

# St. Louis Lambert International Airport Request for Qualifications

## Gateway Airport Partners Response

01 November 2019

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The Data on pages of this proposal identified by an asterisk (\*) contains technical or financial information constituting trade secrets. The proposer requests that such information be used only for the evaluation of the proposal, but understands that any disclosure will be limited to the extent that the City considers proper under the law. If the City enters into an agreement with this proposer, the City shall have the right to use or disclose such information as provided in the agreement, unless otherwise obligated by law.

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# 1. Cover Page

## Registration of Qualifications: Proposed Long-Term Lease of St. Louis Lambert International Airport

Ontario Teachers' Pension Plan Board ("OTPP"), Ontario Airports Investments Limited ("OAIL") and Copenhagen Airports International ("CAI") (together the "Team"), along with our strategic real estate advisor Cadillac Fairview ("CF") are pleased to submit this response to the Request for Qualifications for the proposed long-term lease to operate St. Louis Lambert International Airport ("STL"). STL represents an exciting opportunity for the team to lease a world-class airport asset.

We believe that our team offers a compelling proposition for the City of St. Louis based on our unrivalled global experience in the stewardship of airports and other infrastructure assets. OTPP has invested in airport assets since 2001, and has the distinct advantage of its wholly-owned specialized airport investment manager OAIL, who has been working closely with OTPP since 2011. CAI brings industry-leading management level operating experience and expertise. The addition of CF as a strategic advisor allows us to leverage a wholly-owned OTPP subsidiary with substantial real estate development to generate creative solutions. Together we provide a unique combination of proven leadership of airport assets, as well as the financial strength and track-record to execute on a transaction of this nature.

In addition to the Team's unparalleled combination of experience and track record in owning and investing in airport infrastructure, we bring the following key attributes to this opportunity:

- **You can have confidence in who we are** – long-term investors with deep pockets, looking to generate sustainable value on behalf of the teachers who entrust us with their retirement;
- **You can trust us as stewards of your airport** – we have a long and successful history of delivering best-in-class service and creating significant value at our airport investments;
- **We work closely and effectively with government partners** – we work hand-in-glove with government entities at all levels at our airports and seek to understand their opinions;
- **We have significant experience transitioning assets from government to private management** – we know what this entails and how to execute so that nothing falls through the cracks; and
- **We engage our communities and stakeholders** – whether at OTPP or at the airports we have invested in, we live our values and give back to our communities.

The Team is proud of its track record of airport investment and constructive engagement with governments around the world. We recognize the importance of the airport to the City of St. Louis and surrounding economy and communities, and hope to leverage our extensive experience in managing investments in our five global airports to deliver significant value to the City of St. Louis, the passengers of STL and all of the key stakeholders.

Should you have any queries in relation to our submission, please do not hesitate to contact our nominated contact, Daniel Rossetti from OTPP. We appreciate the opportunity to be considered for such an exciting opportunity.



Daniel Rossetti  
Director, Infrastructure, OTPP

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## 2. Executive Summary & Strategic Rationale

### Gateway Airport Partners

Ontario Teachers' Pension Plan Board (**OTPP**), Ontario Airports Investments Limited (**OAIL**), and Copenhagen Airports International (**CAI**) are pleased to submit this response to the Request for Qualifications (**RFQ**) in relation to the potential long-term lease for the operation of the St. Louis Lambert International Airport (the **Airport** or **STL**), (together, **Gateway Airport Partners** or the **Team** and each a **Team Member** and a **Respondent**).

Gateway Airport Partners is further strengthened by support from OTPP's wholly-owned real estate subsidiary Cadillac Fairview (the **Strategic Advisor** or **CF**), who is committed to the transaction and will provide extensive real estate development expertise.

Gateway Airport Partners and its Strategic Advisor are committed to bringing the full breadth and depth of its global airport management and property development expertise, and its world class approach to long-term stewardship of key public infrastructure assets, to ensure:

- The continued future growth and improvement of STL for the benefit of passengers, airlines, employees, the City of St. Louis (the **City**) and all other stakeholders;
- STL's ongoing function as a major driver of economic development, as well as having an essential role in community development, for the City and surrounding region; and
- The optimal financial outcome for the City, to help facilitate its future non-airport projects and plans.

### Experienced Global Airport Platform

The Team and CF combine best-in-class investment, asset management, industry and developmental expertise to provide a full-service airport solution and the best partnership outcomes for the City and all stakeholders.

**Table 1: Team and Strategic Advisor Summary**

Team Member	Role	Key Benefits Provided to the City and Stakeholders
 ONTARIO TEACHERS' PENSION PLAN	100% Equity Provider and Airport Investment Expert	<ul style="list-style-type: none"> <li>— Deep financial resources and transaction execution capability</li> <li>— Vast experience working with government and regulatory authorities, and focus on long-term sustainable value creation</li> <li>— Back-to-back winners of Infrastructure Investor's "Institutional Investor of the Year" (2017 &amp; 2018)</li> </ul>
 ONTARIO AIRPORTS INVESTMENTS	Specialized Airport Investment Manager	<ul style="list-style-type: none"> <li>— Long-term stewardship approach to active asset management and proven track record of airport improvement</li> </ul>
 Copenhagen Airports CPH	Operational Partner	<ul style="list-style-type: none"> <li>— Accomplished airport operator; named Europe's most efficient airport 13 times in the last 15 years, with industry-leading operational expertise</li> </ul>
 CF Cadillac Fairview	Strategic Real Estate Advisor	<ul style="list-style-type: none"> <li>— One of North America's largest owners, operators, and developers with expertise in shopping centres, hotels and logistics</li> </ul>

### A Valuable Long-Term Partner for STL

The Team and its Strategic Advisor are determined to be the best long-term partner for the City and residents of the St. Louis region, as well as ensuring that the people of St. Louis receive the best value for STL.

We are committed to a fair and transparent process to which we will bring:

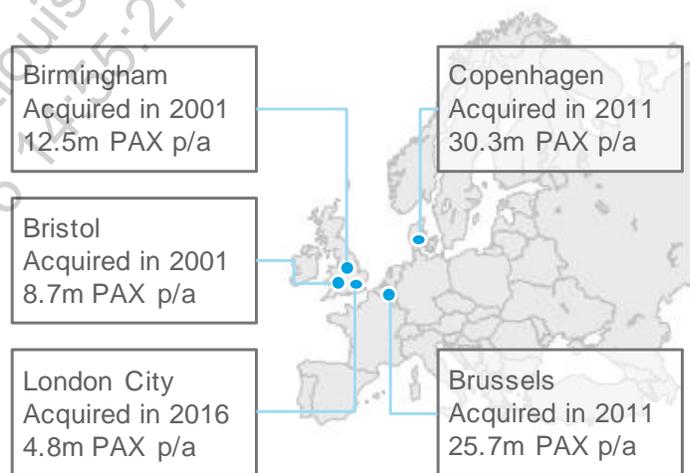
- ✓ **Proven track record investing in, improving and growing airports:** OTPP and OAIL have dedicated significant effort and capital into optimizing OTPP’s global airport portfolio through an effective and proven strategy around airport investment, management, operation and continuous improvement. These airports are global leaders in safety, efficiency and passenger experience, with OTPP and OAIL working extensively together to deliver these plans.
- ✓ **Deep financial resources and complex transaction execution experience:** OTPP has C\$201.4 billion (~\$150 billion) in assets and an extensive 18 year history of committing equity in excess of \$1 billion for large-scale infrastructure transactions such as STL. OTPP also has a strong history of working with financiers to achieve highly competitive debt financing packages.
- ✓ **Significant experience working with governments and public assets:** In many of OTPP’s portfolio companies, OTPP works alongside governments who retain minority equity stakes to develop common objectives aimed at improving quality and safety. OTPP also has a track record of working closely with external government entities such as the Port Authority of New York and New Jersey to deliver mutually-beneficial solutions, as well as successfully transitioning assets from government to private ownership.
- ✓ **A long-term commitment to the City of St. Louis:** OTPP employs a long-term investment approach to its investments and stewardship of infrastructure projects. When OTPP acquires an airport, it does so with the mindset of perpetual ownership, using an appropriate level of debt and with the strategy to create long-term, sustainable value.

## Gateway Airport Partners Has Extensive Airport Experience

OTPP is one of the world’s largest pension plan managers with net assets of C\$201.4 billion (~\$150 billion) and was founded to actively invest and administer assets on behalf of unionized teachers in the province of Ontario. OTPP was one of the first investors globally to set up a specialized infrastructure investment team in 2001, and its infrastructure investment portfolio has now grown to over \$13 billion.

OTPP currently owns and manages its investments in five airports, which on a combined basis:

- Handle >80 million passengers per year, at an overall CAGR of ~6% over the past 5 years
- Employ >5,000 people directly, and >59,000 people indirectly
- Have invested in excess of \$2 billion in capital expenditure over the past 5 years



## OTPP’s Strategic Rationale

STL represents an excellent investment opportunity for OTPP, OAIL and CAI. OTPP’s mandate is to deliver stable and long-term results that match the liabilities of our pensioners, and we believe that STL provides this profile to allow us to continue meeting our pension obligations.

STL has demonstrated continued demand as an origin and destination for air travel passengers, reflecting the quality of the underlying catchment area fundamentals. It has a balanced airline customer base with established airline relationships that will be further solidified through this transaction. It also boasts significant capacity to facilitate future passenger growth. In addition, it provides high upside potential through transformational changes aimed at increasing passenger volumes, implementing new non-aeronautical revenue strategy, and delivering on real estate development opportunities to unlock growth and value for the City.

In combination, these factors make this opportunity highly attractive for OTPP, OAIL and CAI, whose track record of investment management, stewardship and long-term value creation speaks for itself. As such, we believe that we represent an optimal long-term partner for the City of St. Louis, one that the City government and constituents, airlines, and labour unions can confidently partner with to optimize Airport service level and value.

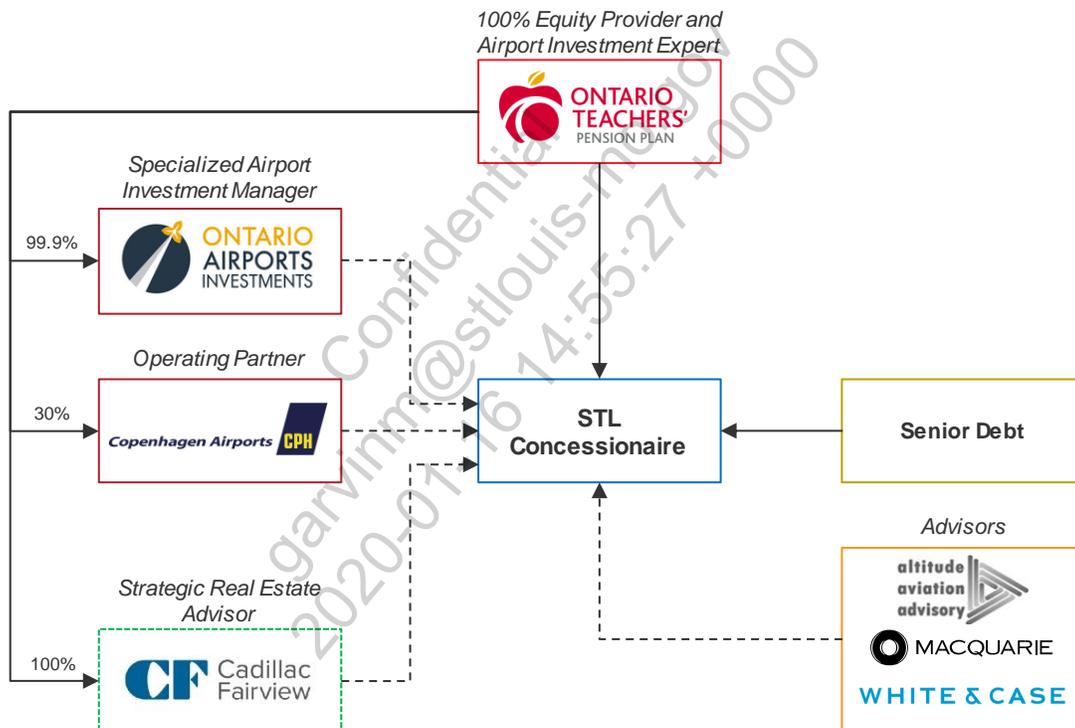
## 3. Description of Respondent

### 3.a Description of Respondent

#### Gateway Airport Partners Team Structure

Gateway Airport Partners and its Strategic Advisor are a unique and highly integrated combination of a long-term investor, experienced airport executives, airport operational expertise and real estate development acumen. Gateway Airport Partners is comprised of Ontario Teachers' Pension Plan, Ontario Airports Investments Limited, and Copenhagen Airports International, with strategic support from Cadillac Fairview. The team is further supported by a strong set of experienced high-calibre advisors including Altitude Aviation Advisory, Macquarie Capital (MacCap), and White & Case.

**Figure 1: Team Structure Chart**



#### **Ontario Teachers' Pension Plan Board ("OTPP"): 100% Equity Provider and Airport Investment Expert**

- Largest single-profession pension plan in Canada
- Administers and invests the pensions of 327,000 retired and unionized working teachers in the Province of Ontario, net assets of C\$201.4 billion (~\$150 billion)
- Extensive experience in key public infrastructure assets, including management of a global airport portfolio
- Current portfolio includes Copenhagen, Brussels, Birmingham, Bristol, and London City airports
- OTPP will act as equity provider for Gateway Airport Partners

#### **Ontario Airports Investments Limited ("OAIL"): Specialized Airport Investment Manager**

- OTPP's controlled (99.9%) dedicated airport asset management company
- Provides specialized airport investment management services for OTPP's portfolio airports and acquisitions

- Active support in areas including, but not limited to, business strategy, finance, operations, risk management, and growth
- OAIL will provide asset management services to Gateway Airport Partners

### **Copenhagen Airports International (“CAI”): Operational Partner**

- Core team of professionals with worldwide airport management and advisory experience which is supported by world class specialists within Copenhagen Airports A/S
- Active in the market since 1996, CAI focuses on long term engagement under which it assists airport owners in the development and implementation of strategic plans.
- CAI has completed more than 25 advisory assignments during the last five years, with current engagements to support the ASUR Mexico airport portfolio, as well as the development of the New Istanbul Airport
- CAI will develop operating solution for Gateway Airport Partners and provide ongoing operational support

### **Cadillac Fairview (“CF”): Strategic Real Estate Advisor**

- One of the largest owners, operators and developers of best-in-class office, retail, industrial, and mixed-use properties in North America with over \$30 billion in gross assets under management
- Cadillac Fairview is 100% owned by OTPP
- Portfolio also includes assets in Brazil, Colombia and Mexico
- CF will develop the real estate / property solution for Gateway Airport Partners and will provide ongoing support in this regard

### **Anticipated Governance and Shareholder Structure**

OTPP will provide 100% of the equity for this transaction, and brings extensive airport and infrastructure investment management expertise, as well as a long history of attracting and employing strong airport management teams who are aligned and incentivized to optimize airport performance, improve passenger experience and actively manage stakeholder relations.

OTPP leverages its subsidiary, OAIL, to deliver specialized expertise in airport investment management and to actively support a strong airport management team. OAIL has demonstrated a lengthy track record of working with airport management teams to deliver airport strategies to strengthen partnerships with airline customers, optimize airport layout to enhance customer experience, build out extensive and transformational capital projects, and work closely with government partners and stakeholders.

In addition, OTPP will be leveraging the expertise of CAI to bring deeper operational experience to the team. CAI has a demonstrated track record of entering into operating contracts with airports globally to deliver upon business strategies designed to improve airport operations. CAI will be intimately involved in the due diligence of this transaction to build a realistic business strategy. Upon being selected as preferred bidder, OTPP plans to enter into a contractual arrangement with CAI to provide active, on-the-ground support to transition the airport to OTPP ownership and to then drive implementation of the business strategy that the Team Members generate as part of their bid.

