in order to make recommendations regarding pricing adjustments. As the PWD uses retail order periods to enhance the distribution and pricing of its bonds, Acacia would closely monitor the retail levels to ensure they are appropriately aggressive while attracting sufficient interest that will help to push the pricing levels during the retail order period.

**j) How your firm would suggest evaluating senior and co-manager performance on a given financing, and what sources of information would you use in such an analysis? Please provide your independent pricing views and explanation for the following:**

**a. \$300 million, 30-year level debt service Water and Wastewater Revenue bonds with serial or term maturities (as a spread to the "AAA" GO MMD Index as of October 18, 2015).**

The table below provides Acacia's independent view on yields (YTC past 10 years) and spreads to AAA MMD (as of October 18, 2015) for a 30 year term, level annual debt service, tax-exempt, 5.0% couponing, 10 year par call structure. This below view is based upon the spreads achieved by PWD with the 2015 Bonds earlier this year and other recent comparable transactions in the market including North Texas Municipal Water District (\$65mm sale 9/24/15), DC Water and Sewer Authority (\$350mm sale 10/6/15) and Sonoma County Water Agency (\$22mm sale 10/15/15), considering differences in state tax preferences. Note that later maturities would likely be termed-up rather than serialized.

Year	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
MMD	0.23%	0.55%	0.76%	0.96%	1.20%	1.39%	1.58%	1.78%	1.91%	2.02%
Spread	0.10%	0.15%	0.20%	0.25%	0.35%	0.38%	0.42%	0.46%	0.50%	0.54%
Yield	0.33%	0.70%	0.96%	1.21%	1.55%	1.77%	2.00%	2.24%	2.41%	2.56%

Year	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035
MMD	2.14%	2.25%	2.35%	2.44%	2.53%	2.60%	2.66%	2.71%	2.76%	2.81%
Spread	0.55%	0.56%	0.57%	0.58%	0.60%	0.60%	0.60%	0.60%	0.60%	0.60%
Yield	2.69%	2.81%	2.92%	3.02%	3.13%	3.20%	3.26%	3.31%	3.36%	3.41%



Year	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045
MMD	2.86%	2.90%	2.94%	2.97%	3.00%	3.02%	3.04%	3.05%	3.06%	3.07%
Spread	0.65%	0.65%	0.65%	0.65%	0.65%	0.65%	0.65%	0.65%	0.65%	0.65%
Yield	3.51%	3.55%	3.59%	3.62%	3.65%	3.67%	3.69%	3.70%	3.71%	3.72%

Evaluating performance from senior managers and co-managers on a given financing is first a function of "price": is PWD achieving the yields which are commensurate with current spreads to MMD relating to PWD's rating and performance with long term sales. PWD has entered the long term capital markets earlier this year providing recent information, however recent similar sized and analogously rated water systems would be used. Secondary to this benchmark, performance can be measured in the ability (i) to attract new accounts (senior and co), (ii) to allocate bonds fairly among co-managers and priority orders (senior manager) to avoid discontented buyers and a "choppy" secondary market trading following the sale and (iii) to commit their own capital to weak spots in the sale without price concessions.

The ultimate measure of underwriter performance is determined based on the final pricing of a transaction. With consideration for historical pricing levels, current comparable transactions and the characteristics of the current market, an issuer can determine if the interest rate levels are consistent with expectations at the time of sale. However, there are other important factors to contemplate when assessing the success of an underwriter's performance. Even though the senior manager's performance should be evaluated more intensely than the co-managers, the following benchmarks can be examined to determine the quality of the performance:

**Orders:** PWD should review the order flow and type of orders during the retail and institutional order periods. Since the retail order period provides transparency during a pricing, PWD should consider if an order is a true retail order vs. professional retail. Bonds purchased by a true retail order are more likely to remain with the investor. Also these investors are less sensitive towards price which will provide a lower interest cost for the borrower. During the institutional order period, PWD should analyze the type of order which will include priority, non-priority or stock orders.

