



The following summarizes the principal terms of the City Advisor Team contract approved by the City of Saint Louis Board of Estimate and Apportionment. The advisor team was selected by the City in January 2018 following a competitive bidding process. Other service providers have been added since that selection to accommodate City recommendations regarding municipal advisors, minority firms, environmental assessment, and government finance. The Advisor Team will work with the City Working Group, which is comprised of the director of the City's Budget Division, director of St. Louis Lambert International Airport, the chairperson of the City's Transportation and Commerce Committee, the City Counselor and representatives of the three members of the Board of Estimate and Apportionment.

Major Provisions

- Contract Scope:** Advisor Team continues to advance potential investment partnership in the management and operation of the airport as directed by the City Working Group, developing options for partner qualifications or responses. The process will be directed by the City. It could take between one to three years.
- Initial Actions:** As directed by the City Working Group, advisors shall promptly a) begin kickoff meetings within 45 days, b) arrange key airline meetings, c) arrange key airport operations meetings, d) begin a public outreach engagement process, e) coordinate a Federal Aviation Administration (FAA) update meeting within 30 days, and f) develop a full 60-day and six month timeline for the overall engagement.
- Services Included:** Moelis, McKenna, Grow, and/or the service providers on the advisor team shall advise and assist the City, via the City Working Group, with at least 30 service items summarized generally as follows: organizing the procurement process, preparing a secure hosting data room and due diligence materials, completing a thorough financial and technical airport analysis, establishing baseline terms, models, and proposals, performing public outreach and airline negotiations, analyzing debt and bond defeasance structures to the Airport and City, supporting the scoring process of interested future bidders for the City Working Group, providing options for potential applications of any net proceeds, and completing the continued and final decisions by the Federal Aviation Administration.



TERM SHEET FOR CITY AIRPORT ADVISORS

June 13, 2018

- Governed By:** City Working Group. Advisors will adhere to 11 guiding principles (attached as a separate page) developed by the City for exploring a potential investment partnership for airport management and operations.
- Transaction Fees:** All upfront billable time, hours, and fees will be covered by Grow Missouri, Inc. at no direct City expense during the analysis of potential deals. Upon any closing, as directed by the City, lessee would pay for any closing costs and reimbursements due, estimated at less than 3 percent of the total value of any transaction.
- Termination Clauses:** Parties may terminate at any time in writing. Agreement may terminate upon a definitive lease agreement, an affirmative vote of the Board of Estimate and Apportionment, or after any breach, failure, or material negligence.
- Sole Representation:** No service provider shall represent any party to the transaction other than the City. Nor shall any service provider represent any party other than the City in connection with a request for qualifications or the request for proposals or any resulting negotiations if such party is selected. Any Service Provider who violates this provision shall forfeit unpaid and future compensation and be required to disgorge any previously received compensation.