



ST. LOUIS LAMBERT INTERNATIONAL AIRPORT

Request for Qualifications St. Louis Lambert
International Airport Public-Private Partnership

November 1st, 2019

Atlantia 

STRICTLY PRIVATE & CONFIDENTIAL

November 1st, 2019

To the Attention of:

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St. Louis Lambert International Airport

Dear Sirs,

We are writing with reference to the Request for Qualifications for a potential public-private partnership (the “**Airport P3**”) involving St. Louis Lambert International Airport (the “**Airport**” or “**St. Louis Airport**”) dated October 4th 2019 (the “**RFQ**”). We would like to thank you for the opportunity to participate in the process and the information provided.

Atlantia S.p.A. (“**Atlantia**”) is delighted to submit this Statement of Qualification (the “**SOQ**”) and provide you with the required information detailing how our organization would be an ideal partner for the Airport P3 program.

The SOQ is based solely on information available in the RFQ and is presented in accordance with the sequence set out in the RFQ. For the avoidance of doubt, this SOQ is to be considered indicative and non-binding.

Please do not hesitate to contact us in case you have any questions regarding our responses and / or our organization.

We look forward to hearing from you.

Yours sincerely,

Marco Troncone

Head of Airport Business Coordination
Atlantia S.p.A.



1. Cover Page

Atlantia S.p.A. ("**Atlantia**" or the "**Group**") is submitting this Statement of Qualification (the "**SOQ**") for the Airport P3 involving St. Louis Airport in response to the RFQ.

Atlantia is one of the world's leading investors and operators of transport infrastructure in the toll roads and airport sectors with revenues of \$12.6bn⁽¹⁾ and EBITDA of \$8.1bn⁽¹⁾ (2018 data). Atlantia is listed on the Italian Stock Exchange with a current market capitalization of around \$20.0bn⁽²⁾.

The Group develops and manages infrastructures all over the world, leveraging on its deep industrial experience, operational know-how, network and resources. Atlantia currently owns and operates c.3,000 km of toll roads in Italy, c.2,000 km of toll roads in Brazil, Chile, India and Poland and an additional c.8,500 km in Spain, France and Latin America through its 50%+1 share subsidiary, Abertis Infraestructuras S.A.

In the airport sector, Atlantia manages through Aeroporti di Roma S.p.A. ("**AdR**") the two commercial airports of Rome, Fiumicino and Ciampino, which, together, served more than 48 million passengers in 2018. Furthermore, in 2016 Atlantia (in consortium with EDF Invest) finalised the acquisition of a controlling stake in Aéroports de la Côte d'Azur S.A. ("**ACA**"), the company that controls the airports of Nice-Côte d'Azur, Cannes-Mandelieu and Saint Tropez, which served c.14 million passengers in 2018. AdR and ACA are both concession businesses which expire in 2044. Atlantia also owns a 29.4% stake in Aeroporti di Bologna S.p.A. (more than 8 million passengers in 2018).

The Group also owns a 100% stake in TELEPASS, the leading electronic tolling company in Italy, a 23.9% stake in HOCHTIEF, leading global infrastructure group active in construction and related services, and 16.6% stake in GETLINK, infrastructure player operating the Euro Tunnel between Britain and France.

Mr. Marco Troncone (Head of Airport Business Coordination of Atlantia) will act as the Project Leader on behalf of Atlantia and will represent the main contact person for any future correspondence. Please find below the contact details:

Marco Troncone - Head of Airport Business Coordination | Atlantia S.p.A.

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Marco, born in Naples in 1971, has been an Executive Vice President and Head of Airport Business Coordination of Atlantia since October 2018. He previously worked for Atlantia's subsidiary Aeroporti di Roma, first as Head of Strategic Planning and Board Relations from 2011 and then as Chief Financial Officer between 2013 and 2018. Prior to this, he held a number of roles both in Italy and overseas for Sintonia SA, A.T. Kearney and Technip Italy, gaining extensive experience in strategy, corporate finance and infrastructure with a particular focus on airports. He is a Board of Directors member of a number of Atlantia Group companies (e.g AdR, ACA). Marco obtained a degree in Chemical Engineering from Federico II University in Naples before completing a Master in Business Administration at SDA Bocconi.



2. Executive Summary

Atlantia and its subsidiaries are delighted to submit this Statement of Qualification for the Airport P3 involving St. Louis Airport in response to the RFQ.

St. Louis Airport P3 offers a unique opportunity to establish Atlantia's presence in the US aviation market. Atlantia is committed to be a long-term partner for the City of St. Louis and does not envisage exiting from the investment prior to the end of the lease term. In line with the Group's strategy, Atlantia will dedicate its considerable experience, operational expertise and financial resources to transform the Airport to serve the local community and the wider St. Louis region, while preserving a close alignment with the City's objectives.

Atlantia fully recognizes that the partnership will have transformative impacts on the Airport and the St. Louis region and therefore will endeavor to devise a solution that satisfies the City's primary objectives, delivers a world-class passenger experience and provides substantial benefits to all stakeholders.

Atlantia is the world's leading owner and operator of transport infrastructure underpinned by market leadership in the airport and toll-road sectors with revenue of **\$12.6bn⁽¹⁾** and EBITDA of **\$8.1bn⁽¹⁾** in 2018. Atlantia is listed on the Italian Stock Exchange with a current market capitalization of around **\$20.0bn⁽²⁾**. The Group has total available liquidity of over **\$14.8bn⁽³⁾** and solid investment-grade ratings.

In the airport sector, Atlantia manages through AdR the two commercial airports of Rome, Fiumicino and Ciampino, which, together, served more than **48 million** passengers in 2018. Fiumicino is the largest airport in Italy. Furthermore, Atlantia controls the second-largest airport platform in France, ACA. ACA comprises the airports of Nice⁽⁴⁾, Cannes and Saint Tropez and served nearly **14 million** passengers in 2018. Atlantia also owns a 29.4% stake in Aeroporti di Bologna (more than **8 million** passengers in 2018).

St. Louis Airport represents a strong fit with Atlantia Group's growth strategy and is aligned with long-term shareholders' objectives. In particular:

- The transaction will be a unique opportunity for Atlantia to accelerate international expansion outside Europe and to improve cash flow diversification;
- The long-dated concession would be aligned with Atlantia's commitment to stay invested and drive developments in the long run supporting the development of the Airport;
- Atlantia has a strong appetite for investments in airports subject to attractive regulatory regimes in strategic geographic locations with traffic growth potential and significant commercial opportunities;
- Having a controlling stake is imperative for Atlantia to fully influence asset and drive value creation; and
- Finally, In St. Louis, Atlantia sees significant potential to leverage the Group's extensive capabilities and expertise, particularly in point-to-point low-cost traffic, transfer traffic and real estate development, as demonstrated by its outstanding track record with the AdR and ACA acquisitions.

Upon realizing its potential under Atlantia, the Airport would be a significant add-on to Atlantia and to the St. Louis region based on the following attractive characteristics:

High-Quality Asset with Solid Fundamentals	<ul style="list-style-type: none"> • First large mainland US airport to be fully leased to a private operator • Leading US hub with fast-growing enplanements and attractive passenger growth • Opportunity to bring international best practices and private investments to US airports
Strategically Located Asset with Strong Potential for Multiple Upside	<ul style="list-style-type: none"> • Location in US geographic center and captive O&D Midwestern traffic enhance ability to serve as a connection hub and a multi-use logistics platform • Opportunity to improve infrastructure and bring global partners to fill currently excess capacity • Multiple value-enhancement opportunities: (i) Retail optimization and expansion, (ii) extension and/or renegotiation of current airline agreements, and (iii) expansion of revenue base through targeting new airlines, developing new cargo facilities and improving parking assets
Ability to Deliver Transformative Value	<ul style="list-style-type: none"> • Ability to unlock large value to the City via an upfront payment and/or revenue share over time • Significant growth potential, including excess land to develop cargo and non-aviation activities • Align with local stakeholders to deliver a world-class experience for passengers and airlines
Unique Opportunity to Grow Airport and Enhance Broader St. Louis Economy	<ul style="list-style-type: none"> • Multiple operational enhancement opportunities to drive economic growth for the St. Louis region <ul style="list-style-type: none"> • Renovation and modernization of terminals to enhance passenger experience • Expansion and optimization of F&B and retail offerings • Renegotiation of current airline agreements and targeting new airlines • Expansion of revenue base through capacity scaling, marketing and adding logistics facilities • Opportunity to leverage St. Louis' vibrant corporate environment and highly skilled workforce to be a long-term partner in local infrastructure development and operation

Notes: (1) Equivalent to: Revenues €11.3bn and EBITDA €7.3bn, pro forma financials 2018 including 100% of Abertis. (2) As of October 30th 2019 and equivalent to c.€18.0bn. (3) Equivalent to: €13.3bn **o/w** c.€0.8bn of restricted cash. (4) Nice Airport has a concession life until 2044.



3. Description of Respondent

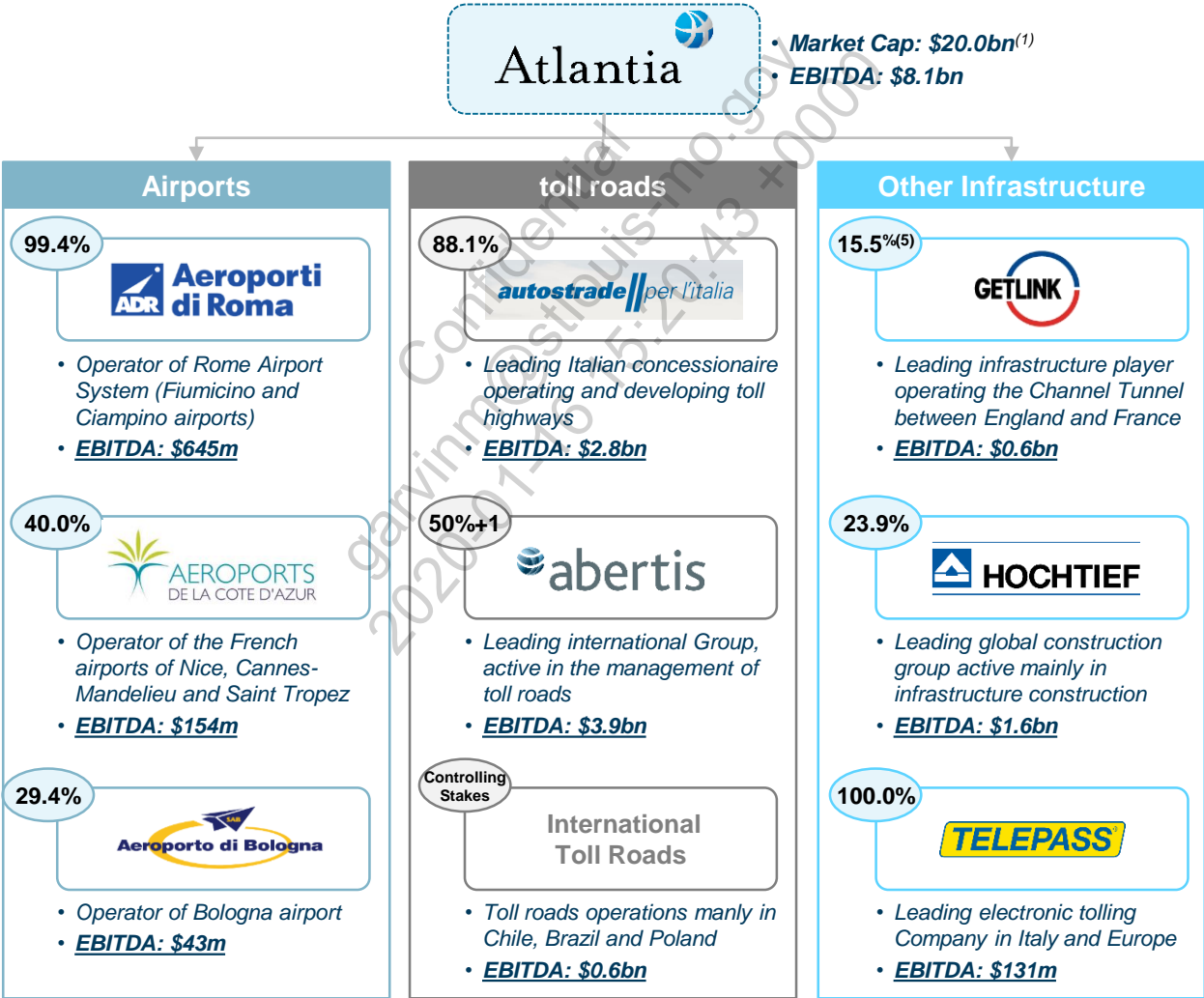
Overview of Atlantia SpA

Atlantia is a **global infrastructure player** with leading positions in **toll roads and airports**. Headquartered in Rome, the Group is listed on the Italian Stock Exchange with a current market capitalization of around **\$20.0bn⁽¹⁾**. In 2018, Atlantia posted **Revenues of c.\$12.6bn⁽²⁾** and an **EBITDA of c.\$8.1bn⁽²⁾**. The Group currently has approximately **31,000 employees worldwide**.