**Capital Commitment:** If the transaction has an unsold balance, an underwriter's capital commitment will protect the integrity of the pricing levels. Preserving pricing levels helps set the expectations for future transactions. A firm's willingness to underwrite during calm or turbulent markets should also be considered when evaluating their performance.

**Credit Spreads/Pricing:** PWD has standards for its pricing levels and hopes each transaction meets or exceeds these expectations. When reviewing the pricing, PWD needs to consider the following:

- How do the spreads compare between the initial price views and the final pricing;
- On the day of pricing, are the movements in MMD and investor demand consistent with the changes in the scale;
- When comparing to historical pricings, is the current pricing level in line with previous transactions;
- How do the pricing levels compare to the secondary market trade activity;
- Track and compare the price levels for several days after the sale with the initial spreads.

**Investor Participation:** PWD can evaluate the performance of the syndicate by analyzing the number of investors participating in the pricing. More investors and new accounts confirm the amount of outreach the underwriter committed towards the transaction.

7. **References:** Provide at least three references, preferably for projects that are similar in type, scope, size and/or value to the work sought by this RFP. If applicable, Applicant should provide references for projects with other municipalities that are similar in size to the City of Philadelphia. For each reference, include the name, address and telephone number of a contact person.

CLIENT REFERENCES		
<b>City of Chicago Water</b> Jeremy Fine, Deputy Comptroller 121 North LaSalle Street, 7th Floor, Chicago, IL 60602 Ph: 312-744-7106 Em: jfine@cityofchicago.org	<b>NYC Mun. Water Finance Auth.</b> Tom Paolicelli, Executive Director 255 Greenwich Street New York, NY 10007 Ph: 212-788-4969 Em: paolicellit@omb.nyc.gov	<b>South Central Conn. Reg. Wtr. Auth.</b> Linda Discepolo, Vice President 9 Sargent Drive New Haven, CT 06511 Ph: 203-401-2610 Em: ldiscepolo@rwater.com

- 8. Proposed Subcontractors:** State the intention to use subcontractors to perform any portion of the work sought by this RFP.

Acacia is responding to this RFP as a sole provider of FA services to the PWD.

- 9. Requested Exceptions to Contract Terms:** State exceptions, if any, to City Contract Terms (General Provisions) that Applicant requests, including the reasons for the request and any proposed alternative language. (See Section III.B for more information.)

None.

- 10. Office of Economic Opportunity - Solicitation for Participation and Commitment Form/Diversity Report of Nonprofit Organizations:** As a separate document, Applicants must include a completed Solicitation for Participation and Commitment form. The Form is provided with Appendix B-1 to this RFP. (See Section III.D for more information.)

See attached Exhibit C.

- 11. Tax and Regulatory Status and Clearance Statement:** Include a statement, in the form requested in Appendix C, attesting to Applicant's tax and regulatory compliance with the City. (See Section III.E for more information.)

See attached Exhibit D.

- 12. Disclosure of Litigation and Disclosure of Administrative Proceedings:** Describe, for the 5-year period preceding the date of this RFP, a description of any judicial or administrative proceeding that is material to Applicant's business or financial capability or to the subject matter of this RFP, or that could interfere with Applicant's performance of the work requested by this RFP, including, but not limited to, any civil criminal or bankruptcy litigation; any debarment or suspension proceeding; any criminal conviction or indictment; and any order or agreement with or issued by a court or local, state or federal agency.

Neither Acacia nor any of its shareholders or employees (i) have any judicial or administrative proceeding against it or them; (ii) are defendants in any civil, criminal or bankruptcy litigation; (iii) have any debarment or suspension proceedings against it or them; (iv) are subject of any criminal conviction or indictment; or (v) are subject to any order or agreement with or issued by a court or local, state or federal agency.

- 13. Statement of Financial Capacity:** Provide documentation demonstrating fiscal solvency and financial capability to perform the work sought by this RFP. Consider providing one or more of the following: General statement of the Applicant's financial condition; applicant's most recent audited or unaudited financial statements; Disclosure of any bankruptcy filings over the past five years; Most recent IRS Form 990 (for non-profit organizations only).

