



**City of Hollywood, Florida  
Request for Proposal for  
Bond Underwriter  
RFP No.: 4414-14-RD  
Due: 3:00 P.M., May 8, 2014**

**Submitted by:  
David Byrne, Director  
201 E. Kennedy Blvd, Suite 1800  
Tampa, FL 33602  
Tel: (813) 306-2586  
[david.byrne@53.com](mailto:david.byrne@53.com)**



Fifth Third Securities is the trade name used by Fifth Third Securities, Inc., member FINRA/SIPC, a registered broker-dealer and registered investment advisor. Securities and Investments offered through Fifth Third Securities, Inc.

Are Not FDIC Insured	Offer No Bank Guarantee	May Lose Value
Are Not Insured By Any Federal Government Agency	Are Not A Deposit	

Insurance products made available through Fifth Third Insurance Agency, Inc.



**Submit Proposals To:**  
 City of Hollywood  
 2600 Hollywood Boulevard  
 Hollywood, Florida 33020  
 Office of City Clerk, Room 221

**CITY OF HOLLYWOOD, FLORIDA**

**REQUEST FOR PROPOSALS**

**PROPOSER ACKNOWLEDGMENT**

**RFP Title:** Bond Underwriter

**RFP No.:** 4414-14-RD

**Service Required:** Bond Underwriter for debt transactions

A Cone of Silence is in effect with respect to this RFP. The Cone of Silence prohibits certain communications between potential vendors and the City. For further information, please refer to Section 30.15(F) of the City's Code of Ordinances.

Proposals must be received prior to 3:00 P.M., Thursday, May 8, 2014 and may not be withdrawn within 90 calendar days after such date and time. Proposals received by the date and time specified will be opened in Room 303. All Proposals received after the specified date and time will be returned unopened.

**Procurement Services Contacts:** Ralph Dierks, or Linda Silvey, or Joel Wasserman, or his designee

**Telephone No.:** (954) 921-3223 or (954) 921-3200 or (954) 921-3290


### PROPOSER ACKNOWLEDGMENT

THIS FORM MUST BE COMPLETED AND SUBMITTED ALONG WITH THE COMPLETE PROPOSAL PRIOR TO THE DATE AND THE TIME OF PROPOSAL OPENING. THE PROPOSAL SUMMARY SHEET PAGES ON WHICH THE PROPOSER ACTUALLY SUBMITS A PROPOSAL AND ANY PAGES UPON WHICH INFORMATION IS REQUIRED MUST BE COMPLETED AND ATTACHED WITH ALL PAGES OF THE PROPOSAL DOCUMENT.

<b>Proposer's Name:</b> Fifth Third Securities, Inc	<b>Fed. ID No. or SS Number</b> 31-4122170
<b>Complete Mailing Address:</b> 201 E. Kennedy Blvd, #1800 Tampa, FL 33602	<b>Telephone No.:</b> 813-306-2586
	<b>Fax No.:</b> 813-306-2531
<b>Do You Have a Permanent Office Located in the City of Hollywood?</b> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	<b>E-Mail Address:</b> david.byrne@53.com
<b>Indicate type of organization below:</b> Corporation <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Individual <input type="checkbox"/> Other	David Byrne, Director

**ATTENTION: FAILURE TO SIGN (PREFERABLY IN BLUE INK) OR COMPLETE ALL RFP SUBMITTAL FORMS AND FAILURE TO SUBMIT ALL PAGES OF THE RFP DOCUMENT AND ANY ADDENDUMS ISSUED MAY RENDER YOUR RFP NON-RESPONSIVE.**

THE PROPOSER CERTIFIES THAT THIS PROPOSAL IS BASED UPON ALL CONDITIONS AS LISTED IN THE PROPOSAL DOCUMENTS AND THAT HE HAS MADE NO CHANGES IN THE PROPOSAL DOCUMENT AS RECEIVED. HE FURTHER PROPOSES AND AGREES, IF HIS PROPOSAL IS ACCEPTED, HE/SHE WILL EXECUTE AN APPROPRIATE AGREEMENT FOR THE PURPOSE OF ESTABLISHING A FORMAL CONTRACTUAL RELATIONSHIP BETWEEN HIM AND THE CITY OF HOLLYWOOD, FLORIDA, FOR THE PERFORMANCE OF ALL REQUIREMENTS TO WHICH THIS PROPOSAL PERTAINS. FURTHER, BY SIGNING BELOW IN BLUE INK, ALL RFP PAGES ARE ACKNOWLEDGED AND ACCEPTED AS WELL AS ANY SPECIAL INSTRUCTION SHEET(S) IF APPLICABLE. I AM AUTHORIZED TO BIND PERFORMANCE OF THIS RFP FOR THE ABOVE PROPOSER.

  
 Authorized Name and Signature  
 David J. Byrne

Director  
 Title

5-5-14  
 Date

**RFP No. 4414-14-RD**  
**ADDENDUM No. 1**

All other specifications, terms and conditions remain the same.

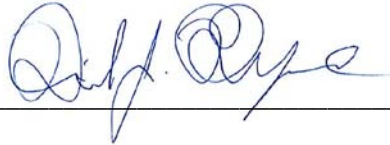
**MAILED RFP's**

If you have already submitted your printed Request for Proposals, it will be retained in the City clerk's Office until the Proposal opening time and date. If you wish to pick up your RFP that has already been submitted, you can do so by showing proper identification, in the Office of the City Clerk, 2600 Hollywood Blvd., Room 221, Hollywood, Florida 33020.

**Please sign and return with your RFP.**

COMPANY NAME: Fifth Third Securities, Inc.

PROPOSER'S SIGNATURE \_\_\_\_\_

A handwritten signature in blue ink, appearing to read "D. J. Dye", is written over a horizontal line.

Dated this 30<sup>th</sup> day of April 2014

## **Table of Contents**

<b>1. Title Page</b> <b>Proposer Acknowledgement Page</b> <b>Addendum #1 Acknowledgement Page</b>	
	<b>Page Number</b>
<b>2. Table of Contents .....</b>	<b>1</b>
<b>3. RFP Checklist .....</b>	<b>2</b>
<b>4. Letter of Transmittal.....</b>	<b>3</b>
<b>5. Profile of Proposer.....</b>	<b>5</b>
<b>6. Summary of Proposer's Qualifications.....</b>	<b>12</b>
<b>7. Project Understanding, Proposed Approach, and Methodology.....</b>	<b>18</b>
<b>8. References .....</b>	<b>28</b>
<b>9. Underwriter's Counsel.....</b>	<b>29</b>
<b>10. Summary of the Proposer's Fee Statement.....</b>	<b>30</b>
<b>11. Project Time Schedule .....</b>	<b>31</b>
<b>Attachment A – Equal Employment Opportunity Policy.....</b>	<b>32</b>
<b>Attachment B – Hold Harmless and Indemnity Clause.....</b>	<b>33</b>
<b>Attachment C - Insurance Certificates.....</b>	<b>34</b>

### **G-17 Disclosure**

*Pursuant to MSRB Rule G-17, in a negotiated underwriting, the Firm's duty to deal fairly with an issuer of municipal securities requires the Firm to make certain disclosures to the issuer to clarify its role in an issuance of municipal securities and its actual or potential material conflicts of interest with respect to such issuance. Public Finance Bankers are responsible to ensure that the Rule's disclosure (and related record keeping) requirements are fulfilled for the transactions they are responsible for.*

Fifth Third Securities, Inc. proposes to serve as an underwriter, and not as a financial advisor or municipal advisor, in connection with the issuance of the Bonds.

As part of our services as underwriter, Fifth Third Securities, Inc. may provide advice concerning the structure, timing, terms, and other similar matters concerning the issuance of the Bonds.

As an underwriter, we must deal fairly at all times with both municipal issuers and investors.

Our primary role as underwriter is to purchase the Bonds with a view to distribution in an arm's-length commercial transaction with the Issuer. An underwriter has financial and other interests that differ from those of the Issuer. As underwriter, we have a duty to purchase the Bonds from the Issuer at a fair and reasonable price, but must balance that duty with its duty to sell the Bonds to investors at prices that are fair and reasonable.

We do not have a fiduciary duty to the Issuer under the federal securities laws and, therefore, are not required by federal law to act in the best interests of the Issuer without regard to our own financial or other interests.

### 3. RFP Checklist

*Please check each line item after the completion of the appropriate item.*

X	I verify that the signature on page number (1) is the signature of the person authorized to bind the agreement. (Preferably in blue ink)
X	I acknowledge reading and signing the Hold Harmless Statement
X	I have included all information, certificates, licenses and additional documentation as required by the City in this RFP document.
X	I have checked for any addendums to this RFP, and will continue to check for any addendums up to the due date and time of this RFP.
X	I have submitted one (1) original and twelve (12) copies and one (1) electronic copy (CD) of the entire proposal with addendums.
X	I have verified that the outside address label of my RFP package is clearly marked to include my company's name, address, RFP number and date of RFP opening.
N/A	I have read and completed (if applicable) the "Disclosure of Conflict of Interest".
X	I am aware that a Notice of Intent to award this bid shall be posted on the City's website at <a href="http://www.hollywoodfl.org">www.hollywoodfl.org</a> and on the Procurement Services bulletin board in room 303 at City Hall, and that it is my responsibility to check for this posting. Also, I have provided my email address, as the City, at its discretion, may provide me information by such means regarding this procurement process.
N/A	I have submitted all supporting documentation for local preference eligibility, which must be received with the bid package prior to the bid opening date and time (if applicable).

NAME OF COMPANY: Fifth Third Securities, Inc.

PROPOSER'S NAME: David Byrne

PROPOSER'S AUTHORIZED SIGNATURE: 

DATE: May 7, 2014



#### 4. Letter of Transmittal

*Limit to one (1) or (2) printed pages*

*4a. Briefly state your firms' understanding of the work to be done and provide a positive commitment to perform the work.*

*4b. Give the names of the persons who will be authorized to make representations for your firm, their titles, addresses and telephone numbers.*

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May 8, 2014

City of Hollywood  
Office of the City Clerk  
2600 Hollywood Blvd, Room 221  
Hollywood, FL 33020

Re: RFP # 4414-14-RD Bond Underwriter

On behalf of Fifth Third Securities, Inc. ("FTSI"), we are pleased to present our response to the Request for Proposal for Bond Underwriter for the City of Hollywood, Florida (the "City"). In submitting this response, FTSI confirms that we fully understand and commit to performing the work outlined in the City's RFP.

In our proposal, we highlight FTSI's strengths that should be particularly important to the City, such as our lead banker's prior experience with the City's financings, our exceptional underwriting team, our strong sales force, and finally, we demonstrate how our financing team can continue to contribute to the City's proposed financings.