The Group has **total available liquidity** of up to approximately \$14.8bn⁽³⁾ between cash and committed facilities as of June 30th 2018 and is rated BBB-, Baa3 and BBB by S&P, Moody's and Fitch respectively.

Atlantia's main shareholder is **Sintonia S.p.A.** which holds a **30.3% stake** in the Group. Sintonia is an investment vehicle, which is in turn **fully-owned by Edizione S.r.l.**, the holding company of the **Benetton Family** (see Appendix A). Edizione has a strong presence in the United States through HMSHost Corporation (see Appendix B), an American highway and airport food service company, 100% owned subsidiary of the Italian listed company Autogrill⁽⁴⁾.

The chart below reports an overview of **Atlantia Group's structure** with an indication of the assets owned respectively in the airports, toll roads and other infrastructure segments.



Atlantia has operations in **23 countries worldwide**, as highlighted in the chart in the following page. In the US, Atlantia is present through its subsidiary **ETCC**, a Richardson Texas-based **toll systems integration and services company**. ETCC has two decades of experience providing **custom integrated software-hardware solutions** and related operations and maintenance services to many of the largest and most technically advanced public agencies managing **toll infrastructure in the US**.

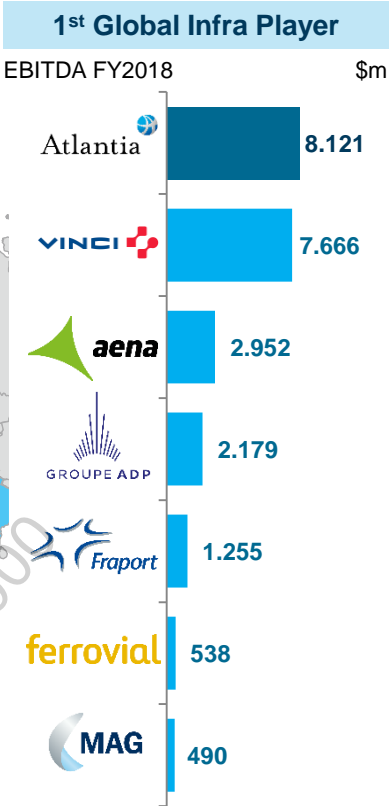
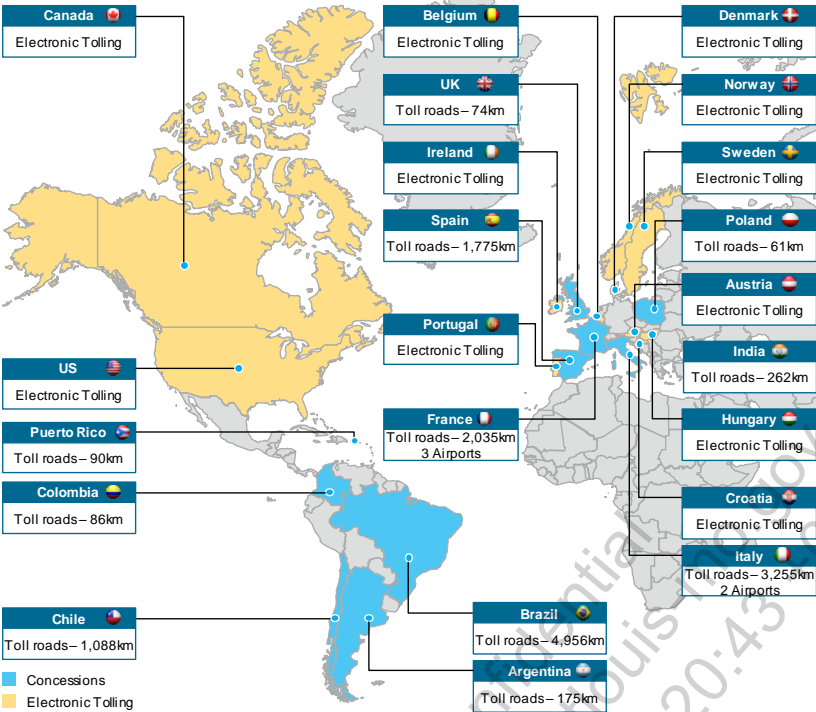
Notes: (1) As of October 30th 2019 and equivalent to c.€18.0bn. (2) Equivalent to: Revenues €11.3bn and EBITDA €7.3bn, pro forma financials 2018 including 100% of Abertis. (3) Equivalent to: €13.3bn o/w c.€0.8bn of restricted cash. (4) Edizione owns 50.1% of Autogrill. (5) 26.66% of voting rights.



3. Description of Respondent (Cont'd)

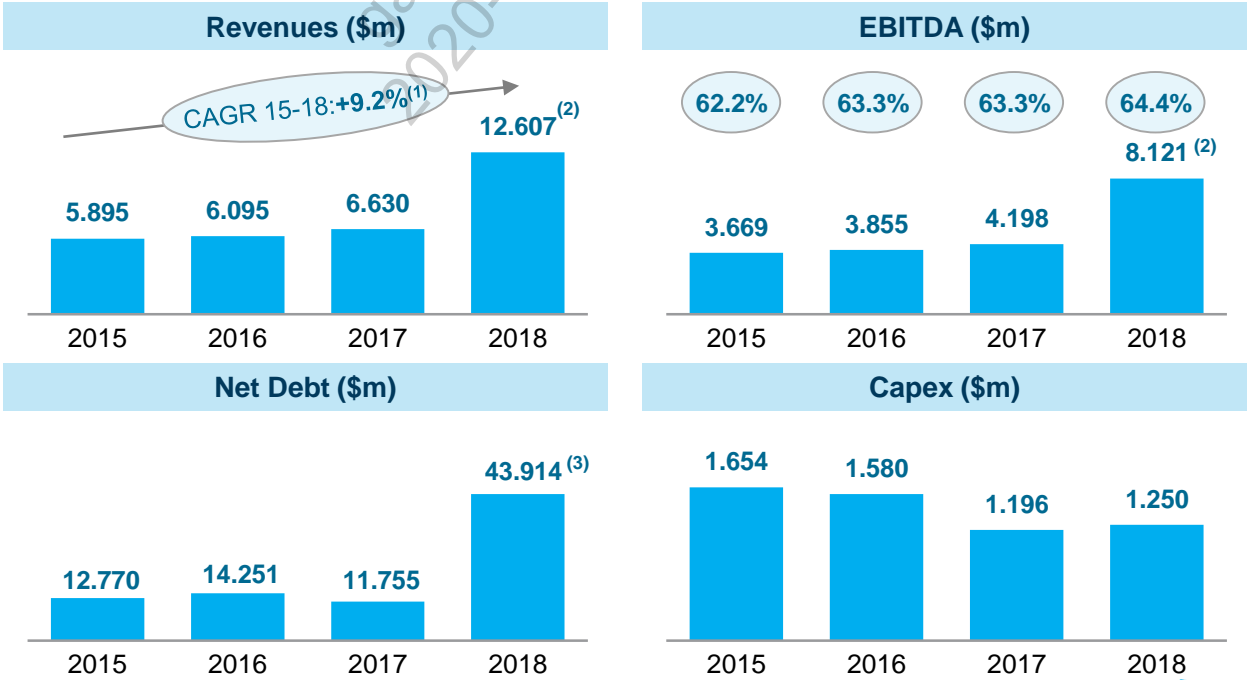
Overview of Atlantia SpA

Atlantia Geographical Footprint



Over the last 4 years, Atlantia has posted a **+9.2%⁽¹⁾ revenue CAGR**. In 2018, Atlantia posted revenues and EBITDA respectively of **\$12.6bn⁽²⁾** and **\$8.1bn⁽²⁾**. In 2018, net debt increased to **\$43.9bn⁽³⁾** on the back of **Abertis acquisition**.

The charts below report the **key financials** posted by Atlantia over the last 4 years.



Notes: (1) CAGR calculated assuming revenue FY2018 equal to €6,916m (\$7,686m), thus without considering full consolidation of Abertis. (2) Equivalent to: Revenues €11.3bn and EBITDA €7.3bn, pro forma financials 2018 including 100% of Abertis. (3) Equivalent to €39.5bn.

3. Description of Respondent (Cont'd)










Overview of Atlantia SpA

Atlantia's Presence in the Airport Sector

In the **airport sector**, Atlantia manages through Aeroporti di Roma S.p.A. the **two main airports of Rome**, Aeroporto Internazionale Leonardo da Vinci ("Fiumicino"), the **largest** and **most important airport in Italy**, and Ciampino. The Rome airport system served **more than 48million passengers** in total in 2018. In 2013, Atlantia acquired AdR for an implied enterprise value of \$3.5bn.

In 2016, Atlantia led a consortium with EDF Invest to acquire a **64% stake in Aéroports de la Côte d'Azur S.A.** ("ACA") (enterprise value of the transaction equal to \$1.4bn), the company that controls the airports of **Nice-Côte d'Azur**, **Cannes-Mandelieu** and **Saint Tropez**. Being the second-largest airport platform in France, Aéroports de la Côte d'Azur served approximately **14 million passengers** in 2018.

Atlantia also owns a **29.4% stake in Aeroporto di Bologna S.p.A.**, acquired in 2017, the 8th busiest airport in Italy by passenger number (#4 in Italy for global connectivity).

Asset	Description	Key Financials	Selected Pictures
<div>  Aeroporti di Roma </div>	<ul style="list-style-type: none"> Aeroporti di Roma operates Rome's Fiumicino and Ciampino airports <ul style="list-style-type: none"> Currently Fiumicino is ranked #1 in Italy and #9 in Europe for number of passengers and #1 airport⁽¹⁾ in Europe for quality of service AdR registered in 2018 a total of 48.8m passengers (+4.2% vs. 2017) The airports serve over 230 destinations, through 100 carriers Transfer share equal to 25% 	<div>Revenues: \$1,039m</div> <div>EBITDA: \$645m</div>	<div> <i>Managing the most crucial Airport in Italy...</i>  </div> <div> <i>...at higher quality levels vs any other Airport in Europe</i>  </div>
<div>  AEROPORTS DE LA CÔTE D'AZUR </div>	<ul style="list-style-type: none"> Aéroports de la Côte d'Azur is the company that controls the airports of Nice, Cannes-Mandelieu and Saint Tropez <ul style="list-style-type: none"> Currently ACA is ranked #2 airport system in France for number of passengers served ACA registered in 2018 a total of 13.9m passengers (+5.1% YTD) The airports serve 122 destinations, through 61 carriers 	<div>Revenues: \$339m</div> <div>EBITDA: \$154m</div>	<div> <i>Strong Presence in France with #2 Airport System</i>   </div>
<div>  Aeroporto di Bologna </div>	<ul style="list-style-type: none"> Aeroporto di Bologna S.p.A. is the management company of Bologna airport <ul style="list-style-type: none"> Currently Bologna airport is ranked #8 in Italy for number of passengers and #4 in Italy for global connectivity The Company registered in 2018 a total of 8.5m passengers (+3.8% vs. 2017) The airport serves 114 destinations, through 49 carriers 	<div>Revenues: \$127m</div> <div>EBITDA: \$43m</div>	<div> <i>Presence in Central / Northern Italy</i>   </div>

Notes: (1) Among airports with over 40 million passengers annually.




3. Description of Respondent (Cont'd)

Overview of Atlantia SpA

Atlantia's Presence in the Toll Road Sector

Atlantia is the **global leader in the transportation infrastructure sector** with over **60 years of experience in toll roads management**. The Group currently operates – through its subsidiaries and affiliates – **c.3,300 km of toll roads in Italy** (mainly through Autostrade per l'Italia), **c.2,000km in France** (through Abertis), **c.1,800km in Spain** (through Abertis), **c.5,000km in Brazil** and **c.2,000km in Argentina, Chile, Colombia, Poland, Puerto Rico, India and UK**.

In 2018, Atlantia completed the **€16.4bn acquisition of Abertis** alongside ACS Group, consolidating further its **global leadership in the toll road infrastructure sector**.