See attached Exhibit E.

- 14. Local Business Entity or Local Impact Certification.**

None.

- 15. Disclosure Requirements:** Disclose all information required under Chapter 17-1400 of the Philadelphia Code, including any local and state political campaign contributions, on the forms provided through eContract Philly. (See Section III.H for more information.)

Updated on the "eContract Philly" web portal.

- 16. Defaults**

None.

- 17. Statement of Anticipated Job Creation:** Applicant shall provide a narrative description on whether and how a contract award based on its proposal will result in new job creation within the following; 1) City of Philadelphia; 2) Philadelphia Metropolitan Statistical Area; 3) Commonwealth of Pennsylvania; 4) United States of America.

None anticipated.



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**EXHIBIT A:**  
**FEE PROPOSAL/SCOPE OF SERVICES/  
ORG. CHART/RESUMES**

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**Response to SECTION II****1. Cost Proposal - Please provide an indicative fee for the follow types of issues:**

1. \$300 million, 30 year level debt service Water and Wastewater Revenue Bond transaction for new money purposes, sold negotiated;
2. \$100 million Water and Wastewater Revenue Bond transaction for refunding purposes, sold negotiated;
3. Purchase of SLGS or OMS for \$100 million refunding;
4. Provide a range of hourly rates for assigned professionals by title/category for hourly consulting projects

Transaction	Proposed Fee
1. \$300 million 30 year bond issue	\$97,500
2. \$100 million refunding	\$70,000
3. SLGS Subscription or OMS Bidding	\$2,500 (SLGS)/\$15,000 (OMS)
4. Consulting Hourly Rates	
Co-President	\$350
Managing Director	\$350
Senior Vice President	\$325
Vice President	\$300
Asst. Vice President	\$250
Associate	\$250
Analyst	\$200

**2. Services and Tangible Work Product**

Acacia is confident in our ability to meet and exceed the described "Services" and "Tangible Work Products" described in the Scope of Work having done so for the City of Philadelphia on its GO credit and for other major water and wastewater clients.

**SERVICES**

Service	Responder Performance/Criteria
a. Advise on Terms for Bonds/Notes	<ul style="list-style-type: none"> <li>Acacia routinely provides direct advice on form of debt, method of sale, couponing structure, call provisions</li> <li>Acacia will review the PWD's outstanding debt and provide a debt monitor of potential refunding/restructuring candidates</li> </ul>
b. Advise on industry specific knowledge affecting bonds	<ul style="list-style-type: none"> <li>Acacia is abreast of on-going public developments within the PWD and larger wastewater issues and will provide updated information on such impact to PWD and the City</li> </ul>
c. Develop and analyze plans of finance	<ul style="list-style-type: none"> <li>Acacia can develop or critique plans of finance to address concerns and take advantage of opportunities</li> <li>Acacia monitors the market and will outline potential dates to enter the market</li> </ul>
d. Provide refunding monitors/peer pricing/market updates	<ul style="list-style-type: none"> <li>Acacia is prepared to provide these quantitative analyses and informative updates</li> </ul>
e. Assist with underwriter selection	<ul style="list-style-type: none"> <li>Acacia has spearheaded multiple U/W RFP reviews for the City related to multiple credits and deal structures</li> <li>Acacia delivers a comprehensive report, in user friendly form, summarizing the results of the RFP</li> </ul>
f. Act as liaison b/w City and U/W	<ul style="list-style-type: none"> <li>Acacia routinely assists the City and its other clients in developing</li> </ul>