David Byrne will serve as the City's lead banker and primary contact out of his Tampa office. David has been in the public finance industry for 14+ years (the last 6 with FTSI) and participated in \$8+ billion of bond issuances. *Mr. Byrne has provided bond underwriting services to the City as far back as nine years.*

John Adams, FTSI's National Public Finance, Managing Director, will provide Mr. Byrne supervisory support in managing the City's relationship. John has served as a Public Finance banker for 20+ years. In the past three years, while managing FTSI's Southeast expansion, Mr. Adams has assisted Mr. Byrne in being named to the following Florida underwriting teams; Daytona Beach, Martin County, North Miami Beach, City of Orlando, City of Palm Bay, Peace River Manasota Water Authority, Seminole County, City of Ft. Lauderdale, and Sarasota County.

FTSI is excited to engage in partnership with the City. Below, we outline several of FTSI's unique strengths that we believe will add value to the City's financing team:

- An experienced Public Finance banker dedicated to Hollywood and its bond financings. *Mr. Byrne's bond underwriting experience with the City extends back to 2003. Mr. Byrne served as lead analyst at a prior firm on the City's Series 2003 Water and Sewer Bonds and Series 2005 General Obligation Bonds.*
- **Local Aggressive Bond Distribution Network-** Travis Gleason in our Tampa office will manage our east coast sales offices/professionals in the marketing and distribution of any City bond issuance. We are confident that Mr. Gleason's diligent and aggressive approach will yield results for the City. Additionally, it should be noted that *18% of our institutional sales force team is located in the*

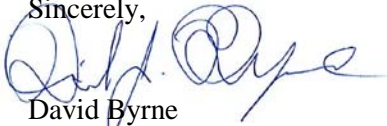
*Southeast.* This is a unique competitive advantage that we offer – demonstrating our firm’s commitment to developing and supporting this region.

- Experience with Bringing Challenging Issues to Market- This experience is illustrated on Page 25 of our proposal with our City of Polk City case study. Prior to the financing plan that we helped Polk City establish, they were on the verge of dissolution. Since that time, the City is back on much firmer financial footing.
- Local Banking Affiliation- Fifth Third Bank, our parent company is a 150+ year old banking institution with \$130 billion in assets. Fifth Third Bank has 32 employees located in Broward County.
- Commitment to Provide Excellent Service- Serving the City of Hollywood is extremely important to the firm. Fifth Third Bancorp is dedicated to our continued growth and development in the State of Florida, and we will utilize the full resources of FTSI to provide excellent service to the City.

Fifth Third Bank and Fifth Third Securities does not and will not discriminate against any person, employee, or applicant for employment, because of race, creed, color, religion, sex, national origin, ancestry, age or disability as is stated in our Equal Employment Opportunity Policy located in Appendix A of the response.

We look forward to working with the City of Hollywood. The undersigned, David Byrne is authorized to make representations for Fifth Third Securities, Inc.

Sincerely,



David Byrne  
Public Finance Director  
Fifth Third Securities, Inc.  
201 E. Kennedy Blvd, Tampa, FL 33602  
Phone: 813-306-2586 Fax: 813-306-2531

**5. Profile of Proposer**

**5a. State whether your organization is national, regional or local**

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Fifth Third Securities, Inc. ("FTSI") is a wholly owned subsidiary of Fifth Third Bancorp, which is headquartered in Cincinnati, Ohio. Due to our Midwest and Southeast based geographic footprint, Fifth Third Bancorp and Fifth Third Securities, Inc. would best be characterized as a regional firm.

**5b. State the location of the office from which your work is to be performed.**

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**Florida Public Finance Presence**

Fifth Third Securities, Inc. maintains two Florida Public Finance offices with municipal underwriting business as their main focus. The majority of the Hollywood engagement will be managed from our Tampa Florida office; additional resources will be utilized from the other offices identified below.

<b>Tampa Florida Office</b>
<b>David Byrne</b> <b>Director- Southeastern Region</b> 201 E. Kennedy Blvd, Suite 1800 Tampa, FL 33602 Phone: 813-306-2586 Fax: 813-306-2531 Email: <a href="mailto:david.byrne@53.com">david.byrne@53.com</a>

<b>Orlando Florida Office</b>
<b>Sherrie Stumbo</b> <b>Analyst – Engagement Support Staff</b> 200 E. Robinson Street Orlando, FL 32801 Phone: 407-999-3142 Fax: 407-999-3251 Email: <a href="mailto:sherrie.stumbo@53.com">sherrie.stumbo@53.com</a>

**National Public Finance Supervision**

Mr. Adams will work with Mr. Byrne to ensure all necessary resources are offered to the Hollywood engagement.

<b>National Public Finance Supervision</b>
<b>John Adams</b> <b>Managing Director</b> 21 E. State Street Columbus, OH 43215 Phone: 614-744-5450 Fax: 614-744-5580 Email: <a href="mailto:john.adams@53.com">john.adams@53.com</a>

**Regional and National Sales Management**

Mr. Gleason, our East Coast Regional Sales Managing Director, in our Tampa office and Mr. Terlesky our Fixed Rate Underwriting Managing Director will manage the regional and national distribution of any Hollywood issuance.

<b>Tampa Florida Office</b>
<b>Travis Gleason</b> <b>Managing Director</b> <b>East Coast Regional Sales</b> 201 E. Kennedy Blvd, Suite 1800 Tampa, FL 33602 Phone: 813-306-2444 Fax: 813-306-2529 Email: <a href="mailto:travis.gleason@53.com">travis.gleason@53.com</a>

<b>Underwriting Desk</b>
<b>William "Bill" Terlesky</b> <b>Managing Director</b> <b>Fixed Income Trading &amp; Underwriting</b> 38 Fountain Square Plaza Cincinnati, OH 45263 Phone: 513-534-7186 Fax: 513-579-4270 Email: <a href="mailto:bterlesky@53.com">bterlesky@53.com</a>



**5c. Describe the firm, including the size, range of activities, etc. Particular emphasis should be given as to how the firm-wide experience and expertise in the area addressed by this Request for Proposal, will be brought to bear on the proposed work. Supply your firm's federal ID number and Dun and Bradstreet number.**

**Overview of Fifth Third Bancorp** - Fifth Third Bancorp's history is rich in growth and innovation. It reflects the vitality of the region it serves. The Bancorp traces its origins to the Bank of the Ohio Valley, which opened its doors in Cincinnati in 1858. Through growth, acquisitions and mergers, including the merger of the Third National Bank and the Fifth National Bank, Fifth Third Bancorp has grown to be a diversified financial services company with \$130 billion in assets and operates 17 affiliates in 12 states. Principal activities include commercial banking, retail banking, consumer lending, investment advisors, and securities underwriting and sales. Fifth Third is among the largest money managers in the Midwest and, as of December 31, 2013, has \$302 billion in assets under care, of which it managed \$27 billion for individuals, corporations, and not-for-profit organizations.

**Overview of Fifth Third Securities, Inc.** - Fifth Third Securities, Inc. is a wholly owned subsidiary of Fifth Third Bancorp. The existing securities portion of the Bancorp merged with a major regional investment-banking firm, The Ohio Company, in 1998. The combined entity is a major regional underwriter of municipal debt and has offered underwriting and public finance services since 1925. In 2013, our firm underwrote just under \$9 billion of municipal debt. We are one of the largest distributors of Municipal and State bonds for the Mideast region and we are expanding our presence in the Southeast.

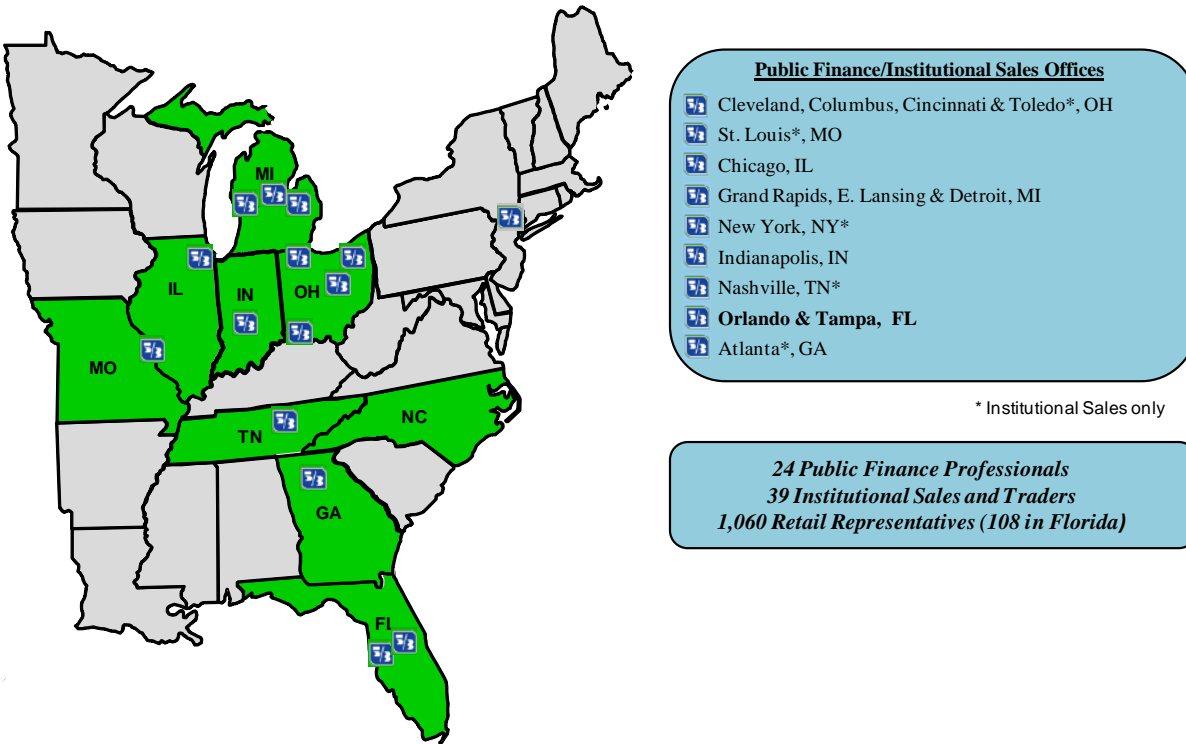
FTSI is committed to providing the highest quality of underwriting services to issuers throughout the Southeast region and our entire footprint. This is best demonstrated by our commitment of professional resources to public finance, underwriting, and sales/trading. *FTSI currently supports the growth effort of the footprint with 9 of our 63 Public Finance and Institutional Sales team members located in the Southeast Region.* FTSI is consistently ranked as a top 20 Underwriter according to Securities Data Corporation. On average, our platform underwrites approximately \$7 billion in par amount of bonds annually.

