

Request for Qualifications Submission

St. Louis Lambert International Airport | Public-Private Partnership



Submitted to Moelis & Co.
November 1, 2019

TEAM MEMBERS



NOTICE: The data on pages of this proposal that is redacted contains technical or financial information constituting trade secrets.

2) Executive Summary

OMERS Infrastructure Management Inc. (“OMERS Infrastructure”) and Fraport AG (“Fraport”) (together, the “Consortium” or “we”) would like to communicate to the City of St. Louis (the “City” or “St. Louis”) our strong interest in the public-private partnership (the “Airport P3” or the “Transaction”) in relation to the St. Louis Lambert International Airport (the “Airport”).

Our consortium brings together one of the world’s leading global airport operators (Fraport) with one of the world’s leading direct global infrastructure investors (OMERS Infrastructure), both of whom have a proven track record of investing and developing assets like the Airport under a sustainable and long-term approach. Unlike many infrastructure investors who are closed-ended with short term investment horizons that seek to acquire assets only to exit after a short time period, Fraport and OMERS Infrastructure have a philosophy of investing, operating, and holding assets for the long term so our priority is to enter into a long-term partnership with the City of St. Louis over the life of the concession. Our focus on sustainable investing, and our ethos as investors and operators is aligned with the City and its objectives. Both Fraport and OMERS Infrastructure are employee-focused companies, with OMERS investing on behalf of municipal employees and Fraport involving employees on its Supervisory Board. Our goal is to work in partnership with the City, its stakeholders, business community, visitors and residents to develop the airport and the surrounding area through innovative capital projects, leveraging international best practices in airport management, and implementing a conservative, investment grade capital structure.

With a proven track record of managing or having managed nearly 40 airports worldwide, we are highly confident that we are uniquely positioned to partner with the City of St. Louis to address the City’s objectives to:

1. **Improve the Airport for all stakeholders, including incremental uses of the Airport’s significant capacity.** We recognize the importance of the Airport to the City and its residents and the desire to improve not only the airport itself, but also develop the adjacent real estate. As experienced owners and managers of both public infrastructure and real estate worldwide, we have a deep understanding and appreciation that this type of asset affects not only its direct consumers, but also surrounding communities and requires open and transparent communication with all stakeholders. We have deep experience in delivering airport expansions (e.g., Frankfurt Airport, London City Airport, Lima Airport, and Orlando Sanford International Airport, among many others) as well as developing real estate adjacent to airports (e.g., Gateway Gardens, the Squire and CargoCity South at the Frankfurt Airport), and an understanding of the importance of gaining the trust and support of all stakeholders involved to achieve mutually beneficial results.
2. **Maximize cash proceeds to the City.** Our Consortium has no requirement to pay fees to an external fund manager and has a long-term investment horizon with a competitive cost of capital, allowing us to maximize the upfront and ongoing payments to the City for the Transaction relative to other closed end infrastructure investors with a shorter-term investment horizon and higher cost of capital thresholds. In addition, our ability to execute a transaction with speed and certainty would deliver value to the City and its stakeholders.
3. **Develop the community and economy of St. Louis and the surrounding region.** OMERS Infrastructure and Fraport pride ourselves on being sustainable investors with a focus on our employees and other stakeholders. We fundamentally believe that assets with sound environmental, social and governance (“ESG”) practices will perform better over the long term. This involves constantly engaging with the surrounding communities to ensure that our investments deliver value to all stakeholders. We have a track record of creating positive impact with our investments and honoring our commitments, from advancing climate-change initiatives (e.g., Bruce Power nuclear facility helping phase out coal-fired electricity in Ontario) to creating additional jobs within the regions we operate our assets in (e.g., Gateway Gardens and CargoCity South developments in Frankfurt Airport are expected to provide ~25,000 jobs). As long-term institutional investors, our reputation is one of our most valuable assets and we drive all our investment and asset management decisions accordingly.

We strongly believe that our consortium meets all the qualifications required for this critical project, including:

- **Experience in managing airports similar in scope, scale and complexity to St. Louis.** Fraport is invested in and operates more than 25 airports globally, whereas OMERS Infrastructure has been an investor in 13 airports globally, including an airport in the US (Orlando Sanford International Airport) and management of seven airports in California, Georgia, North Carolina and New Jersey. Together, we bring unparalleled experience of airport best practices from the US and around the world, whilst being experienced in operating in the United States regulatory environment
- **Experience in delivering material capital improvement programs.** Fraport has substantial experience developing airport and off-airport projects, with all-in construction costs across its portfolio in excess of US\$1 billion. Since 2001, Fraport has completed two major renovations of Lima Airport, and is currently embarking on a third expansion [REDACTED]. Fraport is also dedicated to ensuring its assets are operating smoothly and completes ~€130 [REDACTED]

million (US\$145 million) of capex annually to ensure its portfolio airports remain in a state of good repair. OMERS Infrastructure has strong experience in supporting capital projects across its infrastructure and real estate investment portfolio. From large-scale airport expansions (e.g., the £500 million (US\$645 million) London City Airport expansion) to multi-billion-dollar refurbishments of safety-critical power assets (e.g., C\$13 billion (US\$10 billion) in the Bruce Power nuclear power plant), OMERS Infrastructure has demonstrated both its consistent commitment to supporting its investments as well as its ability to deliver large, multi-year projects on-plan while meeting the demands of all stakeholders and prioritizing safety.

- **Successful leadership of public infrastructure transactions of greater than US\$1 billion.** Our consortium has a strong track record of managing similar-sized public infrastructure investments across multiple sectors and regions. We make investment decisions in a sustainable and responsible manner with a long-term view of maximizing value and returns for the benefit of all stakeholders. For example, Fraport USA is in frequent communication with concession grantors, public Authorities, the TSA and other government entities in the regular course of operating its management contracts. OMERS Infrastructure is experienced in maintaining productive stakeholder relationships as well, for example, through its operation of Oncor, the largest electricity transmission and distribution utility in the U.S. Through Oncor, OMERS Infrastructure has maintained a productive relationship with both regulators and customers.
- **Experience in developing airport or other infrastructure-adjacent real estate for airport and non-airport purposes.** Both OMERS Infrastructure and Fraport have proven experience in offering creative solutions for developing airport-adjacent real estate. OMERS also brings the expertise of its global real-estate arm, Oxford Properties (“Oxford”), one of the world’s premier real estate investors, developers and managers whose properties welcome over 1.5 million customers daily. OMERS Infrastructure leveraged Oxford’s expertise when planning the adjacent real estate development at London City Airport. Fraport has experience developing airport-adjacent real estate for airport and non-airport purposes through the creation of its “aerotropolis,” or Airport City, at Frankfurt Airport. Frankfurt Airport’s Gateway Gardens, Cargo City South and Squaire developments are bringing 230,000+ m² (~2.5 million+ square feet) of office space, multiple hotels, and a logistics hub to the airport and its surrounding area. Together, the Consortium has all the necessary experience to grow and transform St. Louis airport and surrounding regions in an innovative yet sustainable manner.
- **Management of public infrastructure in a manner that serves the objectives of all stakeholders, including local constituents and infrastructure users.** We understand the essential role infrastructure assets play in their local communities and we have proven to be strong partners to customers, governments and local communities. As long-term, responsible investors, our success comes from prioritizing ESG matters as well as maintaining open and transparent communication channels with all stakeholders. For example, London City Airport is the largest employer in the area and has a range of programs designed to engage with local residents and to provide employment and apprenticeships. We also understand that the airlines serving St. Louis are important stakeholders in the potential Airport P3. Fraport has a strong, longstanding relationship with Southwest Airlines, the single largest airline at St. Louis, through its subsidiary Fraport USA. Additionally, Fraport has a proven track record of working collaboratively with airlines to develop new flight routes and enhance service for customers at its airports across the globe.
- **Timely and certain execution.** Our consortium has a proven track record of executing similar-sized transactions through a combination of internal equity and debt financing. We have significant financial capacity available to support an upfront payment as well as ongoing investment in the development of the airport and its adjacent real estate and have the institutional support to pursue this partnership with the City. Our equity funding is not dependent on third party investment mandates or approvals and is therefore available with a significantly higher level of certainty than infrastructure funds managed by external managers. We have deep expertise in arranging financing for similar-type and sized assets and have the necessary lender relationships to ensure we arrange a conservative, long-term capital structure that does not place undue financing risk at the airport. Based on our extensive experience in transactions of this nature, the Consortium believes that it will be able to complete due diligence and our investment committee approval process within a relatively short period of time following commencement of the next phase of the process, assuming the required information is available in a timely manner.

We believe we can best address the City’s objectives for the partnership while ensuring the Airport grows in a manner that benefits all stakeholders, including the local community, employees, the government and the airlines and businesses currently serving the airport. We have a strong appreciation that the City is seeking a long-term partner for the Airport and that the project requires continual engagement and dialogue with multiple stakeholders. We firmly believe our unparalleled record of developing and operating similar airports across the globe, coupled with the necessary long-term investment horizon, ensures the City would be gaining a valuable partner for the Airport and the surrounding region over the life of the concession.