OTPP will also work closely with its wholly-owned subsidiary CF to deeply understand the real estate development opportunity. CF provides OTPP with a unique angle on this transaction, with in-house real estate development expertise that will allow OTPP to think beyond that of a typical infrastructure investor. OTPP and CF have a track record of working closely together, including most recently in CF's formation of a strategic partnership with Lincoln Property Company.

OTPP strongly believes that this combination of expertise provides a uniquely positioned team to optimize value to the City of St. Louis, greatly improve passenger experience, and work closely with key government, airline, labour unions and other stakeholders in order to create long-term sustainable value for all involved.

## Further Detail on Ontario Teacher’s Pension Plan

OTPP, as lead anchor and 100% equity provider for the team, is one of the world’s largest pension plan managers with net assets in excess of C\$201.4 billion (~\$150 billion) invested across a mix of equities (public and private), bonds, commodities, real estate, infrastructure and absolute return strategies, and has offices in Toronto, London and Hong Kong. An independent organization since 1990, OTPP invests and administers the pensions of 327,000 retired and unionized working teachers in the Province of Ontario. OTPP is rated Aa1 by Moodys, AA+ by Standard & Poor’s and AAA by DBRS.

CAPITAL MARKETS	INFRASTRUCTURE & NATURAL RESOURCES	PRIVATE CAPITAL	PUBLIC EQUITIES	REAL ESTATE (CADILLAC FAIRVIEW)
<ul style="list-style-type: none"> <li>Centralized treasury and execution</li> <li>Fixed income, currency and commodities</li> <li>Alternative investments and global tactical asset allocation</li> <li>Insurance linked securities, equity and credit products</li> </ul>	<ul style="list-style-type: none"> <li>Direct investments in:                             <ul style="list-style-type: none"> <li>Regulated, long-term contracted and airport infrastructure assets</li> <li>Natural resources</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Control buyouts</li> <li>Minority capital</li> <li>Long-term equities</li> <li>External private equity funds</li> </ul>	<ul style="list-style-type: none"> <li>Relationship Investing</li> <li>Internal and external actively managed equities</li> <li>External managers</li> </ul>	<ul style="list-style-type: none"> <li>Wholly owned subsidiary investing in retail and office space</li> </ul> 
SELECT GLOBAL HOLDINGS				
 TREASURY  EXECUTION  CURRENCY  COMMODITIES  FIXED INCOME  EQUITIES	 ChicagoSKYWAY  Essbio  GLOBAL CONTAINER TERMINALS  SALSESA  brussels airport  Maple Co  SGN  Cubico  Heritage Royalty  OTPPNZ	 KANATA  CUSHMAN & WAKEFIELD  Busy Bees  FLEXERA  HEARTLAND  PODS  BroadStreet Partners  24 FITNESS	 intercos GROUP  [intact] INSURANCE  UBISOFT	 CHINOOK CENTRE  RIDEAU CENTRE  pacific centre  TORONTO EATON CENTRE  SHERWAY GARDENS

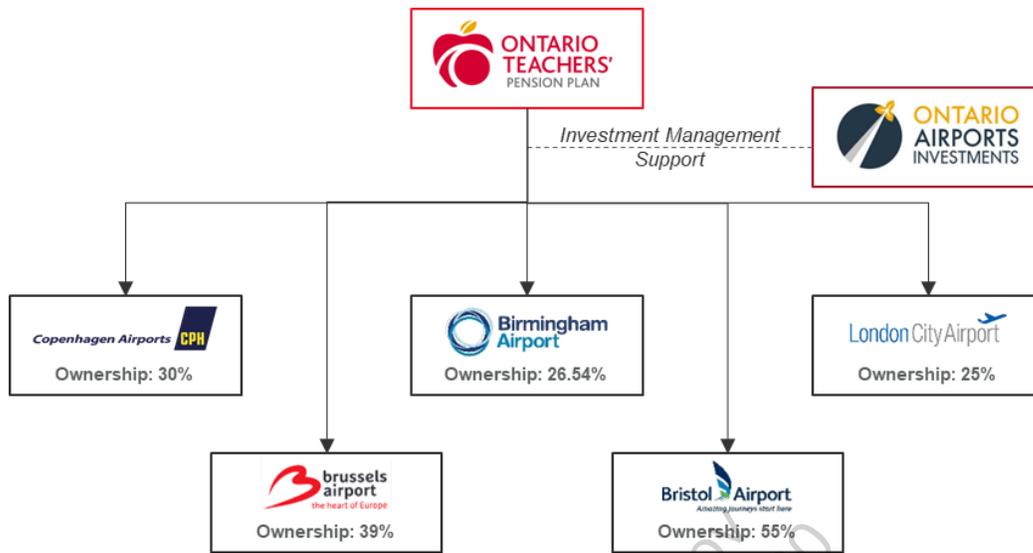
OTPP is one of the most experienced infrastructure investors globally, having set up a dedicated and specialized direct infrastructure investing team in 2001. OTPP’s infrastructure investment portfolio has now grown to 21 portfolio companies with a value of over \$13 billion and is invested across a diverse range of infrastructure assets in sectors such as airports, toll roads, water, gas and electricity utilities, renewable power generation, container terminals and a desalination plant.

OTPP’s Infrastructure mandate focuses on high quality assets that provide critical services to society with defensive investment characteristics and low return volatility, as this delivers a stable return profile that matches OTPP’s liabilities and better ensures OTPP can meet the future obligations of its pensioners.

### OTPP Current Airport Portfolio

OTPP has extensive experience in the long-term ownership, management and operation of key public infrastructure assets throughout the world, especially with respect to airports. In 2018, the OTPP airport business generated \$1.8 billion revenue and \$973m EBITDA, employing over 5,000 people.

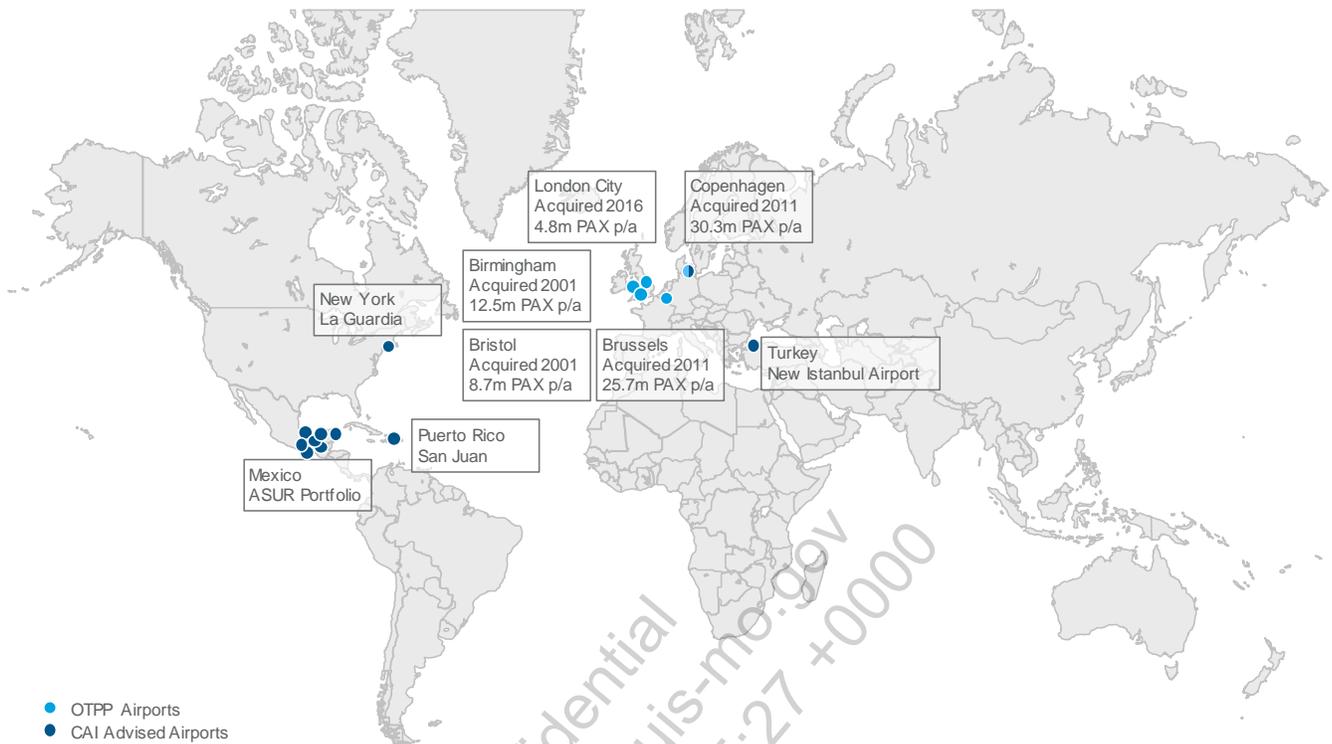
**Figure 2: OTPP Current Airport Portfolio**



**Table 2: Current Airport Holdings**

Airport	Copenhagen	Brussels	Birmingham	Bristol	London City
Country	Denmark	Belgium	UK	UK	UK
Description	Hub airport serving Copenhagen, Denmark, and the largest airport serving the Nordic region	Hub airport with catchment of Belgium, Northern France, and Southern Netherlands	3 <sup>rd</sup> largest UK airport outside London and 7 <sup>th</sup> largest in the UK	9 <sup>th</sup> largest UK airport in the UK and 5 <sup>th</sup> largest regional airport	UK's leading business airport, with excellent links to London's financial districts
OTPP Ownership	30%	39%	26.54%	55%	25%
Acquisition Year	2011	2011	2001	2001	2016
Passengers (m)	30.3	25.7	12.5	8.6	4.8
Employees	2,600 (directly) 22,800 (indirectly)	850 (directly) 24,000 (indirectly)	700 (directly) 6,700 (indirectly)	350 (directly) 3,500 (indirectly)	550 (directly) 2,000 (indirectly)
Key Recent Projects	Expansion of Terminals 2 and 3 Construction of new walkway from metro to security checkpoint Expanded security checkpoint	Sheraton Hotel acquisition Development of Airport Business Districts	Runway extension New ATC tower Terminal extension	New fire station and office buildings MSCP (multi story car park) with extension on going New Airline Building	City Airport Development Programme expanding terminal capacity, improving airside infrastructure, taxiway, and additional stands

**Figure 3: Gateway Airport Partners' Airport Experience**



### 3.b Controlling Interest / Ultimate Ownership

OAIL and CF are controlled subsidiaries of OTPP. CAI is a wholly-owned subsidiary of Copenhagen Airports A/S, of which OTPP retains a 30% equity ownership stake.

**Table 3: Controlling Interests – Team Members**

Name	Controlling Interests
<b>OTPP</b> 	<ul style="list-style-type: none"> <li>Canada's largest independent single-profession pension plan administered on behalf of unionized teachers in Ontario</li> <li>OTPP is a non-share capital corporation organized under the laws of the province of Ontario and is regulated by the Financial Services Commission of Ontario</li> <li>There are no shareholders or investors who hold (directly or indirectly) an interest of 10% or more in OTPP. OTPP is located at 5650 Yonge Street, Toronto, ON, M2M 4H5.</li> </ul>
<b>OAIL</b> 	<ul style="list-style-type: none"> <li>OTPP owns 99.9% of the equity of Ontario Airports Investments Limited and is incorporated under English law, 07002858 (incorporated on 27 August 2009)</li> <li>Registered office is: C/O Tmf Group 8<sup>th</sup> Floor, 20 Farringdon Street, London, UK, EC4A 4AB</li> <li>Limited liability company 100% owned by Copenhagen Airports A/S</li> <li>Copenhagen Airports A/S has the following shareholders above 10% ownership                             <ul style="list-style-type: none"> <li>OTPP &amp; Danish pension plan Arbejdsmarkedets Tillægspension or "ATP" (60% ownership, split evenly between OTPP and ATP)</li> <li>Danish state government (39% ownership)</li> </ul> </li> </ul>
<b>CAI</b> 	<ul style="list-style-type: none"> <li>Company reg. no. 20830204 with registered address Copenhagen Airports International A/S, Lufthavnshboulevarden 6, 2770 Kastrup, Denmark</li> </ul>
<b>CF</b> 	<ul style="list-style-type: none"> <li>Wholly-owned subsidiary of OTPP, incorporated under the laws of the province of Ontario</li> <li>Located at 20 Queen Street West, Floor 5, Toronto, ON, M5H 3R4 100% owned by OTPP</li> </ul>

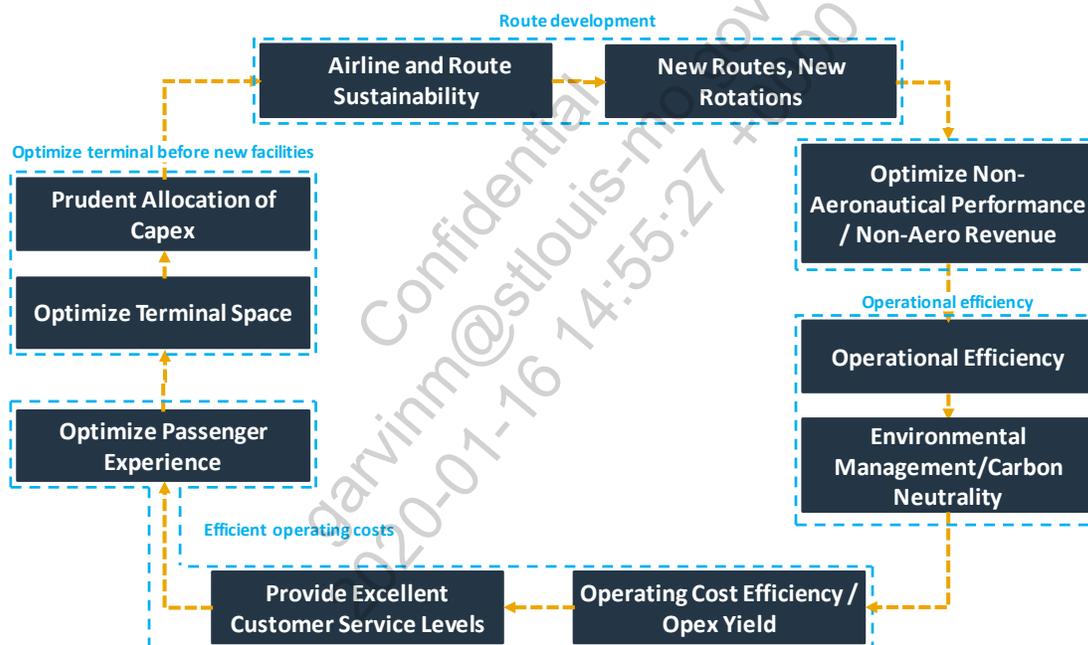
## 4. Operational and Management Capability

### 4.a Operations and Maintenance Expertise

Substantial experience of Team members in managing and improving other commercial airports

The Team has deep and long-standing experience in managing and improving commercial airports and related businesses and enhancing the passenger experience.

A consistent strategic approach has been applied across all of OTPP's airports, resulting in 5.7% EBITDA CAGR and passenger growth of 20m across OTPP's airport portfolio over the past 5 years. This approach has been continuously optimised over the years to achieve consistent, sustainable, and profitable growth for the airport, its airlines, and other customers.



This approach to operational optimisation can generally be summarized as follows:

- **Route development:** maximize route and airline choice for passengers
- **Optimize non-aeronautical performance:** increase passenger choice and grow revenue
- **Maximize operational efficiency:** reduced aircraft turnaround time and improved punctuality
- **Efficient operating cost profile:** balanced operating model with continuous improvement in service offering
- **Optimize terminal space:** optimize use of current infrastructure and facilities before newbuild projects

Active airport management has resulted in consistent growth and improvement over the last 5 years in terms of key operational / financial metrics. This has been driven through various initiatives ranging from new and more efficient technology, to increased car parking product offerings.

110 new routes as well 35 new airlines have been added across the portfolio airports over the past 5 years, resulting in 20m more passengers. This has been supplemented by new technology such as bag drops, boarding pass readers and boarding gates as well as new processes such as security search active channels.