Fifth Third Securities, Inc.	2013 Experience		2012 Experience		2011 Experience		2010 Experience	
	Par Amount	# of Issues	Par Amount	# of Issues	Par Amount	# of Issues	Par Amount	# of Issues
<b>Total Issues</b>	<b>\$8,979,352,053</b>	<b>280</b>	<b>\$10,929,386,443</b>	<b>395</b>	<b>\$3,923,924,061</b>	<b>291</b>	<b>\$9,736,433,243</b>	<b>387</b>
Municipal and State Issues	\$6,365,982,238	153	\$7,606,271,021	208	\$2,451,118,674	152	\$5,865,526,029	201
K-12 and Higher Ed Issues	\$1,261,279,815	84	\$2,565,624,927	138	\$907,086,874	89	\$3,274,594,942	128
Variable Rate Issues	\$43,095,000	4	\$210,180,000	17	\$115,675,000	10	\$248,185,000	11
Competitive Issues	\$1,041,030,000	32	\$131,880,495	27	\$214,350,000	32	\$186,229,000	39
Financial Advisor	\$131,105,000	4	\$17,805,000	3	\$78,383,513	6	\$149,313,272	7
Selling Group	\$136,860,000	3	\$397,625,000	2	\$157,310,000	2	\$12,585,000	1

**Our Ability To Place Fixed Rate Paper (Nationally And Florida)** - Nationally, since 2006, FTSI has managed over 3,000 bond issues for approximately \$50.46 billion of par. In Florida, since 2006 (our first full year of Florida municipal underwriting), we have Senior or Co-Managed 46 issues totaling over \$1.68 billion.

**FTSI Footprint**- FTSI has 24 investment banking professionals, 39 institutional salespersons and traders, and 1,060 retail sales people in our footprint. Our public finance offices are located in Tampa and Orlando, Florida; Cincinnati, Columbus, Toledo and Cleveland, Ohio; East Lansing, Grand Rapids and Detroit, Michigan; Chicago, Illinois; and Indianapolis, Indiana; with additional institutional sales offices in Atlanta, Georgia; Nashville, Tennessee; and St. Louis, Missouri. Our primary trading floor is in Cincinnati, Ohio.

## Fifth Third Securities, Inc. Footprint



**Accessing FTSI's Public Finance Resources-** As we explain in more detail in the remainder of our response, we feel that it is critical that the day-to-day responsibilities of managing our issuer engagements are managed by the personnel located in the same state or region. David Byrne in our Tampa, Florida office will serve as the day-to-day manager for the Hollywood engagement. Mr. Byrne has over 14 years of Public Finance experience and has served as a banker, lead investment banking analyst and financial advisor to a large assortment of Southeastern issues and his *bond underwriting experience with the City extends back over 11 years*. Mr. Byrne has significant experience in bringing credits similar to the City of Hollywood to market. *He has been involved in more than \$1.5 Billion of General Obligation financings, \$1 Billion of Utility financings, and more than \$70 Million of assessment/increment backed financings in the Southeast since joining FTSI.*

FTSI's primary business is investment banking for public financings. Our bankers have years of experience selling tax-exempt debt for municipalities and other conduit issuers. Over the past three years, we have sold over \$22 billion worth of tax-exempt debt. We sell debt secured by a wide range of credit support and have experience with large debt issues secured by a variety of sources. Our frequent contact with the rating services and bond insurers offers a large benefit because we understand their business as well as our own, and it helps us provide more effective presentations that are directly responsive to their key questions and concerns. Mr. Byrne will utilize John Adams, FTSI's National Managing Director to utilize any additional firm-wide resources that may be required for this engagement.

**FTSI's Federal ID is 31-4122170**

**5d. Provide, in chart form, a listing of retail and institutional sales experience by type of debt (General Obligation Water and Sewer, etc.) for which your firm served as Senior or Co-Manager on bond issues in the State of Florida since 2010. Include role, date of issue, issue name, issue size, TIC, gross spread, and the components of the gross spread.**

FIFTH THIRD SECURITIES, INC. Florida Senior and Co-Manager Underwriting Experience Since 2010								
ROLE	DATE OF ISSUE	ISSUE NAME	ISSUE SIZE	TIC	GROSS SPREAD	COMPONENTS OF THE GROSS SPREAD		
						TAKE-DOWNS	MGMT FEES	EXPENSES
Sole Manager	2/11/2014	Florida Development Finance Corporation Enterprise Bond Program (Earnest Products, Inc. Project) Taxable Industrial Development Revenue Bonds, Series 2014A	\$2,325,000	VAR	12.9000%	12.9000%	0.0000%	0.0000%
Co-Manager	12/5/2013	Polk County, FL Utility System Revenue and Refunding Bonds, Series 2013	\$53,630,000	4.8257%	5.3883%	4.8387%	0.0000%	0.5496%
Co-Manager	1/7/2013	School Board of St. Johns County, FL Master Lease Program - Certificates of Participation, Series 2013	\$33,480,000	3.2362%	4.9755%	4.2794%	0.0000%	0.6961%
Co-Manager	8/13/2012	Daytona Beach, FL Utility System Refunding & Improvement Revenue Bonds Series 2012	\$54,450,000	3.1864%	3.8199%	3.5269%	0.0000%	0.2929%
Sole Manager	8/11/2011	Polk City, FL Water & Sewer System Capital Improve. & Refunding Revenue Bonds Taxable, Series 2011B	\$595,000	2.1006%	1.0470%	1.0000%	0.0000%	0.4700%
Sole Manager	8/11/2011	Polk City, FL Water & Sewer System Capital Improve. & Refunding Revenue Bonds, Series 2011A	\$9,720,000	4.9722%	1.0470%	1.0000%	0.0000%	0.4700%
Co-Manager	7/28/2011	Clearwater, FL Water & Sewer Revenue Refunding Bonds, Series 2011	\$47,025,000	3.8847%	4.9830%	4.6900%	0.0000%	0.2930%
Sole Manager	6/7/2011	Daytona Beach, FL Capital Improvements Revenue Bonds, Series 2011A (TIF)	\$33,460,000	4.3356%	5.2229%	4.6782%	0.0000%	0.5447%
Sole Manager	6/7/2011	Daytona Beach, FL Capital Improvements Revenue Bonds, Series 2011B	\$2,160,000	2.6643%	4.3092%	3.7645%	0.0000%	0.5447%
Co-Manager	10/13/2010	Peace River/Manasota Regional Water Supply Authority (FL) Utility System Revenue Bonds, Series 2010A	\$13,140,000	4.7091%	6.3188%	5.0000%	0.0000%	1.3188%
Co-Manager	10/13/2010	Peace River/Manasota Regional Water Supply Authority (FL) Utility System Revenue Bonds, Series 2010B (Federally Taxable BABs-Direct Subsidy)	\$29,555,000	4.7091%	7.5688%	6.2500%	0.0000%	1.3188%
Co-Manager	10/13/2010	Polk County, FL Transportation Improvement Refunding Revenue Bonds, Series 2010	\$53,035,000	3.8047%	5.1775%	4.6800%	0.0000%	0.4975%
Co-Manager	7/26/2010	Tampa, Florida Solid Waste System Refunding Revenue Bonds, Series 2010	\$90,740,000	3.8538%	5.7836%	5.1394%	0.0000%	0.6442%
Co-Manager	3/2/2010	Seminole County, Florida Water and Sewer Revenue Bonds, Series 2010A	\$5,255,000	3.4295%	5.1524%	4.3447%	0.4013%	0.4065%
Co-Manager	3/2/2010	Seminole County, Florida Water and Sewer Revenue Bonds, Series 2010B (Federally Taxable BABs-Direct Subsidy)	\$70,705,000	4.2290%	7.0577%	6.2500%	0.0000%	0.4065%
Co-Manager	2/23/2010	Osceola County, Florida Sales Tax Revenue Refunding Bonds, Series 2010	\$43,470,000	3.9061%	4.4096%	4.0200%	0.0000%	0.3896%

***5e. Have you been involved in litigation within the last five (5) years or is there any pending litigation arising out of your performance? Provide details on any active SEC investigations of your firm.***

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As is standard practice in the securities industry, FTSI and our firm personnel regularly cooperate with regulatory examinations. Fifth Third Securities, Inc. is an indirect wholly-owned subsidiary of Fifth Third Bancorp. Fifth Third Bancorp is subject to the Securities Exchange Act of 1934 and, consequently, is subject to Regulation FD, which governs its release of material information. Fifth Third Bancorp files periodic reports with the Securities and Exchange Commission. The following information regarding legal proceedings was contained in Fifth Third Bancorp's Form 10-Q for the quarterly period ended December 31, 2013:

During April 2006, the Bancorp was added as a defendant in a consolidated antitrust class action lawsuit originally filed against Visa®, MasterCard® and several other major financial institutions in the United States District Court for the Eastern District of New York. The plaintiffs, merchants operating commercial businesses throughout the U.S. and trade associations, claim that the interchange fees charged by card-issuing banks are unreasonable and seek injunctive relief and unspecified damages. In addition to being a named defendant, the Bancorp is also subject to a possible indemnification obligation of Visa as discussed in Note 17 and has also entered into judgment and loss sharing agreements with Visa, MasterCard and certain other named defendants. In October 2012, the parties to the litigation entered into a settlement agreement. The court entered a Class Settlement Preliminary Approval Order in November 2012. Pursuant to the terms of the settlement agreement, the Bancorp paid \$46 million into a class settlement escrow account. Previously, the Bancorp paid an additional \$4 million in another settlement escrow in connection with the settlement of claims from plaintiffs not included in the class action. More than 7,900 merchants have requested exclusion from the class settlement. Pursuant to the terms of the settlement agreement, 25% of the funds paid into the class settlement escrow account will be returned to the control of the defendants through Class Exclusion Takedown Payments. Approximately 460 of the merchants who requested exclusion from the class have filed separate federal lawsuits against Visa, MasterCard and certain other defendants alleging similar antitrust violations. The federal lawsuits have been tentatively transferred to the United States District Court for the Eastern District of New York. The Bancorp was not named as a defendant in any of the federal lawsuits, but may have obligations pursuant to indemnification arrangements and/or the judgment or loss sharing agreements noted above. In addition, one merchant filed a separate state court lawsuit against Visa, MasterCard and certain other defendants, including the Bancorp, alleging similar antitrust violations. On January 14, 2014, the court entered a final order approving the class settlement. A number of merchants have filed appeals from that approval. Refer to Note 17 for further information.