3) Description of Respondent

3a) Description of Respondent

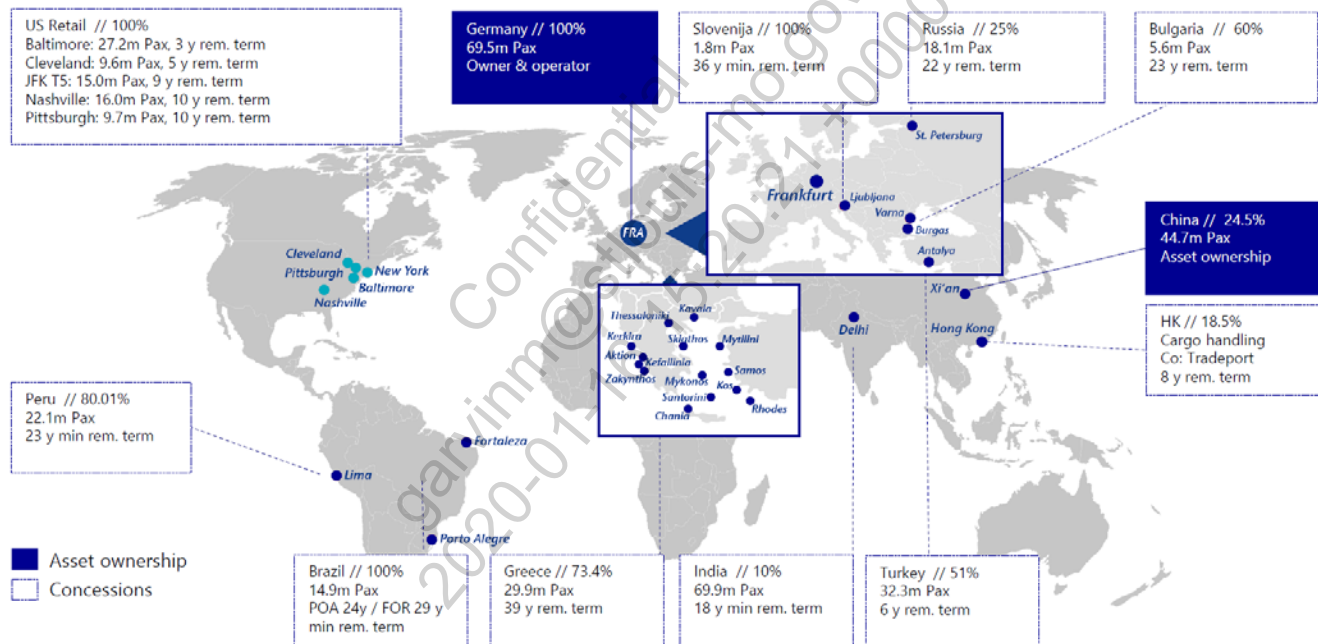
Fraport AG

Fraport is one of the leading developers and operators of airports globally. Founded in 1924, the company began as the sole owner and operator of Frankfurt International Airport, the leading cargo airport in Europe and tenth largest worldwide. Under Fraport's stewardship, the airport has grown to see an annual throughput of 70 million passengers, with more than 100 scheduled airlines operating flights to nearly 300 destinations worldwide. Over the past 20 years, Fraport has rapidly expanded its network of operations, making investments into more than 25 airports across four different continents. It has established itself as a global leader in high performance, passenger satisfaction and airport profitability.

Fraport brings decades of experience of managing airport operations across the globe. In 2018, there were more than 300 million passengers processed at airports managed by the Fraport Group. All of these airports are characterized by a paramount focus on passenger safety and security, exceptional service quality, cutting-edge technology, and highly trained, professional staff.

Fraport has investments on four continents, as illustrated in the map below:

Figure 1: Fraport's Airport Portfolio



Fraport's operational expertise is best illustrated by the Antalya and Lima airports – two central networks that have experienced rapid growth in recent years while maintaining world-class levels of service and operational efficiency. Under Fraport's management, Antalya Airport has achieved an annual average growth rate of 8.3%, providing the highest standards of passenger services and aircraft handling. The terminal facilities are state-of-the-art and have pioneered the implementation of innovative technologies such as mobile applications, Wi-Fi-based passenger-flow management systems, interactive self-info kiosk systems and automatic boarding card readings. As manager of the Jorge Chavez International Airport in Lima, Fraport has overseen two phases of modification and expansion. The airport is currently near capacity again, and Fraport is managing a third phase expansion which will more than triple the terminal's existing footprint, add a state-of-the-art midfield terminal and apron, a new Air Traffic Control tower ("ATC"), Rescue and Firefighter station, commercial airport city and cargo development, as well as auxiliary landside and airside infrastructure.

Since 2014, Fraport AG has been the parent company of the U.S.-based company Fraport USA, previously known as Airmall. For nearly a quarter of a century, Fraport USA has set the standard for airport concessions design and development in North America. Fraport USA pioneered the independent operator model by introducing competition among the very best local, regional, national and international concepts. The approach delivers value, quality and selection to the customer.

Fraport USA's model also serves as a catalyst for economic development, driving higher employment levels and more business opportunities for entrepreneurs and Airport Concession Disadvantaged Business Enterprise ("ACDBE") operators in the region. Moreover, the model posts among the highest per-passenger spends in the industry and consistently delivers a growing nonaeronautical revenue stream to the partners.

Experience matters, and Fraport USA's experience in designing, developing and managing airport concessions programs is unmatched in the industry. Fraport USA's work began more than 25 years ago when the company became the concessions developer for Pittsburgh International Airport ("PIT"), which remains the crown jewel in the industry for airport concessions programs. At Pittsburgh, Fraport USA successfully introduced highly regarded brands to the airport concourse for the very first time and developed a program that continues to stand for quality and value for the traveling passenger. To this day, Pittsburgh continues to boast among the highest per-passenger spend of any airport in North America and it has won a host of accolades since its inception.

Since then, Fraport USA has undertaken the redevelopment and transformation of airport concessions at several major North American Airports. The predominant airline at the five locations is Southwest Airlines with a traffic share of more than 45%. In each instance, Fraport USA. Currently Fraport USA manages the retail concessions at five airports in the Northeastern and Midwestern U.S. (Pittsburgh, Cleveland, Baltimore, New York (John F. Kennedy Airport, Terminal 5 and Nashville) with over 60 million passengers served per year in total. In each instance, Fraport USA has worked closely with the airport authority to engineer a dramatic transformation of the concessions program. Each transformation has generated impressive metrics in terms of per-passenger spend, overall sales and rent revenues, ACDBE participation and quality of the program.

OMERS Infrastructure

OMERS Administration Corporation ("OMERS") invests and administers pensions for almost half a million active and retired employees of nearly 1,000 municipalities, school boards, libraries, police and fire departments and other local agencies in communities across the province of Ontario, Canada on behalf of The Ontario Municipal Employees Retirement System. OMERS manages a diversified global portfolio of stocks and bonds as well as real estate, infrastructure and private equity investments. OMERS is a long-term investor focused on sustainable and responsible investing. As of December 31, 2018, OMERS had approximately C\$97 billion (US\$74 billion) in net assets under management.

Since 1999, OMERS Infrastructure (previously known as Borealis Infrastructure until 2017) has managed investments globally in infrastructure on behalf of OMERS with a focus on direct investments. The OMERS Infrastructure team consists of over 65 investment professionals located in major cities globally, including Toronto, New York, London, Singapore, and Sydney. OMERS is committed to the infrastructure asset class and has allocated over 20% of its assets to OMERS Infrastructure to be invested in global infrastructure equity investments. As of December 31, 2018, OMERS Infrastructure managed more than C\$17.9 billion (US\$13.7 billion) of OMERS' equity invested in infrastructure assets globally, with 20% of the portfolio invested in the U.S. OMERS Infrastructure's diversified portfolio of large-scale infrastructure assets includes investments in multiple transportation assets, including:

- **London City Airport**, a non-regulated airport located in the heart of London, United Kingdom;
- **Chicago Skyway**, a concession to manage, operate and maintain the Chicago Skyway toll road;
- **Detroit River Rail Tunnel**, a cross-border tunnel that joins Detroit in the United States and Windsor in Canada;
- **Port of Melbourne**, Australia's largest container and multi-cargo port; and
- **Associated British Ports**, the UK's largest port operator, which handles a quarter of the country's seaborne trade.

In addition to OMERS Infrastructure, OMERS also has the following investment arms:

- **Capital Markets:** OMERS Capital Markets invests in companies with strong balance sheets and resilient business models. It partners with leading businesses, operators and best-in-class investors to access investment opportunities on a global basis. Approximately C\$47 billion (US\$36 billion) of OMERS' portfolio is invested in Capital Markets.
- **Real Estate:** Oxford Properties is one of the world's premier global real estate investors, developers and managers. Oxford is focused on global gateway cities in the U.S., Canada, and Europe, and its office, retail, industrial, hotel and multi-residential properties welcome over 1.5 million customers every day. Approximately C\$18 billion (US\$14 billion) of OMERS' portfolio is invested in Oxford.
- **Private Equity:** OMERS Private Equity and OMERS Ventures are focused on identifying direct-control investments globally at various growth stages. They seek partnerships with companies across a broad range of industries, with robust

fundamentals, strong management teams and opportunities to grow. Approximately C\$14 billion (US\$11 billion) of OMERS' portfolio is invested in Private Equity and Ventures.