or rating agencies	ratings presentations, emphasizing favorable characteristics
g. Assist in negotiations of business terms with relevant parties	<ul style="list-style-type: none"> <li>Acacia often engages in negotiations with private entities and other governmental entities on behalf of its clients</li> </ul>
h. Help obtain lowest cost of financing and maximize investor support	<ul style="list-style-type: none"> <li>Acacia negotiates emphatically with underwriting desks and assists with investor road show presentations and one-on-one investor calls</li> <li>Acacia will evaluate the underwriter's proposal with comparable transactions in the market</li> </ul>
i. Assist in sizing and structuring bonds	<ul style="list-style-type: none"> <li>Acacia runs all numbers utilizing DBC, Excel and MBRM (swaps)</li> <li>Acacia can structure the bonds around the PWD's existing debt to smooth out the impact of new issuances</li> </ul>
j. Provide comparables for PWD's bonds	<ul style="list-style-type: none"> <li>Acacia includes national and regional comparables in the pre-pricing books it prepares for the City GO issuances and will do the same for PWD</li> <li>Acacia reviews Bloomberg, TM3 and the Bond Buyer for recent comparable transactions</li> </ul>
k. Maintain pricing database for City pricings	<ul style="list-style-type: none"> <li>Acacia maintains such information now and prepares post-sale FA reports for the City GO issuances and will do the same for the PWD</li> </ul>
l. Monitor post-sale trading of PWD Bonds	<ul style="list-style-type: none"> <li>Acacia will evaluate post-sale trading for the PWD issuances</li> </ul>
m. Assist with competitively sold issuances	<ul style="list-style-type: none"> <li>Acacia assists in preparing POS/NOS including bid parameters, posting on parity and independently verifying bids</li> <li>Acacia will contact potential bidders prior to the sale</li> </ul>
n. Review POS and OS	<ul style="list-style-type: none"> <li>Acacia assists the City with the preparation of each GO offering documents including reviewing its Appendix A &amp; B</li> </ul>
o. Provide other services or information as necessary	<ul style="list-style-type: none"> <li>Acacia updates its clients with relevant information for the municipal industry</li> </ul>
p. Provide on-going support for rate case peer analysis and testimony	<ul style="list-style-type: none"> <li>Acacia has provided these services in the past to other clients and is prepared to assist PWD</li> </ul>
q. Develop long range planning model	<ul style="list-style-type: none"> <li>Acacia is an expert in preparing user friendly planning and cash flow models</li> </ul>
r. Assist in structuring/bidding SLGS/OMS escrows	<ul style="list-style-type: none"> <li>Acacia is fully capable of structuring and subscribing for SLGS and bidding OMS escrows within IRS parameters</li> </ul>
s. Assist with defeasances, redemptions and prepayments	<ul style="list-style-type: none"> <li>Acacia can prepare all manners of analyses and reports for defeasance escrows</li> </ul>
t. Bid investment agreements	<ul style="list-style-type: none"> <li>Acacia can bid investment agreements/GICs with adherence to IRS regulations</li> </ul>
u. Evaluate derivative proposals	<ul style="list-style-type: none"> <li>Acacia is fully capable of modeling and advising on all swap transactions</li> </ul>
v. Review feasibility reports	<ul style="list-style-type: none"> <li>Acacia routinely reviews feasibility reports for our revenue based clients</li> </ul>