In September 2007, Ronald A. Katz Technology Licensing, L.P. (Katz) filed a suit in the United States District Court for the Southern District of Ohio against the Bancorp and its Ohio banking subsidiary. In the suit, Katz alleged that the Bancorp and its Ohio bank infringed on Katz's patents for interactive call processing technology by offering certain automated telephone banking and other services. On December 23, 2013 the parties to the litigation entered into a settlement agreement. The settlement amount was immaterial to the Bancorp's Consolidated Financial Statements. Pursuant to the settlement agreement, the Bank paid the agreed upon settlement proceeds to Katz resulting in the dismissal of the lawsuit with prejudice on January 8, 2014.

For the year ended December 31, 2008, five putative securities class action complaints were filed against the Bancorp and its Chief Executive Officer, among other parties. The five cases have been consolidated under the caption Local 295/Local 851 IBT Employer Group Pension Trust and Welfare Fund v. Fifth Third Bancorp. et al., Case No. 1:08CV00421, and are currently pending in the United States District Court for the Southern District of Ohio. On December 18, 2012, the Bancorp entered into a settlement agreement to resolve these cases. Under the terms of the settlement, the Bancorp and its insurer paid a total of \$16 million to a fund to settle all the claims of the class members. In the settlement the Bancorp has denied any liability and has agreed to the settlement in order to avoid potential future litigation costs and uncertainty. The Bancorp does

not consider the impact of the settlement to be material to its financial condition or results of operations. On November 20, 2013, the Court entered a Final Judgment and Order of Dismissal approving the settlement. No appeal was filed and the matter now is concluded.

In addition to the foregoing, in 2008 two similar cases were filed in the United States District Court for the Southern District of Ohio against the Bancorp and certain officers styled *Dudenhoeffer v Fifth Third Bancorp et al. Case No. 1:08-cv-538*. The complaints alleged violations of ERISA based on allegations similar to those set forth in the securities class action cases. The ERISA actions were dismissed by the trial court, but the Sixth Circuit Court of Appeals reversed the trial court decision. The Bancorp petitioned the United States Supreme Court to review and reverse the Sixth Circuit decision and sought a stay of proceedings in the trial court pending appeal. On March 25, 2013 the Supreme Court issued an order directing the Solicitor General to file a brief stating the views of the United States on the issues raised in the Bancorp petition and this brief was filed on November 12, 2013. On December 13, 2013 the Supreme Court granted certiorari and agreed to hear the appeal. Oral argument is set for April 2, 2014.

The Bancorp and its subsidiaries are not parties to any other material litigation. However, there are other litigation matters that arise in the normal course of business. While it is impossible to ascertain the ultimate resolution or range of financial liability with respect to these contingent matters, management believes any resulting liability from these other actions would not have a material effect upon the Bancorp's consolidated financial position, results of operations or cash flows.

The Bancorp and/or its affiliates are involved in information-gathering requests, reviews, investigations and proceedings (both formal and informal) by various governmental regulatory agencies and law enforcement authorities, as well as self-regulatory bodies regarding their respective businesses. Additional matters will likely arise from time to time. Any of these matters may result in material adverse consequences to the Bancorp, its affiliates and/or their respective directors, officers and other personnel, including adverse judgments, findings, settlements, fines, penalties, orders, injunctions or other actions, amendments and/or restatements of the Bancorp's SEC filings and/or financial statements, as applicable, and/or determinations of material weaknesses in our disclosure controls and procedures. Investigations by regulatory authorities may from time to time result in civil or criminal referrals to law enforcement authorities such as the Department of Justice or a United States Attorney. Among other matters, the Bancorp has been cooperating with the Department of Justice and the Office of the Inspector General for the Department of Housing and Urban Development in a civil investigation regarding compliance with requirements relating to certain Federal Housing Agency-insured loans originated by affiliates of the Bancorp. The investigation is ongoing, and no demand or claim has been made of the Bancorp. The investigation could lead to a demand under the federal False Claims Act and the federal Financial Institutions Reform, Recovery and Enforcement Act of 1989, which allow up to treble and other special damages substantially in excess of actual losses.

As previously disclosed the SEC had been investigating the Bancorp's historical accounting and reporting with respect to certain commercial loans that were sold or reclassified as held-for-sale in the fourth quarter of 2008. At dispute in the matter was whether certain of those loans should have been moved to held for sale in the third quarter rather than the fourth quarter of that year. The Bancorp and the SEC staff agreed to a settlement of that investigation, pursuant to which the Bancorp, without admitting or denying any factual allegations, consented to the SEC's issuance of an administrative order containing findings that the Bancorp did not properly account for a portion of its commercial real estate loan portfolio in its Form 10-Q for the third quarter of 2008 in violation of certain provisions of the securities laws, including Sections 17(a)(2) and 17(a)(3) of the Securities Act of 1933 and Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Securities Exchange Act of 1934. The settlement also ordered the Bancorp to cease and desist from committing or causing any such violations in the future and to pay a civil penalty of \$6.5 million. Daniel T. Poston, the Bancorp's interim chief financial officer during the relevant time, agreed to a separate settlement with the SEC staff pursuant to which Mr. Poston, without admitting or denying any factual allegations, consented to an administrative order containing similar findings and charges against him, a cease and desist order, a separate civil money penalty of \$100,000, and a one-year ban from practicing before the SEC. The SEC approved the settlement on December 4, 2013 and this matter is now concluded.

The Bancorp is party to numerous claims and lawsuits as well as threatened or potential actions or claims concerning matters arising from the conduct of its business activities. The outcome of claims or litigation and the timing of ultimate resolution are inherently difficult to predict. The following factors, among others, contribute to this lack of predictability: plaintiff claims often include significant legal uncertainties, damages alleged by plaintiffs are often unspecified or overstated, discovery may not have started or may not be complete and material facts may be disputed or unsubstantiated. As a result of these factors, the Bancorp is not always able to provide an estimate of the range of reasonably possible outcomes for each claim. A reserve for a potential litigation loss is established when information related to the loss contingency indicates both that a loss is probable and that the amount of loss can be reasonably estimated. Any such reserve is adjusted from time to time thereafter as appropriate to reflect changes in circumstances. The Bancorp also determines, when possible (due to the uncertainties described above), estimates of reasonably possible losses or ranges of reasonably possible losses, in excess of amounts reserved. Under U.S. GAAP, an event is “reasonably possible” if “the chance of the future event or events occurring is more than remote but less than likely” and an event is “remote” if “the chance of the future event or events occurring is slight.” Thus, references to the upper end of the range of reasonably possible loss for cases in which the Bancorp is able to estimate a range of reasonably possible loss mean the upper end of the range of loss for cases for which the Bancorp believes the risk of loss is more than slight. For matters where the Bancorp is able to estimate such possible losses or ranges of possible losses, the Bancorp currently estimates that it is reasonably possible that it could incur losses related to legal proceedings including the matters discussed above in an aggregate amount up to approximately \$113 million in excess of amounts reserved, with it also being reasonably possible that no losses will be incurred in these matters. The estimates included in this amount are based on the Bancorp’s analysis of currently available information, and as new information is obtained the Bancorp may change its estimates.

For these matters and others where an unfavorable outcome is reasonably possible but not probable, there may be a range of possible losses in excess of the established reserve that cannot be estimated. Based on information currently available, advice of counsel, available insurance coverage and established reserves, the Bancorp believes that the eventual outcome of the actions against the Bancorp and/or its subsidiaries, including the matters described above, will not, individually or in the aggregate, have a material adverse effect on the Bancorp’s consolidated financial position. However, in the event of unexpected future developments, it is possible that the ultimate resolution of those matters, if unfavorable, may be material to the Bancorp’s results of operations for any particular period, depending, in part, upon the size of the loss or liability imposed and the operating results for the applicable period.



**6. Summary of Proposer's Qualifications.**

**6a. Identify the project manager and each individual who will work as part of the engagement. Include resumes for each person to be assigned. The resumes may be included as an appendix.**

**Public Finance Engagement Team**

<b>Primary Day-to-Day Contact</b>	<b>Office Location</b>	<b>Contact Information</b>
<b>David Byrne, Director</b> Southeastern Region Project Manager	201 E. Kennedy Blvd., Ste 1800, Tampa, FL 33602	Phone: (813) 306-2586 Email: <a href="mailto:david.byrne@53.com">david.byrne@53.com</a>

**David Byrne –Public Finance Director, Southeastern Region – Project Manager**  
**100% availability**

Hollywood's engagement will be managed by David Byrne. *Mr. Byrne's bond underwriting experience with the City extends back over 11 years.* Mr. Byrne has over 14 years of Public Finance experience and has served as a banker, lead investment banking analyst and financial advisor to a large assortment of Southeastern issues. Mr. Byrne has been one of the key day-to-day contacts for all of Fifth Third Securities municipal issuances in the Southeast for the past six years. Mr. Byrne has worked with many Florida entities including, but not limited to: City of Tampa, City of Orlando, Sarasota County, Manatee County, Polk County, Miami-Dade County, City of Tallahassee, Osceola County, Seminole County, City of Clearwater, Florida League of Cities, Peace River Manasota, City of Daytona Beach, City of South Daytona, City of Polk City, Jacksonville Electric Authority, Florida Institute of Technology, Ave Maria University, Manatee Port Authority, and the Florida Department of Children and Families.

Prior to joining FTSI, Mr. Byrne was Assistant Vice President at Public Resources Advisory Group, Inc (PRAG). Prior to joining PRAG, he was an analyst in the Public Finance department of a Banc of America Securities LLC. During his tenure at that firm he assisted in the issuance of bond financings totaling more than \$4 billion in par value and he served on that firm's Public Finance Quantitative Team. Mr. Byrne is a member of the Hillsborough County chapter of the FGFOA and he has frequently served on the FGFOA Conference Host Committee.

Mr. Byrne is licensed as a General Securities Representative (Series 7), Uniform Securities Agent (Series 63), Municipal Securities Principal (Series 53), and a Uniform Investment Advisor (Series 65). He earned a B.S. in Business Administration from the University of Florida.

<b>Supervisory Contact</b>	<b>Office Location</b>	<b>Contact Information</b>
<b>John Adams, Managing Director</b> National Public Finance	21 E. State Street Columbus, OH 43215	Phone: (614) 744-5450 Email: <a href="mailto:john.adams@53.com">john.adams@53.com</a>

**John Adams – National Public Finance, Managing Director**

Mr. Adams will provide supervisory and market support for Mr. Byrne in FTSI's management of this engagement. Mr. Adams joined Fifth Third Securities, Inc. in January 1990, following eleven years of service with a major Ohio bank holding corporation. Mr. Adams has been managing the Southeast Regional expansion over the last three years and continues to drive our Public Finance focus in the region.