Through its various investment arms, OMERS can provide its investee companies and partners unparalleled support by leveraging world-class expertise across all investment classes and regions.

Governance and Shareholder Structure

OMERS Infrastructure and Fraport are advanced in our discussions regarding governance and the anticipated shareholder structure. We are anticipating for Fraport to provide operating support to the Airport's management team while OMERS Infrastructure will be the lead financial investor. Both investors expect holding meaningful ownership stakes in the asset.

In addition, we are also considering including a minority investor in our Consortium. We are currently in discussions with GCM Grosvenor ("GCM"), a Chicago-based global alternative asset management firm with US\$57 billion of assets under management in hedge fund strategies, private equity, infrastructure, real estate and multi-asset class solutions. It is one of the largest and most diversified independent alternative asset management firms worldwide with offices in Chicago, New York, Los Angeles, London, Tokyo, Hong Kong and Seoul. GCM Grosvenor has been a leader in alternative investment solutions since 1971.

GCM Grosvenor has been investing in the infrastructure market since 2003 and began a dedicated infrastructure practice in 2006. Today, GCM Grosvenor's infrastructure platform has approximately US\$5.3 billion of assets under management and has executed on more than 100 infrastructure investments across the globe. GCM Grosvenor's infrastructure investment professionals have experience across numerous infrastructure sectors, including transportation, midstream infrastructure, utilities, conventional and renewable power generation, social infrastructure, and communications.

GCM Grosvenor's Labor Impact Fund ("LIF") is a direct infrastructure investment strategy launched in 2018 that is designed to create a collaborative partnership with organized labor in an effort to unlock infrastructure investment opportunities and generate strong risk-adjusted returns. LIF has a robust team of accomplished professionals, with diversified backgrounds in direct infrastructure investing, labor, and government. The LIF strategy is grounded in its Responsible Contractor Policy that provides for a competitive process and ultimately lays the foundation for a partnership with organized labor and signatory contractors. With more than 50 investors to date representing more than US\$800 million in committed capital, LIF is comprised almost entirely of union-affiliated multi-employer pension plans from the United States and Canada.

Conversations on the size and governance of the minority investment are still ongoing and we expect to finalize discussions during the next phase of the process.

3b) Controlling interest / Ultimate Ownership

OMERS Infrastructure

OMERS is a statutory corporation without share capital, established pursuant to the Ontario Municipal Employees Retirement System Act, 2006, S.O. 2006, c. 2. OMERS Infrastructure is the infrastructure investment arm of OMERS. OMERS indirectly owns a 100% economic interest in OMERS Infrastructure.

Fraport AG

Founded in 1924 as "Suedwestdeutsche Luftverkehrs AG," Fraport has been operating Frankfurt Airport at its current site since 1936. With the inauguration of Terminal 1 in 1972, Frankfurt Airport began its ascent to become continental Europe's leading airport, and one of its most critical travel nodes.

In 2001, the company successfully completed its Initial Public Offering ("IPO") by way of a capital raise and the company's name was changed to "Fraport AG Frankfurt Airport Services Worldwide." Its current shareholders include the State of Hesse (31.31%), the City of Frankfurt (20.16%), Deutsche Lufthansa AG (8.44%), Lazard Asset Management LLC (5.02%) and the free floated market (35.07%) as of October 2019.

4) Operational and Management Capability

4a) Overview of the Fraport / OMERS Consortium

4a-i) Operations and Maintenance Experience

1. Substantial experience in managing and improving other commercial airports

Over the past 20 years, Fraport has extended its core competencies and the know-how gained at Frankfurt International Airport to an expanding network of worldwide operations with a global reputation for high performance and passenger satisfaction.

Fraport's portfolio of world airports illustrates the depth of experience Fraport maintains in airports of varying sizes and business models – from business to tourism and from hubs to Origin & Destination ("O&D") – as well as in a wide range of socioeconomic environments. Fraport remains one of the few airport full-service providers that offer comprehensive airport management services with expertise in all segments of the airport management value chain.

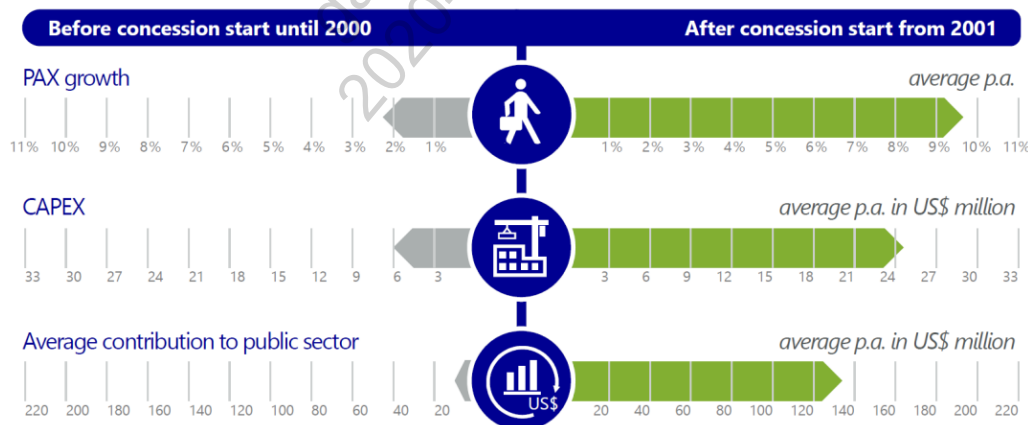
Lima Airport, Peru

On February 14, 2001, following a competitive international bidding process, the Government of Peru awarded a 30-year Concession Contract for the development and operation of Jorge Chavez International Airport ("JCIA") to Lima Airport Partners S.R.L. ("LAP"), a concession company formed with Fraport AG as the responsible airport operator. Fraport owns 80.01%.

Fraport has demonstrated its dedication and long-term commitment to Lima Airport over the past 20 years. Passenger traffic has gone from below 4 million in 2001 to above 20 million today. JCIA is the first airport to achieve an investment grade rating in the region. Since 2005, the airport has won numerous awards stating its quality and high service standards. Its excellent reputation makes JCIA a showcase investment not only for Peru but for the Americas and the whole aviation sector. Driven by strong growth rates, the conclusion of the concession's first major expansion phase in 2005 nearly doubled the passenger terminal area to over 700,000 square feet, including the introduction of boarding bridges, new commercial areas, and airline and cargo facilities.

Both major South American carriers LATAM Airlines (formerly LAN) and Avianca Airlines established their secondary hubs at JCIA, leading to unparalleled annual traffic growth of over 24% in 2007. JCIA surpassed 10 million annual passengers in 2010, 15 million in 2014 and crossed 20 million in 2017. Today, JCIA's position as a regional hub is firmly established in the market and serves as a sound basis for future growth. LAP offers over 1,550 weekly services to 22 domestic and 43 international destinations by 24 airlines.

Figure 2: Fraport's Value-Add at Lima Airport



Driven by the significant success of its first round of modernization and expansion, a second phase of construction further increased the passenger terminal area to its current 932,000 square feet in 2009, adding 17 new boarding bridges and over a dozen commercial concession spaces.

Aside from aeronautical activity, LAP is continuously working on increasing revenues from non-aeronautical activities to contribute to increased overall profitability. Over the last ten years, LAP was able to increase non-aeronautical revenues 16% annually (CAGR 2001-2016), having more than quadrupled compared to 2006.

The concession's success is set to overtake the current infrastructure, despite capital expenditures of approximately US\$375 million since 2001. [REDACTED]

Antalya Airport, Turkey

A joint venture of Germany's Fraport AG and Turkey's TAV Airports Holding¹, Fraport TAV is the terminal manager and operator of Antalya Airport, the leading aviation gateway on the Turkish Riviera. Welcoming more than 32 million passengers in 2018, Antalya Airport has become the 30th busiest airport in Europe – and has achieved an average annual growth rate of 8.3% since 1999. Antalya Airport is currently served by 112 airlines flying to 203 direct destinations in 51 countries – a network that is continuously growing.

Together with Turkey's TAV, Fraport AG has invested more than US\$130 million mainly driven by the construction of a new domestic Terminal with its inauguration in 2010.

St. Petersburg Airport, Russia

In April 2010, the Northern Capital Gateway ("NCG") consortium signed a 30-year Public-Private Partnership Agreement ("PPPA") with the city of St. Petersburg and the former airport operator Pulkovo Airport Company ("PAC") for the operation, maintenance and development of Pulkovo Airport. Fraport is a 25% shareholder in NCG. The Pulkovo Airport concession was the first major P3 deal in the Russian Federation and a landmark project for the government.

In 2018, the Pulkovo Airport was served by 70 Airlines and covered 147 destinations. With 18.1 million passengers by the end of 2018, Pulkovo Airport was the fourth biggest airport in Russia (after the three Moscow airports). In the last nine years, the passenger figures of the airport almost tripled from 6.7 million in 2009 to 18.1 million in 2018 – an average yearly growth rate of 11.7%.