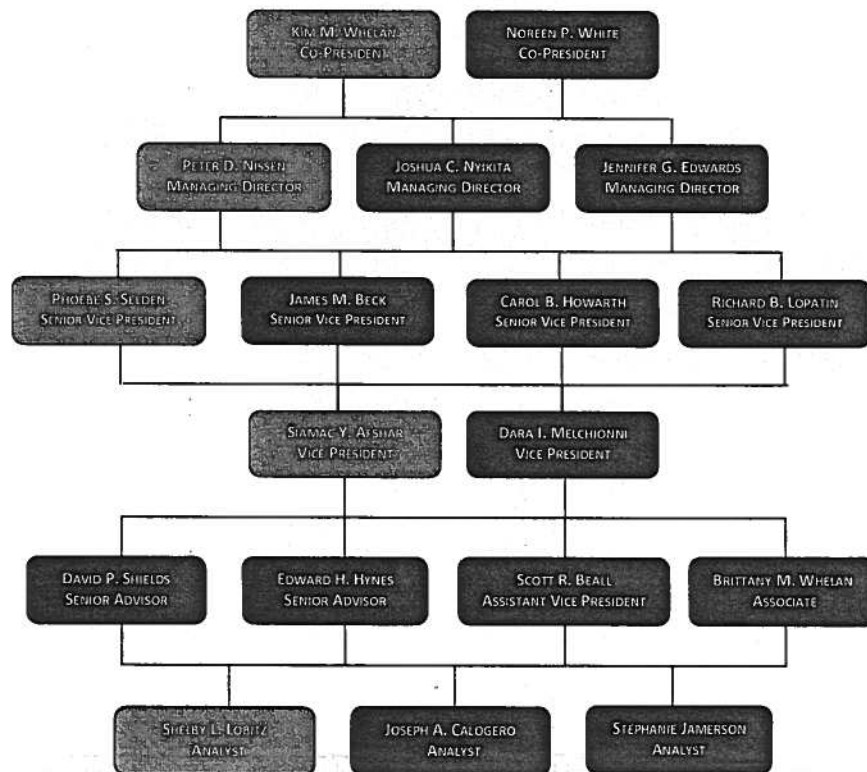
**TANGIBLE WORK PRODUCTS**

Tangible Work Product	Responder Performance/Criteria
a. Provide financing timetables and distribution lists	<ul style="list-style-type: none"> <li>Acacia routinely prepares these documents for the working group</li> </ul>
b. Prepare refunding and new money analyses	<ul style="list-style-type: none"> <li>Acacia can model all refunding and new money analyses including refunding monitor analyses</li> <li>Acacia can prepare refunding analyses to evaluate against the City's debt policy</li> </ul>

c. Prepare advertisements for sale of bonds/notes	• Acacia can prepare formal advertisements (NOS & SNOS) and abbreviated reports for newspaper publication
d. Provide bi-monthly refunding monitors	• Acacia will provide these refunding candidates monitors
e. Provide bi-monthly peer pricing and long term market updates	• Acacia will provide these analytics
f. Develop rating agency strategies and presentations	• Acacia prepares rating presentations and corresponds regularly with our counterparts at the rating agencies
g. Coordinate and procure credit enhancement/bond insurance	• Acacia prepares RFPs, evaluates responses and negotiates for LOC facilities • Acacia readily procures bond insurance quotations
h. Prepare presentations regarding PWD & City financing programs	• Acacia can develop presentations in PowerPoint that are tailored to different audiences
i. Prepare disclosure documents	• Acacia assists with the preparation of disclosure document in this heightened disclosure environment
j. Assist in pricing analyses	• Acacia includes national and regional comparables in the pre-pricing books it prepares for revenue issuances
k. Competitively procure SLGS or OMS escrows	• Acacia is fully capable of structuring and subscribing for SLGS and bidding OMS escrows within IRS parameters
l. Provide Financial Advisor's Report	• Acacia provides this report for the City GO issuance and is prepared to do the same for PWD

### 3. Organizational Chart and Full Resumes for Team Members

#### ACACIA FINANCIAL GROUP, INC. ORGANIZATIONAL CHART



**Kim Whelan, Co-President****Role: Engagement Oversight**

Kim M. Whelan founded Acacia Financial Group, Inc. in 2006 as Co-President and is a member of the firm's management committee bringing over sixteen years of experience as a financial advisor. Prior to founding AFG, Ms. Whelan was respectively, a partner with Public Financial Management, Inc. and the president and sole owner of a New Jersey based regional financial advisory firm. Ms. Whelan brings to the firm her experience as an investment banker in municipal finance on Wall Street. Ms. Whelan has extensive experience in the municipal financial advisory field

Ms. Whelan has developed a particular expertise in design and implementation of alternative financing techniques. She has utilized this expertise in serving the State of New Jersey, State Authorities and many of the utility authorities and solid waste authorities throughout the State.