Asset	Description	Key Financials	Selected Pictures
<div> <div>  </div> </div>	<ul style="list-style-type: none"> Autostrade per l'Italia is the Italian leading concessionary managing and developing toll highways The Company manages a network of c.3,020 km across the Country The company owns 6 concessionaries managing 217 service areas and serving 15 regions across 60 provinces Recent Abertis acquisition added c.236km to Atlantia's Italian network, for a total of 3,255km (over 50% of the country's motorway network) 	<div>Revenues: \$4,450m</div> <div>EBITDA: \$2,753m</div>	<div> <div>Leading Italian toll highways concessionary</div>   </div>
<div> <div>  </div> </div>	<ul style="list-style-type: none"> Abertis is leading international Group active in the management of toll roads The Group manages a network of over 8,500 kilometers of high capacity and quality roads, mainly in: <ul style="list-style-type: none"> Spain: 13 operators, managing a network of c.1,777km France: 4 operators, managing a network of c.2,036km Latin America: 18 operators, managing a network of c.4,456km mainly in Brazil, Chile and Argentina 	<div>Revenues: \$5,840m</div> <div>EBITDA: \$3,944m</div>	<div> <div>Strong presence in Europe and Latin America</div>   </div>
<div> <div> <div>International Toll Roads</div> </div> </div>	<ul style="list-style-type: none"> The segment includes Atlantia's toll-highways operations mainly in Chile, Brazil and other countries, specifically: <ul style="list-style-type: none"> Brazil: 4 operators, managing a network of c.1,536km (excl. Abertis) Chile: 6 operators, managing a network of c.314km (excl. Abertis) India: 1 operator, managing a network of c.110km (excl. Abertis) Poland: 1 operator, managing a network of c.62km 	<div>Revenues: \$810m</div> <div>EBITDA: \$622m</div>	<div> <div>Managing infrastructure assets in international contexts</div>   </div>

Atlantia has also **investments in other sectors** aside from airports and toll roads (see Appendix C).



4. Operational and Management Capability

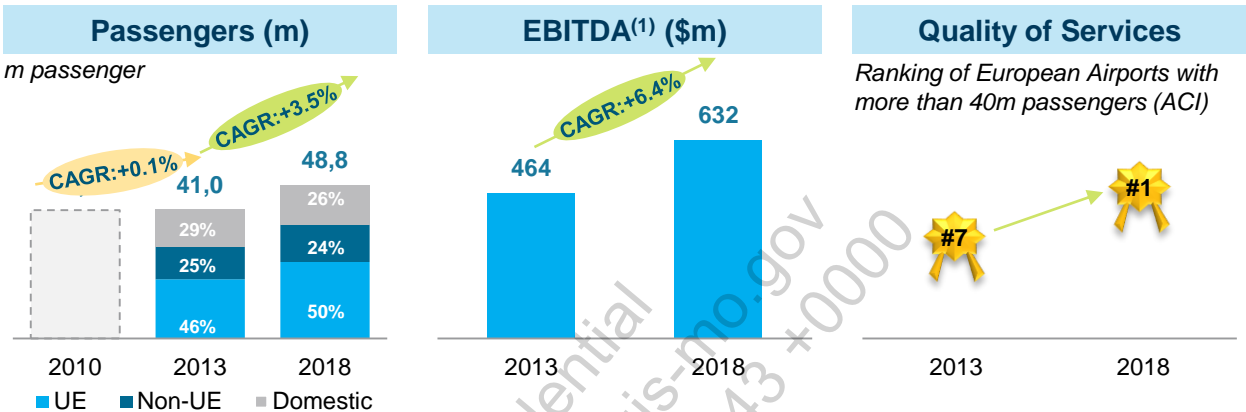
i) Operations and Maintenance Expertise

i.1. Experience in managing and improving other commercial airports

Atlantia has demonstrated over the years **extensive experience in managing and improving the commercial airports** owned and managed by the Group.

Aeroporti di Roma

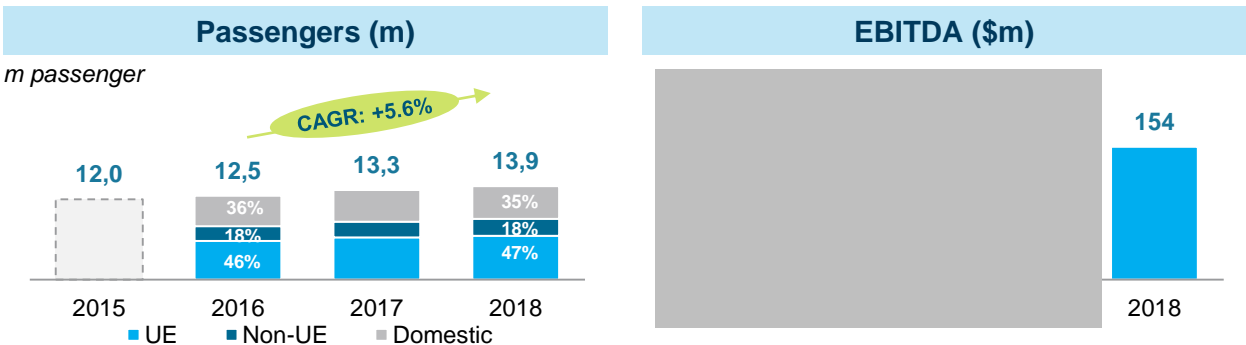
Since Atlantia's acquisition in 2013, **AdR** has experienced **a constant increase in number of passengers** at levels above what registered in the years prior to Atlantia acquisition, as highlighted from the following chart. Significant further growth is expected over coming years based on the development plan of the airport.



Moreover, AdR received multiple awards from industry associations, including the **"World's Most Improved Airport Award 2018"** by SkyTrax, the **"Best Airport Award 2019"** by ACI Europe (award already received in 2018) and the **"Airport Service Quality Award 2018⁽²⁾"** by ACI World (award already received in 2017), demonstrating Fiumicino's positioning as #1 airport in Europe in terms of quality of services for passengers. AdR has also joined the **"global airport quality rating programme"** of Skytrax, receiving a rating of 4 stars out of 5 and being one of the 52 airports worldwide which have been awarded with such rating (only 12 airports have a 5 stars rating). Atlantia has been also able to enhance the standing of airlines present at Rome airport, which today includes all major FSC. Under Atlantia ownership, AdR has also delivered significant non-aeronautical commercial improvements at Fiumicino Airport which have contributed to generate significant improvement in the quality of the service and growth in the number of passengers as well as in the financial results delivered, as shown above. Examples include the extension of Non-Schengen Commercial Area (+30% sales per passenger since opening) as well as the New Schengen Retail area (up to 20'000 sqm of commercial activities), see Appendix D for details.

Aéroports de la Côte d'Azur

Since Atlantia's acquisition in 2016, **Aéroports de la Côte d'Azur** has experienced a **strong growth in number of passengers**, as highlighted from the chart below.



Moreover, Nice Airport was the only airport in France ranked for its quality of service by Skytrax in 2018 and the first ever French airport to receive the **"Famille Plus Label"** prize.

Notes: (1) EBITDA does not include revenues and costs from construction services. (2) Among airports with over 40m passengers annually.









4. Operational and Management Capability (Cont'd)

i) Operations and Maintenance Expertise

i.2. Experience in Managing Facility Maintenance / Repair and Procurement of Related Materials

Maintenance and repair activities at AdR are **performed by a specific internal division** (c.350FTE) and **by third parties**. The in-house division is organized in **groups of workers** and each group is **responsible for the maintenance of specific equipment/area of Fiumicino and Ciampino airports**. AdR operates in-house supervision and emergency repair services, while all the other activities are outsourced to high quality third parties (including Bombardier, Leonardo, Johnson Controls, ABB and Schneider). Maintenance processes are managed through an Enterprise Resource Planning platform (“ERP”) using the SAP Enterprise Asset Management software (“SAP EAM”). The area covered by maintenance activities for Fiumicino includes: **#125** lighthouse towers, **#204** aviation obstacle lights, **#292** luminous boards and **#13,737** lights.

A list of maintenance activities performed at AdR is reported below:

Area	Maintenance Activities Platform	Equipment under Maintenance	Selected Pictures	Yearly Expenditure ⁽¹⁾
Heating Systems	<ul style="list-style-type: none"> Ordinary and extraordinary maintenance Emergency repair services 	<ul style="list-style-type: none"> #210 Air Handling Units #79 Refrigeration Units #30 Cooling Towers #60,000 Field Controllers #3,700 Fan Coils #700 Electric Water Pumps 		
Surveillance System	<ul style="list-style-type: none"> Ordinary maintenance Technical specifications for subcontractors Emergency repair services Fire alarm system (100FTE) 	<ul style="list-style-type: none"> #28,000 Fire Detection Sensors #2,800 Cameras #5,000 Alarm Repeaters #500 Sound Diffusion Systems #200 Temperature Sensors 		
Electro-mechanical System	<ul style="list-style-type: none"> Ordinary and extraordinary maintenance of automatic doors and automatic gates Management of AdR vehicles Management of fuel pumps De-icing activities 	<ul style="list-style-type: none"> #224 Elevators #108 Escalators #43 Moving Walkaways #9 De-icers #516 Automatic Doors 		
BHS and RX System	<ul style="list-style-type: none"> Ordinary and extraordinary maintenance of BHS and RX Management of baggage handling Management of flights allocation to sorting plants 	<ul style="list-style-type: none"> #2 Baggage Handling Systems #108 RX Machines #13 Carousels for Baggage Claim #7,500 Conveyors #36 Automatic Tag Readers 		
Electrical System	<ul style="list-style-type: none"> Ordinary and extraordinary maintenance Management of workshop activities Emergency repair services 	<ul style="list-style-type: none"> #130,000 Lights #9,500 Runaway lights #104 Electrical Cabins MV/BT #1,600 Electric Panels BT 		
Civil Works	<ul style="list-style-type: none"> Ordinary maintenance Management of restrooms services Emergency restrooms services Floor/ceilings maintenance and refurbishment services 	<ul style="list-style-type: none"> Restrooms Signposting Windows Ceilings and False Ceilings 		
ALS	<ul style="list-style-type: none"> Remote control of ALS Monitoring of single lights Light intensity adjustments 	<ul style="list-style-type: none"> #13,737 Lights #196 CCR #5,312 Monitoring Equipment #125 Lighthouse Towers 		
Pavement Management System	<ul style="list-style-type: none"> Ordinary and extraordinary maintenance of runaways pavement Monitoring of the state of conservation of pavements 	<ul style="list-style-type: none"> Runway Surface Friction Testing Equipment Surface Trailer Friction Tester 		

A **contact center, open 24 hours a day**, promptly responds to any query and **oversees the maintenance activities**. When a malfunction occurs, the contact center promptly opens a ticket in the online platform. This **ticket is then assigned to the responsible maintenance group** which will perform the necessary tasks to fix the malfunction. AdR manages circa **#90,000 malfunction events per year**.

The **principles governing the AdR's purchasing activities** are based on **respect for competition and non-discriminatory practices among potential competitors**. To underline the importance of these themes, AdR has developed and implemented a **vendor rating system** that allows ex-ante assessments with regard to Corporate Social Responsibility and economic-financial soundness of the supplier. Moreover, a **supplier audit programme** has also been implemented. ADR has performed about 1500 tenders in the last 3 years for around €0.5bn.

Notes: (1) Includes OPEX and CAPEX.

4. Operational and Management Capability (Cont'd)

i) Operations and Maintenance Expertise

i.3. Familiarity with FAA regulations and procedures, airport operations, construction and maintenance standards

There is a **general conformance between FAA Regulations and the Standards** and Recommended Practices of ICAO Annex 14, Volume I.

The Company Aeroporti di Roma holds a Certificate, pursuant to Regulation (EC) No 216/2008 of the European Parliament and of the Council and the Commission Regulation (EU) No 139/2014, issued by the Italian CAA (ENAC). The Regulation (EU) No 139/2014 is officially referred to as IR-ADR (Implementing rules – Aerodromes), but it is more commonly known as EASA ADR. It replaces existing national requirements with regard to the management, certification and operations of aerodromes in European states.

The standard of reference for EASA ADR at ICAO's level is Annex 14, Volume I, which is applicable to all aerodromes open to public use in accordance with the requirements of Article 15 of the ICAO Convention. The contents of Annex 14, Volume I, reflect the planning and design, as well as operation and maintenance, of aerodromes. The **European Regulation is also closely based on ICAO Documents** 9734 (Safety Oversight Manual) and 9774 (Manual on Certification of Aerodromes).

Even if the Company is not directly subject to FAA regulations, it is subject a regulatory framework, the ICAO Standards and Recommended Practices, which are quite similar.

Regarding the planning and development of airport infrastructures, **AdR is compliant with international standards from IATA, ICAO and EASA**. For instance, during the planning of the fourth runway, AdR had to comply with the standards regarding the distance between parallel runways. Indeed, AdR opted for a runways' distance of 820 meters, which allows to carry out activities simultaneously in both runways. The standards required 760 meters, which have been incremented by 60 meters as imposed by: (i) EASA CS ADR-DSN.B.055 minimum distance between parallel instrument runways, (ii) ICAO Annex 14 - 3.1.11 Minimum distance between parallel runways, and (iii) FAA Advisory circular AC 150/5060-5.