NCG appointed Fraport as the Lead Operator under the PPPA. Fraport signed an Airport Operator and Technical Support Agreement.

The inauguration of the iconic new terminal in March 2014 signaled a decisive milestone under Fraport's stewardship. The new terminal building had a capacity of 14 million passengers, an area of 1.5 million square feet, 88 check-in counters, 16 gates and the first walk-through commercial concept developed in Russia. The challenging investment program in the new terminal has been successfully completed on time and on budget. [REDACTED]

OMERS Infrastructure

OMERS Infrastructure is currently invested in London City Airport in the U.K. Soon after the acquisition, OMERS Infrastructure and its partners strengthened the company's board of directors to improve governance [REDACTED]. In addition, a review of operations and processes was conducted to identify potential areas of improvement as well as a modernization of IT systems.

In addition, OMERS Infrastructure, through its previous investment in Airports Worldwide and its U.S. subsidiary, TBI Airports Management Inc. (exited in 2018), has gained deep operational expertise at large, medium, and small hub commercial service airports as well as an ability to work comfortably in the regulatory environments of the general aviation sector in the U.S. and Europe. This experience includes but is not limited to the following:

- Atlanta Hartsfield Jackson Airport, GA (ATL): International terminal operations, ramp control, common use resource management, project management, FIS services
- Bob Hope Hollywood Burbank Airport, CA (BUR): Total airport management responsibility including airfield and facility maintenance and operations, construction, Part 150 noise planning/mitigation, terminal operations, airport rescue and firefighting ARFF, Part 77 airspace analysis, Capital Improvement Plan ("CIP") responsibility and master planning
- Ontario International Airport, CA (ONT): Airfield maintenance and operations responsibility

¹ TAV Airports operates 14 airports in Europe, the Middle East and North Africa.

- Atlantic City International Airport, NJ (ACY): Overall airport management responsibility
- Raleigh Durham International Airport, NC (RDU): Common use resource management and ramp control
- Middle Georgia Regional Airport, GA (MCN): Overall airport management responsibility including planning and development of airport construction activities
- Orlando Sanford International Airport, FL (SFB): Terminal developer / manager, ground handling, air cargo operation, construction planning and management, parking and landside management and capital planning

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

The concession agreements Fraport has signed for its subsidiary airports around the world typically include minimum technical requirements, which must be adhered to during the concession period. Maintenance, repair and procurement of related materials obligations are frequently specific to each contract and depend on the minimum passenger service levels required.

Fraport is committed to ensuring that all external providers of processes, products or services comply with procurement requirements. This is assured through the strict enforcement of criteria for the selection of suppliers, clarification of the requirements and regular control over their performance.

In Lima, the minimal technical requirements set the guidelines for heating and ventilation, systems availability, cleaning, building management and quality standards (among others). Detailed criteria for the design and technical requirements of the airside and passenger terminal are stipulated in the Concession agreement.

In Antalya, Fraport is committed to fulfilling specific Key Performance Indicators (“KPIs”) in the terminals to guarantee a level of service to passengers (for instance, departing passengers/hour). Should these KPIs not be frequently achieved at predetermined levels, Fraport TAV is bound to address the issue through additional investment in terminal capacity.

In St. Petersburg, a passenger service level equivalent to the International Air Transport Association (“IATA”) Level C is required and the facility maintenance is tailored to meet this objective. Specific requirements for the maintenance and repair of the runway are stipulated, which ensure that both Russian and international statutory requirements are fulfilled. Obligations in terms of engineering, technical systems and equipment, networks and communication systems are specified to ensure efficient and uninterrupted operation of the airport in compliance with all laws relating to health, safety, security and the protection of the environment.

At Frankfurt Airport, Fraport invests around €80 million (US\$19 million) each year for the maintenance of the airport’s infrastructure. Across the rest of its global portfolio, Fraport spends approximately €50 million (US\$56 million) per year in order to maintain the infrastructure of the airports and to ensure undisrupted operations.

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

The consortium recognizes the importance of familiarity with FAA regulations and procedures, airport operations, construction and maintenance standards.

Through its 100% ownership position and asset management role in Airports Worldwide and its U.S. subsidiary, TBI Airport Management Inc., from January 2013 to August 2018, OMERS Infrastructure has obtained substantial experience and familiarity with all aspects of FAA Part 139 (airport certification and operations standards) and related procedures for compliance and adherence to all other industry related FAA regulations, advisory circulars, and FAA endorsed best practices. OMERS Infrastructure recognizes the importance of safety management systems, horizontal signs and markings (airside), wildlife management, and the oversight and inspections the FAA conducts to ensure compliance.

Air safety measurements in Germany tend to have a high standard-levels compared to other international safety standards. At Frankfurt Airport in Germany, Fraport’s daughter company FraSec Fraport Security Services GmbH (“FraSec”) offers a full range of airport security services. FraSec provides passenger and baggage screening according to German Safety Law on behalf of, and under the supervision of the police. Almost 5 million departing passengers from the United States and Canada are checked and screened per year.

Furthermore, the consortium is intending on retaining an advisor with extensive experience in FAA regulations and procedures to help manage St. Louis Lambert International Airport. This, combined with the Consortium’s extensive experience and knowledge of operating best practices worldwide, will ensure the airport will be operated to the highest standards and meet the objectives of all stakeholders.

4. Experience with facilitating airport passenger growth via route development and marketing

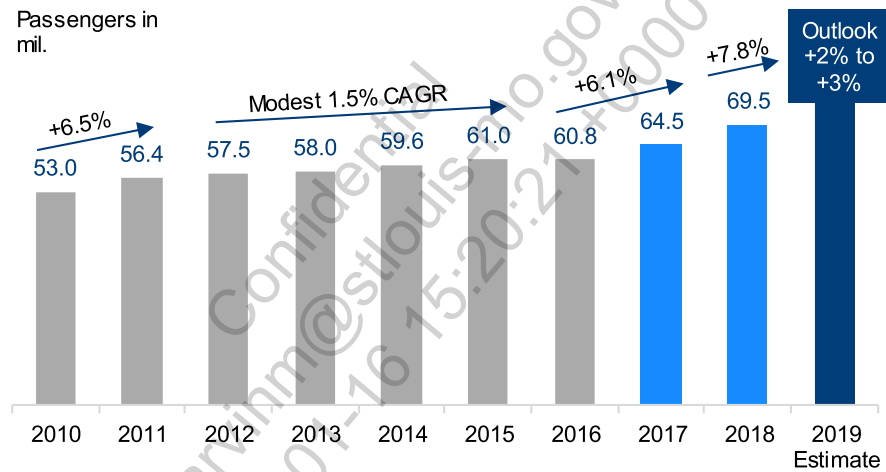
Fraport’s objective as an airport operator is to provide airlines with the best possible support. In addition to professional services and a state-of-the-art infrastructure, Fraport’s incentive program offers financial support to help airlines establish new routes, increase their capacities and employ innovative technology. The incentive program promotes long-term, sustainable growth at Frankfurt Airport by creating new connections and increasing capacity on intra-European routes.

Several incumbent airlines at Frankfurt Airport have been visiting the hub or have had an established base at the airport for a long period of time. Among the largest are Star Alliance members such as Lufthansa, United, and Air Canada, but independent airlines like Condor and Emirates have thrived as well.

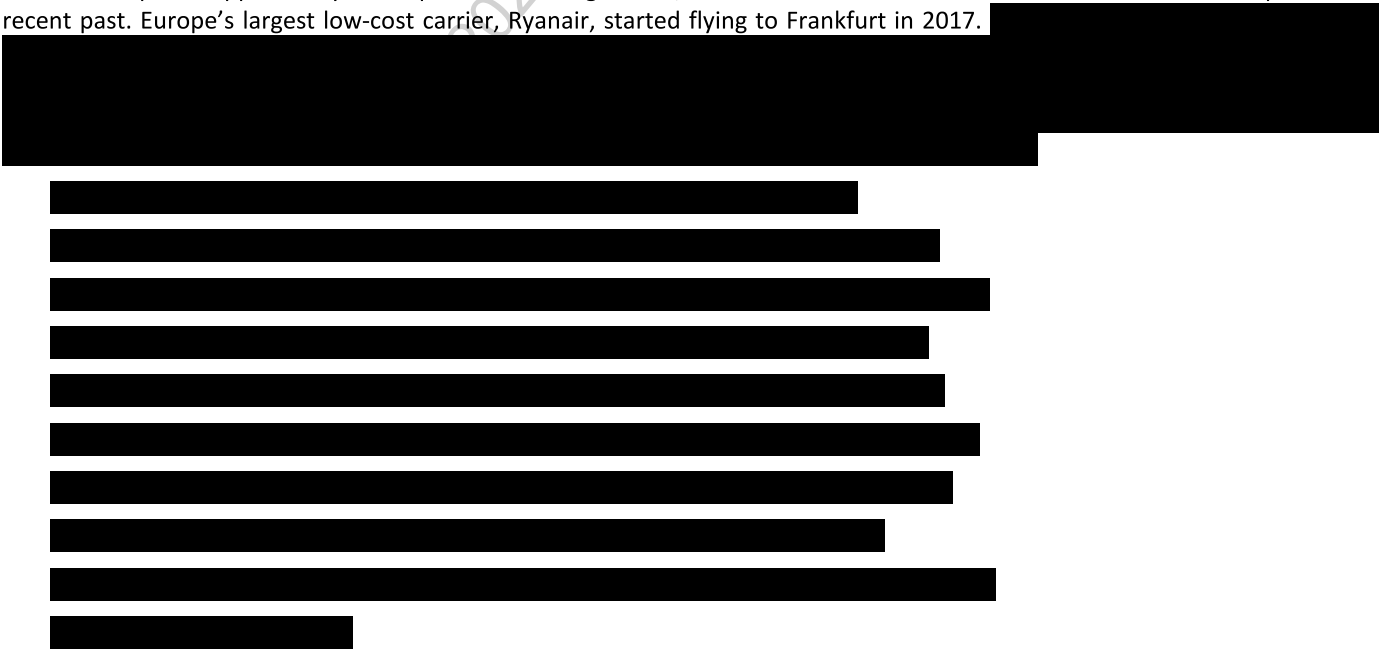


There were 114 registered airlines at Frankfurt Airport in 2018 (with more than five rotations), connecting 345 destinations in 108 countries worldwide. In total, there were exactly 69,514,414 passengers, 512,115 aircraft movements and 2,213,889 metric tons of cargo.