**PROFESSIONAL BACKGROUND**

- Public Capital Advisors: 1989 to 1995 - President and founder
- Whelan Financial Group, Inc.: 1995 to 2001 – President and Founder
- Public Financial Management, Inc.: 2001 to 2006 – Managing Director
- Acacia Financial Group, Inc.: 2006 to Present - Co-President and founder

**PROFESSIONAL AFFILIATIONS**

- Women of Outstanding Achievement 1998 World of Today Award
- Outstanding Achievement Award, Camden County
- Government Finance Officers Association and the Association of Environmental Authorities: Member
- New Jersey Building Authority: Ms. Whelan was nominated by Governor Whitman and served 2 terms as a board member.
- The Cooper Foundation:
- Hopeworks of Camden (not-for-profit): Board Member

**KEY FINANCIAL ADVISORY ASSIGNMENTS**

- *Atlantic County Utilities Authority* – Provided on-going financial advisory services to the ACUA in connection with two water reuse projects.
- *Camden County Municipal Utilities Authority* - Served the CCMUA since 1989, advising on numerous bond issues and other transactions totaling in the billions providing for numerous capital projects and yielding millions in savings to the CCMUA. Advised the CCMUA on the issuance of approximately \$8.3 million through the 2009-2010 Winter NJEIT program and \$17.9 million through the 2010 Fall NJEIT Program.
- *Passaic Valley Sewerage Commission* - Served as financial advisor to the PVSC through the New Jersey Environmental Infrastructure Trust Authority on a variety of financings since 2003.
- *Delaware River Port Authority* - Advised the DRPA since 1998 on identifying refunding opportunities, assisting in developing its long-term capital plan and providing other budgetary and financial advice for the Authority which operates the toll bridges and high speed rail service
- *Port Authority of New York and New Jersey* - Advisory team to the PANYNJ, providing transactional advisory services (bonds and swaps); prepared an industry overview and evaluation of the P3 market

**Peter Nissen, Managing Director****Role: Day-to-Day Responsibility / Quantitative Oversight**

Pete Nissen heads up the technical and quantitative function for Acacia, bringing 21 years of experience as an independent FA. Transaction experience includes: G.O., lease revenue, water and wastewater, transportation, P3, economic development, not-for-profit, sports facilities, tax lien sales and refundings. Pete specializes in complex financing challenges and has provided consulting services on various solid waste projects procurements including co-composting facility and landfill methane gas facility. He earned a B.S. in Civil Engineering from Drexel University, Philadelphia, PA in 1990.

**PROFESSIONAL BACKGROUND**

- *Whelan Financial Group:* Began career with Whelan Financial Group, Inc. (WFG), an independent woman owned financial advisory firm based in New Jersey. WFG was acquired by PFM in 2001.
- *Public Financial Management:* Managing Director of the largest independent FA and investment advisory firms in the U.S.
- *Acacia Financial Group:* Managing Director and Shareholder of Acacia

**KEY FINANCIAL ADVISORY ASSIGNMENTS**

- *City of Chicago* – Pricing Lead for Series 2014 (\$367.9 million) Water Revenue Bonds
- *City of Philadelphia* - Acacia has assisted the City with issuing more than \$750 million and replacing LOCs relating to the City's G.O. and appropriation credits.
- *New Jersey Office of Management and Budget (Cash Flow Forecasting Tool)* – Developed comprehensive model to analyze state cash flow utilizing excel/VBA/Active X Controls with source information from multiple sources including, legacy, Oracle and SQL data bases.
- *State of New Jersey* – FA for numerous authorities with various financing programs; escrow bidding services.
- *New York Water* - Assisted the Authority with its bond programs, advising on New Money and Refunding Bonds totaling \$9 billion since 2011. Acacia also advised the Authority on the variable rate and extendible commercial paper program.
- *District of Columbia* - Acacia is currently advising on the issuance of approximately \$400 million G.O. Bonds as well as the development and inaugural issuance of a Commercial Paper Program.
- *Delaware River Port Authority* - Advised the DRPA since 1998 on identifying refunding opportunities, assisting in developing its long-term capital plan and providing other budgetary and financial advice for the Authority which operates the toll bridges and high speed rail service.
- *Wayne County, MI* – Assisted with competitive direct purchases of five drainage districts within the County. Assisted with numerous drainage and sewerage district debt issuances.
- *New Jersey Transportation Trust Fund Authority* - In August 2008, Acacia assisted the New Jersey Transportation Trust Fund Authority with the conversion and refunding of its 2003 Bonds, which had been in auction rate mode, into traditional fixed-rate bonds.