FCO and CIA airports also have certifications for EASA 139/2014, whose standards are perfectly in line with ICAO's. Those standards are also similar to the FAA requirements.

i.4. Experience with Facilitating Airport Passenger Growth via Route Development and Marketing

Atlantia manages 5 airports with more than 60 million passengers **in Italy and France**. In Rome, via its subsidiary Aeroporti di Roma, Atlantia operates Fiumicino Airport managing more than 200 destinations, more than 43 million of passengers and relationships with more than 100 airlines.

Atlantia can leverage a **unique story of building successful partnerships with airlines**, both in Rome and in Nice, aimed at delivering the best possible service for passengers while developing an attractive route strategy. This is confirmed by a strong track record of growing traffic and opening new routes, in particular:

- **Aeroporti di Roma:** traffic growth since acquisition in 2013 equals to 3.5% CAGR corresponding to a c.11% increase. Since 2017, Rome FCO has added more than 15 new carriers (including and not limited to Sichuan Airlines, Kenya Airways, Cabo Verde Airlines, S7, Pobeda), over 20 new destinations (e.g. Hangzhou, Shenzhen, Chengdu in China; Dallas, San Francisco in USA; Johannesburg in South Africa; Nairobi in Kenya; Ankara in Turkey, Kutaisi in Georgia, Odessa and Kharkov in Ukraine, etc.) and over 100 new routes in existing destinations with new carriers and capacity increases;

In addition, AdR has developed strategic projects, aiming to develop FCO Hub connectivity through “base” development plans (e.g. Vueling is now connecting FCO to over 20 international destinations, offering over 25 frequencies per day; Norwegian, on top of connecting FCO to Northern Europe, has started flying long haul serving 4 US destinations);

- **Aéroports de la Côte d'Azur:** traffic growth since acquisition in 2016 equals to 5.6% CAGR with several new routes, new destinations and new carriers added.



4. Operational and Management Capability (Cont'd)

i) Operations and Maintenance Expertise

i.4. Experience with Facilitating Airport Passenger Growth via Route Development and Marketing

Development Guidelines

Atlantia adopts a **tailored approach to airlines** centred around **passenger satisfaction and value optimization** to achieve mutually beneficial goals. The airline development strategy is based on 4 pillars to support and encourage traffic growth and operational efficiency:

- i. **Long-term partnerships with carriers:** long-lasting strategic, commercial and financial relationships with airlines based on a common vision underpinning future development and investment plans;
- ii. **Market development:** increasing penetration and stimulating growth in both new and existing markets by making best use of existing infrastructure;
- iii. **New carriers:** attracting new carriers to enhance airline offer, improve diversification hence reducing concentration risks and crystallizing new avenues of growth;
- iv. **Airport connectivity:** encouraging and building development of products, services and collaboration agreements that give connectivity and strength to the hub concept.

Development Activities



Atlantia can offer carriers with a proprietary **in-house developed system** to enhance quality / performance based on (i) continuous **KPI monitoring**, (ii) tailored airline surveys focused on **operational aspects** and (iii) capability to identify **quality improvement actions** to be implemented.

A Structured and Iterative Approach to Develop Long-term Partnerships

Airlines Quality Program	Key Account Management
<ul style="list-style-type: none">• Airline KPI measurement• Periodic structured interviews with station managers aimed to facilitating airline operations• Identification of top issues and related action plan (quick-win & short/medium term)• Validation with airline senior representatives• Monitoring/implementation of actions identified	<ul style="list-style-type: none">• Operational support (slot concession, allocation of operational spaces and specific requirements)• Interface for real-time problem solving• Review of operational performances and identification of improvement activities• On demand services specific for airline customers• Start-up of new operations



4. Operational and Management Capability (Cont'd)

i) Operations and Maintenance Expertise

i.4. Experience with Facilitating Airport Passenger Growth via Route Development and Marketing

Selected Case Studies of Route Development and Marketing Strategies

Atlantia has achieved **outstanding results in cementing partnerships with airlines in Fiumicino** since the acquisition of AdR, confirming their capability to stimulate traffic growth. In particular:

- **North America:** AdR reported **3.1 million passengers** in 2018 representing a **16% increase over 2017 and 24% over 2016**, making the segment one of the fastest growing in Fiumicino;
- **Central / South America:** As an airport hub, located in the centre of Italy and the Mediterranean Area, Fiumicino is naturally counting on connecting flows. In 2018, Central/South America **passengers volumes grew by +24%** with a strong transfer component (+25% of growth in passenger numbers);
- **Far East:** Driven by a strong focus on new emerging markets, Fiumicino plays an important role in enhancing the connectivity between Italy and Greater China, connecting Rome with 12 major cities. **Fiumicino is one of the few European airport hubs to have flights of all 4 major Chinese carriers.**

China - The success achieved by Atlantia in developing a long-term strategy and relationships to support traffic growth from China is a **testament of the traffic development capabilities**. Main strategies include:

- To build **solid relationships on both commercial and institutional sides**, both in Italy and China (inter alia airlines, tour operators, travel agencies Chinese payment services providers, Italy China Foundation, Chinese airports, embassies, trade agencies, trade fairs, and media organisation, etc.);
- To build in Fiumicino the best European “**airport travel experience**” tailored for Chinese passengers (e.g. acceptance of WeChat Pay and AliPay, promotion of knowledge on China and Chinese customers in Italy, signage in Chinese languages, focus on luxury shopping and personal shopper services);
- To launch target **marketing and communications activities in China**, and secondarily in Italy, “for Chinese, done by Chinese, according to Chinese style” (e.g. official WeChat, advertising in Chinese-language websites and apps, Chinese new year events, promotion with Chinese key opinion leaders);
- In summer 2019, Rome connects to 12 major cities in Greater China, with over 900k passengers forecast for the year vs. only to Beijing, Taiwan and Hong Kong and c.200k passengers / year in 2010.

Low-cost Carrier - Atlantia can leverage a **strong track record of developing low-cost airline traffic**. AdR airline development strategy with regards to LCC follows a rigorous targeted process **envisaging 4 steps**:

1. **Segmentation:** identify target LCC & hybrid carriers in 3 categories:
 - i. Based at Fiumicino - carriers based at the airport with strategies to expand in both domestic and international segments (e.g. Ryanair and Vueling);
 - ii. Relevant for Fiumicino - targeted strategy for Fiumicino encompassing selective growth in selected segments (e.g. Easyjet and Norwegian);
 - iii. Others - other carriers focusing on their home markets;
2. **Identify and present market opportunities to carriers:** constantly sharing business cases-driven opportunity and harmonized development to avoid route overlapping and ensure long-term sustainability;
3. **Understand the need of each individual LCC:** capability of AdR to accommodate operational and marketing needs for each individual carrier to support traffic development;
4. **Nurturing relationships:** strengthening of a deep commercial relationship and involvement of all company areas towards customer satisfaction.



4. Operational and Management Capability (Cont'd)

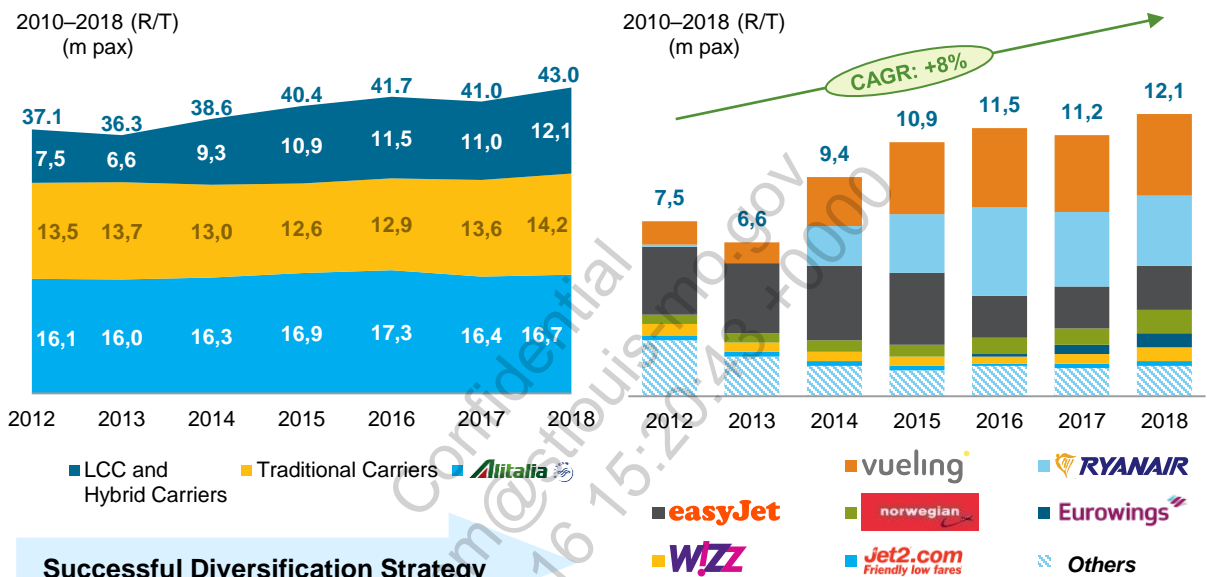
i) Operations and Maintenance Expertise

i.4. Experience with Facilitating Airport Passenger Growth via Route Development and Marketing

The strategy's success is confirmed by strong results achieved by Fiumicino over the last 5 years. In particular:

- **Vueling:** in 2013, Fiumicino had only 8 destinations with Vueling with c.900,000 passengers per year. In 2018 **traffic has reached 3.5 million with a CAGR of more than 30%** and an increase of c.4x;
- **Norwegian:** Atlantia has strongly supported the growth of Norwegian at Fiumicino stimulating the carrier to launch direct long-haul point-to-point – since 2013 **traffic has doubled with a CAGR of c. 17%**.

FCO Traffic Evolution LCC vs. FSC



North America - Traffic growth benefits from a tailored strategy to improve customer service for American passengers (e.g. new security flows, facilities and direct access to a new boarding area).

- In 2017, American Airlines opened a new flight to Dallas while Norwegian to Newark and Los Angeles. Number of seats and passengers from Air Canada and Air Transat grew by 5% and 6% respectively;
- In 2018, strong growth continued with a new route to San Francisco, increased weekly frequencies for flights to Newark and Los Angeles and flight to Dallas extended for the whole summer season. Canadian market experienced a growth in 11% in both seat and passenger numbers;
- All major American FSC (American Airlines, Delta Airlines, United Airlines) are present at FCO.

Cargo - On the **cargo side, growth in recent years has been higher than the average increase in passenger traffic**. These results are mainly generated by:

- The **expansion of trade to non-EU markets** (+12% extra-EU freight traffic to FCO in 2018);
- **Dedicated cargo infrastructures** (aircraft aprons, accessibility, handling areas and landside car parks, first and second line warehouses);
- **Specialized, dedicated facilities** for traffic segments. Notably AdR is fully certified under IATA CEIV Pharma, the protocol for pharmaceutical handling excellence, which is highly crucial for US market.



4. Operational and Management Capability (Cont'd)

ii) Capital Improvement Experience

Atlantia has demonstrated over the years extensive experience in managing the implementation of large-scale public use facilities. At AdR, since the acquisition in 2013, Atlantia has undertaken a number of capital programs at Rome airports, most of them were delivered ahead of schedule and under budget.

Such expertise is illustrated by the following examples of Atlantia's airports projects.