Previously, Mr. Adams served with the Ohio Office of Budget and Management with responsibilities for debt issuance of the Ohio Public Facilities Commission.

His underwriting experience has included work with numerous state agency and university issuers, as well as over 150 municipalities, counties and school districts. His experience includes general obligation issues, as well as obligations backed by income tax, utility system, lease, or general receipts revenues, and includes both long-term bond and short-term note financings.

*Mr. Adams has assisted Mr. Byrne in being named to the following Florida underwriting teams; Daytona Beach, Martin County, Miami Beach, City of Orlando, City of Palm Bay, Peace River Manasota Water Authority, Seminole County, City of Fort Lauderdale and Sarasota County.*

Mr. Adams has served as Chairman, and as a member, of the Board of Trustees of the Ohio Municipal Advisory Council. He has taught as an Adjunct Professor in the Capital University Graduate School of Business. He serves as a Councilman for the City of Upper Arlington, Ohio. Mr. Adams is a Chartered Financial Analyst (CFA) and holds an MBA and MA in Public Administration from The Ohio State University. His undergraduate work was completed at the University of Indianapolis where he received a BA in physics and mathematics.

**Our Florida and East Coast institutional sales plan will be managed by the following contact:**

**Travis Gleason – East Coast Institutional Sales Manager**

<i>Primary Contact</i>	<i>Office Location</i>	<i>Contact Information</i>
<b>Travis Gleason, Vice President</b> East Coast Inst. Sales Manager	201 E. Kennedy Blvd., Ste 1800, Tampa, FL 33602	Phone: (813) 306-2444 Email: <a href="mailto:travis.gleason@53.com">travis.gleason@53.com</a>

Travis Gleason in our Tampa office will manage our east coast sales offices/professionals in the marketing and distribution of any City bond issuance. Mr. Gleason specializes in fixed income investments for national and local institutions, including governments, money managers, mutual funds, banks, insurance companies, schools, corporations and not-for-profit entities. *Travis established our Florida institutional sales presence in Tampa more than eight years ago and he now manages our east coast institutional sales presence from this location. In Tampa, additional staff has been recently added to meet our increased Florida client demand.*

Mr. Gleason received a BSBE from the University of Kentucky and recently awarded the CFA charter. He has his Series 7, 66, 31 licenses and was a special guest on CNBC's Power Lunch. Mr. Gleason will work closely with our Public Finance team and our underwriting desk to allow the City to capitalize on our local market connections.

**FTSI's Hollywood underwriting engagement will be managed by the following contact:**

**Bill Terlesky – Managing Director, Fixed Income Trading & Underwriting**

<i>Primary Contact</i>	<i>Office Location</i>	<i>Contact Information</i>
<b>William “Bill” Terlesky</b> Managing Director Fixed Income Trading & Underwriting	38 Fountain Square Plaza Cincinnati, OH 45263	Direct Phone: (513) 534-7186 Fax: (513) 579-4270 E-mail: <a href="mailto:bill.terlesky@53.com">bill.terlesky@53.com</a>

Mr. Terlesky joined Fifth Third Securities in 1997 and currently has over 21 years experience in the securities industry. He has traded various investment products including municipals, Treasuries, agencies, corporate and mortgage-backed debt. He has served as underwriter for many of the firm's negotiated and competitive municipal offerings and is responsible for new issue pricing and distribution. During his tenure at FTSI, has worked on over 2,800 transactions, totaling in excess of \$75.5 billion. He has served as senior manager for issues in Florida, North Carolina, Tennessee, Ohio, Michigan, Indiana, Kentucky, and Illinois and Pennsylvania. *Mr. Terlesky has served as the lead underwriter for all of FTSI's fixed rate negotiated issuance in the State of Florida for the past eight years.*

Mr. Terlesky earned a Bachelors of Business Administration in Finance and Management Information Systems from Ohio University and a MBA from The Ohio State University. He is licensed as a Registered Representative (Series 7) and a General Securities Principal (Series 24).

**6b. Describe the experience in conducting similar projects for each of the consultants assigned to the engagement. Describe the relevant educational background of each individual.**

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## **EDUCATIONAL BACKGROUND AND EXPERIENCE**

### **David Byrne –Public Finance Director, Southeastern Region – Project Manager**

Mr. Byrne is licensed as a General Securities Representative (Series 7), Uniform Securities Agent (Series 63), Municipal Securities Principal (Series 53), and a Uniform Investment Advisor (Series 65). He earned a B.S. in Business Administration from the University of Florida. Below we summarize Mr. Byrne's experience with similar projects/revenues as the City of Hollywood's outstanding indebtedness.

**General Obligation Experience-** Since joining FTSI in 2007, *Mr. Byrne has been involved in more than \$1.5 Billion of General Obligation financings in the Southeast.*

**Utility Experience-** Mr. Byrne has extensive experience in bringing Florida Utility credits to market including, but not limited to, the City of Tampa, City of Daytona Beach, City of Marco Island, Polk City, and Peace River Manasota. Since joining FTSI, *Mr. Byrne has been involved in more than \$1 Billion of Utility financings in the Southeast.*

**Assessment/ Increment Financing Experience** - The special assessment/tax increment finance market has seen very little deal volume since the economic downturn. However, the FTSI proposed financing team has stayed active in this market. Since joining FTSI, *Mr. Byrne has been involved in more than \$70 Million of assessment/increment backed financings in Florida.* Below we offer two examples of this experience.



**City of Marco Island-** FTSI has assisted one of the most active special assessment issuers in the State, the City of Marco Island, in issuing 12 special assessment financings since 2008. All of these borrowings were financed with 18+ year fixed rate solutions, which are hard to come by for these credits in this market. We have a great understanding of these credits and we are uniquely qualified to bring this credit to market given the current economic environment.



**City of Daytona Beach-** Tax Increment Revenue Financings is another credit category that has seen much scrutiny throughout the credit crisis. For the 2011A&B City of Daytona Beach the TIF revenues used as security were established and generating well in excess of their base, as was evidenced by the Aa3/A+ underlying rating. A detailed case study of this \$35,620,000 financing can be found on page 23 of our response.

### **John Adams – National Public Finance, Managing Director**

Mr. Adams has served as Chairman, and as a member, of the Board of Trustees of the Ohio Municipal Advisory Council. He has taught as an Adjunct Professor in the Capital University Graduate School of Business. He serves as a Councilman for the City of Upper Arlington, Ohio. Mr. Adams is licensed as a General Securities Representative (Series 7), Uniform Securities Agent (Series 63), Municipal Securities Principal (Series 53), General Securities Principal (Series 24), and a Municipal Securities Representative Exam (Series 52). Mr. Adams is a Chartered Financial Analyst (CFA) and holds an MBA and MA in Public Administration from The Ohio State University. His undergraduate work was completed at the University of Indianapolis where he received a BA in physics and mathematics.

**Travis Gleason – East Coast Institutional Sales Manager**

Mr. Gleason received a BSBE from the University of Kentucky and recently awarded the CFA charter. He has his General Securities Representative (Series 7), Uniform Combined State Law Examination (Series 66), Futures Managed Funds Examination (Series 31) licenses and was a special guest on CNBC's Power Lunch.

**Bill Terlesky – Managing Director, Fixed Income Trading & Underwriting**

Mr. Terlesky earned a Bachelors of Business Administration in Finance and Management Information Systems from Ohio University and a MBA from The Ohio State University. He is licensed as a Registered Representative (Series 7) and a General Securities Principal (Series 24).

***6c. Describe the organization of the proposed project team, detailing the level of involvement, field of expertise and estimated hours for each member of the team.***

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Due to the intricacies of Public Finance from state to state and region to region, FTSI believes in a regional approach to serving its Public Finance clients; therefore, *we commit to the City that this engagement will be managed by our Florida based banker who has the ability to provide prompt, quality bond underwriting services.*

**Day-to-Day Engagement Manager-** The City's engagement will be managed by David Byrne out of our Tampa, Florida office. Mr. Byrne has more than 14 years of experience working with local municipalities and has been involved in more than \$5 billion in financings (primarily in the State of Florida.) *David's bond underwriting experience with the City extends back to 2003 while serving as lead analyst at a prior firm.* Mr. Byrne has been one of the key day-to-day contacts for all of Fifth Third Securities municipal issuances in the Southeast for the past six years.

In addition to serving as day-to-day engagement manager, Mr. Byrne will also serve as the analytical lead for this engagement. *Considering the vast amount of analytical experience Mr. Byrne has, and how vitally important well thought analytics and credit analyses are to a successful engagement, we feel that this level of attention is a key competitive advantage that we can offer our Southeastern clients.*

**Supervisory Banker-** John Adams, FTSI's National Public Finance, Managing Director, will provide Mr. Byrne supervisory support for the City's engagement. John has served as a Public Finance investment banker for 20+ years. In the past three years, while managing FTSI's Southeast expansion, Mr. Adams has assisted Mr. Byrne in being named to the following Florida underwriting teams; Daytona Beach, Martin County, Miami Beach, City of Orlando, City of Palm Bay, Peace River Manasota Water Authority, Seminole County, City of Fort Lauderdale, and Sarasota County. Mr. Adams will provide supervisory support for this engagement and can offer a breadth of experience as is illustrated in his resume on the page 12.

**Current Workload-** *FTSI's Southeast Public Finance employees are 100% available to support the City's bond financings.* We have already closed two financings in 2014 and are currently working on three other transactions also slated for this year. Two of these financings are well into the documentation stage (the most labor intensive portion of the financing process); the other one is in the structuring phase. We are well equipped to handle a significantly larger workload and therefore are well staffed to provide

the City with timely underwriting services. Additionally, FTSI's platform allows the Southeast team to leverage other areas of our Public Finance platform to ensure a successful engagement. As referenced above, Mr. Adams our National Public Finance Managing Director will direct these resources to support this engagement as is needed.

***6d. Describe what municipal staff support you anticipate for the project.***

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Sherrie Stumbo located in our Orlando, Florida office, who has worked in the Public Finance industry for eleven years, will assist Mr. Byrne in managing the day-to-day support tasks for the City's engagement. Ms. Stumbo will assist with the rating preparations, proposals, presentations and MSRB/EMMA compliance. Mr. Byrne will perform all document review, credit presentations and analytics for this engagement. Considering the importance of these tasks, we feel that they should be managed and performed by the most experienced member of the financing team. This approach has provided excellent results for FTSI and our Southeastern clients. Mr. Byrne has been one of the key day-to-day contacts and analytical lead for all of Fifth Third Securities municipal bond issuances in the Southeast for the past six years.