Further to this, from an environmental management point of view, Copenhagen Airport and Brussels Airport have both achieved CO2-neutral status, with London City Airport set to follow suit by the end of 2019.

The operational development of the airports has been recognised by the airport industry, with Copenhagen Airport being recognised as Europe's most efficient airport in 13 out of the last 15 years, and winning the award for commercial excellence 7 out of the previous 8 years. Further to this, in 2018 Birmingham airport was awarded best airport in the UK handling over 10m passengers, and Bristol Airport as Europe's best airport handling 5-10 million passengers. Further detail in relation to these awards is provided in the table below.

### Select Operational Excellence Awards

**Europe's most efficient airport:** ATRS (Air Transport Research Society) ranked CPH as Europe's most efficient airport in 13 of the last 15 years. This is the result of continuous effort to improve operations, facility design, new technology and understand how facilities and infrastructure are used by airlines, ground handlers, concessionaires, airport, authorities, etc.



**Commercial excellence:** Efficient facilities and a great commercial offer help to create an excellent travel experience. Commercial activities are an integral part of the operational concept with CPH recognized as a world leader in airport commercial activities and concession management.



**UK's best airport:** In 2018, Birmingham Airport won the best airport, handling more than 10 million passengers per year, recognizing excellence and achievement across a whole range of areas, including retail, security, operations, facilities, community relations, environmental awareness, and customer service.



**Europe's best airport:** In 2018, Bristol Airport won the best European airport in the 5-10 million passenger category for continued investments in infrastructure, staff training and increased public transport links. The airport was also selected for its new Security Search Facility which improved the passenger experience at the security control, allowing Bristol to achieve its highest ASQ (Airport Service Quality) score for all security indicators. Bristol Airport was highly commended in 2016 and 2017.



As a result of this drive for operational excellence, EBITDA has increased across all OTPP airport portfolio companies in aggregate of ~6% p.a. over the past 5 years due to operational improvements and optimizations. This includes a significant margin improvement at Birmingham Airport in excess of 5% over the last 5 years.

A summary of the financial impact of operational improvements made across the various portfolio airports are outlined below. In delivering this growth and operational improvement, OTPP's portfolio airports have also added over 1,000 employees in the last 5 years.

**Table 4: Development of Portfolio Airports**

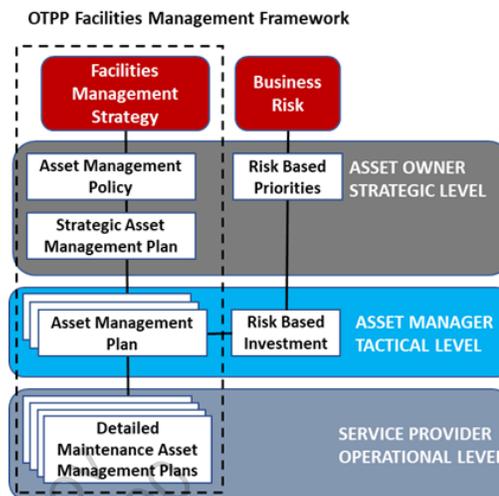
	2013	2014	2015	2016	2017	2018	CAGR
Revenue (\$m)	1,247	1,346	1,430	1,683	1,722	1,795	5.7% <sup>1</sup>
EBITDA (\$m)	688	758	813	934	960	973	5.7% <sup>1</sup>

<sup>1</sup> Excludes LCY given acquired in 2016

## Substantial experience in managing facility maintenance / repair and procurement of related materials

The facility (or asset) management approach at each of the OTPP airports is to ensure:

- **Cost effective, life-cycle approach** to acquisition, operation, performance, maintenance and disposal of asset while continuously assessing the sustainability, risks and benefits of activities related to asset management.
- **Organizational platform for Asset Management**, including clear definition of roles and responsibilities for how assets are managed and owned.
- **People** involved in management of assets have suitable qualifications, development, and training.
- **Asset management system** which is fully integrated into the overall business strategic planning function.
- **Documented compliance** of asset management system with legislative, health and safety, and environmental requirements.



This approach resulted in facility maintenance (FM) expenditure of over \$700m across the OTPP airport portfolio from 2013 – 2018 as described in the table below.

**Table 5: Approx. FM Expenditure**

	2013	2014	2015	2016	2017	2018	Total	Avg.
Approx. FM spend (\$m)	82	90	107	104	126	205	714	119

As the direct owner and operator of Copenhagen Airport, CAI has extensive experience in managing facility maintenance and repair and access to industry leading experts as the consultant arm of Copenhagen Airports A/S. Copenhagen Airport applies the facility management framework described above in the context of a relatively insourced Engineering & Maintenance (E&M) approach and is directly involved in the procurement of maintenance and repair materials in respect of the E&M activities.

Further, all E&M activities at Copenhagen Airport are based on a clearly defined asset management strategy, which is delivered through the application of international best practices and involves:

- Asset management policies
- A strategic asset management plan
- Asset risk management
- Proactive maintenance plans

## Familiarity with FAA regulations and procedures, airport operations, construction and maintenance standards

Gateway Airport Partners has experience in airport safety, security and technical requirements across a number of countries, and global ICAO (International Civil Aviation Organization) standards for airport development and operation. For operational standards and airfield design, FAA standards are broadly in line with ICAO requirements which are adopted as a minimum standard in countries where OTPP's airports operate. Similarly, the EU framework is similar to FAA in terms of aviation safety and security.

OTPP's experience is supported by specific US expertise:

- **San Juan Airport privatization tender:** CAI developed design input for the terminals and aprons as well as developing operational standards in line with the FAA regulatory framework
- **La Guardia Central Terminal B tender:** CAI developed design input for terminal design and apron design

- **Austin Airport Southern Terminal:** AAA's involvement in the Austin South Terminal development process required full interface with Austin Bergstrom Airport's FAA compliant airport plan
- **Industry communities and associations:** as an active airport operator, CAI is a key participant in relevant industry communities and associations (e.g. ACI) and enjoys close connections with several global airports, including many major US airports.

The Team experience encompasses a detailed working knowledge of FAA requirements / standards including:

- 14 CFR Part 139 airport certification requirements
- FAA Airport Compliance Manual (Order 5190.6B) ensuring compliance with obligations and commitments linked to Federal grant funds and transfer of Federal property for airport purposes.
- Air Carrier Incentive Program
- Airport Financial Reporting Program
- Airport Construction Standards
- Airport Design and Engineering Standards
- Airport Environmental Programs (including 14 CFR Part 150 and 14 CFR Part 161)
- Passenger Facility Charge (PFC) Program

## Experience with facilitating airport passenger growth via route development and marketing

Airports are engines for growth with increased passenger activity having a direct and indirect impact on revenue and wider economic activity. OTPP recognizes the benefits of both passenger and cargo growth at its airports and has a very successful approach to route development and marketing which is applied across all its portfolio airports.

The success of this approach is evidenced by the addition of **~110 new routes and ~20m passengers** (5.7% CAGR) at OTPP airports since 2013. This growth has helped in increasing revenues by a ~6% CAGR over the 2013 to 2018 period across the portfolio of airports.

This focus and approach to route development and marketing is based on:

- Dedicated route development and airline relations resources in each airport business.
- In-depth data analysis to fully understand:
  - Catchment area dynamics – demographics, economics, travel patterns, etc.
  - Cargo market, routing and matching supply with type of cargo, how it is transported, destination, etc.
  - Competitive landscape with other airports and transport modes
  - Airline fit for growth opportunities – existing and potential new airlines
- Develop compelling marketing propositions to convince airlines to meet the identified market / network gaps
- Develop airport charges incentive programs to share some of the growth risk with airlines
- Develop innovative marketing campaigns to support new frequency / routes at both ends to raise awareness
- Proactively work with airlines to understand their business, route performance, and operational performance

The focused approach to route development has been recognised by the airport industry at the World Routes marketing events with Copenhagen Airport winning best route development team in 2013 and 2015, and Brussels Airport winning the award in 2012, 2014, and 2018. Further detail in relation to these awards is provided in the table below.

### Route development awards

**Airline Marketing and Route Development:** CPH recognizes that airports must compete for airline capacity. An increasing focus on the airport's role in promoting the city, region and country by securing excellent air services led to creation of a dedicated Airline Marketing team recognized by airlines as the worlds' best in 2013 and 2015.



**World Routes:** At the 2018 World Routes event in Guangzhou China, Brussels Airport won the overall World Routes 2018 Marketing Award, as well as the World Routes Award in the category of 20 to 50 million passengers. Brussels Airport previously won this overall award in both 2012 and 2014, the first time that an airport has won the award on three separate occasions.



An overview of the development of passengers, routes and carriers for OTPP's airport portfolio is below.

**Table 6: Development of Passenger Numbers, Routes, and Carriers**

	2013	2014	2015	2016	2017	2018	CAGR
Passengers (m)	59	64	67	75	80	82	5.7% <sup>2</sup>
Routes (#)	503	531	550	612	641	658	4.2%
Carriers (#)	173	174	188	203	221	217	3.2%

## 4.b Capital Improvement Expertise

The Team has deep experience managing capital investment effectively at each of the OTPP portfolio airports.

This is generally achieved by establishing a capital investment working group at each airport responsible for developing the strategy for capacity expansion and maintenance of the existing and new infrastructure, equipment and vehicles. The result is facilities that support efficient operations, commercial revenue generation and financial efficiency.

The table below illustrates the scale of capital investment at OTPP's portfolio airports and demonstrates over \$2.4 billion of capital investment since 2013. Asset renewals typically account for around 30% of total capital investment which equates to ca. \$700m over this period.

**Table 7: Capital Investment at Portfolio Airports**

	2013	2014	2015	2016	2017	2018	Total	Avg.
Capital investment (\$m)	274	299	358	346	421	684	2,381	397

Examples of some of the major terminal and commercial projects recently completed or currently ongoing at the portfolio airports are outlined below. These projects are similar to projects we envisage undertaking at STL. Additionally, all projects were undertaken in active operational areas (as the majority of STL redevelopment will be) and procedures were in place to ensure minimal disruption was caused to customers.

### London City Airport

**Terminal and Airfield Expansion Program:** Addition of 7 aircraft parking stands, parallel taxiway, extended terminal building, new passenger pier, and associated works. Complexity of the program is significant as all surface areas must be constructed by constructing a platform over the King George V Dock supported on submerged piles down to the dock bed. The work also includes installing the UK's first digital Air Traffic Control Tower to allow remote ATC handling of aircraft arrivals and departures.

**Size:** Transformational capex program to substantially increase capacity at LCY.



### Brussels Airport

**Connector Building:** 35,000m<sup>2</sup> connector building linking the terminal processor to Pier A, central security screening and border control, new baggage reclaim hall, offices, and world class retail and food and beverage outlets.

Major operational benefit to improve passenger flows and best in class minimum connection times between flights of 35 minutes minimum

**Size:** Similar size, scale and nature as potential projects at STL.

**Timescale:** Construction commenced April 2013 and was officially opened to schedule on 24th March 2015.

**Status:** Completed on time and within scope and budget



<sup>2</sup> Excludes LCY given acquired in 2016

### Copenhagen Airport

**Terminal 2, airside lounge expansion:** 4,000m<sup>2</sup> new constructed areas – of these 2,015m<sup>2</sup> serve as flow area. Addition of 24 new shops and eateries in a mix of international and national brands including local beer hero “Mikkeller”

A further 1,080m<sup>2</sup> additional floorspace for storage and other facilities as well as a new kids’ playground

**Size:** Similar size, scale and nature as potential projects at STL.

**Timescale:** Construction to completion timeline from 2017 to 2019.

**Status:** Completed on time and within scope and budget



### Bristol Airport

**Multi Storey Car Park:** New 1,100 multi-story car park on three levels adjacent to the terminal building. The steel modular construction features enhanced car parking bay technology, helping drivers to easily locate unoccupied spaces, improved internal road design, landscaping and signage.

**Size:** Similar size, scale and nature as potential projects at STL.

**Timescale:** Rapid construction timescale; construction commenced November 2018

**Status:** Completed ahead of schedule and within scope and budget



## 4.c Customer Service

### Maintaining productive ongoing relationships with government entities

OTPP has significant experience working with governments and local authorities across its airport portfolio. OTPP, OAIL and government co-owners have common objectives, particularly linked to the economic benefits derived from growing airports. OTPP’s long-term focus aligns with government interests, who regard OTPP as a responsible investor and collaborative partner.

OTPP also has long-standing expertise interacting with governmental bodies (e.g. regulators). Our partnerships with governments are predicated on the establishment and maintenance of open and transparent relationships.

A summary of OTPP’s relationships with public sector and Government shareholders in its current airport portfolio is set out below.

**Figure 4: Current Airport Portfolio with Government Partners**

			
Passengers (2018)	12.5 million	25.7 million	30.3 million
OTPP Ownership	26.54%	39%	30%
Governmental Partner Ownership	49%	25%	39.2%
	Consortium of seven West Midlands District Councils	Belgian Government	Danish Government

### Providing excellent customer service to the travelling public

The focus at all OTPP airports is to develop strong strategic competencies to deliver a strong service culture. At each airport, there is continuous process to improve the passenger experience, leveraging employee training. For example, Copenhagen Airport, through training of direct passenger contact employees, attempts to improve:

- Passenger satisfaction with airport facilities and services
- Waiting times in the security checkpoint, which are a central experience on the journey through the airport

All of the OTPP airports subscribe to ACI's Airport Service Quality (ASQ) benchmarking programme to measure passenger satisfaction at the airport. The surveys provide invaluable information to understand the passenger view of each airport. In general, the OTPP airports perform above or around the average for similar European airports.

The ASQ performance is reviewed at each airport Board meeting in the context of the ongoing strategy to improve service. This provides all OTPP airports with an impetus to improve customer satisfaction. For example:

- Bristol Airport has had a ~10% increase in its ASQ score over the past 7 years, to 4.3 as at 2019.
- Copenhagen Airport customer satisfaction of ~85%
- Copenhagen Airport consistently has the shortest waiting times across European airports

In order to further enhance the customer service, we also consider concessionaires and tenants as customers in order to ensure the best experience possible for the travelling public.

- **Concessionaires**

- OTPP recognizes that excellent concessionaire performance is critical to the success of the business, both in terms of revenue generation but also the passenger perception
- OTPP airports have a structure for concessionaire interaction to ensure performance is optimized. This starts with the concession procurement process to ensure bidding firms have the most accurate information including location, flows, traffic, customers, etc.
- Commercial staff work with concessionaires to tailor the offer to the passenger profile including running joint promotions, installing electric point of sale (EPOS) equipment to provide accurate sales data, etc.

- **Tenants**

- OTPP airports have been successful in developing real estate for airline users as well as cargo and corporate headquarter facilities. Real estate development at the airports will become more important in the coming years which will add another layer for potential customer interaction
- For example, in early 2019 Brussels Airport acquired the on-airport Sheraton hotel. We forecast this acquisition to drive significant real estate revenue growth from 2019 onwards as well as unlocking wider commercial development

## Delivering safe and efficient operating conditions to airlines

The relationship with our airline customers is of a critical importance both to develop airports in partnership with them and also to create a more enjoyable passenger experience. Our approach to airline engagement is described further below.

In order to ensure efficiency and aligned operations from an airline perspective, Service Level Agreements (SLAs) are in place with airlines at a number of our airports which set out the level of service to be provided in core areas of importance to airlines. If the service levels are not met, airlines are entitled to penalty payments which ensures the interests of the airports and airlines are aligned.

Further to this and as mentioned in the previous section, airline operations can be tied to customer service as optimisation can often result in benefits for both parties. At Copenhagen Airport, various initiatives have been introduced to enable this:

- Significant investment in common use and self-service technologies
  - These systems result in a reduction in airline costs and also help in increasing process times
- Investment in "Quick stands"
  - These enable passengers to make use of the air bridge at the front and a staircase at the rear end simultaneously without increase in demand for ground staff

OTPP's approach is for each of the portfolio airports to continuously strive to be one of the best operators at managing flight safety and security. The objective is to strengthen each airport's safety management system and reinforce a good safety culture. This safety culture is based on a bottom up and top down approach through making safety management continuously relevant to the individual employee, manager, and partner (supplier, airline, ground handler, etc.). The Audit and Risk Management Committee assists the Board of Directors in

fulfilling its responsibilities with risk management, safety metrics and top ERM risks as key discussion points in all of OTPP's infrastructure investments.