Figure 3: Passenger Growth at Frankfurt Airport (2010-2018)



After a period of moderate steady growth, especially in 2017 and 2018, Fraport has recorded outstanding passenger growth at Frankfurt Airport. Supported by the airport’s marketing efforts, several new airlines have been drawn to Frankfurt Airport in the recent past. Europe’s largest low-cost carrier, Ryanair, started flying to Frankfurt in 2017.



4a-ii) Capital Improvement Experience

Fraport Airport Development Experience

Fraport is a specialist in planning and managing airports worldwide, developing tailor-made solutions and enhancing operational processes. Being committed to long-term partnerships, Fraport creates win-win situations rather than maximizing short-term profits. Fraport has unparalleled sector expertise and a long track record in managing airports and significant experience sharing know-how on a global scale. Fraport captures business opportunities and unlocks further growth development by strengthening the competitive position of airports. Within Fraport's portfolio, 20 construction projects with a total value of more than US\$7.6 billion were realized over the last 10 years.

Recent examples of Fraport's capital improvement experience at global airports are detailed in the table below:

Selected Fraport Capital Improvement Experience		
Airport	Capex	Description
Frankfurt Airport, Germany	~€4.0 billion (~US\$4.4 billion)	<ul style="list-style-type: none"> ▪ <i>Construction of new Terminal 3:</i> Includes a people mover system to connect the Terminal to the existing two terminals, a retail area of more than 12,000 m² (~130,000 square foot), new lounge areas and an official designed capacity of approximately 21 million passengers including piers H, J and G (further extension option of pier K not included) ▪ <i>Completion date:</i> 2021 expected for Pier G and 2023 expected for Piers H and J and the People Mover
	~€700 million (~US\$780 million)	<ul style="list-style-type: none"> ▪ <i>Pier A Plus:</i> Extension of Terminal 1 by an 800 meter (2,600 foot) long pier, including 7 widebody gates, 12,000 m² (130,000 square feet) of retail areas, new lounges and approximately 6 million additional passenger capacity ▪ <i>Completion Date:</i> 2012
	~€1.6 billion (~US\$1.8 billion)	<ul style="list-style-type: none"> ▪ <i>Construction of Runway Northwest:</i> a new 2,800 meter (~9,200 foot) landing runway, including 2 bridges crossing a highway and high-speed train track to connect the new runway with the existing airport facilities, clearing and reforestation works as well as acquiring land and removing buildings in the vicinity of the runway ▪ <i>Completion Date:</i> 2011
	~€300 million (~US\$335 million)	<ul style="list-style-type: none"> ▪ <i>Remodeling Pier B:</i> to comply with EU directive to separate non-Schengen² arriving and departing passengers, as well as to accommodate for A380 a/c types and ramp up lounges and retail areas ▪ <i>Completion Date:</i> 2011
	~€200 million (~US\$220 million)	<ul style="list-style-type: none"> ▪ <i>Remodeling Terminal 2:</i> to comply with EU directive to separate non-Schengen arriving and departing passengers, as well as to accommodate for A380 a/c types and ramp up lounges and retail areas ▪ <i>Completion Date:</i> 2009
	~€400 million (~US\$445 million)	<ul style="list-style-type: none"> ▪ <i>C/D Pier:</i> Connecting Terminal 1 and Terminal 2 by a 320 meter (1,050 foot) long pier and adding 4 widebody gates as well as ~1,000 m² (10,760 square feet) of retail areas, new lounges and approximately 4 million passenger capacity ▪ <i>Completion Date:</i> 2008

² The Schengen zone is a group of 26 European countries which have abolished internal border controls and established passport-free travel.

Airport	Capex	Description
Greece, 14 Regional Airports	~€360 million (~US\$400 million)	<ul style="list-style-type: none"> ▪ <i>Expansion Program:</i> Works necessary at each Regional Airport to extend capacity and to meet required service level ▪ <i>Completion Date:</i> 2019-2021
Pulkovo Airport St. Petersburg, Russia	~€800 million (~US\$890 million)	<ul style="list-style-type: none"> ▪ <i>Terminal Construction:</i> as agreed upon under PPPA ▪ <i>Completion Date:</i> Main terminal building (2013), domestic concourse (2015)
Lima Airport, Peru	[REDACTED]	<ul style="list-style-type: none"> ▪ <i>New Terminal and Second Runway:</i> Major airport expansion program, includes construction of a second runway, a new passenger terminal, new tower, landside access and auxiliary infrastructure ▪ <i>Completion Date:</i> 2024
New Delhi Airport, India	~€2.0 billion (~US\$2.2 billion)	<ul style="list-style-type: none"> ▪ <i>Airport Expansion:</i> comprised of a new runway, new 3 parallel taxiways to the runway, other taxiways, multilevel car park, aircraft apron, expansion of domestic Terminal 1 and a new passenger Terminal. Fraport's involvement was the planning of the project. ▪ <i>Completion Date:</i> 2011

Fraport Real Estate Development Experience

[REDACTED]

Gateway Gardens – The Urban Center of the Frankfurt Airport City

[REDACTED]

[REDACTED]

CargoCity South – The Logistics Hub at Frankfurt Airport

[REDACTED]

[REDACTED]

The Squaire

[Redacted text block]

OMERS Infrastructure Capital Improvement Experience

OMERS Infrastructure has a demonstrated track record of being a constructive partner to its portfolio companies and their management teams in support of long-term, sustainable growth by providing both long-term capital and relevant experience and expertise in the design, planning and implementation of major capital projects. Recent examples of this include:

London City Airport

[Redacted text block]

Airports Worldwide

[Redacted text block]

Bruce Power

[Redacted text block]

Associated British Ports

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

4a-iii) Customer Service

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

Across its Portfolio, Fraport has extensive experience maintaining productive ongoing relationships with government entities. Fraport partners with local communities, stakeholders and shareholders. As an example, the two biggest shareholders of Fraport are the State of Hesse (31.31%) and the City of Frankfurt (20.16%), [REDACTED]

[REDACTED]

Further proof can be given on the example of the U.S. Rhein-Main Airbase. Fraport had a close relationship with the US Air Force and NATO. Established in 1945, the Rhein-Main Air Base was the primary airlift and passenger hub for United States forces in Europe. It was billed as the "Gateway to Europe." With the closure, the condition was created to design the civilian airport operations on the south side of Frankfurt Airport in accordance with up to date requirements and to build a third terminal in the long term. The housing area of the US Forces "Gateway Gardens," located in the north of the airport, was handed over to the city of Frankfurt at the end of 2005 in the course of the closure of the Rhein-Main Air Base. [REDACTED]

[REDACTED]

Fraport USA

Since 2014, Fraport AG through its subsidiary Fraport USA has gained extensive experience in collaborating with U.S. governmental entities and authorities. Fraport USA stands in frequent communication and interaction with the concession grantors in relation to the approvals of the leases as well as the development and management contracts to develop and manage the respective concession areas at the airports in Pittsburgh, Cleveland, Baltimore, Nashville and New York, JFK (Terminal 5).

[REDACTED]

OMERS Infrastructure has extensive experience in maintaining productive relationships with government entities as part of its management of critical infrastructure assets and understands the critical role that these assets play in providing essential services to surrounding communities. As one of the world's leading investors in infrastructure, OMERS Infrastructure has developed a strong track record as investors in assets (i) with strict government planning laws (e.g., London City Airport), (ii) that are subject

to concession arrangements with governments (e.g., Chicago Skyway, Tank & Rast, Port of Melbourne and Teranet), and (iii) with government regulations (e.g., Oncor, Puget Sound Energy, Scotia Gas Networks). Select examples include:

London City Airport

[REDACTED]

Chicago Skyway

[REDACTED]

Teranet

[REDACTED]

Oncor

[REDACTED]

2. *Providing excellent customer service to the travelling public*

As a service-oriented airport operator, Fraport consistently creates an excellent travel experience for the travelling public through customer-oriented services. We aim to successfully operate all Fraport's airports so that the needs of passengers, customers, stakeholders and government entities are satisfied through offering state-of-the-art facilities and related services.