***6e. Has your firm ever failed to complete any work awarded to you? If so, where and why?***

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As it relates to providing municipal bond underwriting services, we are not aware of a failure to complete work awarded to FTSI over the past five years. Due to the length of time FTSI has been providing municipal bond underwriting services we are unable to provide this answer looking back more than five years, however we have no recollection of a material failure to complete awarded work prior to the time period specified

***6f. Has your firm ever been terminated from a contract? If so, where and why?***

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As it relates to providing municipal bond underwriting services, we are not aware of a failure to complete work awarded to FTSI over the past five years. Due to the length of time FTSI has been providing municipal bond underwriting services we are unable to provide this answer looking back more than five years, however we have no recollection of a material failure to complete awarded work prior to the time period specified



**7. Project understanding, proposed approach, and methodology.**

**7a. Describe your approach to performing the contracted work. This should include the following points:**

**7b. Discuss your project plan for this engagement outlining major tasks and responsibilities, time frames and staff assigned.**

We have identified three of the City's bond issues that currently provide refunding savings. Below we provide a summary of the indicative savings offered from a bond market refunding of these issues.

<b>Proposed Refunding Candidate Summary Caption</b>	<b>Maturities Refunded</b>	<b>Refunded Par</b>	<b>Net PV Savings</b>	<b>% PV Savings (of Refunded Bonds)</b>
<b>Water and Sewer Refunding &amp; Improvement Bonds, Series 2003</b>	<b>2015-2023</b>	<b>\$54,910,000</b>	<b>\$7,149,634</b>	<b>13.021%</b>
<b>Community Redevelopment Revenue Bonds, Series 2004</b>	<b>2015-2024</b>	<b>\$12,630,000</b>	<b>\$1,438,398</b>	<b>11.389%</b>
<b>General Obligation Bonds, Series 2005</b>	<b>2016-2026</b>	<b>\$44,175,000</b>	<b>\$3,166,748</b>	<b>7.169%</b>

Of the refunding candidates we identified above, we believe that only the Series 2005 General Obligation Bond refunding is best suited for bond market. The Water & Sewer and CRA refundings, due to their short final maturities 10-years and less are likely better suited as bank loan refundings. Bank loan refundings generally have limited involvement with the public finance investment banks. In this process, the City's financial advisor will likely seek bids from several banks and will generally manage the financing from RFP to close; therefore, we will focus our response on the bond market structure.

As it relates to the City's General Obligation Bond refunding, the 2026 final maturity is probably just beyond the range that most banks will consider. If the City and its Financial Advisor choose to consider a bond market refunding of this issue we have outlined our approach below to bringing the issue to market.

Beyond the three issues identified above, FTSI would also like to review of the City's outstanding loans/notes payable to determine if any of these issues offer a restructuring/savings benefit. These were not included in the scope of the review for this RFP, as the underlying documents for these issues are not available without request.

**FTSI's Approach-** We approach each underwriting engagement with a full complement of professional staff specifically selected to meet the needs of the City. Our goal is to deliver a successful bond closing which achieves the lowest possible financing costs available at the time the transaction is sold in the marketplace. We accomplish this by:

- aggressively pricing and selling the client's bonds to a broad range of investor groups;
- providing an experienced Public Finance, Underwriting, and Sales team;
- demonstrating our willingness to commit capital;
- delivering a successful track record of structuring and underwriting debt financings; and
- being a results-oriented firm.

FTSI fully intends to fulfill the requirements outlined in this request for proposals. Below we address how we plan on executing these requirements:

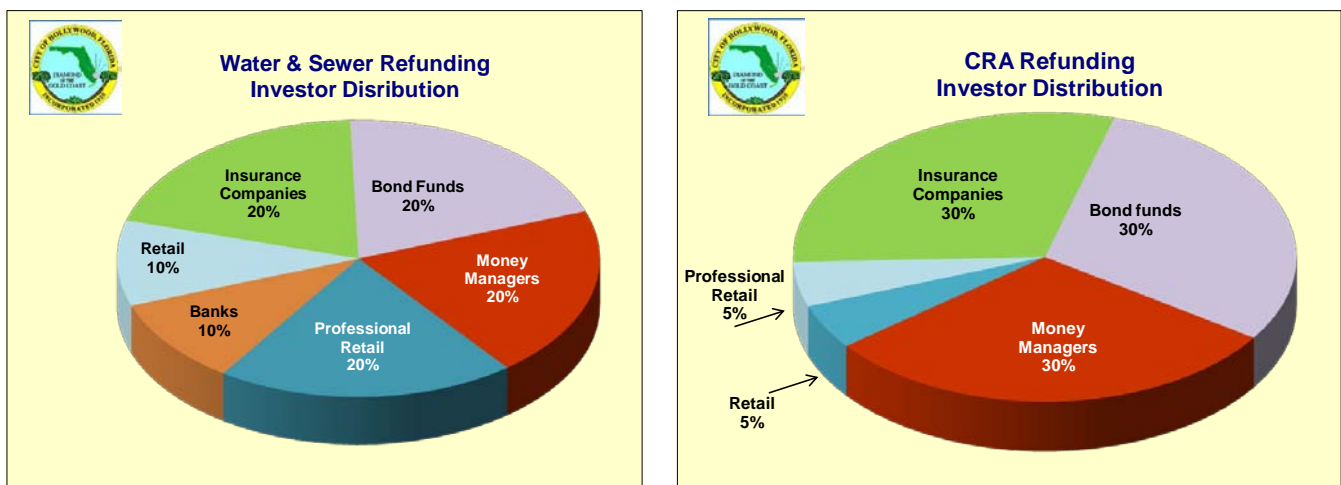
- Daily interaction between our Public Finance bankers and analytical staff working with the City staff, Financial Advisor and Bond Counsel. Mr. Byrne, our Lead Engagement Manager, takes a hands-on approach to move transactions forward and on schedule.

*Even when Fifth Third serves as a Co-Manager on a transaction, we review all bond documents and make comments, the same as we would do as a Senior Manager. We do not believe in a free ride. We do believe we have a responsibility to the City to fully participate in the transaction including reviewing documents and joining on due diligence calls as requested. Many firms do not have the workload capacity to allow them to provide this attention to detail for Co-Managed assignments.*

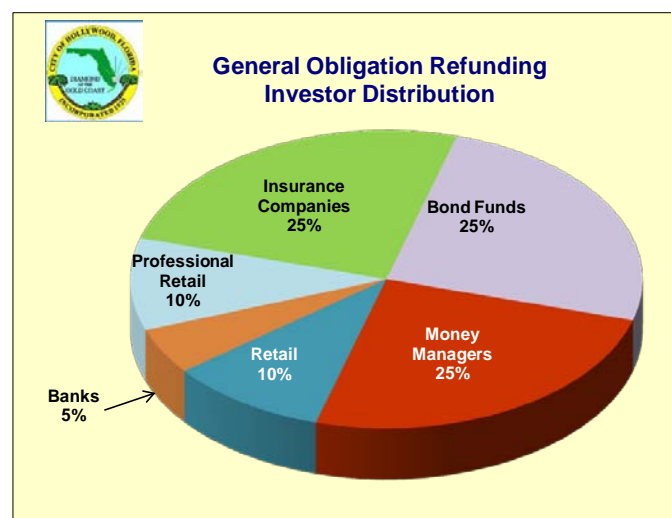
- We will work with the City's Bond Counsel and Due Diligence Counsel to ascertain the economic and legal impact of any bond structures proposed or executed by the City. There are a myriad of financing structures available to the City. The selection of the optimal structure will involve reviewing the impact of bond tax treatments and applicable arbitrage rebate regulations in relation to the City's outstanding debt and future financing needs.
- On-going discussions with Fifth Third's underwriting desk and our Senior Underwriter to fully gauge market conditions well before the bond sale. As Senior Manager we will have our Head of Fixed Income and Trading and our Institutional Sales Manager early in the bond issuance process meet in person with City Staff and Financial Advisor to establish clear communication lines and provide information on market forecast, buyer expectations, and marketing and timing of the sale.
- Our sales staff will be available to discuss with City Staff and Financial Advisor any special nuances about buyer demands or investor inquiries prior to the sale and during pre-marketing of the bonds. We will also arrange due diligence calls with any Institutional Investor groups requesting additional information and wishing to talk with City Staff.

**7c. Describe the marketing approach your firm would recommend for the issuance of General Obligation, Water and Sewer, and Refunding bonds.**

Referenced in this request are various bond securities that would carry a variety of underlying ratings and structures. FTSI, and the underwriting team in aggregate, would ensure proper modifications were made during the pre-marketing and marketing phases of the bond pricing to ensure maximum investor participation for each respective financing solution. Factors including: length of maturity, size of maturity, ratings, and ever changing investor demand will impact the buyer universe for the City's offerings. We will account for these factors when formulating a marketing plan. Not only does each issue have distinct marketing nuances but so does each maturity within an issue. While we feel that the Water & Sewer and CRA refunding issues are likely to be best suited for the bank loan market, in an effort to fully address all of the questions of the City's RFP, below we indicate the likely investor interest for these credits if they were offered as bond issues.



Below we offer a chart depicting the likely investor distribution for the City's proposed General Obligation refunding bond issuance.



Marketing Plan – The primary components of a tailor-made marketing program include, but are not limited to, the following: advice on timing of the sale, pre-sale activities, pricing the issue and distributing the bonds. Each issue we underwrite presents a unique set of constraints and opportunities during the marketing process. Our ultimate goal is to stimulate as much pre-pricing investor demand as possible in order to support aggressive pricing levels for the issue. A critical component of the process is the coordination and communication between the public finance bankers, the desk (traders/underwriters), and the sales professionals (retail/institutional).