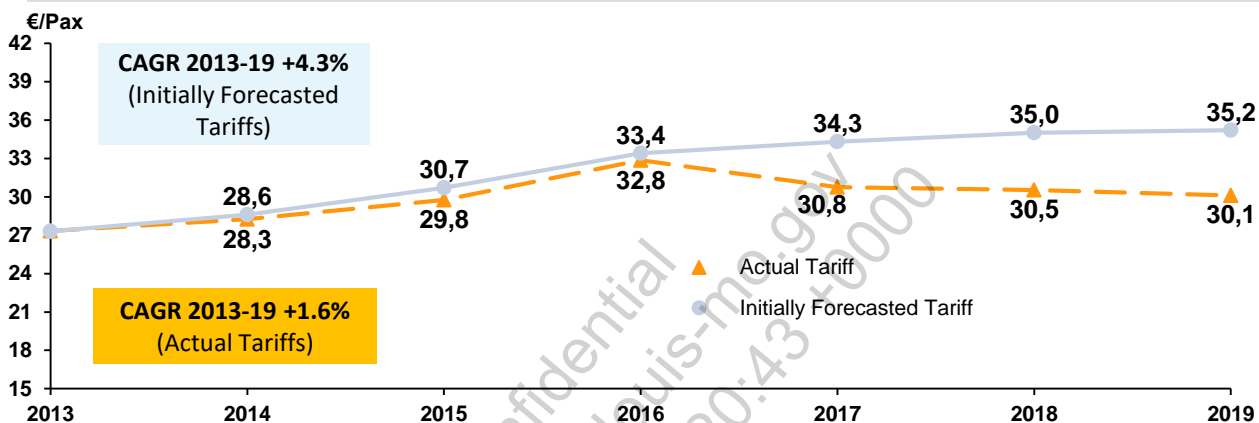
Project	Description	Investment (\$m)	Pictures
East Terminal Capacity Enhancement at Fiumicino (completion in 2020)	<ul style="list-style-type: none"> Terminal 1 north extension and new pier A - +6 million passengers per annum #16 high-capacity security lines, +40 check-in desk, +3 new baggage belts, #7 remote gates and 90k sq.m in renovated and new buildings areas 		
West Terminal Capacity Enhancement at Fiumicino	<ul style="list-style-type: none"> Terminal 3 extension: Add +6 million passengers per annum, #8 remote gates, 25,000sq.m in new departure lounge, #3 airlines lounges, #40 high-end retail outlets and a new baggage handling system Area of 132,000sq.m., of which approx. 86,000sq.m. for departures area "F" and approx. 46,000sq.m. for the front building 		
Runway Resurfacing	<ul style="list-style-type: none"> Refurbishment of the surface of runway 16L/34R Implementation of rainwater disposal system 		
New BHS/HBS in Terminal 1	<ul style="list-style-type: none"> New Baggage Handling System at terminal 1 with a capacity of #10,800 bag/hour 		
Electrical Distribution Substation	<ul style="list-style-type: none"> Construction of a new high-medium voltage electrical substation, located near the existing facility, to ensure greater reliability of the entire electrical grid 		
Curbside Refurbishment	<ul style="list-style-type: none"> Improved external signage (+64 signs), giving information on ground transport and journey times #118 benches installed along the external canopy of the Terminals 		
Car Park Revitalization	<ul style="list-style-type: none"> Refurbishment of the external casing as well as improvement of cars entries and exits Improvement of lighting and lamps substitution from neon to led 		
Border Control Immigration Area Optimization	<ul style="list-style-type: none"> E-Gates extended to non-EU authorized passengers (+6 E-gates vs 2018) Adaptation of the E-gates area with installation of two new devices and reconfiguration of the accumulation areas and the delimitation walls 		
General Aviation Terminal	<ul style="list-style-type: none"> Renovation of landside front with canopy aiming at more privacy, security and new architecture style 		

4. Operational and Management Capability (Cont'd)

ii) Capital Improvement Experience











For capex investments, Atlantia uses a **two-pronged strategy of built-by-module extension and existing resource optimisation**. On the one hand, greenfield expansion is done in an efficient, self-contained and better controlled manner with minimal disruption to other areas; on the other hand, brownfield optimisation in the current terminal boundary maximizes efficiency of existing infrastructure and cost savings. As a result of its efficiency, Atlantia has a **strong track record in delivering cost savings** in terms of Opex and Capex compared to what had been budgeted initially, which has allowed tariff⁽¹⁾ (RAB based) increases to be lower than originally planned. St. Louis will benefit from Atlantia's extensive experience gained through AdR and other transport assets in order to magnify the impact in terms of growth and service quality from capital investments whilst still offering value for money for passengers.

Tariff Benefits as a Result of Cost Savings⁽¹⁾



Real Estate Capabilities

Atlantia has **extensive experience in** handling a wide variety of **real estate construction and development projects in its airports**. The Group's expertise is illustrated by the following table reporting some projects completed, work in progress or planned.

Project	Description	Delivery Date	Pictures
New Lounge	<ul style="list-style-type: none">A new concept lounge area of Terminal 1 with several amenities: meeting rooms, shower facility, restaurants area	Completed	 
Office Tower	<ul style="list-style-type: none">Work in progressNew building to meet the increasing demand for available commercial office space	2022	
Hotel III	<ul style="list-style-type: none">Work in progress4 stars superior Hotel Radisson Blu with #300 rooms	2023	 
Business City	<ul style="list-style-type: none">Work in progressSustainable infrastructure system with: #7 buildings, 65,000sqm co-working office space, 40,000sqm green area	Phase 1: 2022 Phase 2: 2023/24	 
New Warehouse DHL	<ul style="list-style-type: none">Work in progressNew DHL building: 6,900sqm warehouse and 700sqm office space	2021	 
Hotel IV	<ul style="list-style-type: none">Yet to startStill to choose the Hotel operator	2024	

Notes: (1) Fiumicino tariffs are based on Regulated Asset Base (RAB) and therefore depend on capex spent (i.e. savings lead to lower tariffs).



4. Operational and Management Capability (Cont'd)

iii) Customer Service

iii.1. Maintaining productive ongoing relationships with government entities, similar to the relationship that the winning Respondent will have with the City.

Atlantia's policy is to **always engage with public-sector entities in the spirit of achieving mutual benefits** to build enduring partnerships and maintain close working relationships through regular and transparent communication. The Group has formal **policies, procedures, controls** and communication **systems designed to enhance transparency**, interactive engagement and relational correctness.

Atlantia is **committed on ensuring a shared vision of the infrastructure assets with government agencies** and endeavors to provide them with timely, regular and comprehensive updates on any material developments. For the reasons above described, Atlantia has successfully built, maintained and developed strong relationships with government bodies at all levels in numerous countries where it operates.

Within Atlantia, main stakeholders are identified through a **risk and opportunity analysis** based on the expectations of each stakeholder category, its **availability and openness in dialogue** and degree of influence on the Group's activities. **Annually Atlantia conducts a "materiality analysis"** complying with global reporting standards to better identify the most relevant issues to be addressed. As indicated in the matrix, considerations relevant and important to government bodies (inter alia departments responsible for infrastructure, transport, tourism and culture or environment, parliamentary bodies, supervisory bodies, municipalities and technical boards) are also of paramount importance to Atlantia.

2018 Materiality Matrix	

Atlantia recognizes the unique situation in **St. Louis** where the **City would be**, simultaneously, a **supervisory body**, a direct economic **beneficiary** and a local-government **stakeholder in the project**. We would foster an ongoing, constructive dialogue with the City to offer bespoke solutions that optimizes all objectives of airport improvement, valuation and regional economic impact and deliver for all stakeholders. Below are examples of the **instruments** Atlantia has **adopted to communicate** with the government entities.

- **Parliamentary committees** / questions / hearings;
- **Government and industry committees** for certain topics (e.g. safety, security and service quality);
- **Workshops** and **discussion tables** at the different ministries and supervisory authorities;
- **Meetings** and **forums** with local and national trade and business representative bodies;
- **Partnership initiatives** in local and regional development projects;
- **Periodic meetings** with regulators on certain regulatory matters;
- **Dialogue** with supervisory body on various topics.

Moreover, in the case of Fiumicino (Rome area), a large number of environmental initiatives and projects have been put in place by Atlantia, namely: (i) **construction of bike lanes**, (ii) **school renovation** and (iii) **promotion of environmental education at school**.

As an indication of the Group's ability to build, maintain and develop long-term relationships with government bodies in the US, Atlantia's US subsidiary ETC has been a true partner to a large number of public authorities including the Illinois Tollway, North Texas Tollway Authority, Harris County Toll Road Authority, Georgia's State Road and Tollway Authority, delivering numerous successful projects since its inception in 1999.



4. Operational and Management Capability (Cont'd)

iii) Customer Service

iii.2. Providing excellent customer service to the traveling public.

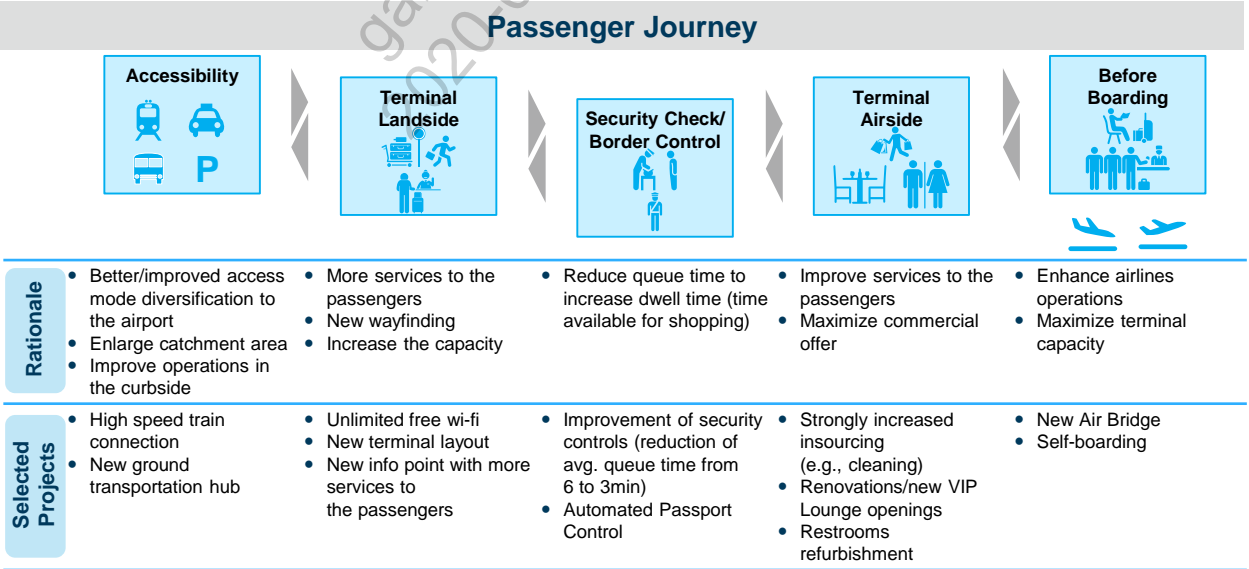
Testament to Atlantia's **capability in delivering best-in-class customer service** is the improvement in service quality at Fiumicino Airport. Since acquisition, Atlantia, through **numerous value-added initiatives**, has taken Fiumicino Airport to become the undisputed leader in Europe for passenger satisfaction in its category⁽¹⁾ according to Airport Council International from the bottom of the peer group before that.

Best in Class both in Europe and in the United States – Overall Satisfaction Score



Full-Journey Assessment Approach

Atlantia and AdR continuously look at the whole **Passenger Journey** and significantly improved **operational performance** at all stages of the cycle.



Atlantia's Longstanding Experience of Customer-service Excellence in the US market

Atlantia's US subsidiary, ETC has direct experience of providing excellent customer service to the traveling public through a decade-long contract to operate the statewide customer service center for the Washington State Department of Transportation (summarized in Appendix E).



4. Operational and Management Capability (Cont'd)

iii) Customer Service

iii.2. Providing excellent customer service to the traveling public.

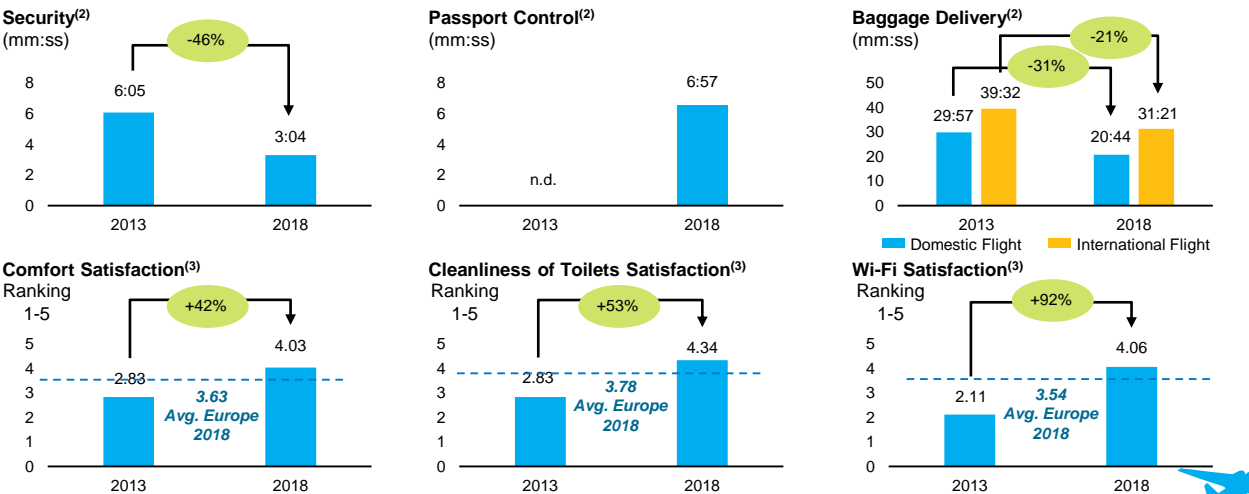
Deeply committed to the **highest standards of passenger experience**, Atlantia has put in place strong policies to measure the level of services delivered and monitor customer satisfaction, namely Commitment on Standards, Quality Measurement, Passenger Feedback and Benchmarking.