**Phoebe Selden, Senior Vice President (Chicago)****Role: Subject Matter / Credit Expertise**

Phoebe Selden is nationally recognized as a government finance, infrastructure and alternative finance expert, with over 30 years of public sector experience. She has focused her career on developing innovative plans of finance and rating agency strategies for large urban and complex infrastructure clients and has completed over \$20 billion of bond financings. She earned her B.S. in Accounting from DePaul University, passing the CPA exam in 1983 and starting her career in 1984 at Ernst & Young. Phoebe is an Advisor to the GFOA Debt Committee and the Delta Institute's Brownfields Committee.

**PROFESSIONAL BACKGROUND**

- Served City of Chicago for 13 years, ultimately as City Comptroller, exercising hands on management of the rating agency process, enterprise debt (including all water and wastewater) and economic development issuance and all financial operations during her tenure
- Launched and led the Chicago office of Moody's Investors Service
- Joined Acacia in 2011, after serving another independent FA firm for eight years

**KEY FINANCIAL ADVISORY ASSIGNMENTS**

- *City of Los Angeles (2008 - present)* – Projects include Series 2008 and 2012 Municipal Improvement Corporation of Los Angeles ("MICLA"); Series 2012 and 2014 TRANs (focus on rating agencies and Appendix A); option analysis for LA/Ontario Airport; Series 2015 Solid Waste Resources Refunding Bonds \$76 million.
- *San Francisco City/County* – Advised on issuance of \$67 million in GO Transportation and Road Improvement Bonds, Series 2015.
- *Chicago Infrastructure Trust* – Lead advisor to the City for its inaugural access of the Trust, the City-wide energy retrofit; developed pipeline of projects.
- *Chicago Park District* – Financial analysis for broad array of recreational facilities (golf management contract, ice rinks, roller skating, soccer, whitewater rafting, etc.); FA for Harbor Alternate Revenue Bonds, Series 2010 (\$132.25 million) and the 2015 GO Bond Series A,B,C and D expected to close in October 2015.
- *City of Chicago* – Among numerous other transactions, Team Lead for Series 2014 (\$367.9 million) Water Revenue Bonds and \$455.6 million of LOC replacements.
- *City of Detroit* - Team Leader for a combined total of over \$1.1 billion of water and wastewater new money and refunding bonds and swap transactions
- *Evanston Water and Sewer*: Advised on capital planning, financial forecasting, debt financing options and rate setting.
- *Evanston Crown Recreation Center Redevelopment* – Analysis of P3 options for ice rink and mixed use facility
- *Metropolitan Water Reclamation District* – Team lead for Series 2009 (\$600 million) issuance
- *Milwaukee Waterworks* – Team lead for analysis of P3 options for Water System
- *Pittsburgh Parking P3* - Analysis of valuation and alternative financing options, independent FA for P3 process in 2010
- *State of Illinois SRF* – Advisory team member focused on rating agency strategies for initial issuance of SRF financing, Series 2004 State Revolving Fund Revenue Bonds (\$130.0 million)
- *Wayne County (2008 – 2014)* – Team Lead for detailed financial model of potential spin off of Sewerage and Drainage systems; assisted with all SRF and drainage district financings; Team Lead advising on \$58 million, Series 2012 Stadium Refunding Bonds; annual TANs issuance

**Siamac Afshar, Vice President****Role: Quantitative Analysis / Transaction Support**

Siamac Afshar brings over a decade of experience as an independent financial advisor to Acacia's team. He has expertise developing innovative financing solutions for a variety of public and governmental entities. His primary responsibilities and expertise include providing primary, high-level, project management and analytical support to large, sophisticated State and Municipal issuers. Among his clients served are the Counties of Wayne, Cook, Essex and Burlington, the Essex County Improvement Authority, Bergen County Utilities Authority, Burlington County Bridge Commission and other county-level issuers. Siamac has earned a Bachelor of Science in Business Administration from the University of North Carolina at Charlotte.