Operational improvements sometimes focus on one-off solutions and are based on short-term planning. Our objective is to make efficient use of all our facilities to increase passenger throughput and improve efficiency at our airports. We therefore optimize airport operations on a long-term basis and help other stakeholders make best use of their resources. Fraport believes that communication, collaboration and coordination with key stakeholders is fundamental to ensure smooth airport operations.

Fraport has been at the forefront of setting industry standards for Integrated Airport Operations. This experience provides us with the necessary know-how and expertise to optimize operational processes.

The quality of customer service offered by Fraport in its airports is assessed on a continual basis through the implementation of five channels of measurement: passenger satisfaction surveys, airline satisfaction surveys, passenger commercial performance surveys, feedback from passengers and airlines and passengers' feedback on cleanliness of toilets in terminal buildings.

Fraport USA

In addition to continually assessing the quality of service at its airports, Fraport undertakes various programs to ensure high quality customer service across its portfolio. One very good example is Fraport USA's WINGS program.

The Welcome Initiative for Nurturing Great Service ("WINGS") is Fraport USA's proprietary customer service training and rewards program created specifically for the employees of all operators. The program includes a training module designed for front-line employees who interact with passengers on a regular basis. It teaches them impactful customer service techniques to enhance the passenger experience and helps them to adopt and implement best practices for peak and recovery periods in the airport retail environment.

WINGS also transforms concessions employees into ambassadors for the region through imparting them with detailed knowledge and facts about the city and its surroundings – the best restaurants, the can't-miss places to visit, the arts and more. In this way, concessions employees can conduct meaningful exchanges with passengers and serve as a resource for visitors while promoting the very best the area has to offer.

The third component of WINGS is a rewards program that provides incentive for concessions workers to always strive for exceptional customer service. Passengers and co-workers can nominate employees who go above and beyond. Each month, Fraport selects a winner among the nominees and presents that employee with the official WINGS pin for their lapel. Honorees also receive a certificate of recognition and are featured in social media posts.

Awards

As a consequence of the excellent customer service provided by Fraport in its airports, Fraport has frequently and consistently received awards for its high standards. In Lima, the airport was voted Best Airport in South America for seven consecutive years by Skytrax Research, and South America's Leading Airport for five consecutive years by World Travel Awards. St. Petersburg has received the "Highly Commended" award by Routes Europe Marketing awards in 2018 and 2019. [REDACTED]

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

Frankfurt Airport is one of the world's leading hub airports and Fraport faces challenges on a daily basis to maintain efficient and safe operations and simultaneously cope with the continuous growth of aviation traffic. This is accomplished by optimizing all airside related processes and procedures with the close cooperation of other involved stakeholders such as airlines, Air Traffic Control, and state authorities. [REDACTED]

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

Fraport values planned and systematic in-house and external communication. When communicating with the public, Fraport pursues principles of proactive, honest, transparent and non-discriminatory communication and timely response.

It is imperative for airport management to know the expectations of different stakeholders and consider their interests. Involvement of all stakeholders, especially with regards to capital expenditure programs, both in the planning (even pre-planning phase) and in all execution stages is required. For this reason, establishing a distinct stakeholder communication strategy is essential to ensure the appropriate exchange of relevant information within the group of involved parties. Our approach regarding the various stakeholders is based on transparency and involvement. That means that Fraport cares about the stakeholders' concerns, requirements and contributions.

To ensure effective stakeholder management, it is critical to analyze the requirements of the different stakeholder groups;

- Employees:
 - Employees are the backbone of an organization. They have a personal interest in the company's performance, economic standing and vision. Furthermore, a portion of the employees are organized and represented by trade unions, which Fraport recommends being consulted and informed on a regular basis.
- Passengers and Airlines:
 - Our objective is to provide airport infrastructure and services that focus on customer satisfaction. Our relationship with airlines is intended to be collaborative. Some specific measures Fraport implements include:
 - Regular communication and involvement about expansion / change of facilities
 - Coordination for ensuring service levels
 - Coordination during major projects, which have direct influence on their operations
 - Drawing up co-promotion and marketing strategies
 - Structured mechanisms for their interaction with the airport, such as participation in various committees
 - Installation of an Airline Operators Committee ("AOC") which is a regular communication platform between the airport and the representatives of the operating airlines and airline service providers

Fraport ensures a day-to-day focus on passengers is through incorporating appropriate measures and response mechanisms at the airport which are closely monitored by management. These include setting up mechanisms to manage passenger feedback or regular passenger satisfaction surveys.

- Service Providers:
 - Both aviation-related service providers (e.g., fuel, ground handling, cargo forwarder, catering etc.) and commercial concessionaires play an active role at the airport, in particular regarding commercial and operational reliability. Thus, it is critical to listen to their concerns and suggestions.
- Local Community:
 - Fraport's strategy to engage the local community is to consider the issues that they may have with respect to the airport. Airport operations cause noise, pollution and additional traffic on the access roads. These are common sources of tension between the local community and airports. Support of the local community is vital for the successful development of an airport. It is essential to establish a strong and mutually beneficial relationship with the local community. The strategy for interaction with the local community is developed with specialists to identify specific needs.

- Media:
 - Given the high-profile nature of airport related issues, the media closely follow all events associated with it. It is critical that local authorities and the airport cooperate closely with the media.

4a-iv) Safety and Security

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

As an airport operator, Fraport is required to guarantee safety and security in compliance with applicable law and regulations. This is an essential prerequisite for undisturbed operations. Fraport has an in depth understanding of all safety and security related issues, as it not only provides safety and security at its home base in Frankfurt but also at its group airports globally. Fraport offers a wide range of tailored solutions based on profound knowledge gained from long-term experience. Close cooperation with national and international authorities and organizations is a prerequisite.

Safety and security issues related to Fraport airport operations include the following;

- Airport security:
 - Airport security manages and supervises security on the entire airport premises on a continual basis. This involves access control, patrolling and monitoring, supported by security technology, including access control systems and closed-circuit television systems. The main responsibilities are the acceptance of reports, alarm messages and other information, the initiation of investigation and documentation in case of incidents and/or accidents and the co-ordination of measures according to the Airport Emergency Plan. Airport security is the reporting point for all incidents at the airport as well as all incidents requiring medical assistance.
- Aviation security (e.g., passenger, baggage, cargo, staff and goods screening):
 - Aviation security manages and supervises measures and installations for passenger, baggage, cargo, staff and goods screening on a continual basis. The main task is to guarantee a “100% screening” of passengers, baggage and cargo and to avoid overload situations and “bottlenecks” at specific screening points. The initiation and supervision of special security measures in close coordination with state and federal authorities are essential in the performance of these duties.
- Airport Rescue Fire Fighting and Aircraft Recovery:
 - In accordance with International Civil Aviation Organization (“ICAO”) regulations and the respective ICAO category of the airport, the required number of firefighting trucks and fire fighters must be ensured always. Moreover, equipment for airport recovery must be provided by the airport operator.
- Medical services:
 - The core task of the medical service is the implementation of emergency care at the airport site. Medical services serve passengers who are seriously ill or injured on their journey. Medical services also attend to emergency situations and accidents on the airport premises.

At its group airports with connections to the U.S., Fraport is continuously in contact with the Transport Security Administration (“TSA”) to ensure all flights comply with their standards and regulations. Passenger screening regulations are adhered to and Fraport works actively with the TSA for the performance of audits and the adherence to security standards in restricted areas. Due to its wide portfolio of airports around the world, Fraport has experience in applying national and international security standards, as required by the authorities in each specific country for their security plans. Our proposed FAA Advisor has extensive experience in TSA regulations and procedures, which we will leverage in managing the St. Louis Lambert International Airport to ensure adherence to the highest standards.

As part of its commitment to sustainable investing, OMERS Infrastructure also consistently ensures best practice policies in the areas of Health and Safety, Cyber and Ethics. For example, upon acquiring London City Airport, OMERS Infrastructure and its partners initiated a third-party-led review of safety practices. A plan to implement any recommendations was put in place, overseen by the newly-established board level sub-committee focusing on health and safety. In addition, reporting was improved to better track performance in these areas. Examples of changes from these initiatives included investment in new technology to reduce baggage handling, as well as bringing in on-site psychologists to support ground-handling crews, who have a significant account of manual handling in their work. Lastly, best practices with respect to safety were implemented during the airport expansion project.

2. Experience in Emergency Response Support

Fraport operates its airports according to ICAO Annex 14 to the Convention of International Civil Aviation. The Fraport Group's extensive worldwide experience of operating emergency control centers and fire stations at different airports guarantees safe and reliable operations. Fraport's experts provide training at numerous airports and improve emergency procedures all over the world. All our programs are based on standards and recommendations of the ICAO, the European Aviation Safety Agency ("EASA") and the American National Fire Protection Association ("NFPA").