As an example, in 2018, CPH's Safety & Crisis Management department hosted more than 70 dialogue meetings with internal and external airport users. Examples from Copenhagen and Roskilde were discussed, fostering collaboration between different airport stakeholders to address key areas of opportunity.

## Maintaining active public relations functions targeted at travellers, taxpayers and airport tenants

OTPP recognizes the need for its airports to communicate with a wide range of external stakeholders and encourages active and transparent engagement through a variety of communication channels including face to face meetings, consultation events, internet, social media, etc.

Each airport has a comprehensive communications strategy which includes the following:

- Airport displays and use of on-airport advertising sites to promote new flights, highlight offers, reinforce safety and security measures, etc.
- Website with detailed information about the airport including passenger flight information, commercial services (pre-booking car parking, FastTrack, lounge access), development plans, environmental information, etc.
- Social media with active and frequent updates on announcements, operational status, disruption, etc.
- Press releases on a range of topics including promoting new route developments, investment, environmental aspects, community engagement, employment opportunities, etc.
- Printed media and radio features to promote the airport and services.
- Airline engagement through:
  - Monthly meetings of the Airport Operating Committee.
  - Annual consultations on airport charges setting and capital investment plans.
  - Presentation related to the regulatory framework at each airport.
  - Specific meetings to discuss operational developments, construction works, etc.
- Regular Airport Consultative Committee meetings with external stakeholders on topics including airport noise, environmental aspects, development plans, etc.
- Government and regulators – active dialogue and meetings with local and national governments to discuss issues impacting the airport including development plans, surface access, environmental, marketing, etc.
- Airport tenants and concessionaires – customer relationship management approach to actively work with tenants and concessionaires to improve the service offered by the airport and to encourage performance improvements.

## Other considerations

Throughout the Team's collective experience, there are a number of other areas and initiatives that we would look to draw on when considering the operations of STL. These are outlined below:

### Employee Engagement

At Copenhagen Airport, we work in all areas of the company to ensure that we maintain a high level of engagement from all employees, allowing them to develop and fulfil their potential. We offer a variety of initiatives such as a mentoring program for young school leavers who are not yet ready to enter their next stage of education. Similarly, several internal policies are being brought in to enable greater levels of feedback and a drive to further increase motivation through higher employee / manager interaction.

### Diversity and Inclusion (D&I)

The Team recognizes the significant role asset owners, asset managers, and asset operators play in the promotion of diversity and inclusion across its operations and in communities in which the Team operates in

(such as potentially that of St. Louis). Further, the Team believes that greater diversity leads to better governance and business outcomes, which is why diversity and inclusion have been of particular focus to the Team's respective organizations.

OTPP is a strong promoter of diversity and inclusion and in 2017, issued a joint statement with peers calling on institutions and business leaders to help drive meaningful progress on gender diversity across business' offices and boardrooms. OTPP is a member of the 30% Club Canada, which engages board Chairs and CEOs to achieve better gender balance at the board level and at executive management levels. OTPP is a founding member of the Investor Leadership Network, which advocates for greater diversity and inclusion, both within our own organizations and across our portfolio companies, external managers, and the broader investment industry.

At Copenhagen Airport, gender distribution at the management and board level are a particular focus, with the targeted gender distribution already achieved at the board level.

## Health & Safety

The working environment is of the utmost importance in our businesses as it directly correlates to a higher job satisfaction and high level of performance. We assess risks continuously across all of our portfolio airports and ensure there are procedures in place to cope with all scenarios.

An example of ensuring employee comfort and safety was at Copenhagen Airport in 2018 with the introduction of a model whereby managers would engage in conversations with any absent employees on how they can offer care and how CPH can be of assistance.

## Commitment to the Local Community

We would consider local community development as a key objective. We would view ourselves as an important part of the local community of St. Louis and look to give back to the many people who reside in the city.

A prime example of such involvement occurred at Copenhagen Airport, whereby visits to the local community occurred in 2018 in order to facilitate informal discussions with our neighbours. Listening to these ideas is highly valuable as it offers first-hand insight on how we can better run the airport. The airport also strives to ensure open communication on any building activity (amongst other things) to further optimise and enhance the customer experience whilst taking into consideration the impact on the wider community.

Similarly, Birmingham Airport conducted 14 public meetings with regards to a change in flightpaths caused by UK airspace technological and structural changes. These were attended by 600 people and received responses from more than 500 consultees, thus giving rise to a number of important new relationships which have continued to be developed.

## 4.d Safety and Security

### Knowledge of airport safety and security management and methodologies, including TSA security plan approval process

For OTPP airports, having a safe and secure operation is a primary objective. Unlike the structure of US airports, security is the responsibility of the airport operator in each of the countries where the portfolio airports are located.

By adopting a holistic approach to risk management, the ongoing identification, assessment and monitoring of internal and external risks enables each of our businesses to identify changes in the perceived risk exposure at an early stage and ensure timely risk management action.

## Risk Management

Risk management is approached proactively and consistently, ensuring that all risks are handled systematically with the involvement of relevant competencies across each business. Risk management is integrated into each business activity with the aim of preventing and preparing for incidents, reducing uncertainty, leveraging opportunities and helping to meet the airport's strategic goals.

Where a risk arises, it will typically have a range of underlying causes. For each of these, the individual airport's risk management system indicates to what extent the airport is capable of exerting influence and thereby is capable, via preventative measures (e.g. regulations, procedures and internal controls) to affect the likelihood of the risk occurring.

## TSA Security Plan Approval Process

Each of the OTPP portfolio airports has responsibility for all aspects of airport security including perimeter, passenger screening, baggage screening, and the secure airside area. In each country, (UK, Denmark, Belgium), the airport must comply with the respective National Aviation Security Plan with detailed plans submitted and approved by the respective authorities with responsibility for overseeing aviation security.

The management of security is a continuous proactive process. Security audits and compliance testing is carried out on a regular basis by the Government authority, with any issues identified and immediately remedied.

OTPP will leverage the Altitude team's various experience in the U.S. and across the TSA Security Plan Approval Process, including its development of a dedicated low-cost terminal facility at Austin Bergstrom Airport. This project included gaining agreement from the TSA on security process and operational protocols, and with Customs and Border Protection on facility requirements and operational protocols, as well as interfacing with the airport's safety and security plan.

The Team will be further supplemented with advisors / consultants with detailed knowledge of TSA and FAA requirements.

## Experience in emergency response support

An important element in running a safe and secure airport is a constant focus on emergency response. Each of the OTPP portfolio airports have detailed emergency response protocols and procedures in place to enable the airport and the responsible players to prevent significant incidents and to react appropriately during significant crises.

The key features of an efficient emergency plan are cross-discipline coordination and training, creating robust and adaptable emergency services responses to particular incidents.

Emergency response efforts at each airport are closely synchronized with the dedicated emergency response players on site, including first and foremost the municipal emergency responders and the police, who are responsible for coordinating responses at the airport.

The various emergency responders regularly coordinate the relevant emergency response plans and monitor them through a wide range of exercises at the airport. This means that the plans are continuously fine-tuned for specific risks and available resources.



As an example, at Copenhagen Airport in 2018, four large-scale exercises were conducted with the focus on practicing the coordination between the various players at the airport and the emergency services. Exercises were carried out at various levels, from the tactical to the strategic.

On 2 October 2018, a major emergency drill was used to practice the sections of the Copenhagen Airport Master Alarm and Emergency

Plan dealing with standby landings and handling an expected landing accident.

The collaboration between Security, Fire and Rescue, and ground handlers enabled the airport to effectively support the authorities in their efforts, thereby creating the fastest possible situation overview, and giving them the best conditions for making decisions.

Airport emergency response efficiency at each of the OTPP airports can be maintained because the many different players engage in active collaboration – an important precondition for robust airport emergency services.

## Background in relevant traffic engineering standards, specifications, policies, practices, and processes

Having effective surface access strategies at each of the OTPP airports is critical to enabling passenger growth. Each airport has a surface access strategy that sets out targets for how passengers and staff access the airport in line with demand and local, regional and wider environmental targets.

The surface access strategy is an important enabler to ensuring our airports increase sustainability by offering compelling alternatives to vehicular access which contributes to reducing the carbon footprint, greenhouse gas emissions, and impact on local roads.

The Airport Surface Access Strategy sets out public transport mode share goals for passengers and staff with specific initiatives to encourage more use of public transport. In addition, the surface access strategies set out how the airport interfaces with the local and national road and public transport networks, and capacity improvements required to support sustainable growth of the airport.

At our airports, this approach has seen a material increase in the public transport modal share as the airport throughput has increased. This has included the following initiatives:

- **London City Airport:** working with the Docklands Light Railway to increase capacity and frequency of trains serving the airport and improving local bus services.
- **Bristol Airport:** establishing the Bristol Flyer express high frequency between the airport and main train station, with over one million passengers using the service each year. New bus services to major towns have also been established.
- **Copenhagen Airport:** maximizing the number of passengers and staff utilizing public transport and other sustainable transport modes to access the airport with 61% of passengers using the Metro (25%), train (33%), and bus (3%) services.
- **Brussels Airport:** supporting new rail services to increasing public transport share to 33% in 2018 (train 26%, bus 7%) and adding first trambus in Belgium in April 2019 with service between the airport and city center which will further increase public transport options and share.
- **Birmingham Airport:** initiatives to increase passenger rail use has resulted in an increase from 14.8% in 2010 to 23.1% in 2016, with staff rail use increasing from 6.7% to 12% between 2010 and 2018.

Where improvements to local airport road capacity and interchanges with the national road network, the individual airports work closely with leading engineering design firms to establish the requirements to meet demand (impacted by target modal shares), develop design options, and discuss and agree solutions with the relevant local and national authorities.

## Environmental management expertise

OTPP ensures that environmental management is a key focus at its airports. All of OTPP's portfolio airports operate an Environmental Management System (EMS), that covers both landside and airside operations, which continually review and monitor the airports environmental performance in order to manage and potentially minimize environmental impacts on the communities our airports operate in. EMS helps with day-to-day reporting and compliance procedures.

Key priorities for OTPP's airports are to reduce the environmental and noise footprint, as well as active decarbonization of the businesses. For example, given the 4 tonnes of plastic waste generated at Birmingham Airport, the Plastics Reduction Policy initiative was introduced whereby water stations were placed adjacent to the main security search areas, encouraging passengers to refill water bottles rather than dispose of them.

Working with the local council and Natural England, Birmingham Airport owns and actively manages a 42-hectare site to protect and enhance it for wildlife – e.g. by installing 'kissing gates' and plating native species.

The Sound Insulation Scheme is also an important initiative which enables nearby households and school to benefit from generous funding that is made available to them. Over \$100,000 has been spent insulating homes and over \$35,000 on replacing roofing at a nearby school, allowing for significant reduction in noise levels.

Reduction of CO<sub>2</sub> is also of high importance. Airport Carbon Accreditation is empowering the efforts of airports to work together to make further strides in managing, reducing and ultimately neutralising their carbon footprint and has 4 levels of certification. To apply for certification at one of the 4 levels of the programme, airports must have their carbon footprints independently verified in accordance with ISO14064 (Greenhouse Gas Accounting).

The current status of the OTPP airports is illustrated in the table below, outlining the sheer importance and focus applied to this

**Figure 5: ACI Certifications**

	ACI Certification	OTPP Airport
<b>Level 1</b>	<p><b>MAPPING:</b> Footprint measurement</p> <ul style="list-style-type: none"> <li>— Determine emissions sources within the operational boundary of the airport company and calculate the annual carbon emissions.</li> <li>— Compile a carbon footprint report.</li> <li>— Engage an independent third-party to verify the carbon footprint report</li> </ul>	
<b>Level 2</b>	<p><b>REDUCTION:</b> Carbon management towards a reduced carbon footprint</p> <p>All of the above plus:</p> <ul style="list-style-type: none"> <li>— Provide evidence of effective carbon management procedures.</li> <li>— Show that reduction targets have been achieved.</li> </ul>	 <p>BRS aiming for Level 3 by 2020</p>
<b>Level 3</b>	<p><b>OPTIMISATION:</b> Third party engagement in carbon footprint reduction</p> <p>All of the above plus:</p> <ul style="list-style-type: none"> <li>— Widen the scope of carbon footprint to include third party emissions.</li> <li>— Engage third parties at and around the airport.</li> </ul>	 <p>Aiming for Level 3+ by the end of 2019</p>
<b>Level 3+</b>	<p><b>NEUTRALITY:</b> Carbon neutrality for direct emissions by offsetting</p> <p>All of the above plus:</p> <ul style="list-style-type: none"> <li>— Offset remaining emissions to achieve carbon neutral operations for all emissions over which the airport has control.</li> </ul>	 

## 5. Financial Capability

### 5.a Ability to Raise Equity and Debt Financing

OTPP plans to utilize a mix of equity and third-party debt financing to fund this transaction, with all financing committed at bid.

OTPP plans to fund 100% of the equity internally and leverage its relationships with third party financiers and its financial advisor, MacCap, to arrange for third party debt financing. OTPP has a vast network of third-party financing relationships from financing the acquisition of their 21 portfolio companies, as well as the continued refinancings of each of those debt programs.

OTPP and MacCap have already engaged in planning for the outreach and third-party financing structure for this transaction. OTPP will pursue several third-party funding options, ensuring appropriate competition among them, and will evaluate the trade-offs between different solutions in order.

MacCap has a leading debt capital markets (“DCM”) platform of more than 80 debt capital markets, sales, and trading professionals globally. MacCap’s in-house DCM arm focuses specifically on infrastructure project financing, is a leader in executing large and complex transactions and uses its breadth of relationships and capabilities for the financing execution.

MacCap has extensive experience in live bid opportunities requiring debt financing. Through these processes, MacCap engages with all of the major lenders who focus on infrastructure projects on a day-to-day basis and is up-to-date on the current state of debt markets for the Airport.

MacCap’s track record of successful financings includes the largest project financings ever undertaken – the Freeport LNG projects – and a number of recent transactions such as the Stonepeak Lonestar Holdings, Long Beach Container Terminal, Chicago Parking Meters and Sparks Battery Holdings. As of March 31, 2019, MacCap had closed 417 transactions worth more than \$351 billion and raised more \$117 billion in debt across the globe.

**Table 8: Select Recent Experience of Macquarie’s Americas Infrastructure and Energy Debt Structuring and Raising**

Transaction	Date	MacCap Role	Debt Size	Facilities
Stonepeak Lonestar Holdings	2019	Left Lead Arranger	\$830m	TLB
Long Beach Container Terminal (LBCT)	2019	Financial Advisor and Sole Lead Arranger	Undisclosed	TLA
Chicago Parking Meters	2019/ 2018	Financial Advisor	\$1,200m	IG Bond / PP
Sparks Battery Holdings	2019	Sponsor and Debt Arranger	\$135m	TLA
Meadow Creek & Canadian Hills Wind	2018	Active Bookrunner / Co-Placement Agent	\$245m	IG Bond / PP
SeaPort	2018	Left Lead & Sole Arranger	\$190m	Private TL
Paradigm Energy Partners	2018	Financial Advisor and Left Lead & Sole Arranger	\$425m	TLB
Canadian Breaks	2018	Sponsor and Debt Arranger	\$235m	TLA
Norte III CCGT	2017	Sponsor and Debt Arranger	\$716m	TLA
FLNG Investments	2017	Sole Arranger	Undisclosed	Mezzanine
OSU Energy PPP*	2017	Sponsor and Debt Arranger	Undisclosed	TLA / IG Bonds
Sparks Battery Holdings	2017	Sponsor and Debt Arranger	Undisclosed	TLA
Western Generation	2016	Financial Advisor and Left Lead Arranger	\$305m	TLB
Millennium Garages	2016	Financial Advisor	\$370m	TLA
Carlsbad Desalination	2016	Financial Advisor and Sole Lead Arranger	\$200m	Private TL
Cleco Corp.	2016	Financial Advisor	\$1.9b	TLA / IG Bonds
Indiana Toll Road	2015	Financial Advisor	\$2,900m	TLA / IG bonds
Freeport Train 3	2015	Financial Advisor	\$3,600m	Term Loan A
Footprint Power	2015	Financial Advisor	\$730m	Term Loan A
KentuckyWired P3	2015	Sponsor and Debt Arranger	\$289m	Tax Exempt Bonds
Freeport Trains 1&2	2014	Financial Advisor	\$8,000m	Term Loan A

MacCap’s deep market expertise coupled with its extensive transaction experience complements OTPP’s strong financing track record, and as such reinforces certainty of execution in securing an optimal debt financing package for the Airport.