Retail Distribution – In the past several years, retail buyers have been a material block of the investor community, accounting for 30-50% of some bond issues FTSI placed. Retail buyers offer the lowest cost financing and should therefore be a focal point of emphasis. Designating retail orders to the top of the priority of orders entices retail demand. Retail buyers tend to mostly show interest for earlier maturities; however, couponing strategies can certainly be modified to entice interest in latter maturities. *We have 108 retail representatives in locations throughout the state, with 3 representatives in Broward County.*

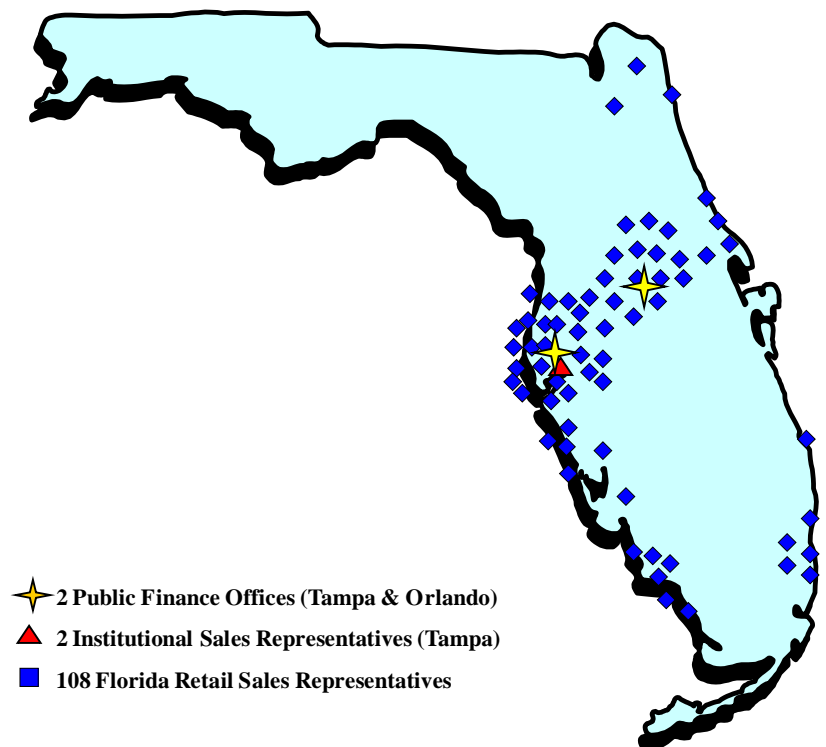
Retail Marketing Plan – Under prevailing market conditions, the City of Hollywood should expect to draw interest with individual regional investors. FTSI would exercise the following efforts to ensure that local residents have the opportunity to purchase bonds:

- ✓ Placing ads in selected local newspapers and conduct mailings to prospective clients.
- ✓ Continuous communication with investors throughout Broward and the surrounding counties, the state, as well as our National accounts during the pre-marketing period, through pricing, and in the post-marketing periods.
- ✓ Providing a dedicated retail only order period with a priority of orders as: 1) City Residents, 2) Florida retail, and 3) National retail.

Florida Distribution- As stated previously, FTSI would first offer the City's bonds to in-state retail and institutional investors, especially prior City of Hollywood purchasers. We will subsequently offer the bonds to small and medium-sized institutional investors who are often not solicited by other brokerage firms serving Florida. Finally, we will access the national institutional market.

In-state investors will often accept a lower rate of return on an investment from an issuer they know rather than a slightly higher rate from an issuer with whom they have neither affiliation, nor awareness. Therefore, it is imperative that we comprehensively blanket the Florida market before soliciting national retail or institutional buyers. FTSI has one of the largest and broadest distribution networks of any Florida based bank or broker-dealer with major banking operations in Orlando, Tampa, Naples, Fort Lauderdale and

## Fifth Third Securities Florida Presence



Jacksonville. The Florida market includes retail and institutional buyers, which FTSI can access through our established Florida distribution network.

The geographic distribution of offices are in line with our bank footprint and allows FTSI institutional investment brokers to focus on regional and local institutional buyers such as banks, bank trust departments, and small insurance companies, as well as the large mutual bond funds and traditional institutional investors.

**FTSI's Regional Institutional Distribution-** *A distinct advantage of FTSI's institutional distribution network materializes because of our regional broker locations.* Unlike many of our competitors, our institutional sales people are located throughout the Country and don't all sit in one room in New York. This regional footprint allows FTSI to focus on institutional accounts that are often overlooked by the traditional Wall Street firms. Bancorp relationships relating to other services have opened the door for FTSI to sell securities to these regional Tier II Institutional Investors. Generally, this investment category is not large enough to garner the attention of major Wall Street firms and ultimately allows FTSI the ability to market bonds institutionally to the Tier I accounts already covered by all brokers, but opens the door to Tier II accounts not covered. *This combination, along with our strong retail presence, delivers a more diverse lower cost investor base to the City Hollywood.*

#### **Fifth Third Securities, Inc. Institutional Sales Offices**

- Tampa, Florida
- Chicago, Illinois
- Toledo, Ohio
- Grand Rapids, Michigan
- Atlanta, Georgia
- Cincinnati, Ohio\*
- Cleveland, Ohio
- Detroit, Michigan
- New York, New York
- Nashville, Tennessee
- Columbus, Ohio
- Indianapolis, Indiana
- St. Louis, Missouri

\* Our primary trading floor is located in Cincinnati, Ohio.

**Offices and Sales Representatives-** FTSI currently employs 39 Institutional Sales Staff and Traders. Two Institutional Sales representatives located in Tampa. We also employ 1,060 retail sales representatives throughout our footprint which includes *108 retail sales representatives in Florida (three of which are located in Broward County.)*

Fifth Third Securities Underwriting and Sales Staff		
Division	Nationally	Florida
Retail Sales	1,060	108
Institutional Sales	39	2
Public Finance	24	2

*18% of our institutional sales force is located in the Southeast and is a unique competitive advantage that we offer – demonstrating our firm's commitment to developing and supporting this region.*

**Willingness to Underwrite Unsold Balances-** While a well executed marketing plan will often times not leave very many bond balances unsold, sometimes in periods of market volatility, underwriters must utilize their capital to ensure a successful pricing. *Hollywood should only engage firms that are willing to commit capital while underwriting a transaction.* The benefit of having an underwriter that is willing to commit its capital to ensure a successful transaction ultimately can result in lower rates to an issuer. FTSI maintains a solid capital position and will commit capital to underwrite unsold balances, including pro-rata shares of Co-Manager liabilities.

FIFTH THIRD SECURITIES, INC. CAPITAL POSITION	
For Period Ended: 12/31/2013	
Total Capital	\$364,053,816
Equity Capital	\$364,053,816
Debt Portion	-0-
Net Capital	\$267,310,126
Uncommitted (excess net) Capital	\$267,060,126

As of December 31, 2013, FTSI had approximately \$267 million in capital available to fund proprietary 'available for sale' securities positions. The excess capital, along with standing letter of credit availability, is sufficient to fund \$1 billion in fixed income securities.

FTSI has consistently demonstrated the willingness to leverage its capital for a partner/client when necessary to support a deal in the market. Below, we provide several recent footprint examples to illustrate how and when FTSI committed capital and underwrote unsold balances on pricing day; all in an effort to support our partners and their respective transactions:

#### Recent Capital Commitment Examples-



**\$83,270,000 Cincinnati, OH 2012 Series A/B/C Taxable/Tax-Exempt Bonds - 5/23/12** FTSI served as senior manager for this transaction. This was a refunding issue and in order to maximize savings we structured the deal with a very aggressive serial maturity strategy and many retail coupons. The transaction included 60 different CUSIPs between the series, many of which were not subscribed for during the order period. *To ensure a successful result for this issuer, we used our capital to underwrite the unsold bonds, which totaled \$9,575,000.*



**\$197,130,000 Toledo, Ohio Water System Revenue Bonds – 6/13/2013**

FTSI served as senior manager for this transaction. To ensure a successful result for the issuer, *we used our capital to underwrite an unsold balance of \$33,220,000 bonds from 2029-2033. This was necessary because at the time of pricing market conditions were extremely challenging.* This started in May and was amplified in June as extraordinary mutual fund outflows created illiquidity and selling pressure resulting in price declines in excess of 5% for the month.



**\$132,945,000 Chippewa Valley Schools, MI – 3/11/2013**

FTSI served as senior manager for this transaction. Here we underwrote an unsold balance of \$8,875,000 bonds, most of which were the longest and riskiest securities in the deal. *Due to a negative outlook from Moody's and other factors affecting Michigan debt the time, many investors did not approve the credit and as a result we had to commit the firm's capital in order to complete the transaction.*

**Florida Capital Commitments** - We offer the following examples of our willingness to underwrite balances for Florida issuers.



**\$33,460,000 Daytona Beach, FL Capital Improvement Revenue Bonds, Series 2011A & \$2,160,000 Capital Improvement Revenue Bonds, Series 2011B - 6/07/11.** FTSI served as Sole Manager on this transaction. *On the Series 2011A, FTSI underwrote \$7,350,000 (22% of the issue.) On Series 2011B underwrote \$1,500,000 (69% of the issue.)* This issue shows FTSI's



willingness to hold bonds in inventory to ensure a successful pricing.



**\$53,035,000 Polk County, Florida, Transportation Imp. Refunding Revenue Bonds - 10/15/10.** FTSI served as a 10% Co-Manager for this transaction; however, took down \$5,865,000 in bonds into inventory exceeding our original participation by more than half a million. *FTSI was willing to commit capital to the County and accept an additional 10% of bonds above our original liability.*



**\$48,735,000 Osceola County, Florida, Sales Tax Revenue Bonds - 1/14/09.** This financing occurred during a brief market interruption defined by a temporary surge in investor demand in an otherwise weak market. *To allow the County to fully capitalize on the brief surge of investor demand, FTSI supported the County's financing by holding nearly 18% of the issue in inventory.*

***7d. Provide case studies for financings completed by your firm in the past three (3) years. Describe any unique challenges encountered and the results.***

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The City is at a very important crossroad in its history with these proposed financings. We have experience in assisting our issuer clients during these critical times. Below we offer a case study for Polk City, who's utility and general finances were at an even more critical crossroad before they implemented our services. *The financing helped turn the negatively toned news articles, such as "Polk City Council to Vote on Bond Approval (A citizens group questions whether the bond will solve debt problems)", to positively toned articles such as; "Economic Turmoil Has Upside for Polk City" and "Polk City, Previously Troubled, Gets Clean Audit (Examination finds finances are back on solid ground)".* All articles are from the Lakeland Ledger. We feel that the City of Hollywood could be on the verge of the same positive momentum.



**Polk City, Florida**

**\$9,720,000 Series 2011A Water and Sewer Capital Improvement and Refunding Revenue Bonds**

**\$595,000 Series 2011B Water and Sewer System Taxable Refunding Revenue Bonds**

This small Central Florida city with ~2,000 (pop.) had never issued bonds in the Capital Markets, and the system as well as other funds of the City had been suffering under the hands of bad management and local politics for a number of years. Additionally, the County was threatening to sue the City for failure to make timely payments on debt obligations to the County; and, the City had recently fired its City Manager of several years who had a number of conflicts of interest. In recent years, utility financial operations had posed operating deficits, marginal coverage exclusive of impact fees, and declining liquidity.

Working with a utility consultant, the legal team, and Fifth Third Securities, the City undertook numerous measures to meet bond covenants and enable operations to support ongoing capital needs. Some of the measures included implementing two large rate increases, the outsourcing of utility operations for cost savings, bringing financial obligations current, and a plan to pay off its outstanding debt obligations with bond proceeds. In addition, management adopted policies that included a 1.5X coverage target, a spending policy, and monthly reporting of utility operations, a contrast to annual reporting in the past.