Fraport understands the importance in U.S. airports of an Enterprise Risk Management ("ERM") Program to manage the broad base of risks within airport operations. This includes supporting extraordinary event management, emergency preparedness, and compliance. Enterprise Risk Management oversees staff and resources to prevent, mitigate, respond to, and recover from a full range of risks. The ERM Program is implemented consistently with Airport Cooperative Research Program Report 74, Application of Enterprise Risk Management at Airports.

The Terminal Emergency Operations Plan ("TEOP") contains incident-specific protocols to support effective response and recovery from a broad spectrum of threats, hazards, and extraordinary events. Consistent with National Incident Management System ("NIMS") and Federal Emergency Management Agency ("FEMA") guidelines, the ERM Concept of Operations and associated plans follow the Incident Command System ("ICS").

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

Fraport has decades of experience in the conceptualization, development and management of landside traffic, both at Frankfurt Airport and in its group airports. A free and unencumbered flow of traffic is critical to the efficiency of airport operations. Frankfurt airport is very similar to St. Louis in its adoption of intermodal traffic connectivity. In Frankfurt passengers have direct access to regional and long-distance rail connections which are located either within the terminal buildings or within easy walking distance. Direct and easy road access to the airport is guaranteed through efficient connectivity to the highway system. Clear navigational and visual guidance signage at all critical decision-making locations around the airport facilitate easy access for all users of the airport.

Curbside traffic is centrally monitored at all times from the airport operations center to maintain fluid traffic streams and to address any bottlenecks that may occur. Forecourt traffic management and supervision of the airport road system are performed with the aid of sophisticated IT and surveillance systems. Dedicated teams are deployed to ensure compliance with best practices and processes and to enforce policies when needed.

Landside and curbside road and access points are carefully dimensioned to guarantee secure, easy and controlled access for cars, taxis and busses, whether they be for pick-up, drop-off or shuttles. During any design and development phase, availability of access to either landside or airside roads is considered for cargo areas, maintenance areas, VIP facilities or ATC towers, depending on requirements and statutory regulations.

Vehicular parking requirements are determined based on traffic forecasts and the expected growth in terminal and landside facilities. All applicable national and international standards and specifications are adopted in their planning and development. Additional capacity to meet demand is adopted incrementally in any expansion plan.

4. Environmental Management Expertise

Fraport's values demand a strong and specific integration of quality management, health, safety and environmental principles into maintenance philosophy. Fraport's airports are both International Organization for Standardization ("ISO") 14001 (environmental) and ISO 18001 (health and safety) accredited. Stringent sustainability guidelines, implemented during both major construction and renovation projects, have resulted in Fraport ranking among the World's 100 Most Sustainable Companies. This recognition was reported by the Canadian magazine and research firm Corporate Knights during the Annual Meeting of the World Economic Forum in Davos, Switzerland in 2017. Fraport's commitment is to bring these practices to all the airports at which they are active.

Fraport typically prepares an environmental management plan for the formulation, implementation and monitoring of a series of environmental protection measures during the development of maintenance activities at any airport under their management. The environmental plan details the measures and policies that are followed by staff and subcontractors. The environmental management plan is based on resource conservation policies.

The environmental management plan also explains environmental management activities and how they are monitored. A monitoring checklist is developed specifying when the environmental control activities need to be carried out, who is responsible and what methods will be used for measuring effectiveness.

Fraport has longstanding experience with Environmental Management Systems (“EMS”) and they have proven themselves successful. Consequently, Fraport suggests systems and know-how to be implemented in its subsidiary companies.

Since 1999, Fraport at Frankfurt Airport submits itself to regular examinations by environmental auditors, accredited and monitored by the government. The basis for this audit is the European regulation on the Eco-Management and Audit Scheme (“EMAS”), which has been performed annually since 2002 and takes into consideration the international norm ISO 14001. Many of Fraport’s subsidiary companies at Frankfurt Airport have also joined EMS and the audits pursuant to EMAS and ISO 14001.

Fraport takes sustainability seriously and this includes its subsidiaries and holdings. This is confirmed for example, by the prize Fraport Slovenia was awarded for its 2016 Sustainability Report by “Finance,” Slovenia’s largest and most renowned economic and financial newspaper. Sustainability and social responsibility have become an important factor in the development of Fraport AG and its subsidiaries.

Fraport is establishing new climate protection targets aimed at further reducing CO₂ emissions not only for Frankfurt Airport but also across Fraport’s entire airport portfolio. The goal is to lower CO₂ emissions at Fraport’s fully-consolidated Group companies by nearly half to about 125,000 metric tons of CO₂ by 2030. The corresponding emissions in 2017 amounted to 209,668 metric tons of CO₂. Fraport’s new target is based on the national reduction rates agreed to at the United Nations Climate Change Conference in Paris in 2015.

As OMERS searches the globe for investments that will generate long-term, stable returns, it actively assesses each opportunity against a set of factors, including its approach to sustainable investing. OMERS believes that well-run organizations with sound ESG practices will perform better, particularly over the long term.

OMERS approach to sustainable investing is grounded in four overarching strategies:

1. **Integration:** Integrate ESG factors into its investment decision-making processes and asset-management practices.
2. **Engagement:** Actively and directly engage with investee companies and other stakeholders to promote sustainable business practices and long-term thinking.
3. **Collaboration:** Collaborate with like-minded organizations and investors to exchange information and to advocate for better transparency and performance on relevant standards and practices.
4. **Adaptation:** Adapt OMERS capabilities and practices, as it expands the company’s knowledge and deepens its understanding of sustainable investing issues – including evolving practices, norms and regulations – to help ensure that OMERS’ approach remains relevant, effective and in the best financial interest of its members over time.

OMERS integrates ESG factors into its investment approach to achieve a more complete risk-return assessment. OMERS’ commitment to sustainability in its investment portfolio is reflected in the following examples:

- **Thames Water**, a water utility in the UK, was ranked number one in Europe for network utilities by GRESB, a leading sustainability benchmarking organization. The company also signed an innovative revolving credit facility, with the interest rate linked to the GRESB benchmark (with any profits made by Thames Water donated to charity).
- **Bruce Power**, which provides one-third of Ontario’s energy, is at the center of the largest climate-change initiative in North America. Its clean nuclear generation enabled Ontario’s phase-out of coal-fired electricity, leading to a reduction of smog days.
- **Leeward Renewable Energy**, a leading asset owner, operator and developer of wind projects in the U.S. (acquired by OMERS in 2018), owns and operates 19 wind farms across nine states, comprising 1.7 GW. The company plays an important role in the renewable energy future of U.S. power markets.

5) Financial Capability

5a) Ability to Raise Equity and Debt Financing

5a-i) Financing Proposal

OMERS Infrastructure, as the infrastructure investment arm of OMERS, has significant financial capacity to fund equity into large-scale transactions on behalf of OMERS. As of December 31, 2018, OMERS had net assets of ~C\$97 billion (~US\$75 billion). OMERS has ~C\$18 billion (~US\$14 billion) in equity capital invested in infrastructure assets globally.

Fraport AG has substantial financial capacity to fund large-scale transactions. As of December 31, 2018, Fraport Group had total assets of €11.5 billion (US\$12.8 billion) and shareholders equity amounting to €4.4 billion (US\$4.9 billion).

The Consortium intends to fund the acquisition with a combination of equity and debt. OMERS and Fraport are well capitalized and have access to the capital required for funding the proposed Transaction. Moreover, the Consortium has full confidence in its ability to secure suitable debt financing for the acquisition. Further due diligence is required to determine what the appropriate capital structure and sources of debt funding will be. The consortium has an excellent track record of raising debt financing from previous experience and has consistently demonstrated an ability to complete multi-faceted transactions in an efficient and timely manner.

5a-ii) Equity Ownership and Arrangements

1. Adequacy and availability of liquid equity

OMERS Infrastructure has significant financial capacity available to it to pursue the Proposed Transaction and is not dependent on third party investment mandates or approvals, ensuring capital is available with a significantly higher level of certainty than equity funding managed by external infrastructure managers.

Fraport has significant financial capacity and a demonstrated ability to invest more than US\$100 million in equity as well as to raise total investments beyond US\$1.0 billion.

2. Debt, capitalization, and credit worthiness

OMERS has an issuer credit rating of AA+, Aa1, and AAA from S&P, Moody's, and DBRS, respectively.

Fraport is a publicly listed company with a market capitalization of ~US\$7.9 billion (as of October 2019) and EBITDA in excess of US\$1.2 billion. Fraport currently has total long-term debt of ~US\$4.5 billion and cash and cash equivalents of US\$888 million.

3. Demands from other projects / investments

The Consortium members are active market participants who seek to grow and expand their portfolios. However, as noted above, the Consortium has adequate available equity resources as well as internal human resources and does not foresee demands from other projects or investments compromising its ability to transact on this project.

4. Track record of raising equity and debt for infrastructure projects of this size

OMERS Infrastructure and Fraport have significant financing capabilities and a breadth of experience raising debt for airports and other major infrastructure assets from a variety of debt markets.