The ultimate debt financing plan implemented by OTPP will be developed based on a robust and a multi-track approach which ensures best pricing and terms and minimizes risk of delay to financial close through

redundancy and trusted relationships. OTPP will assess several primary sources of debt capital, including bank debt, public and private placement bonds, and potentially tax-exempt bonds if structurally available. Based on initial discussions with potential lenders, several major banks and institutional investors have shown a strong interest in supporting OTPP in this transaction and in providing debt financing to the project, given it's a rare opportunity to participate in an acquisition of an operational US airport with stable air traffic demand, supported by the high expertise and value that the Consortium members are bringing to the transaction.

Some of the interested potential lenders, listed below, include leading project finance banks and institutional investors actively financing infrastructure projects with a risk profile similar to the Airport's.

**Table 9: Sources of Capital**

Sources	Lenders/ Investors	Role / Description
<b>Commercial Banks</b>		<ul style="list-style-type: none"> <li>It is anticipated that funding for a bank debt solution would be provided by a syndicate of leading US and foreign banks</li> <li>Bank debt provides a shorter-term solution of generally up to 7 to 10 years in tenor, but with a robust and well-developed execution process</li> <li>A financing with commercial banks will not require an external credit rating, providing therefore some additional flexibility with respect to debt terms</li> </ul>
<b>Capital Markets</b> (Placement Agents, Infrastructure Debt Funds & Private Placement Investors)	<p>Bond underwriters:</p>	<ul style="list-style-type: none"> <li>By accessing the infrastructure bond and US private placement investor base, OTPP can access investors with the most aggressive return requirements and reduce the cost of long-term debt financing. The future cost savings of using these forms of long-term debt will be factored into our bid and result in a valuation uplift for the City of St. Louis</li> <li>OTPP expects a bond issued in the 144A/Reg (S) would represent a competitive option to fund the long-term debt requirements for the Project</li> <li>OTPP will also analyse an 4(a)(2) private placement option. US private placement investor universe is predominantly comprised of large, financially stable insurance companies with investment mandates to buy and hold project bonds, increasing the stability of the Project's capital structure</li> <li>Exploring US private placement financing options will supplement the commercial bank debt and capital market solutions to achieve an optimal debt financing structure</li> </ul>

## 5.b Description and Identification of Equity Ownership

OTPP is a C\$201.4 billion (~\$150 billion) pension plan with over \$13 billion invested into infrastructure projects. Currently, infrastructure makes up approximately 8% of plan assets, and this is well below the plan's target infrastructure allocation, given that the plan views infrastructure as an attractive asset class to match the fund's liability profile. As a result, there is significant capital available for infrastructure investment and the team is in active deployment mode. The team focused on the St. Louis airport has discussed this investment opportunity with its infrastructure investment committee and has approval to dedicate time and resources to the transaction.

OTPP is rated AA1 by Moodys, AA+ by Standard & Poor's and AAA by DBRS. The major factors supporting the rating for OTPP include:

- Consistently high investment returns
- Sophisticated risk culture across the organization

- Robust liquidity ensuring strong coverage by high-quality liquid assets
- Innovative pension funding levers, including flexible inflation protection mechanism
- Strong legislative and governance frameworks
- Independence from sponsors

On top of the significant amount of capital at our disposal, OTPP has nearly 20 years of track record in executing complex infrastructure transactions which require the investment of large equity cheques. We believe that we have a reputation of being a reliable anchor of equity consortiums, who differentiate ourselves by doing intensive due diligence to build conviction around a strategic business plan, and then investing equity cheques often in excess of \$1 billion. Based on our current expectation of the size of equity check needed for this transaction, we believe that the equity required will be very comparable to the size of many of our existing portfolio companies.

Select relevant OTPP transactions are listed below. Most equity value figures are confidential, but to provide a flavour of the size of transactions that OTPP has historically invested in, please note the following publicly announced Enterprise Values:

- Chicago Skyway Toll Road: \$2.8 billion (OTPP 33% ownership)
- Sydney Desalination Plant: A\$2.3 billion (OTPP 50% ownership)
- High Speed One Rail: £2.1 billion (OTPP 50% ownership)

Deal	Location	Description	Closed	Transaction Value >\$1bn	Government Stakeholders
London City Airport (2016)	UK	London City is London's fastest growing and most conveniently located freehold airport	✓	✓	✓
Chicago Skyway Toll Road (2016)	USA	Chicago Skyway is an 8 mile toll road that forms a critical link between downtown Chicago and its south-eastern suburbs	✓	✓	✓
Sydney Desalination Plant (2012)	Australia	OTPP acquired a stake in the plant as part of a privatization process run by the New South Wales government, which raised A\$2.3billion for the government	✓	✓	✓
Brussels Airport (2011)	Belgium	Brussels Airport is the principal airport in Belgium and is serving as a Star Alliance hub with Brussels Airlines as a home carrier	✓	✓	✓
Copenhagen Airport (2011)	Denmark	Copenhagen Airport is the largest airport in Scandinavia, located 8 kilometers southeast of Copenhagen city center	✓	✓	✓
High Speed 1 Rail (2010)	UK	OTPP acquired a stake in High Speed 1 as part of a privatization process run by the UK Government, in a process that raised £2.1 billion	✓	✓	✓
Birmingham Airport (2007)	UK	Birmingham Airport is the seventh largest airport in the UK and is located southeast of Birmingham, the UK's second largest city	✓	✓	✓
GCT Global Container Terminals (2006)	USA	GCT Global Container Terminals operates four container terminal ports in New York, New Jersey and Vancouver, Canada	✓	✓	✓
Bristol Airport (2001 – 2014)	UK	Bristol Airport is the largest airport in the South West of England and the main gateway for the region	✓	✓	✓

OTPP has well-established relationships with third-party debt financiers, having access to a large and diversified pool of capital in the pursuit of new transactions and also in managing the debt programs at our portfolio companies. These key relationships will be leveraged for the implementation of a successful financial closing. OTPP also possesses substantial prior experience with respect to the financiers' due diligence requirements and

overall bank and bond credit, documentation and funding processes. This gives OTPP a high degree of confidence in its ability to secure a competitive debt package and achieve financial closing in a timely manner. Select financing packages arranged and committed for bid processes are shown below:

Deal	Opportunity Year	Location	Closed	Transaction Value >\$1bn	Bonds	Bank
Chicago Skyway Toll Road	2016	USA	✓	✓	✓	✓
London City Airport	2016	UK	✓	✓	-	✓
Indiana Toll Road	2015	USA	-	✓	-	✓
Port of Botany	2013	Australia	-	✓	-	✓
Sydney Desalination Plant	2012	Australia	✓	✓	-	✓
High Speed 1 Rail	2010	UK	✓	✓	-	✓
GCT Global Container Terminals	2006	USA	✓	✓	-	✓

## 6. Contacts and Advisors

### 6.a Contact Person

**Table 10: Contact Person**

Name and Title	Telephone Number	Email Address
<b>Daniel Rossetti</b> Director, OTPP Infrastructure & Natural Resources 5650 Yonge St, Toronto, ON M2M 4H5, Canada	Tel: (416) 730-5119	Daniel_Rossetti@otpp.com

### 6.b Expected Advisors

**Table 11: Expected Advisors**

Name and Title	Telephone Number	Email Address
<b>Legal – White &amp; Case</b>		
Dolly Mirchandani - Partner	Tel: +1 (212) 819-8672 Cell: +1 (646) 220 4257	dolly.mirchandani@whitecase.com
<b>Market and Technical – Altitude Aviation Advisory</b>		
Seamus Kealey – Director	Tel: +44 (0) 1483 221-891 Cell: +44 (0) 7803 249-340	seamus.kealey@altitudeaa.com
<b>Financial – Macquarie Capital</b>		
Rob Valentine – Senior Managing Director	Tel: +1 (212) 231-6405 Cell: +1 (646) 379-8952	rob.valentine@macquarie.com

OTPP expects to engage the following types of advisors during the RFP stage. This represents a non-exhaustive list of our current view of advisory needs:

- Tax and financial due diligence advisors
- Legal advisor with local expertise
- Legal advisor for debt financing sources
- Insurance due diligence advisor
- Macro-economic forecasting advisor

## 7. Disclosure of Conflicts

We confirm that our Team Members do not have anything to disclose with respect to any associations, current or prior dealings, relationships and/or existing contracts with:

- the City, its employees and elected representatives
- any airlines operating at the Airport, current lessees or individuals doing business with the Airport, and suppliers of goods or services to the Airport, as it relates to this transaction.

We have inquired of our advisors regarding the same and each advisor has confirmed that they also do not have anything to disclose in this regard.

Respondent is also submitting an executed certification of conflict of interest document as required by Appendix A to the RFQ. Please see Appendix 5 for the signed Conflict of Interest Policies from each Respondent.

For the sake of completeness and transparency, we would like to advise you that OTPP holds at least one board seat at each of the 5 airports in which it currently holds an equity stake and may receive confidential or sensitive information regarding airlines, concessionaires and other services providers that may also provide goods or services at the St. Louis Airport. However, any such information will not be related to the transaction and in accordance with fiduciary duties owed in the capacity of a director to such airports, any such information will not be used in connection with this transaction

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# 8. Comparable Projects

**Table 12: Comparable Projects – Non-Airports**

		● Demand Risk ● Transport ● Regulatory Environment
Project	Description	How is it related to the proposed Agreement?
 Acquired: 2016 	<ul style="list-style-type: none"> <li>12.5km toll road that forms a critical link between downtown Chicago and its south-eastern suburbs</li> <li>Essential part of the Chicago road network. Delivers time saving for its users in one of the busiest corridors in the U.S</li> <li>Offers excellent time value for money in peak congestion periods, saving ~20-25 minutes on a 45-50 minute trip</li> </ul>	<ul style="list-style-type: none"> <li>Privatized in 2005 under a 99-year concession agreement</li> <li>Delivered a major canopy rehabilitation project in 2018. Completed on time and budget. Improved overall appearance of the road and also signage and functionality, allowing for better flow traffic through the plaza</li> <li>Collaborative relationship with the City of Chicago, who have recently held ribbon-cutting event for completion of the canopy rehabilitation project</li> </ul>
 Acquired: 2010 	<ul style="list-style-type: none"> <li>The UK's only high speed railway</li> <li>Regulation allows inflation adjusted return on assets and to pass through costs to train operating companies</li> <li>OTPP sold its stake in HS1 in 2017</li> </ul>	<ul style="list-style-type: none"> <li>Concession to operate, maintain and renew the rail line until 2040, connecting St. Pancras to Channel Tunnel (inc. 4 stations along the route)</li> <li>Successful public infrastructure transaction of greater than \$1 billion through a competitive privatization process, run by the UK government</li> <li>Collaborative relationship with British government, who ran privatization process through state-owned London &amp; Continental Railways</li> </ul>
 Acquired: 2012 	<ul style="list-style-type: none"> <li>Sydney Desalination Plant is one of the largest operating desalination plants in the world</li> <li>Essential Sydney infrastructure, the asset provides ~15% of Sydney's daily water demand (~600 GL per annum)</li> <li>SDP operates under a 50 year lease with a freehold transfer of the assets to the lessors at the end of the lease term</li> </ul>	<ul style="list-style-type: none"> <li>Delivered a major rebuild project in 2018, which was completed on time and under budget, due to damages caused by a major tornado in 2015</li> <li>Acquired in 2012, OTPP co-led this successful privatization transaction in excess of \$1 billion (A\$2.3 billion) from the NSW government</li> <li>Collaborative relationship with State-owned Sydney Water Corp, which ran the privatization process and are the off-taker for the plant</li> </ul>
 Acquired: 2007 	<ul style="list-style-type: none"> <li>Essbio and Esval, provide drinking water production and distribution services along with waste water collection and treatment in 5 regions of Chile</li> <li>More than 1.75m customers (36% market share)</li> </ul>	<ul style="list-style-type: none"> <li>Major capex for improving quality of service, coverage of network, water loss reduction, energy efficiency, sludge disposal and sewage infiltration</li> <li>OTPP successfully led the acquisition of essential infrastructure in a transaction in excess of \$1 billion</li> </ul>
 Acquired: 2008 	<ul style="list-style-type: none"> <li>Diversified energy company comprised of 7 individual operating entities in Chile</li> <li>Saesa Group has 764,000 clients (15% market share) and sales of 3,060 GWh (10% market share)</li> </ul>	<ul style="list-style-type: none"> <li>Regulated electricity distribution and sub-transmission, generation (both regulated and unregulated) and a small power marketing and trading arm</li> <li>Major capex programs associated with improvement of quality of service</li> <li>OTPP successfully led the acquisition of essential infrastructure in a transaction in excess of \$1 billion</li> </ul>
 Acquired: 2006 	<ul style="list-style-type: none"> <li>Global Container Terminals is one of the top 4 container terminal operators in North America</li> <li>GCT operates on both the east and the west coasts (Vancouver, New York, New Jersey)</li> </ul>	<ul style="list-style-type: none"> <li>~C\$300m project at Deltaport near completion and will expand capacity allowing company to meet forecast demand / operate more efficiently</li> <li>Structure sale leaseback with the PANYNJ to fund \$325m expansion of Bayonne Terminal, creating a semi-automated terminal / doubling capacity</li> <li>Collaboration with PNYNJ, which is the largest port on the east coast</li> </ul>

# Copenhagen Airport

## Overview



Copenhagen Airports A/S operates Copenhagen Airport (and the smaller Roskilde Airport). Copenhagen Airport (CPH) is the largest airport in the Nordic region serving as the main transfer hub for Scandinavian Airlines (SAS), Star Alliance member and an important base for low cost carriers including Norwegian. The airport's strategy is to support and expand the hub for SAS, and provide an efficient base for other airlines.

Roskilde Airport, located close to Copenhagen is used for corporate flights and general aviation, pilot training, and air taxi flights. Group subsidiaries include Copenhagen Airports Hotel, Real Estate Company A/S and Copenhagen Airports International A/S, the operations and management consultancy business.



<b>Runways / Terminals</b>	3 runways / 2 terminals
<b>Airlines (2018)</b>	84 (1 SAS, 2 Norwegian, 3 easyJet)
<b>Routes Served (2018)</b>	181
<b>Passengers (2018)</b>	30.3m
<b>Cargo Tonnes (2018)</b>	356,343
<b>Acquisition Year</b>	2011
<b>Ownership</b>	Danish State (39.2%), OTHP (30%), Danish Labour Market Supplementary Pension (ATP) (30%), various minority investors

## Performance

Focus on passenger service quality and operational efficiency has delivered significant results with performance since 2013 set out below.

<b>Traffic</b>	Ca. 6.2m passengers added, 4.7% CAGR 43 new routes added 5.7m transfer passengers
<b>Employees</b>	Increase from 2,122 to 2,472, 3.1% CAGR
<b>Investment</b>	c. \$1.1bn total investment
<b>Main Investments</b>	New pier E (2019) Terminal 2 infill expansion Expanded security search area (2018) New elevated walkway from metro to security checkpoint

## Awards

**Europe's most efficient airport:** ATRS (Air Transport Research Society) ranked CPH as Europe's most efficient airport 13 of the last 15 years. This is the result of continuous effort to improve operations, facility design, new technology and understand how facilities and infrastructure are used by airlines, ground handlers, concessionaires, airport, authorities etc.