Area	Selected Measures
Commitment on Standards	<ul style="list-style-type: none"> All airports achieved the latest quality certifications (ISO 90001, OHSAS 18001, etc.) Customer service charter with a large number of KPI on key processes Minimum airport requirements for suppliers with non-compliance penalties Service level agreement included in contracts with suppliers
Quality Measurement	<ul style="list-style-type: none"> Daily measurements on key processes Daily sharing of performance on service providers and concessionaires (internally - to directors and senior managers, externally - to ATC body, airline committees, handlers) Use of mystery client/mystery shopping to measure main customer satisfaction factors
Passenger Feedback	<ul style="list-style-type: none"> Customer satisfaction surveys at departure and arrival Net Promoter Score at key touchpoints with qualitative feedback, especially suggestions Complaints and suggestions answered within one working day Instant-feedback systems for immediate correction - FCO #2 "happiest" airport⁽¹⁾ Continuous monitoring of online reputation with real-time update and automatic alerts
Benchmarking	<ul style="list-style-type: none"> Benchmarking to compare against national/international standards and to verify positioning to other leading airports Best practices from models of excellence through club of main European airports Participation to ACI's Airport Service Quality survey Participation to Skytrax's Global Airport Quality Rating programme

Excellent customer services are delivered through operational excellence, innovation focus, passenger experience and cooperation with airlines:

- Operational Excellence:** At Atlantia, customer service is first and foremost achieved through operational excellence. The Group organizes and manages the terminal in a customer-centric manner, internalizes core processes important to passenger experience for better control, and engages in continuous infrastructure development to adapt to traffic evolution;
- Innovation:** Atlantia has strong track record in introduction of new technologies to optimize existing infrastructure and operations, deployment of state-of-the-art process control and use of digital technology to improve customer experience;
- Passenger Experience:** Passenger experience offering is assessed and accomplished through a combination of factors - cleanliness, comfort, service variety, service quality and entertainment;
- Cooperation** with airport users: Atlantia closely monitors performance of airlines on key KPIs (e.g. punctuality) and responds to their needs to maximize operational efficiency and customer satisfaction.

Commitment to customer service yields significant improvements in all facets of customer satisfaction.



4. Operational and Management Capability (Cont'd)

iii) Customer Service

iii.2. Providing excellent customer service to the traveling public.

Main measures implemented to enhance passenger satisfaction.

Area	Selected Projects
Intermodality / Parking	<ul style="list-style-type: none"> New layout of the arrivals areas to prevent unauthorized car and driver services Adjustment of the current Bus Hub to account for increase in usage of bus New guarded car parks called as a result of the upgrade in the terminal Construction of a new area at car park to reduce walking distance to terminal Reorganization of parking areas with gradual coverage of all car parks Increase the frequencies of the shuttles from/to parking lots
Infrastructure Revitalization	<ul style="list-style-type: none"> Upgrade Schengen airside arrivals area with the concepts recently used in the airport Remake of the layout of landside arrivals areas to provide better handling of "meeters & greeters", car and driver services, and tour operators Improve management, decorum and comfort of passengers with particular focus on the departure areas (e.g. adaptation of gate area and pier)
Signage and Public Information	<ul style="list-style-type: none"> Widespread installation of new passenger directions signage with clearer, larger and easier-to-understand size and standardization of pictograms Installation of additional information monitors to improve way finding and flight information (particularly in the new departure area E and check-in halls)
Security Checks	<ul style="list-style-type: none"> Gradual implementation of the new automated "Queue Beater" machines Improvement of buffer areas of security check points Improvement of management of passenger queues
Passport Control	<p>In collaboration with the National Police:</p> <ul style="list-style-type: none"> Improvement of IT systems (database queries automation, processing speed, etc.) Maximization of usage of E-gates by EU passengers
Info Points	<ul style="list-style-type: none"> Increase and update the "info-points" in relation to the changes in the passenger flows Information in Russian and Chinese at strategic points of the airport
Cleanliness	<ul style="list-style-type: none"> Complete refurbishment of the airport restrooms Continuous improvement on cleaning materials and recurring tasks to maintain the excellence levels achieved
Comfort	<ul style="list-style-type: none"> More comfortable seat padding to improve passenger waiting experience Direct reclaim of oversize baggage at the baggage carousels of each specific flight Entertainment initiatives at the departure areas to improve passenger experience Refurbishment of nursery
Connectivity Services	<ul style="list-style-type: none"> Further increase of internet bandwidth to offer fast Wi-Fi connection (free with no registration) - <i>#1 European airport in the category for Wi-Fi satisfaction in 2018</i> Synergies with new airport-dedicated apps (wayfinding, flight tracking, parking, etc.)
Charging	<ul style="list-style-type: none"> Install new charging points/stations and integration with the seating to improve usability
Lounges and Work Areas	<ul style="list-style-type: none"> Offer multiple premium lounges with full ranges of services (restaurant, bar, private/meeting rooms, office, relax area, showers, concierge services, kids area, tec.) Refurbishment, restyling and modernization of passenger lounges and amenities Direct access to loading bridge
Airline Quality and Punctuality	<ul style="list-style-type: none"> Efficient take-off management procedures (collaboration with ENAV, pilots and airlines) Alignment of infrastructure and operational procedures with airline demands (passenger boarding/disembarking, loading bridges, setting departure gate, etc.)
Passenger Services	<ul style="list-style-type: none"> Install new ATMs, particularly for Non-Schengen arrivals Customize services to passenger types (e.g. "WeChat" channel for Chinese passengers, information on site and app tailored for "self-connecting" passengers, etc.)
Ground Handling	<ul style="list-style-type: none"> Improvement of processes/systems used for real-time handling and allocation of handler resources according to the operations (late/early aircraft arrivals) Optimization of airside spaces to improve logistics of the ramp handling Continuous monitoring vs. Minimum Airport Requirements and Service Charter



4. Operational and Management Capability (Cont'd)

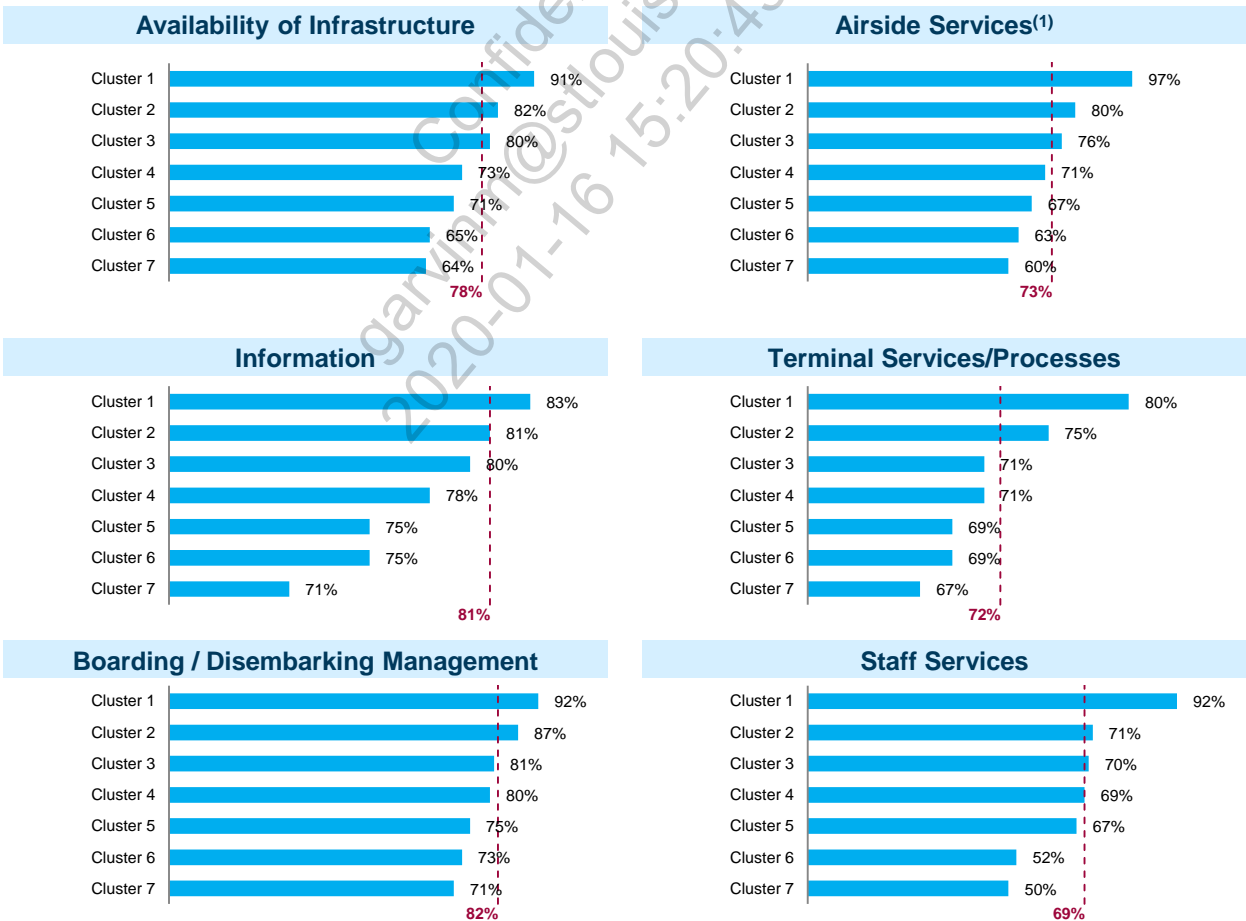
iii) Customer Service

iii.3. Delivering safe and efficient operating conditions to airlines, particularly those at airports.

Atlantia leverages a unique and comprehensive Quality and Performance system to enhance services provided to carriers, which has delivered a high level of satisfaction in all key areas by airlines. The system is based on:

- 1. Performance Measurement:** Atlantia and its airports define and assess main KPIs for all carriers in four main areas of (i) Punctuality, (ii) Cost-effectiveness (i.e., airport charges), (iii) Infrastructure Usage (i.e., capacity) and (iv) Service Performance;
- 2. Airline Perceived Quality:** surveys are carried out focusing on the six most relevant operational aspects to carriers including (i) Infrastructure, (ii) Terminal Process, (iii) Airside Process, (iv) Boarding / Disembarking Management, (v) Information and (vi) Staff Services. A “two-dimension” analysis on the levels of satisfaction and importance in each aspect is then developed to understand and highlight priority actions to be included in the improvement plan;
- 3. Performance Improvement:** Atlantia then works with civil aviation authorities, air traffic control entities, airlines and ground handlers to identify quality improvements on both landslide and airside areas and maximise efficiency and airport capacity.

Level of Satisfaction per Area – Breakdown by Carrier Clusters – Rome Fiumicino



Sources: Data referred to 32 carriers interviewed at Rome Fiumicino Airport. Rating scale from 1 - Poor to 6 - Excellent, % of Satisfaction based on score 4/5/6 of the total. Notes: (1) Airside processes: Services provided from Handlers, Flight punctuality, PRM assistance.



4. Operational and Management Capability (Cont'd)

iii) Customer Service

iii.3.

Delivering safe and efficient operating conditions to airlines, particularly those at airports.

Over the years, Atlantia has implemented a number of initiatives both on the landside and airside to standardize process and enhance both airport and airlines’ operations.