**PROFESSIONAL AND EDUCATIONAL BACKGROUND**

- *Public Financial Management, Inc. (2002-2006)* - Consultant
- *Acacia Financial Group, Inc. (2006-Present)* - Vice President – Quantitative Strategies of Acacia Financial Group, Inc. the largest independent, women and minority owned financial advisory firm in the U.S. The firm provides comprehensive financial advisory services to state, county and local governments.

**KEY FINANCIAL ADVISORY ASSIGNMENTS**

- *Cook County* - In 2013, Acacia advised the County on its G.O. Refunding Bonds, Series 2013A and 2013B, producing a net present value savings of over \$7.7 million.
- *County of Essex, New Jersey* – Advised the County with the issuance of fifteen series of bonds and notes totaling over \$590 million, including three Tax Anticipation Note (TAN) issuances totaling \$120 million. Acacia has also served as financial advisor to the Essex County Improvement Authority ("Authority"), a conduit issuer for the County.
- *County of Wayne, Michigan* – Team quantitative lead in connection with several wastewater financings.
- *Bergen County Utilities Authority* - Advised the Authority on over 13 transactions totaling more than \$190 million in par value (including issues through the NJEIT and on a stand-alone basis). Most recently advised the Authority on the issuance of \$6 million in new money bonds and \$4 million in refunding bonds which closed in April of 2014.
- *Illinois Finance Authority* – Advised the IFA on borrower analysis and due diligence on loan and conduit financing applications. Served as financial advisor on numerous conduit financings encompassing transportation, pooled financings, and healthcare.
- *Cape May County Municipal Utilities Authority* – Provided on-going financial advisory services to the CMCMUA since 1999. In November 2011, advised the CMCMUA through a refunding of its Solid Waste System Revenue Bonds, Series 2002-C generating approximately \$250,000 annual savings for a total of \$2,030,000 on a net present value basis.
- *Atlantic County Utilities Authority* – He has been serving as financial advisor to the ACUA for 15 years. Assisted with the ACUA with the issuance of \$1.7 million in revenue bonds through the Fall 2010 NJEIT Program to fund the cost of the rehabilitation of pumping stations, the construction of a vehicle wash facility and the development of a new storm-water pollution prevention system.
- *Bordentown Sewerage Authority* – Has been serving as financial advisor to the BSA since 2000. Most recently advised the Authority in connection with the issuance of their \$13.5 million Revenue Bonds, Series 2011 H which were issued to refund for savings the Authority's outstanding Series 2000 E Bonds.

**Shelby Lobitz, Analyst****Role: Transaction Support**

Shelby Lobitz joined Acacia in October of 2014. Ms. Lobitz is currently responsible for providing technical and analytical support to many of Acacia's clients including the City of Philadelphia. Shelby has earned a Bachelor of Science in Business Administration from Towson University in Towson, Maryland.

**PROFESSIONAL AND EDUCATIONAL BACKGROUND**

- *Acacia Financial Group, Inc. (2014-Present)* - Analyst.

**KEY FINANCIAL ADVISORY ASSIGNMENTS**

- *City of Philadelphia* - Served as financial advisor since 2007 on all types of general obligation issuances, refundings, TRANS, and LOC procurements and negotiations.
- *New York City Municipal Water Finance Authority ("NYW")* – Assisted with revenue bond transactions.
- *South Central Connecticut Regional Water Authority* – Assisted on a Water System Revenue Refunding Bonds transaction.
- *State of Connecticut* – Assisted on transactions including the issuance of new money and refunding bonds, SIFMA index floating rate notes and Economic Recovery Notes; maintains the State's detailed rating agency and investor presentations which are updated every few months in connection with on-going meetings and transactions
- *Burlington County Bridge Commission* – Assisted the BCBC on several bridge capital transactions and has developed toll rate models.