**13 TIMES** IN 15 YEARS  
MOST EFFICIENT AIRPORT  
IN EUROPE BY ATRS

**Passenger service quality:** Optimizing processes, use and design of facilities translate into financial benefit for airport and airlines, and best in class service quality to passengers. SkyTrax continuously ranks CPH among the best airports in the world.



**Commercial excellence:** Efficient facilities and a great commercial offer help to create an excellent travel experience. Commercial activities are an integral part of the operational concept with CPH recognized as a world leader in airport commercial activities and concession management.



**Superior service delivery:** Passenger service is delivered by a number of parties i.e. airlines, handlers, authorities, airport, etc. CPH encourages all partners to focus on service delivery. For example, CPH is responsible for passenger security screening with average waiting time in 2018 of 3.6 minutes and no passenger waiting longer than 20 minutes.



**Airline Marketing and Route Development:** CPH recognizes that airports must compete for airline capacity. An increasing focus on the airport’s role in promoting the city, region and country by securing excellent air services led to creation of a dedicated Airline Marketing team recognized by airlines as one of the worlds’ best.



## Mixed Use – Maple Leaf Square – Toronto, ON

Maple Leaf Square is a multi-use complex and public square in downtown Toronto, Canada, that was jointly developed by Cadillac Fairview (37.5%), Maple Leafs Sports Entertainment (“MLSE”) (37.5%), and Lanterra (25.0%). The complex has 1,800,000 square feet of usable space covering 2.1 acres and includes:

- 2 (44 / 40 stories) residential towers (900 units)
- A 10-story commercial podium
- Le Germain-branded hotel (170 rooms)
- Office space totalling 200,000 square feet
- More than 100,000 square feet of retail & dining

The complex was completed in 2010 after a 42-month construction period and was part of a multi-phased redevelopment of Toronto’s South Core. At the time of the development, MLSE was majority-owned by OTPP, and the development serves to highlight OTPP’s ability to partner with its portfolio companies and development platforms to successfully deliver complex projects



## 9. Acknowledgements, Confirmations, and Attestation

### 9.a Acknowledgment of the City’s Priorities

Gateway Airport Partners hereby acknowledges the City’s priorities:

- Improvement of the Airport for all stakeholders, including incremental uses of the Airport’s significant excess capacity.
- Net cash proceeds to the City, upfront and / or over time for non-Airport purposes.
- Community and economic development in St. Louis and across the region.

### 9.b Acknowledgment of Additional Requirements

Gateway Airport Partners hereby acknowledges the following additional requirements:

- The City emphasizes and City law stipulates minority business enterprise (MBE) and women’s business enterprise (WBE) requirements with respect to the City’s third party contracting. Further details on MBE/WBE requirements will be provided during the RFP stage.
- The Lease will set out a comprehensive framework for the future employment of all current Airport employees and requirements to ensure continued compliance with collective bargaining agreements. The private operator will be required to offer employment to all current Airport employees at a compensation level that is at least equal to their current compensation level, plus an annual increase of at least 1.5% above their current annual salary during the first five years following the transaction closing. The private operator will be expected to develop and implement fair employment practices, and as a condition of employment, employees will be expected to perform their duties with adequate competence, attendance, and service to the public.

### 9.c Confirmations and Attestations

- Gateway Airport Partners confirms that it does not and will not have an exclusive relationship with a lender related to this transaction.
- Gateway Airport Partners’ Certification of Conflict of Interest document has been appended to the RFQ.

## 10. Claims, Litigation, and Contract Dispute

OTPP, OAIL and CAI note the following with respect to claims, litigation, and contract disputes:

Criteria	Response
i. Criminal claims	None
ii. Any civil claims or litigation in excess of \$10,000,000; or	OTPP is disclosing Bow City Power Ltd. v. OTPPB SCP Inc. et al. Court File # 1401-13085 and jurisdiction of Calgary, Alberta, Canada (Refer to Appendix A.2 for further information)
iii. Any civil claims or litigation having a material impact on the operations of OTPP; or	None
iv. Contracts under which OTPP was obligated to provide goods or services, having a total contract or project value in excess of \$10,000,000, and which, in the last 15 years, were terminated by the counter-party for cause against the Disclosing Party or for convenience.	None
v. Circumstances in the last 15 years in which a Disclosing Party, or a team in which the Disclosing Party was a participant, failed to close on a contract awarded to it, where such failure was not excused or where a bid, proposal, or closing security was surrendered or drawn upon because of such failure.	None

# 11. Evaluation

As presented in this report, the Team is well-qualified to participate in RFQ based on the below criteria.

**Table 13: Evaluation of Criteria**

Criteria	Qualifications
Experience in managing airport(s) similar in scope, scale, and complexity to St. Louis within the past seven years, including relevant examples of aeronautical and non-aeronautical improvements	<p>OTPP, OAIL, and CAI possess significant experience in the long-term management and operation of global airports similar in scope, scale, and complexity to STL.</p> <p>The Team's ability to bring top-class management and enhance airport operations can be observed in OTPP's current airports portfolio, which includes Copenhagen, Brussels, Birmingham, Bristol and London City airports.</p> <p>The team has engaged Altitude to provide their global market and technical knowledge for this transaction.</p> <p><b><i>Please refer to Section 4.a for further detail.</i></b></p>
Experience in delivering material capital improvement programs for material maintenance and upkeep programs, terminal expansion, and/or new construction and the size of the capital programs managed	<p>OTPP, OAIL, and CAI have substantial experience in delivering, managing and overseeing capital improvement programs.</p> <p>OTPP has invested over \$2.4 billion over the last six years in its airports portfolio.</p> <p>Landmark projects include Brussel's 35,000m2 connector building and London City's ongoing Terminal and Airfield Expansion Program.</p> <p><b><i>Please refer to Section 4.b for further detail.</i></b></p>
Successful leadership of public infrastructure transactions of greater than \$1 billion	<p>OTPP and OAIL have a history of successful execution and leadership in large public infrastructure transactions.</p> <p>OAIL's asset management expertise certifies that top-class strategies and practices are consistent across OTPP's airport portfolio in regard to operations, service, safety, risk management, etc.</p> <p><b><i>Please refer to Section 4 and 5 for further detail.</i></b></p>
Experience in developing airport or other infrastructure-adjacent real estate for airport and nonairport purposes	<p>CF, OTPP, and OAIL have significant knowledge in developing infrastructure-adjacent real estate for both airport and non-airport purposes.</p> <p>Recent airport projects include Copenhagen's Airside Lounge Expansion and Bristol's Multi Story Car Park.</p> <p>CF will advise the team's real estate / property solution and provide ongoing real estate / property support.</p> <p>With a portfolio valued at ~\$31 billion, CF is one of the largest developers and operators of office, retail, industrial and mixed-use properties in North America.</p> <p><b><i>Please refer to Section 4.b and Appendix A.1 for further detail.</i></b></p>
Management of public infrastructure in a manner that served the objectives of stakeholders, including local constituents and infrastructure users	<p>As a pension plan and long-term investor, OTPP is notable by its reputation, commitment, and willingness to establish close relationships and work with all stakeholders to ensure objectives are aligned.</p>

Criteria	Qualifications
	<p>OTPP currently works with government and local authorities in many capacities, including as co-shareholder to airport assets. OTPP, OAIL, and CAI have as a key goal to deliver top quality service to airport users, as exemplified through the successful operation and management of Copenhagen Airport.</p> <p><b><i>Please refer to section 4.c and 4.d for further detail.</i></b></p>
<p>Financial information indicating success in raising equity and debt capital to support similar projects of this nature and the ability to do so for a potential St. Louis transaction</p>	<p>OTPP's has a strong track record of successfully raising equity and debt capital in similar projects. Additionally, the team has retained MacCap to provide financial and debt advisory services, which are complemented by their deep knowledge of North American infrastructure and airports.</p> <p><b><i>Please refer to Section 5 for further detail and Appendix A.1 for further detail.</i></b></p>
<p>Acknowledgements of City priorities for:</p> <ul style="list-style-type: none"> <li>— Improvement of the Airport for all stakeholders, including incremental uses of the Airport's significant excess capacity</li> <li>— Net cash proceeds to the City, upfront and/or over time for non-Airport purposes</li> <li>— Community and economic development in St. Louis and across the region</li> </ul>	<p>The team acknowledges the City's priorities outlined and reiterates its commitment to working closely with the City and all stakeholders in achieving these objectives. Gateway Airport Partners has the requisite experience in successfully transitioning assets from government to private ownership to ensure a smooth transition for the City of St. Louis</p> <p><b><i>Please refer to Section 9.a for acknowledgements.</i></b></p>
<p>Acknowledgement of City-Related Commitments regarding:</p> <ul style="list-style-type: none"> <li>— MBE / WBE requirements with respect to third party contracting</li> <li>— Retention of current Airport Employees</li> <li>— Lack of lender exclusivity as it relates to this transaction</li> <li>— Conflicts of Interest certification</li> <li>— Defeasance of all outstanding Airport debt</li> </ul>	<p>The team acknowledges the City-Related Commitments outlined for this transaction.</p> <p><b><i>Please refer to Sections 9.b and 9.c for acknowledgements, confirmations and attestations.</i></b></p>

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## A.1 Additional Team Information

### Ontario Airports Investments Limited

OTPP's controlled (99.9%) dedicated airport asset management company OAIL provides specialized airport investment management services for OTPP's portfolio airports and acquisitions.

OAIL provides active support to each airport's business strategy, finance, operations, and risk management, helping drive sustainable growth.

- OAIL professionals have extensive experience in airport infrastructure investment and management in Europe and the US, with over 40 years combined aviation experience
- OAIL team has extensive experience directing the management of sophisticated international airports and is in frequent contact with all stakeholders, including airport management, airlines, concessionaires, governments, and regulatory bodies

Key contributions from the OAIL team to airports under management:

- Facilitating identification and sharing of best practices across OTPP's airport portfolio
- Frequent contact with all stakeholders, including the City, airlines, concessionaires, Government and regulatory bodies
- Influence both through formal committees, working groups and informal discussions
- Actively participate in all strategic, financing, risk management, and talent management activities
- Actively facilitating best practices sharing and benchmarking across the OTPP airport portfolio:
  - Airline growth strategy / partnership with a focus on sustainable route development
  - Retail performance
  - Car parking yield management
  - Operational efficiency to benefit turnaround times and passenger experience
  - Safety and security
  - Sustainable environmental management and decarbonizing the business
- Ensuring appropriate governance structures
- Shaping business plans and budgets
- Developing profitable and sustainable growth strategies
- Focusing on right sizing capital investment projects with experience of modular expansion to provide world class facilities for airlines and passengers
- Disciplined operational cost expenditure to keep charges competitive in relevant market
- Monitor business performance
- Lead refinancing initiatives to ensure the business has access to appropriate funding

### Copenhagen Airports International

Copenhagen Airports A/S is widely regarded as one of the world's best and most efficient airport operators. Copenhagen Airports International, 100% owned by Copenhagen Airports (in turn owned 30% by OTPP), provides airport operating, development, and commercial support to a range of international airports.

CAI's services have improved the passenger travel experience, increased airport efficiency, reduced operating costs, increased revenues, and delivered world class projects and airport facilities for clients and their business partners across the globe.

CAI has operated in the international airport management, projects, and transaction market since 1996; completing numerous airport transactions and advisory projects, including a number of projects in the United

States. CAI has a core team of professionals with worldwide airport management and advisory experience and is supported by world class specialists within the Copenhagen Airports organization.

CAI has completed more than 25 advisory assignments during the last 5 years.

Two examples of long term operational and management support engagements are set out below:

### ASUR, Mexico:

ASUR is a Mexican airport group operating 9 airports in Mexico, 6 Airports in Colombia, and San Juan Airport in Puerto Rico. Processing more than 50 million passengers per annum (“mppa”). Cancun Airport is the largest airport within the group, with c.25mppa in 2018.

CAI has provided support on defined projects and seconding key management positions to secure the transfer of know-how within all airport business areas. Since 2010, CAI has provided ongoing management and operational advisory services to ASUR.



### New Istanbul Airport, Turkey:

Since 2015, CAI has been the operating partner to IGA, the consortium responsible for the construction and operation of the New Istanbul Airport (“IGA”). CAI has assisted IGA in the development of the airport, with the first phase being designed for up to 90mppa and fully developed for up to 180mppa. The airport successfully commenced full operations in April 2019. CAI provides the following services to IGA:



- Development of operational strategy and a Concept of Operations to serve as input in the design of the operating organization, the development of manuals and the operational readiness and airport transfer (“ORAT”) process
- Advising the design, set-up, and implementation of an operating organization
- Advising and assisting the ORAT process, involving 80,000 staff, 1,000 companies, 70 systems, a 1.3 million sq. m terminal, and a “big bang” transfer to the new airport site
- Transition and operational support during operations (2019 – 2021)

### Cadillac Fairview

Cadillac Fairview is one of the largest owners, operators and developers of best-in-class office, retail and mixed-use properties in North America. The Cadillac Fairview portfolio is owned by the Ontario Teachers’ Pension Plan, a diversified global investor which administers the pensions of more than 327,000 active and retired school teachers. The real estate portfolio also includes investments in retail, mixed-use and industrial real estate in Brazil, Colombia and Mexico.

Valued at around \$31 billion, the Canadian portfolio includes over 37 million sq ft of leasable space at 68 properties in Canada, including landmark developments, such as Toronto-Dominion Centre, CF Toronto Eaton Centre, CF Pacific Centre, CF Chinook Centre, Tour Deloitte and CF Carrefour Laval.

## Cadillac Fairview Development Case Study

### Residential & Hotel – Ritz Carlton – Toronto, ON

- The site is a 0.9 acre property with a 55 story tower and a hotel occupying the first 13-stories; containing 656,748 sq. ft. of GFA
  - 310,516 sq. ft. hotel component (263 rooms)
  - 346,191 sq. ft. condominium component (c.130 units)
  - 14,000 sq. ft. of meeting and ballroom
  - 4,300 sq. ft. restaurant with private dining room
  - 3,100 sq. ft. bar on the main floor
- Total cost of ~\$500m (~\$725 PSF)
- 37-month construction
- Part of a multi-phased development, including RBC Center



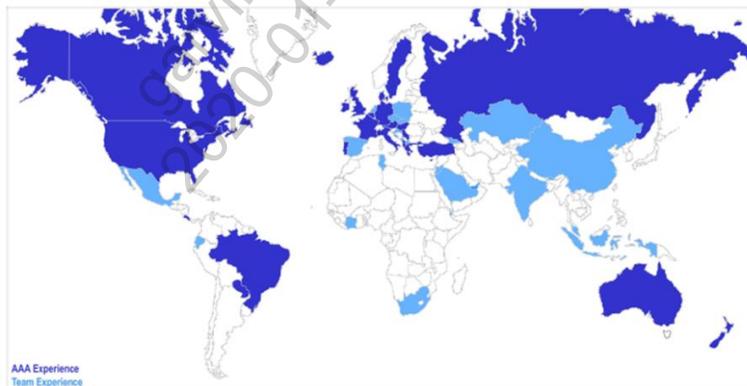
## Altitude Aviation Advisory

Altitude is a dedicated airport consultancy business covering the main service areas of airport transactions, business optimisation, traffic forecasting, route development, and economic regulation.

Altitude has extensively supported OTPP across all of its airport investments.

Team members have been involved in a diverse mix of strategic and commercial projects for a wide range of clients including airports, airlines, investors, debt providers, government, and regulatory bodies. Team experience encompasses over 150 airports worldwide. Altitude directors have led airport consulting assignments in more than 50 countries.

### Figure 6: Altitude Global Experience



### Transaction

Altitude transaction experience has covered most of the large, global airport transactions over the last 20 years, as well as refinancing and credit rating processes. The team has a strong track record of supporting processes that have reached successful financial close.