OMERS Infrastructure

OMERS Infrastructure has significant previous experience in putting in place bank groups and arranging long-term committed financing to fund binding-bids for large-scale infrastructure assets, managing the refinancing of acquisition facilities, and

managing the ongoing debt financing requirements of infrastructure businesses, having raised US\$15+ billion of debt in the last five years across multiple geographies. Select examples of these include:

Airports Worldwide

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Port of Melbourne (2016-2019)

[REDACTED]

Bruce Power (2016-2019)

[REDACTED]

BridgeTex Pipeline Company (2018)

[REDACTED]

London City Airport (2016)

[REDACTED]

Tank & Rast (2015-2016)

[REDACTED]

Ellevio (2015-2016)

[REDACTED]

Chicago Skyway (2015)

[REDACTED]

[REDACTED]

Fraport AG

Fraport has significant financing capabilities, as demonstrated by several recent transactions including the upfront concession fee payments of €1.2 billion (US\$1.4 billion) to the Greek State for the right to operate and develop 14 Greek regional airports and of R\$430 million (US\$107.2 million) and R\$300 million (US\$74.8 million) to the Brazilian State for long-term concessions for Fortaleza and Porto Alegre Airports. Besides that, Fraport has realized a comprehensive construction program at Pulkovo Airport in St. Petersburg with a value of more than €1.3 billion (US\$1.5 billion).

Select examples are the following:

Greece (2017)

14 Greek Regional Airports: A consortium of leading financial institutions has signed a long-term financing agreement of approximately €1 billion (US\$1.12 billion) with Fraport Greece.

[REDACTED]

Russia, St. Petersburg Airport

Total financing in the amount of €1.2 billion (US\$1.3 billion) for Phase 1 (2010-2014). The Common Terms Agreement ("CTA") as the framework agreement for the entire Project Financing was signed on April 28, 2010.

[REDACTED]

Brazil, Porto Alegre and Fortaleza Airport (2018-2019)

To fund the multi-year expansion program to be mandatory executed according to the concession contract in Porto Alegre, the Brazilian development bank Banco Nacional de Desenvolvimento Economico e Social ("BNDES") signed a [REDACTED] loan agreement [REDACTED].

For Fortaleza Airport, Fraport signed a [REDACTED] loan agreement [REDACTED] with Brazilian development bank Banco do Nordeste ("BNB") to finance the expansion program [REDACTED].

Peru, Lima (2007)

In 2007, Fraport and its consortium issued a 144a bond to refinance a loan granted by the Overseas Private Investment Corporation ("OPIC") and the German bank, KfW, from 2003 that was dedicated for the expansion program (Phase 1) of the Jorge Chavez International Airport in Lima.

The nominal volume of the bond was US\$165 million. The new debt was used to refinance the OPIC and KfW bank loan and to fund the second phase of the expansion program.

5. Size of project sponsor equity requirement in relation to past financings

OMERS Infrastructure focuses on large-scale, core infrastructure assets with target equity investments of US\$500+ million, depending on the jurisdiction. OMERS Infrastructure has a strong track record of executing similar-sized transactions around the world, having an equity portfolio of ~C\$18 billion (~US\$14 billion) across 35 portfolio companies globally.

OMERS Infrastructure has strong growth in net assets based on the considerable net contributions and investment inflows to OMERS and has a significant emphasis and support for deploying meaningful additional capital in infrastructure assets.

Fraport has proved its ability of executing similar large-scale transactions. Fraport's portfolio is well diversified and the firm is striving for business opportunities that have a strategic fit and fulfill required target financial ratios.

[REDACTED]

6) Contacts and Advisors

6a) Contact Person



6b) Expected Advisors

Section redacted.

Confidential
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2020-01-16 15:20:21 +0000

7) Disclosure of Conflicts

7a) With the City, its employees and elected representatives

[Redacted text block for 7a)

7b) With STL Airport Stakeholders

[Redacted text block for 7b)

8) Comparable Projects

The chart below outlines select comparable projects completed by the Fraport and OMERS Infrastructure teams which are comparable in size, complexity and/or economic importance to the St. Louis Airport privatization project. Detailed case studies for select projects are provided in the Appendix.

	Investment	Location	Asset Type	Year of Investment
	Fraport Greece	Greece	Airport	2017
	Lima Airport	Peru	Airport	2001
	Fortaleza Airport	Brazil	Airport	2017
	Porto Alegre Airport	Brazil	Airport	2017
	London City Airport	UK	Airport	2016
	Port of Melbourne	Australia	Port	2016
	Chicago Skyway	USA	Road	2015
	High Speed 1	UK	Rail	2010 ¹
	Airports Worldwide (Orlando Sanford International Airport, Juan Santamaria International Airport, Daniel Oduber Quirós International Airport, Belfast International Airport, Stockholm Skavsta Airport and several airport management contracts in the U.S. ³)	USA, Europe	Airports	2009 ²
	Associated British Ports	UK	Port	2006
	Detroit River Tunnel	USA	Rail	2001

¹OMERS' interest in High Speed 1 was exited in 2017 ²OMERS' interest in Airports Worldwide was exited in 2018

³ Airport management contracts included Atlanta Hartsfield Jackson Airport, Bob Hope Hollywood Burbank Airport, Ontario International Airport, Atlantic City International Airport, Raleigh Durham International Airport and Middle Georgia Regional Airport.

9) Acknowledgements, Confirmation and Attestation

9a) Acknowledgement of the City's Priorities

We acknowledge and understand that the City has three main priorities relating to the Airport P3 project:

- 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

Our Consortium takes a long-term approach to infrastructure investments, with a focus on earning returns through responsible and sustainable asset management over time and within an investment grade capital structure.

Our approach has a number of benefits for the City and all stakeholders involved:

- No requirement to pay fees to an external manager means we are able to maximize the value payable for the Transaction;
- Making investment decisions in a sustainable and responsible manner with a long-term view of maximizing value and returns for the benefit of all stakeholders;
- No requirement for, or interest in, short-term value maximization initiatives, particularly if they are not complementary to our overarching philosophies of sustainable and responsible investing;
- Making operational decisions in a commercial manner having consideration for ecological, social, security and fairness matters;
- A strong appreciation that the City is undertaking a politically sensitive project which demands ongoing engagement and dialogue with multiple stakeholders;
- Implementing sustainable ownership arrangements and transparent governance structures;
- Ability to contribute ongoing capital as and when required for future expansions as well as the development of adjacent infrastructure and real estate, including leveraging the expertise of Oxford Properties, OMERS' real estate arm; and
- Strong commitment to treating employees fairly and equitably and clear recognition of the responsibility that owners and operators have to employees working in their portfolio companies.

9b) Acknowledgement of Additional Requirements

- I. We acknowledge the City's minority business enterprise and women's business enterprise requirements with respect to the City's third party contracting and will commit to adhering to these.
- II. We acknowledge that the Lease will set out a comprehensive framework for the future employment of all current Airport employees and requires continued compliance with bargaining agreements. We commit to working with the relevant stakeholders to ensure continued adherence to these.

9c) Confirmations and Attestations

- I. We confirm that OMERS Infrastructure and Fraport do not and will not have an exclusive relationship with a lender related to this transaction
- II. We confirm that OMERS Infrastructure and Fraport do not have conflicts of interest relating to this transaction. Please refer to the Appendix for our signed conflict of interest confirmations

[illegible]

[REDACTED]

Appendix

Appendix A: Glossary of Acronyms

Acronym	Definition
ABP	Associated British Ports
ACI	Airports Council International
ACDBE	Airport Concession Disadvantaged Business Enterprise
AOC	Airline Operators Committee
ATC	Air Traffic Control
AWW	Airports Worldwide
CAGR	Compound Annual Growth Rate
CIP	Capital Improvement Plan
EASA	European Aviation Safety Agency
EMAS	Eco-Management and Audit Scheme
EMS	Environmental Management System
ERM	Enterprise Risk Management
ESG	Environmental, Social and Governance
FAA	Federal Aviation Administration
FEMA	Federal Emergency Management Agency
FOD	Foreign Object Debris
IATA	International Air Transport Association
ICAO	International Civil Aviation Organization
ICS	Incident Command System
ISO	International Organization for Standardization
IVG	IVG Immobilien AG (European Commercial Real Estate Company)
JCIA	Jorge Chavez International Airport
KPIs	Key Performance Indicators
LAP	Lima Airport Partners
LATAM	Latam Airlines Group
MRO	Maintenance, Repair and Overhaul
NCG	Northern Capital Gateway
NFPA	American National Fire Protection Association
NIMS	National Incident Management System
O&D	Origination and Destination
PAC	Pulkovo Airport Company
PAX	Passengers Approximately
PPPA	Public-Private-Partnership Agreement
PRM	Persons with Reduced Mobility
TAV	TAV Airports Holding
TEOP	Terminal Emergency Operations Plan
TSA	Transportation Security Administration
USPP	U.S. Private Placement
WINGS	Welcome Initiative for Nurturing Great Service

Appendix B: Conflict of Interest Policy (Per RFQ)

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.

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 **FRAPORT AG**, I hereby certify and attest that **FRAPORT AG** 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.



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:

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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.

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ATTESTATION

On behalf of OMERS INFRASTRUCTURE MANAGEMENT INC., I hereby certify and attest that OMERS INFRASTRUCTURE MANAGEMENT INC. 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.



Appendix C: Selected Fraport Case Studies

Section redacted.

Appendix D: Selected OMERS Infrastructure Case Studies

Section redacted.

Confidential
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