Operations	Selected Examples of Operating Improvement Strategies and Actions
Ticket Offices	<ul style="list-style-type: none"> Centralizing all ticket offices in one single area Enlarge the circulation area and increase check-in desks number thanks to construction of new ticket offices Signage and map for the ticketing area Efficient and innovative design
Check-in Facilities	<ul style="list-style-type: none"> Increase number of check-in counters to facilitate greater flow of customers New self-check-in / self-baggage drop-off kiosk New check-in counters with interface to allow to self-complete boarding operation Desk operating mode adjusted from “dedicated” to “common” Space optimization to allow greater efficiency and more desks Improved wayfinding for check-in areas <ul style="list-style-type: none"> Install check-in hall maps Restyling entry doors to show airlines at the nearest counters New signage with indication of airlines in each area “Available desk” system to direct passengers to free check-in counter New display of assigned range of check-in counters for orientation
Dynamic Signage	Installation of dynamic signage to vary the instructions according to the needs in: <ul style="list-style-type: none"> Departure passport control area to direct passengers based on passport types Fast Track routes People mover station for directions and waiting times Gates for direction on arrival and departure
Passport Control	<ul style="list-style-type: none"> Organization based on different passport types to facilitate efficiency and speed Increase number of E-gates and promote via communication campaigns Reconfiguration to extend E-gates to non-EU authorized passengers Better queue management Fast transit via dedicated lines and one-stop immigration, customs and security point for PRM
Walk-in Walk-out	<ul style="list-style-type: none"> Efficient walk-in walk-out procedures (e.g. direct boarding from gate to aircraft / via pedestrian path, hybrid boarding via loading-bridge / ramp access, etc.)
Baggage Delivery	<ul style="list-style-type: none"> Specific communication campaign to direct passengers to baggage storage areas New management procedures for first unloaded baggage Lean baggage delivery models for narrow-body and wide-body aircrafts
Airside Operations	<ul style="list-style-type: none"> Collaborate with navigation services and pilots to grow peak-hour movements Communication to pilots about high-intensity operations and capacity use Procedures for temporary limitation of airport capacity Systems for mass notification, continuous update and required confirmation Reduction in the number of vehicles in airside Construct a single control room to integrate landside and airside management



4. Operational and Management Capability (Cont'd)

iii) Customer Service

iii.4. Maintaining active public relations functions targeted at travelers, taxpayers and airport tenants.

Atlantia and its Group companies always aim at playing a pivotal role in the development on the regions where they operate. Therefore, the Group is always focused and committed to actively engage in a timely, **transparent and constructive dialogue with all relevant stakeholders** at all stages of the infrastructure development process. Atlantia has an unique approach of not only serving passengers as customer but also striving to offer other stakeholders such as airlines, airport tenants, and general public the best experience on a collaborative and constructive basis.

Atlantia is experienced in using **innovative forms of engagement and promotion** in campaigns aimed at target audience (including but not limited to travellers, airlines, airport tenants, government bodies, local communities and the public). The Group employs a **large number of skilled communication / marketing experts** and also enrolls external communication consultants to devise, execute and tailor internal and external marketing strategies. Dedicated activities are carried out and ad hoc channels set up and used with variable frequency in according depending on the stakeholder type.

The **stakeholder and medial relations** are optimized through **3 main strategies**: (i) **Effective communication of development**, (ii) **Sponsorship of related activities that enhance customer experience** and (iii) **Close engagement with local communities**.

Strategies	Initiatives / Public Relation Campaigns
Effective Communication of Development	Communicate airport strategy, activities and development plans in multi channels , including local/major newspapers, national TV channels, billboard, and social media <ul style="list-style-type: none">• Airport business hub development plan• Tailored services offered for Chinese passengers (official WeChat)• Installation of electronic passport control gates to reduce waiting times• New 4-star hotel investment• Promotional scheme aimed at opening of new air routes
Sponsorship of Activities	Cultural and entertainment events each year to enhance passenger experience with a focus on showcasing the most prestigious events in the host region <ul style="list-style-type: none">• Meetings with book authors• Opera performance / Flamenco festival in the airport• Musical talent performance and competition• Chinese New Year celebrations / Tourism ambassador for Chinese market• Chess tutorial and matches with customers• Exhibition of art works• Promotion of artistic, cultural, and environmental heritage of the host region
Close Engagement with Local Communities and the public	Information campaigns to raise awareness on benefits of sustainable , responsible development and maintenance of long-lasting relationships with local stakeholders <ul style="list-style-type: none">• Airport / tour open days organised with the local areas for local schools• Visits to archaeological sites for local citizens, schools and tourists• Collaboration on natural conservation of local areas• Contributions to social projects dedicated to local community and local region• Investments in initiatives to raise community awareness and engagement• Dialogue with local residents, sound-proofing assistance and noise-reducing mitigation• Assistance for clochard living• Compensatory works / works to improve the territory• Sponsorships of sporting, cultural, scientific and social events• Donation - Study grants, philanthropic donations, solidarity projects, etc.



4. Operational and Management Capability (Cont'd)

iv) Safety and Security

iv.1. Knowledge of Airport Safety and Security Management and Methodologies

Airport Security Management

Relevant Laws and Procedures

AdR manages security activities in line with international standards, below some **relevant laws and procedures**: regulation (UE 300/2008), regulation (UE 1998/2015), commission implementing decision (EU 8005/2015), “Programma Nazionale di Sicurezza”, Ministerial Decree (85/1999), Airport Security Programme and internal procedures of AdR (see Appendix F).

For what concerns security activities, while AdR must comply only with European, National and local standards, it has also a **good knowledge of TSA operating standards**. Indeed, TSA and European standards have several similarities, including: **emergency amendment activities** (i.e. stricter security measures adopted for US flights), **pre-clearance procedures** (i.e. more stringent control rules on individuals) and other **standard operating procedures**.

Security Activities Performed by AdR

AdR has been managing security activities in both Fiumicino and Ciampino airports since 1974, thus supporting the police activity.

In 2000, ENAC (Italian Civil Aviation Authority) authorised AdR to carry out the following activities: (i) passengers and carry-on baggage screening, (ii) checked baggage screening and (iii) security check on the workforce.

Moreover, AdR is responsible for:

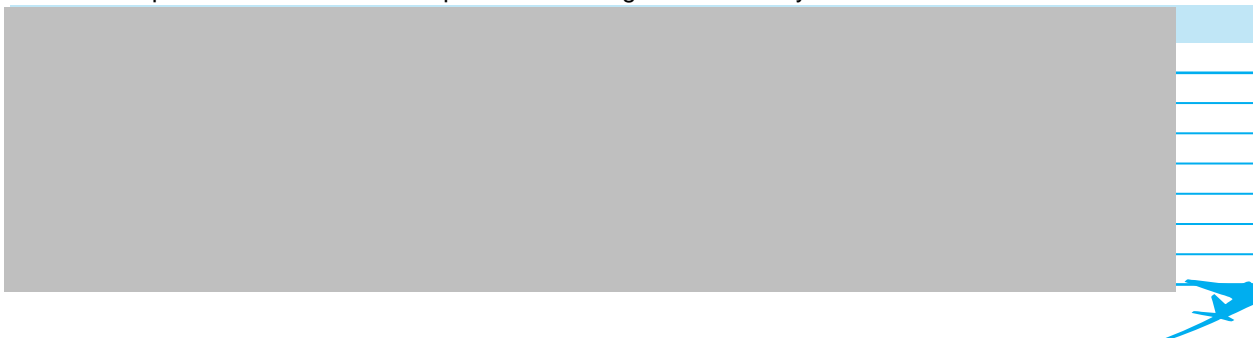
- **Surveillance activities and additional screening procedures** intended to prevent threats to transportation security from entering the sterile area of the airport;
- Providing **additional security services when requested** from carriers or third parties;
- Issuing **airport identification badges** to employees, tenants and sub-tenants of Fiumicino and Ciampino airports and for authorized vehicles to enter the sterile area of the airport;
- **Training and coaching** - ensuring the availability of appropriately qualified personnel to provide security services.

AdR participates actively to several **working groups organized by national and international authorities** to promote airport security management, e.g. “Comitato interministeriale per la sicurezza dei trasporti aerei e degli aeroporti” (CISA), Comitato di Sicurezza Aeroportuale (C.S.A.), ACI Europe Security Committee.

Security Audits by Third Parties

AdR is subject to **security audits and inspections** by **national authorities (NCI under ENAC) and EU authorities**. The aim of these **actions is to verify the compliance of the airport security system with the relevant national and international regulation**.

Below are reported some of the audits performed during the last three years.



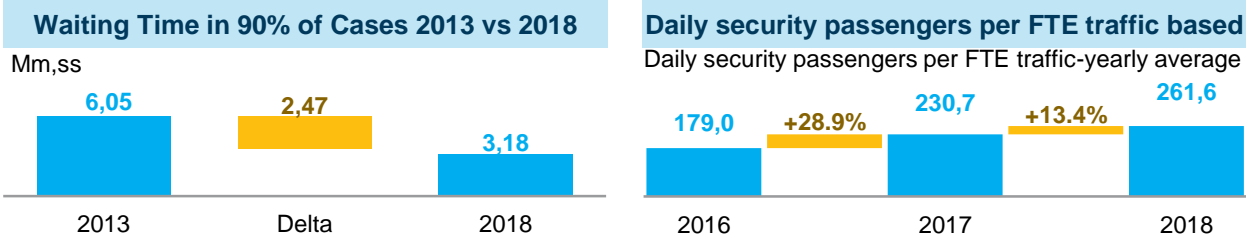
4. Operational and Management Capability (Cont'd)

iv) Safety and Security

iv.1. Knowledge of Airport Safety and Security Management and Methodologies

Airport Security Management

Atlantia has achieved **outstanding results regarding security standards**. Such excellent results have been always supported by the statement of **full compliance to the current regulation**, verified by the appropriate entities (e.g. National audits and inspections by ENAC and European Union inspections). The results are summarized in the charts below:



Implemented Actions

Selected Pictures

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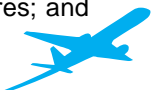
Airport Safety

EASA Certifications⁽¹⁾ and Key Individuals for Safety Management

AdR holds the certifications, n.IT.AdR.0001 and n.IT.AdR.0012 both issued by the Italian CAA (ENAC), which authorize AdR to operate the Rome airport system.

AdR has implemented a **management system** in order **to ensure the safety requirements of airport operations**. Below are reported some individuals who are responsible for the activities and procedures to meet such safety requirements: (i) **Accountable Manager**: responsible for the observance of safety requirements, ensuring the availability of appropriately qualified personnel – and of the economic resources necessary to maintain the required certifications; (ii) **Head of Airside Operations**: in charge of safety requirements for the movement area, including aircraft stand management and first aid and emergency assistance; (iii) **Head of Maintenance**: responsible for maintenance of infrastructures and equipment; (iv) **Safety & Compliance Monitoring Manager**: responsible for the implementation of an effective Safety Management System (“SMS”), as well as a monitoring program focused on internal and external organization; (v) **Head of Infrastructures Development**: in charge of design of all new infrastructures; and (vi) **Head of Landside and Terminal Operations**: responsible for ordinary Terminal management.

Notes: (1) European Aviation standards in line with international standards from International Civil Aviation Organization (ICAO).



4. Operational and Management Capability (Cont'd)

iv) Safety and Security

iv.1. Knowledge of Airport Safety and Security Management and Methodologies

Airport Safety

Safety Management System

In 2006, AdR adopted a **Safety Management System** in accordance with national and international legislation. The SMS is part of aerodrome operator's management system and include a Safety Review Board. The purpose of the SMS is **to systematically analyze the risks associated with airside aerodrome operations**, which is intended **to prevent accidents** and aeronautical incidents. Specifically, AdR's top management is supported by the SMS in defining and implementing the aerodrome operator's safety policies.

Safety objectives are achieved through:

- Utilization of **safety risk management processes**, including hazard identification;
- Update of old-fashioned procedures and processes to best meet the required safety standards (e.g. for Fiumicino Airport in 2018: **#82 updates**, **#10 safety assessments** performed on relevant changes and **#81 mitigation actions**);
- Implementation of a **safety reporting system** and investigations (for Fiumicino Airport in 2018: **#3,032 safety report** analyzed and classified; **#263 active investigations** and over **#40 corrective actions**);
- Monitoring of **safety performance indicators** (see Appendix G);
- Coordination of airports' emergencies in compliance with AdR's **Emergency Response Plan**, reviewed in 2017 and audited by Kenyon International Emergency Services.

AdR has achieved **exceptional results regarding safety standards**. In 2018, AdR analyzed and classified **3,032** safety reports. It conducted **263** investigations and managed more than **40** corrective actions. Under the management of Atlantia, **AdR experienced** a significant **reduction in the number of serious incidents or accidents**.

iv.2. Experience in emergency response support

ADR Fiumicino Airport **Emergency Response Plan** was reviewed in 2017. It now includes a **deep analysis of different emergency scenarios** and the evaluation of their impact on airport operations as well as the definition of assessment tools and response procedures.

Main emergency scenarios included in the emergency response plan are: bomb threat, building fire, aircraft accident, critical weather conditions (i.e. tornado), earthquakes, CBRN attack, medical emergency and pandemic.

Main actors of the Airport Emergency Response Committee are: civil aviation authority, fire brigade, first aid, police department, coast guard, aerodrome operator, handling companies, airlines operators committee, aviation health authority ("sanità aerea"), air traffic service provider and city mayor (municipalities).



4. Operational and Management Capability (Cont'd)



iv) Safety and Security

iv.3. Background in Relevant Traffic Engineering Standards, Specifications, Policies, Practices and Processes

Atlantia has demonstrated over the years extensive **experience in improving the level of accessibility to its airports.**

In 2018, AdR has established a working group aiming at: (i) **maximizing the number of passengers** and workforce **accessing the airport via sustainable modes of transport** and, (ii) enabling access to the airport from a wide catchment area.