### Strategic Review

Altitude takes an active role in identification, development, and delivery of new strategies for an airport. This includes SWOT type analyses, as well as quantifying the benefits and possible downsides of a change in strategic direction.

## Business Optimisation

The experience gained across a wide range of global airports provides unique insights for airports seeking to achieve improvement across a range of traffic, financial, and infrastructure related areas. This may take the form of delivering the investment strategy following a successful airport acquisition or bespoke optimisation exercises for particular aspects of the business.

## Infrastructure Investment Appraisal

Altitude helps airports to optimise capital plans to align with what the business can afford and shareholder return aspirations. This includes assessment of capital investment efficiency. Through in-depth analysis of the capital program, Altitude can help airports ensure that growth is value accretive whilst minimising investment risks.

Altitude directors have extensive transaction experience, playing a leading advisory role in projects covering the majority of the largest global airport transactions over the last decade. In particular, Altitude has a track record of helping transactions reach financial close.

## Altitude Experience in North America

Whilst there has historically been limited airport transaction activity in the US and Canada, the Altitude team has a detailed understanding of the features of this market based on a number of previous transactions and projects set out below.

### US Market Analysis (2019)

Conducted detailed analysis of the US airport market characteristics including traffic, revenue, and capex performance for groupings of different sized airports, regulatory frameworks, and airline competition landscape.

### Austin Airport (2019)

Supplied due diligence support for a short-listed bidder (ongoing process) for an equity stake in the Austin Airport South Terminal. The project is comprised of an independent terminal serving Allegiant and Frontier (c.1.1m passengers in 2019) and supporting car parking and car rental infrastructure.

### Fort Lauderdale Airport (2018-19)

Engaged by the airport to support a review of strategic development options to determine the impact on aeronautical charges. The role included developing aeronautical and non-aeronautical revenue forecasts, operating cost forecasts, and modelling the impact of different investment options on aeronautical charges, debt levels, etc.

### Dallas Fort Worth Airport (2018)

Appointed to review the car parking operation at the airport. The project focused on developing detailed operating cost and revenue models for all aspects of the car parking and ground transportation business. The work included revenue and cost performance benchmarking and review of alternative operating models.

### Airports Worldwide (2018)

Provided due diligence support for Vinci Airport's acquisition of Airports Worldwide's portfolio of airports and airport management contracts; including Orlando Sanford and four US airport management contracts.

### Airports Worldwide (2017)

Constructed business plan forecasts to support a minority equity disposal process.

## Toronto City Centre Terminal Concession (2014-15)

Retained by Porter Airlines in the role of lead commercial advisor to support the disposal of City Centre Terminal Corp. The role involved supporting the development of sell side materials including the Information Memorandum, due diligence materials, and terminal operations plans. Porter completed the sale of its passenger terminal concession to Nieuport Aviation Infrastructure Partners at the end of January 2015.

## San Juan Airport Privatisation (2012)

Provided full traffic, business plan, capacity, and capital investment due diligence support to a short-listed bidder.

## Chicago Midway Privatisation (2008)

Provided full traffic, business plan, capacity, and capital investment due diligence support for a short-listed bidder.

## Austin Airport (2007-09)

Supported the development and operation of a dedicated low-cost terminal facility at the airport for General Electric Commercial Aviation Services (“**GECAS**”); including securing launch airlines, developing and implementing the facilities plan, and setting up the operational business. The responsibilities included gaining agreement from the TSA on security process and operational protocols, and with CBP on facility requirements and operational protocols, and interfacing with the airport’s safety and security plan.

## Macquarie Capital

Macquarie Capital has full global capability in advisory and capital raising services, providing clients with specialist expertise, innovative advice and flexible capital solutions across a range of sectors and products including investing alongside partners and clients.

Macquarie Capital is currently ranked the #1 Financial Advisor globally by deal value as per Inframation – the third consecutive year it has enjoyed this ranking.

At MacCap, the team combines grounded thinking with innovative approaches to develop transformative ideas and realize greater possibilities for clients.

The company looks beyond convention to connect clients with ideas and opportunities others don’t see, while the global platform, specialized expertise, and comprehensive services allow the firm to deliver what others can’t.

The business’s capabilities encompass corporate advisory and a full spectrum of capital solutions, including capital raising services from equity, debt, and private capital markets. These offerings are reinforced through MacCap’s deep expertise in a number of sectors: business services, consumer, gaming and leisure, financial institutions, green energy, healthcare, industrials, infrastructure and energy, real estate, resources, technology, and telecommunications and media sectors across the US.

## Macquarie Capital Infrastructure Expertise

At Macquarie Capital, teams look beyond convention to help clients invest in innovative infrastructure and energy opportunities around the world. By combining industry leading expertise, a global network of specialists, and a full spectrum of capital solutions, MacCap is able to realize greater possibilities for each client.

With over 400 infrastructure professionals globally, Macquarie Capital has deep industry expertise and a proven track record advising on all financial and commercial aspects of transactions across every infrastructure sector.

The company’s full suite of services combines advice and capital solutions with its broad capabilities across equity, debt, and private capital markets. MacCap is the number one infrastructure advisor globally. With a focus on long-term relationships, MacCap provides high quality advisory services on the buy-side and sell-side to every client.

MacCap's PPP experience extends beyond advising bidding consortia: the North American team has a long and successful track record in government advisory. In advising government clients, Macquarie Capital draws from a team of over 80 dedicated infrastructure advisory executives in North America with access to deep expertise both locally, as a leader in the US PPP sector, and from around the world.

## A.2 Claims, Litigation, and Contract Dispute Additional Information

### Disclosure of:

ii. Any civil claims or litigation in excess of \$10,000,000; or

- With respect to ongoing civil claims or litigation in excess of \$10,000,000 there is one ongoing litigation to disclose, being Bow City Power Ltd. v. OTPPB SCP Inc. et al. Court File # 1401-13085 and jurisdiction of Calgary, Alberta, Canada
  - OTPPB SCP Inc. ("OTPPB-SCP"), a wholly-owned subsidiary of OTPP, was added as one of 3 defendants in a claim by Bow City Power Ltd. ("Bow City and/or the Plaintiff") when it filed an Amended Statement of Claim on January 23, 2015 (the "Amended Claim"). The claim concerns the Purchase and Sale Agreement entered into between Carbon Development Partnership ("CDP") and the Plaintiff dated January 24, 2007 (the "Agreement"). CDP was a joint venture partnership between OTPPB SCP Inc. ("OTPPB-SCP"), a wholly-owned subsidiary of OTPP, and Sherritt International Coal Property Development ("Sherritt"). Both parties have divested their interest in CDP. The Plaintiff alleges that it was entitled to seek and maintain funding to develop a coal mining project (the "Project") on lands that were the subject of the Agreement (the "Lands"). Also included in the Agreement was an Option Agreement, which the Plaintiff alleges gave it an exclusive option (the "Option") to lease the coal on the Lands with an exclusive right to mine and generate electricity. The Plaintiff further alleges that on March 10, 2013 it provided notice to CDP that it intended to exercise the Option. The Plaintiff alleges that the Defendants failed to honor the Option Agreement, causing the Plaintiff to suffer damages. In particular, the Plaintiff claims against the Defendants \$8 million dollars in direct damages, \$87 million dollars representing the loss in value of the coal, between \$800 million and \$1.4 billion dollars in lost gas plant revenue, loss of value of an approved coal generation project in an amount between \$80 million and \$160 million dollars, and \$10 million dollars in damages for bad faith. The Plaintiff also seeks an order for specific performance for the Defendants to provide the Plaintiff with a coal lease pursuant to the Option Agreement.
  - Counsel for Bow City has advised the court that Bow City will be amending its Amended Statement of Claim to significantly reduce the quantum of damages to approximately \$18 million (\$8 million in direct damages and \$10 million for bad faith). Discovery in this matter has been completed and OTPP SCP continue to have a strong defence to this claim. It is expected that any exposure for OTPPB- SCP will be limited and significantly below \$10 million dollars.
  - No trial date has yet been set.

## A.3 Airport Case Studies

### Brussels Airport

#### Overview



Brussels Airport is Belgium's national airport serving Belgium, Northern France, and Southern Netherlands. It is the base and main transfer hub for Brussels Airlines (Star Alliance) and an important base for low cost carriers including easyJet and Ryanair, and charter operator TUI. Brussels Airport is a major cargo hub for both air and road cargo with extensive support facilities.

Management has been particularly successful in developing the real estate business including attracting large companies such as Deloitte, KPMG, and Microsoft to set up headquarter buildings at the airport.



<b>Runways / Terminals</b>	3 runways / 1 terminal
<b>Airlines (2018)</b>	69 (1. Brussels Airlines, 2. Ryanair 3. TUI)
<b>Routes Served (2018)</b>	200
<b>Passengers (2018)</b>	25.7m
<b>Cargo Tonnes (2018)</b>	730,000
<b>Acquisition Year</b>	2011
<b>Ownership</b>	OTPP (39%), MEIF3 (26%), MEIF (10%), Belgian State (25%)

#### Performance

The business has grown strongly since 2013 with the details set out below.

Performance highlights from 2013 to 2018 include:

<b>Traffic</b>	Ca. 6.6m passengers added, 6.1% CAGR 27 new routes added 4.6m transfer passengers
<b>Employees</b>	Increase from 703 to 813, 2.9% CAGR
<b>Investment</b>	~\$750m total investment
<b>Main Investments</b>	Connector building, completed in 2016 Renovation of 2 out of 3 runways and apron works (2015 -2017) Airport Business District and cargo real estate development

#### Awards

**Airline marketing and route development:** At the 2018 World Routes event in Guangzhou China, Brussels Airport won the overall World Routes 2018 Marketing Award, as well as the World Routes Award in the category of 20 to 50 million passengers. Brussels Airport previously won this overall award in both 2012 and 2014, the first time that an airport has won the award on three separate occasions



**Europe's best airport:** In 2016, Brussels Airport won the best European airport in the 10-25 million passenger category following investment in the Connector including the world's first remote screening of cabin baggage on a large scale, which improved the passenger experience (e.g. reduced walking distances, more clarity on the wayfinding, reduced waiting times). Brussels Airport was also highly commended in 2015.



## Birmingham Airport

### Overview



Birmingham Airport is the 3<sup>rd</sup> largest airport outside London and 7<sup>th</sup> largest in the UK serving 12.5m passengers in the year to March 2019.

Located at the English midlands, it serves a wide range of destinations in Europe, the Middle East, Asia and North America. A good mix of airlines serving different markets offer good choice for passengers. Masterplan envisages ca. \$1bn investment to 2033 to extend the terminal, apron capacity and expanding and upgrading passenger facilities.



<b>Runways / Terminals</b>	1 runway / 1 terminal
<b>Airlines (2018)</b>	50 (1. Ryanair, 2. Flybe, 3. Jet2)
<b>Routes Served (2018)</b>	126
<b>Passengers (2018)</b>	12.5m
<b>Acquisition Year</b>	2007
<b>Ownership</b>	District Councils (49%), OTPP (26.54%), TCorp (7%), SunSuper (7%), SGIO (7%), Employee Share Trust (<3%)

### Performance

Performance highlights from FY14 to FY19 include:

<b>Traffic</b>	Ca. 3.3m passengers added, 6.3% CAGR 21 new routes added
<b>Employees</b>	Increase from 586 to 700, 8.7% CAGR
<b>Investment</b>	~\$150m total investment
<b>Main Investments</b>	Runway extension, new ATC tower, terminal extension, baggage system upgrades, new fleet of electric busses

### Awards

**UK's best airport:** In 2018, Birmingham Airport won the best airport handling more than 10 million passengers a year recognizing excellence and achievement across a whole range of areas, including retail, security, operations, facilities, community relations, environmental awareness, and customer service.



# Bristol Airport

## Overview



5<sup>th</sup> largest airport outside London and 9<sup>th</sup> largest airport in the UK with 8.6 million passengers served in 2018. The airport serves the south west of England and south Wales. A new terminal opened in 2001, with strong growth particularly from the low cost carrier sector with the airport being easyJet's largest base outside of London. The airport also serves full service and charter sectors.



<b>Runways / Terminals</b>	1 runway / 1 terminal
<b>Airlines (2018)</b>	14 (1. easyJet, 2. Ryanair, 3. TUI)
<b>Routes Served (2018)</b>	110
<b>Passengers (2018)</b>	8.6m
<b>Acquisition Year</b>	2001
<b>Ownership</b>	OTPP (55%), TCorp (15%), SunSuper (15%), SGIO (15%)

## Performance

Performance highlights from 2013 to 2018 include:

<b>Traffic</b>	Ca. 2.6m passengers added, 7.2% CAGR 23 new routes added
<b>Employees</b>	Increase from 215 to 351, 10.3% CAGR
<b>Investment</b>	~\$175m total investment
<b>Main Investments</b>	New fire station and office building, multi storey car park, surface car park capacity, terminal extension, baggage system upgrades

## Awards

**Europe's best airport:** In 2018, Bristol Airport won the best European airport in the 5-10 million passenger category for continued investments in infrastructure, staff training and increased public transport links. The airport was also selected for its new Security Search Facility which improved the passenger experience at the security control, allowing Bristol to achieve its highest ASQ score for all security indicators. The judges appreciated the airport's commitment to facilitating the needs of PRM passengers and its environmental strategy towards carbon neutrality.

Bristol Airport was also highly commended in 2017 and 2016.



## London City Airport

### Overview



The airport is recognized as the UK's leading business airport, with excellent transport links to the heart of London's financial district.

A good mix of airlines serving different markets offer good choice for passengers. Master Plan envisages ca. \$1bn investment to 2033 to extend the terminal, apron capacity and expanding and upgrading facilities



<b>Runways / Terminals</b>	1 runway / 1 terminal
<b>Airlines (2018)</b>	14 (1. British Airways, 2. Virgin Connect, 3. Lufthansa)
<b>Routes Served (2018)</b>	126
<b>Passengers (2018)</b>	4.8m
<b>Acquisition Year</b>	2016
<b>Ownership</b>	OTPP (25%), AIMCo (25%), OMERS (25%), Wren House (25%)

### Performance

Performance highlights from 2013 to 2018 include:

<b>Traffic</b>	Ca. 1.4m passengers added, 7.4% CAGR Stable route network to UK and European destinations, and New York
<b>Employees</b>	Increase from 422 to 565, 6.0% CAGR
<b>Investment</b>	~\$200m total investment
<b>Main Investments</b>	City Airport Development Programme investment underway to expand terminal capacity, airside infrastructure, parallel taxiway, and additional stands

### Awards

**Europe's best airport:** In 2015, London City Airport won the best European airport in the below 5 million passenger category. The airport has consistently been recognized by ACI as one of Europe's leading airports and was also highly commended in 2016 and 2019.



# A.4 Comparable Projects – Airports

● Demand Risk ● Transport ● Regulatory Environment ● Similar or larger capex vs STL

Project	Description	How is it related to the proposed Agreement?
 London City Airport Acquired: 2016 	<ul style="list-style-type: none"> <li>London's fastest growing and most conveniently located freehold airport</li> <li>Serves over 12 airlines and 46 destinations</li> <li>Terminals have a 18,000 sqm capacity, 1 main runway (1,199m) and ~1000 car parking spaces</li> </ul>	<ul style="list-style-type: none"> <li>At 4.8m in PAX in 2018, located in the heart of London, LCY demonstrates the Team's ability to manage an airport similar in scope / complexity as STL</li> <li>Major capital expenditure projects include expansion of terminal capacity, improvement of airside infrastructure, taxiway and additional stands</li> <li>Shows the Team's ability to lead public infrastructure transactions in excess of \$1 billion, with successful debt-capital raising to support the acquisition</li> <li>As UK's leading business airport, located 3km from Canary Wharf and 10km from City of London, LCY provides great flight connectivity for its users and local constituents</li> </ul>
 Birmingham Airport Acquired: 2001 	<ul style="list-style-type: none"> <li>7th largest airport in the UK and is the UK's 2nd largest city</li> <li>Catchment area of 10m people within 1 hour drive (20m within 90 min drive)</li> <li>Terminal has a capacity for c.20m passengers p.a. with space to grow</li> <li>1 runway, 3km; 13,000 parking spaces</li> </ul>	<ul style="list-style-type: none"> <li>At 12.5m in PAX in FY19, BHX demonstrates the Team's ability to manage an airport with very similar scope, size and complexity as STL</li> <li>Major capex projects include runway extension, new ATC tower and a terminal extension</li> <li>Acquired in 2007, LCY shows the Team's ability to lead public infrastructure transactions in excess of \$1 billion, with successful debt-capital raising to support the acquisition</li> <li>Located in the Midlands of the UK, 13km from the city centre, a major residential, business and industrial centre, the airport provides excellent connectivity for the catchment area</li> <li>Co-owned with District Councils (49%) - view OTPP as responsible and collaborative partner</li> </ul>
 Bristol Airport Acquired: 2001 	<ul style="list-style-type: none"> <li>9th largest airport in the UK</li> <li>Highest EBITDA margin airport in UK with lowest cost base (per passenger)</li> <li>Terminals have a capacity for ~8m pax p.a. with plan to grow to c.10m p.a.</li> <li>1 runway, 2,011m in length, 14,000 car parking spaces (~30% revenue)</li> </ul>	<ul style="list-style-type: none"> <li>At 8.6m in PAX in 2018, BRS demonstrates the Team's ability to manage an airport with very similar scope, size and complexity as STL</li> <li>Major capex include fire station, office buildings and car-park extension to 12,000 spaces</li> <li>Acquired through a series of acquisitions between 2001 and 2014, BRS shows the Team's ability to lead public infrastructure transactions in excess of \$1 billion, with successful debt-capital raising to support the acquisition</li> <li>Gateway in the region - provides excellent flight connectivity for users and local constituents</li> </ul>
 brussels airport Acquired: 2011 	<ul style="list-style-type: none"> <li>Main airport in Belgium, serving as a Star Alliance hub with Brussels Airlines</li> <li>191 destinations operated by 63 airlines</li> <li>Catchment area of 20m people within 90 minute drive</li> <li>Area of 1,245 ha (size of LHR), with 1 terminal with Pier A and Pier B</li> <li>Capacity for c.30m passengers p.a.</li> <li>Two parallel runways plus one cross runway and 16,748 car parking spaces</li> </ul>	<ul style="list-style-type: none"> <li>At 25.7m in PAX in 2018, BRU demonstrates the Team's ability to manage an airport with a great scope, size and complexity</li> <li>Major capital expenditure projects include acquisition of a nearby hotel, as well as development of Airport Business Districts</li> <li>Acquired via airport swap, shows the Team's ability to lead public infrastructure transactions in excess of \$1 billion, with successful debt-capital raising to support the acquisition</li> <li>Located in Belgium, and as a Star Alliance hub, the airport provides excellent global connectivity for users and local constituents</li> <li>The airport is co-owned with the Belgian Government (25% ownership), which views OTPP as a responsible investor and collaborative partner</li> </ul>

Project	Description	How is it related to the proposed Agreement?
 <p data-bbox="184 370 352 394">Acquired: 2011</p> 	<ul style="list-style-type: none"> <li data-bbox="394 224 863 310">— CPH is the largest airport in Scandinavia, located 8km southeast of Copenhagen city centre</li> <li data-bbox="394 318 863 375">— Catchment area of 4.1m people within 2 hours' drive</li> <li data-bbox="394 383 863 440">— 2 terminals - capacity for c.30 million passengers p.a.</li> <li data-bbox="394 448 863 505">— 2 parallel runways (3.5km and 3.3km) plus 1 cross runway (2.8km)</li> <li data-bbox="394 513 863 540">— c.12,000 car parking spaces</li> </ul>	<ul style="list-style-type: none"> <li data-bbox="898 224 1915 280">— At 30.3m in PAX in 2018, CPH demonstrates the Team's ability to manage an airport with a great scope, size and complexity</li> <li data-bbox="898 289 1915 345">— Major capex projects include expansion of Terminals 2 and 3, construction of a new walkway from metro to security checkpoint, as well as expansion of a security checkpoint</li> <li data-bbox="898 354 1915 410">— Acquired via airport swap, shows the Team's ability to lead public infrastructure transactions in excess of \$1 billion, with successful debt-capital raising to support the acquisition</li> <li data-bbox="898 418 1915 475">— As a principal airport in Denmark, the airport provides excellent global connectivity for users and local constituents</li> <li data-bbox="898 483 1915 540">— The airport is co-owned with the Danish Government (39% ownership) and ATP (30%), which views OTPP as a responsible investor and collaborative partner</li> </ul>

Confidential  
 garvinm@stlouis-mo.gov  
 2020-01-16 14:55:27 +0000

## A.5 Conflict of Interest Policy

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# Appendix

## APPENDIX A: CONFLICT OF INTEREST POLICY

As part of responding to a Request for Qualifications ("RFQ") and a Request for Proposal ("RFP") for a Transaction, each Respondent must certify in writing that the Respondent:

- 1) Has not retained after October 2, 2019, nor will it retain at any time during which this prohibition is effective, any City Advisor in connection with a possible Transaction.
- 2) Has not hired or retained after October 2, 2019, nor will it hire or retain at any time during which this prohibition is effective, in connection with a possible Transaction:
  - i. Any of the individuals who have been employed or retained by or through any of the City Advisors; ii. Any member, shareholder, or partner in any of the City Advisors; or
  - iii. Any principal representative of an Organization;

Where such individual was doing such work on or after June 13, 2018, unless:

- a. Such hiring or retention is disclosed to the City; and
- b. The individual that is hired or retained is isolated from the Respondent's activities by an appropriate screen (i.e., the individual does not work on the Respondent's activities in connection with, or have access to information concerning, any Transaction).

All of these prohibitions terminate at the earliest of (1) a Respondent not being selected to proceed to the RFP stage; (2) a Respondent not submitting a response to the RFP and terminating its pursuit of a Transaction; (3) the City rejecting Respondent's RFP response or terminating negotiations with a Respondent; (4) a termination by the City of the pursuit of a Transaction; or (5) the closing of a Transaction.

For purposes of this policy:

- 1) "Transaction" means a Transaction as defined pursuant to Section 1.a.ii. of the Consultant Agreement dated June 13, 2018, between the City of St. Louis, Moelis & Company, LLC, McKenna & Associates, LLC, and Grow Missouri, Inc.
- 2) "Respondent" means any (i) joint venture or entity responding to an RFQ or RFP, (ii) joint venturer, partner, or member of a joint venture or entity described in clause (i), or (iii) advisor, consultant, agent, or representative retained by a joint venture or entity described in clause (i) to perform material or professional work in connection with a possible Transaction.
- 3) "City Advisor" means any entity and the principal representatives of each entity that have advised the City on a Transaction. The initial list of City Advisors and principal representatives is provided in Section VI of the RFQ.
- 4) "Organization" means any entity which has directly or indirectly provided material professional services to the City or a City Advisor in connection with a possible Transaction in the fields of law, accounting, taxation, engineering, architecture, finance, environmental services, or management.

# Appendix

Respondents (and potential Respondents) are encouraged to seek written guidance from the City Counselor's Office as to whether specific circumstances could present conflicts of interest, including before submitting any response to an RFQ or RFP. The City, acting through the City Counselor's Office in consultation with and with the approval of the Working Group, reserves the right to make determinations on a case-by-case basis.

Any Respondent who fails to certify or violates the terms of any certification, shall be subject to adverse consequences, including but not limited to a determination that such Respondent's response to a RFQ and/or RFP is nonresponsive or a rejection of such Respondent's responses to a RFQ and/or a RFP. The City places a high priority on the integrity of any bidding process and avoiding the occurrence or appearance of conflicts of interest. The City expects any Respondent to be compliant with any and all laws pertaining to conflicts of interest particularly as they may relate to current or former officials or employees; this includes but is not limited to Section 105.454 RS Mo. which prohibits acts by certain elected and appointed public officials and employees and particularly paragraph 6 of section 1 of said section which states a prohibition to "Perform any service for any consideration for any person, firm or corporation after termination of his or her office of employment in relation to any case, decision, proceeding or application with respect to which he or she was directly concerned or in which he or she personally participated during the period of his or her service or employment."

## ATTESTATION

On behalf of Ontario Teachers' Pension Plan Board, I hereby certify and attest that Ontario Teachers' Pension Plan Board has reviewed this Conflict of Interest Policy - Respondent's Side, understands all the terms contained herein and agrees to comply with the terms and conditions herein.

By: 

Date: November 1, 2019

Name: Daniel Rossetti

Position: Authorized Signatory

# Appendix

## APPENDIX A: CONFLICT OF INTEREST POLICY

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- 2) Has not hired or retained after October 2, 2019, nor will it hire or retain at any time during which this prohibition is effective, in connection with a possible Transaction:
  - i. Any of the individuals who have been employed or retained by or through any of the City Advisors; ii. Any member, shareholder, or partner in any of the City Advisors; or
  - iii. Any principal representative of an Organization;

Where such individual was doing such work on or after June 13, 2018, unless:

- a. Such hiring or retention is disclosed to the City; and
- b. The individual that is hired or retained is isolated from the Respondent's activities by an appropriate screen (i.e., the individual does not work on the Respondent's activities in connection with, or have access to information concerning, any Transaction).

All of these prohibitions terminate at the earliest of (1) a Respondent not being selected to proceed to the RFP stage; (2) a Respondent not submitting a response to the RFP and terminating its pursuit of a Transaction; (3) the City rejecting Respondent's RFP response or terminating negotiations with a Respondent; (4) a termination by the City of the pursuit of a Transaction; or (5) the closing of a Transaction.

For purposes of this policy:

- 1) "Transaction" means a Transaction as defined pursuant to Section 1.a.ii. of the Consultant Agreement dated June 13, 2018, between the City of St. Louis, Moelis & Company, LLC, McKenna & Associates, LLC, and Grow Missouri, Inc.
- 2) "Respondent" means any (i) joint venture or entity responding to an RFQ or RFP, (ii) joint venturer, partner, or member of a joint venture or entity described in clause (i), or (iii) advisor, consultant, agent, or representative retained by a joint venture or entity described in clause (i) to perform material or professional work in connection with a possible Transaction.
- 3) "City Advisor" means any entity and the principal representatives of each entity that have advised the City on a Transaction. The initial list of City Advisors and principal representatives is provided in Section VI of the RFQ.
- 4) "Organization" means any entity which has directly or indirectly provided material professional services to the City or a City Advisor in connection with a possible Transaction in the fields of law, accounting, taxation, engineering, architecture, finance, environmental services, or management.

# Appendix

Respondents (and potential Respondents) are encouraged to seek written guidance from the City Counselor's Office as to whether specific circumstances could present conflicts of interest, including before submitting any response to an RFQ or RFP. The City, acting through the City Counselor's Office in consultation with and with the approval of the Working Group, reserves the right to make determinations on a case-by-case basis.

Any Respondent who fails to certify or violates the terms of any certification, shall be subject to adverse consequences, including but not limited to a determination that such Respondent's response to a RFQ and/or RFP is nonresponsive or a rejection of such Respondent's responses to a RFQ and/or a RFP. The City places a high priority on the integrity of any bidding process and avoiding the occurrence or appearance of conflicts of interest. The City expects any Respondent to be compliant with any and all laws pertaining to conflicts of interest particularly as they may relate to current or former officials or employees; this includes but is not limited to Section 105.454 RS Mo. which prohibits acts by certain elected and appointed public officials and employees and particularly paragraph 6 of section 1 of said section which states a prohibition to "Perform any service for any consideration for any person, firm or corporation after termination of his or her office of employment in relation to any case, decision, proceeding or application with respect to which he or she was directly concerned or in which he or she personally participated during the period of his or her service or employment."

## ATTESTATION

On behalf of OAIL , I hereby certify and attest that David Stanton has reviewed this Conflict of Interest Policy - Respondent's Side, understands all the terms contained herein and agrees to comply with the terms and conditions herein.

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



Date: 31 October 2019

Name: \_\_David Stanton

Position: \_Company Secretary\_

# Appendix

## APPENDIX A: CONFLICT OF INTEREST POLICY

As part of responding to a Request for Qualifications ("RFQ") and a Request for Proposal ("RFP") for a Transaction, each Respondent must certify in writing that the Respondent:

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- 2) Has not hired or retained after October 2, 2019, nor will it hire or retain at any time during which this prohibition is effective, in connection with a possible Transaction:
  - i. Any of the individuals who have been employed or retained by or through any of the City Advisors; ii. Any member, shareholder, or partner in any of the City Advisors; or
  - iii. Any principal representative of an Organization;

Where such individual was doing such work on or after June 13, 2018, unless:

- a. Such hiring or retention is disclosed to the City; and
- b. The individual that is hired or retained is isolated from the Respondent's activities by an appropriate screen (i.e., the individual does not work on the Respondent's activities in connection with, or have access to information concerning, any Transaction).

All of these prohibitions terminate at the earliest of (1) a Respondent not being selected to proceed to the RFP stage; (2) a Respondent not submitting a response to the RFP and terminating its pursuit of a Transaction; (3) the City rejecting Respondent's RFP response or terminating negotiations with a Respondent; (4) a termination by the City of the pursuit of a Transaction; or (5) the closing of a Transaction.

For purposes of this policy:

- 1) "Transaction" means a Transaction as defined pursuant to Section 1.a.ii. of the Consultant Agreement dated June 13, 2018, between the City of St. Louis, Moelis & Company, LLC, McKenna & Associates, LLC, and Grow Missouri, Inc.
- 2) "Respondent" means any (i) joint venture or entity responding to an RFQ or RFP, (ii) joint venturer, partner, or member of a joint venture or entity described in clause (i), or (iii) advisor, consultant, agent, or representative retained by a joint venture or entity described in clause (i) to perform material or professional work in connection with a possible Transaction.
- 3) "City Advisor" means any entity and the principal representatives of each entity that have advised the City on a Transaction. The initial list of City Advisors and principal representatives is provided in Section VI of the RFQ.
- 4) "Organization" means any entity which has directly or indirectly provided material professional services to the City or a City Advisor in connection with a possible Transaction in the fields of law, accounting, taxation, engineering, architecture, finance, environmental services, or management.



# Appendix

Respondents (and potential Respondents) are encouraged to seek written guidance from the City Counselor's Office as to whether specific circumstances could present conflicts of interest, including before submitting any response to an RFQ or RFP. The City, acting through the City Counselor's Office in consultation with and with the approval of the Working Group, reserves the right to make determinations on a case-by-case basis.

Any Respondent who fails to certify or violates the terms of any certification, shall be subject to adverse consequences, including but not limited to a determination that such Respondent's response to a RFQ and/or RFP is nonresponsive or a rejection of such Respondent's responses to a RFQ and/or a RFP. The City places a high priority on the integrity of any bidding process and avoiding the occurrence or appearance of conflicts of interest. The City expects any Respondent to be compliant with any and all laws pertaining to conflicts of interest particularly as they may relate to current or former officials or employees; this includes but is not limited to Section 105.454 RS Mo. which prohibits acts by certain elected and appointed public officials and employees and particularly paragraph 6 of section 1 of said section which states a prohibition to "Perform any service for any consideration for any person, firm or corporation after termination of his or her office of employment in relation to any case, decision, proceeding or application with respect to which he or she was directly concerned or in which he or she personally participated during the period of his or her service or employment."

## ATTESTATION

On behalf of Copenhagen Airports International A/S, I hereby certify and attest that Copenhagen Airports International A/S has reviewed this Conflict of Interest Policy - Respondent's Side, understands all the terms contained herein and agrees to comply with the terms and conditions herein.

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

Date: November 1, 2019

Name: Mikael Sjørslev

Copenhagen Airports International A/S

Position: Director

Lufthavnsboulevarden 6  
2770 Kastrup