Passengers have benefited from AdR's **monitoring programme** which has vastly improved the terminal's landside areas through the **installation of sensors and cameras to constantly monitor the traffic evolution** on the main routes to and from the two airports.

Airport	Installed Equipment	Selected Pictures
Fiumicino	<ul style="list-style-type: none">#32 cameras in 4 routes#14 sensors in 14 routes	
Ciampino	<ul style="list-style-type: none">#8 sensors in 4 routes	

AdR uses the collected information about traffic evolution for the following activities:

- Improvement of road safety** with identification of road network criticalities;
- Road infrastructure monitoring** and improvement;
- Elaboration and calibration of programmes aimed at **analysing the daily traffic evolution**;
- Analysis of **traffic environmental impact**, including air quality, carbon and surface noise as well as feeding into local economy.

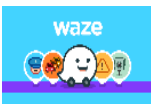
AdR is active in providing passengers with live information about traffic evolution, some of the actions implemented to improve the stream of news are provided below.



Implementation of **live traffic information** section in the **Airport Operations Plan**



Live traffic information on AdR's official **website**



Partnership with Waze for Connected Citizens Program, (traffic information sharing between AdR and Waze)



Live traffic information on AdR's **App**



Alert messages on ANAS **variable-message signs**



New monitors located in **car parkings** and **train/bus stations**



Traffic information sharing with **Infoblu**

Moreover, AdR is considering a number of initiatives to improve the access to Fiumicino airport over the coming years, including: (i) use of car **parking's' temporary gates** to cope with traffic congestion (ii) **widening from one to two lanes** of some strategic **routes** (iii) **improvement of Ostia/Fiumicino exit** (iv) possible **implementation of temporary changes of driving directions** to avoid traffic congestion (v) **capacity enhancement of via Guidoni** – one of the main routes to Fiumicino airport.



4. Operational and Management Capability (Cont'd)

ii) Safety and Security

iv.4.

Environmental management expertise

Atlantia as a global leader in the construction and operation of transport infrastructure **fully recognizes its important role in driving socio-economic developments** where it operates. The Group views responsible environmental management not only a critical component of its risk management function but also a strategic priority and a continuous improvement process to achieve long-term value. Therefore, Atlantia always combines infrastructure development with sustainability in all projects and activities to benefit the environment and local communities. Atlantia has a commitment with UN's Agenda 2030 for Sustainable Development.

Framework and Policy

Atlantia has in place **dedicated organizational structure and framework** to ensure effective ESG policies, strategies and performance. The Sustainability Committee, made up of the Group's most senior executives and chaired by an external member, oversees the sustainability topics, including amongst other things assistance to relevant departments, promotion, reporting, and proposing CSR objectives and programmes.

Atlantia extends considerations for environment to the whole value chain. For instance, the Group develops an audit system on environmental performance of companies operating at the airports – which could be replicated at St. Louis to inject sustainability principles into suppliers and key polluters.

A core focus for Atlantia is to minimize the environmental impact via promoting the use of renewable energy and developing efficient solutions to reduce CO2 emissions and energy consumption. Atlantia is a long-time member of the Carbon Disclosure Project, a global platform which aims to facilitate transparency on environment data. CO2 neutrality is a key target for all of Atlantia's airports. With an outstanding track record in environment management, Atlantia has been independently assessed and included in the most prominent ethical index (e.g. FTSE4Good, Ethibel Sustainability Index Excellence Europe, ECPI Ethical EMU Equity and ECPI Ethical Euro Equity).

Performance

All main airports (Fiumicino, Ciampino and Nice) achieved the **highest level of Airport Carbon Accreditation** - Level 3+ or Carbon Neutrality. Fiumicino is one of the few airports with over 30 million passengers to have achieved carbon neutrality while Nice is the first in France. Selected examples of achievements at AdR includes:

- Environmental Control System: ISO 14001 certified since 1999 and upgraded to the latest 2015 standard with mandatory test and rating for vendors operating at airport;
- New infrastructure built according to a very high certification standard of Leed Gold;
- Strong efficiency in operations – one of the lowest consumption rates among main European hubs (e.g. 41% decrease in electricity consumption rate and 49% in water vs. 2010);
- Waste recycle rate of 86% in 2018 and growing with a door-to-door collection system;
- Monitoring and mitigation programme for main pollution sources;
- These factors contribute significantly to recognition of Fiumicino as #1 for service quality in Europe by ACL. KPMG Sustainability Report certifies it best practice at European level on various environment aspects.

Selected examples of achievements at Nice Airport includes: (i) Awarded Environmental Control System ISO 14001, (ii) Cannes and Saint-Tropez airports achieved Level 3+ of Airport Carbon Accreditation, (iii) 100% of electricity consumption from renewable sources, (iv) centralized electricity and air-conditioning distribution system to reduce noise pollution and (v) close collaboration with conservation groups for protection of natural areas.

Committed to a high environment standard and confident in ability to deliver, Atlantia has even more ambitious environment targets for a very near future for all of its airports.



5. Financial Capability

Ability to Raise Equity and Debt Financing

As one of the world's leading investors and operators of transport infrastructure, Atlantia is **highly familiar with the financing of large-scale transportation projects** and has a strong track record in raising financing for projects similar to St. Louis Airport. The Group's strong ability to generate cash, the existing diversification of available liquidity sources and the considerable availability of committed and uncommitted credit lines provide ample access to finance to meets the envisaged financial needs of the transaction. Atlantia has a solid financial position and stands ready to provide significant financial commitment and resources to St. Louis Airport should it be awarded the concession.

Transaction Related Financing Needs

Atlantia intends to finance the **payment to the City of St. Louis** through available cash and existing credit lines or through a combination of both, potentially considering new financial debt as well. The exact details of the financing structure and the instruments will be defined once the transaction structure and associated financing needs have been precisely defined.

On June 30th 2019, Atlantia reported €4.5bn⁽¹⁾ of cash and cash equivalents, and €8.8bn of committed credit lines.

Atlantia has also a proven track record of regularly accessing capital markets at favourable terms and strong and longstanding relationship with a large number of reputable financing institutions who consider Atlantia a key relationship account. The Group also has connections with national, multinational and multilateral public-sector credit agencies (I... etc.) and frequently makes use of financing support from them. Atlantia is today rated BBB- by S&P (issuer credit rating), Baa3 under review by Moody's (senior unsecured debt issued by Atlantia) and BBB by Fitch. In this sense, Atlantia is highly confident that should any new financing option be explored, this can be obtained in a timely manner.

Atlantia does not anticipate any need to raise equity to complete the transaction. Atlantia may consider partnering with a leading infrastructure financial investor, leveraging on its **longstanding relationship with infrastructure investors worldwide**, Atlantia has already started a dialogue with high standing selected parties in order to assess a potential partnership.

Description and Identification of Equity Ownership

As described in Section 3, **Atlantia is a listed company 30.3% owned by holding vehicle Edizione Srl**, in turn 100% owned by the Benetton Family (see Appendix A). No upstream relationships to any financial responsible entities is envisaged.

Financing Needs at Airport Level

Atlantia intends to finance the capital needs of St. Louis Airport with a **straightforward yet highly flexible mix of external funding sources at the Airport level**, aimed at pursuing the following features:

- ensuring optimal balance between tenor and cost, aimed at minimizing refinancing risk;
- standalone financing without recourse to the shareholders;
- effective management of interest rate risk;
- investment grade target rating;
- optimal currency mix, eventually matching the Airport's cash flow currency mix.

Notes: (1) **w/o** c.€0.8bn of restricted cash.



5. Financial Capability (Cont'd)

Ability to Raise Equity and Debt Financing

Financing Needs at Airport Level

Atlantia will explore alternative capital structures and expects financing markets to be highly supportive of a transaction of this nature. In particular, among the debt financing alternatives Atlantia will take into consideration:



Selected Financing Case Studies

Atlantia has strong track record in completing **highly complex acquisition financing structures**, with regards to both Corporate Financing at Atlantia level (as proven in the case of Abertis acquisition) and asset-specific financing at asset level (as proven in the case of Aéroports de la Côte d’Azur and Aeroporti di Roma).

Project	Financing Raised - Selected Case Studies
SPV Financing Package for Abertis Acquisition	
Abertis Relevant Operations in 2019	
Aéroports de la Cote d'Azur Acquisition Financing	
Aeroporti di Roma	
Atlantia Relevant Financing Operations in 2018	
Ecomouv Electronic Tax Collection System (France)	
M6 Toll Road (UK)	

Details of relevant case studies are included in Appendix H.



6. Contacts and Advisors

a. Contact Person

Mr. Marco Troncone (Head of Airport Business Coordination of Atlantia) will act as the Project Leader on behalf of Atlantia and will represent the main contact person for any future correspondence. Please find below the contact details:

Key Contact

Marco Troncone - Head of Airport Business
Email: marco.troncone@atlantia.it
Telephone: +39 06 4363 4773
Mobile: +39 335 5205 018
Via Antonio Nibby, 20 - 00161 Roma

b. Expected Advisors

Atlantia is in discussions to appoint a financial advisor, a financial due diligence advisor, up to two legal advisors as well as one commercial advisor and one technical.

The remaining group of advisors will include world-class advisory franchises with extensive track record in the transportation infrastructure sector in the US and globally, local presence and strong relationship with Atlantia. All final decisions on advisors will be taken by Atlantia in the coming days.

7. Disclosure of Conflicts

We hereby declare that, as of the date of this SOQ, Atlantia does not have any associations, current or prior dealings, relationships and/or existing contracts to disclose with respect to:

- a. The City, its employees and elected representatives;
- b. Any airlines operating at the Airport, current lessees (aside from the one mentioned below) or individuals doing business with the Airport, and suppliers of goods or services to the Airport, as all the above relates to this transaction.

We disclose that, as of the date hereof, Edizione Srl, ultimate owner of Atlantia, owns through Autogrill SpA a business, HMSHost Corporation, which is currently a lessee of St. Louis Airport.

8. Comparable Projects

Appendix I includes a selection of relevant comparable projects.



9. Acknowledgments, Confirmation and Attestation

- a. **We hereby acknowledge the following City's priorities** (as indicated under point 9. a. (page 39) of the St. Louis Lambert International Airport RFQ dated October 4th, 2019):
- i. Improvement of the Airport for all stakeholders, including incremental uses of the Airport's significant excess capacity;
 - ii. Net cash proceeds to the City, upfront and/or over time for non-Airport purposes;
 - iii. Community and economic development in St. Louis and across the region.
- b. **We hereby also acknowledge the following Additional Requirements** (as indicated under point 9. b. (page 39) of the St. Louis Lambert International Airport RFQ dated October 4th, 2019):
- i. 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. Examples of current compliance of Atlantia with MBE/WBE requirements in the US are reported in Appendix L;
 - ii. 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. Atlantia currently employs approximately 550 person in the US and has 25 years of experience in implementing and maintaining fair employment practices in the US across 7 states.
- c. **Confirmations and Attestations:**
- i. We hereby confirm that the Team does not and will not have an exclusive relationship with a lender related to this transaction;
 - ii. Please find attached to this SOQ our duly executed written certification as regards the Conflict of Interest Policy referred to in Appendix A to the RFQ (page 44).

10. Claims

With reference to the information requested under point 10. (page 40) of the St. Louis Lambert International Airport RFQ dated October 4th, 2019, Atlantia has no claims, litigations, contracts and/or circumstances to report.

Nevertheless, for an overview of the most relevant proceedings involving the subsidiaries of the Atlantia, please make reference to the "Interim Report for the six months ended on June 30th 2019" which may be downloaded from the following website:

http://www.atlantia.it/documents/20184/27156/2019-08-29_Atlantia_Interim_report_1H_2019.pdf/fb4b3913-8572-46e1-ad62-4c52c60da46e



Appendices

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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.

16



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 ____[RESPONDENT]_____, I hereby certify and attest that ____[RESPONDENT]_____, 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: _____

Name: _____

Position: _____



30



Rome, October 30th, 2019

ATTESTATION

Dear Sirs/Madams,

on behalf of Atlantia S.p.A., I hereby certify and attest that Atlantia S.p.A. has reviewed the **Conflict of Interest Policy** appended as Appendix A (pages 44 and 45) to the St. Louis Lambert International Airport Request for Qualifications dated October 4th, 2019 (a copy of which has been annexed to this Attestation), Respondent's Side, understands all the terms contained therein and agrees to comply with the terms and conditions therein.

By: **Atlantia S.p.A.**

Name: **Michelangelo Damasco**

Position: **General Counsel**