In its credit profile S&P presented the following outlook: "The stable outlook reflects the expectation that management's efforts will enable the utility to maintain sound financial position over the 2-year horizon, thereby ensuring adequate liquidity and coverage ratios."

As a result of this positive recovery plan, the City was able to secure an A- stand-alone rating on its bonds from Standard and Poor's. Additionally, they secured an insurance policy from Assured Guaranty. As a result of all of these factors, the City was able to structure a 30-year financing with a Total Interest Cost of less than 5%, which far exceed the initial expectations of the City. All bonds were "out the door" on the pricing date with a number of maturities oversubscribed.



**City of Daytona Beach, FL**

**\$33,460,000 Capital Improvement Revenue Refunding Bonds, Series 2011A (TIF)**

**\$2,160,000 Capital Improvement Revenue Refunding Bonds, Series 2011B**

Fifth Third Securities, Inc. served as Sole Manager on this transaction. The Series 2011A security was based upon Tax Incremental Revenues of the City's HBE and Ocean Walk Prime Areas. The Series 2011B

security was payable from Non-Ad Valorem revenues of the City. These financings were a refunding of existing loan obligations of the City. Despite encountering a relatively low interest rate environment in late 2010, the financing stayed just below the City's refunding savings threshold for 8 months. FTSI along with the financial advisor decided that the best course of action would be to prepare all the documents and approvals with as much flexibility as possible. This would allow us to execute the financing in a moment of market strength and the tailor the financing to meet investor demands.

This flexibility included securing a bond insurance policy, which allowed the City to insure all, some, or none of the maturities, based on market conditions. This resulted in the use of Bond Insurance on the Series 2011A (TIF secured) Bonds but not the Series 2011B Bonds.

*After 8 months of waiting, the market finally cooperated in early 2011 and the City was able to earn \$2,219,375 of present value savings (6.19%), this exceeded the City's 5% refunding threshold.*



### **Polk County, Florida**

#### **\$71,510,000 Public Facilities Revenue Refunding Bonds, Series 2014**

FTSI served as one of only two firms in the underwriting syndicate for this issue which is scheduled to close on May 8<sup>th</sup>. We identified this refunding opportunity in March of 2013, when it first offered savings above 3% Net Present Value Savings. Since that time we provided the County periodic updates. In February we again updated the refunding pointing out that a partial refunding was offering greater than 5% NPV Savings. Additionally we noticed that with modest market movements the \$33 million partial refunding could increase to \$70+ million as additional maturities would offer incremental positive refunding savings if rates were to fall. In our refunding analysis we provided to the County we offered the following suggestion:

*When forming a financing strategy for the proposed partial refunding, the County should consider drafting the financing/approval documents with flexibility in terms of the not to exceed par amount and the plan of finance narrative as outlined in the POS and approving documents as market fluctuations with either the escrow earnings or the cost of borrowing may allow for additional bonds to be refunded at the time of pricing.*

A large reduction in municipal borrowing rates occurred in early April. *Based upon our advice and the advice of the County's Financial Advisor this par amount flexibility allowed the County to quickly proceed to market on April 9<sup>th</sup>, without passing a revised approving Resolution to increase the not-to-exceed issuance amount.*

To further illustrate the impact of allowing for the flexibility to capitalize on this market movement, when the POS was posted on April 3<sup>rd</sup>, the estimated par amount on the cover was \$44,060,000. When it priced on April 9<sup>th</sup> the par amount was \$71,510,000. The final Net Present Value Savings was \$4,299,033 or 6.03% of Refunded Debt. This example illustrates our proactive approach of serving on an underwriting team, regardless of our underwriting role; as well as an example of how our expertise in terms of analytics can allow our clients to capitalize on periods of market strength.

***7e. Describe investor relations approaches your firm would recommend to the City.***

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Below we outline some suggestions that would augment the City's investor relations website. Generally, the "Continuing Disclosure for Financial Investors" section of the City's website is what investors are looking for when deciding to purchase one of the City's offerings. However, below we outline some minor additions which will appeal to both investors and rating agencies.

As the City has already recognized, evidenced by the scope of services outlined in the City's Financial Advisor RFP, the City should prepare a debt management policy. Additionally, even if the City does not wish to utilize derivatives or swaps for its future financings, preparing a derivative/swap policy should also be considered. The derivative policy can be a standalone policy or it can simply be included as a section in the debt management policy. Once these policies are finalized, they should be included on the City's Continuing Disclosure website for investor reference.

The only additional suggestion we can offer would be to include the link to the City's Investor Relations website in future Preliminary/Official Statements. Investors may be more apt to take the time to review these disclosures if the link were emphasized in these documents. In the same light, providing a link to the [www.emma.msrb.org](http://www.emma.msrb.org) posting of all of the City's outstanding debt on the City's Continuing Disclosure website would also be a convenient feature for investors.

***7f. Given the final maturities of potential City refunding bonds, if your firm provides fixed rate, non-bank qualified loans, please include such analysis in your response.***

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FTSI does not provide loans. However, Fifth Third Bancorp, FTSI's parent company does provide fixed rate non-bank qualified loans. Despite being very active in this space over the past few years, currently the Bank does not have an appetite for fixed rate, non-bank qualified loans matching the final maturities of the City's potential refunding bonds.

8. *References*

*Provide references for three (3) local or statewide issues, which your firm served as Senior Manager or Co-Manager, to include company name, contact name, phone, fax and email address.*

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**CITY OF POLK CITY, FLORIDA**

**Trudy Block, Councilor (Former Vice Mayor)**

123 Broadway Blvd, SE, Polk City, FL 33868

Phone: 630-853-3673 Fax: 863-984-2334

Email: [trudy.block@mypolkcity.org](mailto:trudy.block@mypolkcity.org)

**CITY OF TAMPA\*, FLORIDA**

**Bonnie Wise, Chief Financial Administrator**

Hillsborough County\*

County Center, 601 E. Kennedy Blvd. 26th Floor, Tampa, FL 33602

Phone: 813-272-7418 Fax: 813-272-5248

Email: [wiseb@hillsboroughcounty.org](mailto:wiseb@hillsboroughcounty.org)

\* Ms. Wise served as Chief Financial Officer for the City of Tampa for 8 years. In April of 2011, she began serving as the Chief Financial Administrator for Hillsborough County. She worked closely with the Florida Fifth Third Securities' Public Finance team on several occasions before and during her tenure with the City of Tampa and is available to provide a reference.

**CITY OF DAYTONA BEACH, FLORIDA**

**Jim Chisholm, City Manager**

301 S. Ridgewood Ave., Daytona Beach, FL 32114

Phone: 386-671-8010 Fax: 386-671-8015

Email: [chisholmj@codb.us](mailto:chisholmj@codb.us)

9. *Underwriter's Counsel*

*The selection of underwriters' counsel shall be at the sole discretion of the senior managing underwriter. Please identify firms which will be considered for this role.*

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**NABORS GIBLIN & NICKERSON, P.A.**

**Steve Miller**  
2502 Rocky Point Drive, Ste 1060  
Tampa, FL 33607  
813-281-2222  
[smiller@ngn-tampa.com](mailto:smiller@ngn-tampa.com)

**GRAYROBINSON**

**Frank Fleischer**  
201 N. Franklin St., Ste 2200  
Tampa, FL 33602  
813-273-5000  
[ffleischer@gray-robinson.com](mailto:ffleischer@gray-robinson.com)



**10. Summary of the Proposer's Fee Statement.**

*Price may be considered in the final evaluation and ranking of the short-listed firms. If the Selection Committee will consider price, staff will provide each short-listed firm with a price submittal instrument and instructions for its preparations and delivery.*

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In keeping with the request of the RFP, FTSI is prepared to submit a fee statement if we are short-listed.

**11. Project time schedule, if applicable.**

*Provide a detailed time schedule for this project.*

Considering the CRA and Water & Sewer issues are likely better suited to be issued as bank loans, the timetable outlined below focuses on the proposed Series 2005 General Obligation refunding.

<b>General Obligation Refunding Bond Timetable Summary</b>	
<b>City Commission approves recommended Underwriting Team and Financial Advisor</b>	<b>June 4</b>
<b>First draft of Bond Resolution</b>	<b>June 11</b>
<b>First draft of Preliminary Official Statement and Bond Documents</b>	<b>June 13</b>
<b>Revised drafts of Resolution, Bond Documents and POS</b>	<b>June 20</b>
<b>Packages distributed to rating agencies/insurers</b>	<b>June 23</b>
<b>Receive Bond ratings/insurance quotes</b>	<b>July 14</b>
<b>City Commission adopts Bond Resolution and Award Resolution</b>	<b>July 16</b>
<b>Final Draft of POS</b>	<b>July 17</b>
<b>Print and Post POS</b>	<b>July 18</b>
<b>Bond Pricing</b>	<b>Week of July 28</b>
<b>Award of Sale</b>	<b>Week of July 28</b>
<b>Pre-closing</b>	<b>Week of August 11</b>
<b>Closing</b>	<b>Week of August 11</b>

## ATTACHMENT A

### EEOC Statement

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#### POLICY CENTER

### Equal Employment Opportunity Policy

**Owner:** Human Resources

**Date:** December 2013

**General Purpose:** Fifth Third's policy is to promote and ensure equal employment opportunity for all persons regardless of race, color, gender, national origin, religion, age, disability, sexual orientation, gender identity, military status, veteran status, or any other legally-protected status. We value every employee's contribution to the bank and recognize the strength of bringing together people with an array of talents, experiences, and perspectives.

**Policy:** Fifth Third values a diverse workforce and promotes diversity. Fifth Third understands that a workforce that reflects the customers it serves enriches the organization and places it in a more competitive position.

Fifth Third's commitment to provide a positive work environment is also reflected in Fifth Third's policies prohibiting sexual and other forms of harassment.

Fifth Third aspires to create and foster an environment where our corporate culture mirrors our policies, so that no person will be advantaged or disadvantaged because of any factor unrelated to job performance. Additionally, the company goal is that no employee will ever have cause to feel intimidated, threatened or harassed because of race, gender, or on any other basis prohibited by law.

It is Fifth Third's intent that every employee in all of our affiliates and locations comply with this policy. Actual or suspected violations of this policy should be reported to a supervisor or to an Employee Relations representative. A suspected violation may also be reported to the Fifth Third Ethics line: 1 (877) FOR-5353. There will be no retaliatory action against any person for participating in an investigation of or reporting a suspected violation of this policy.

**ATTACHMENT B**

***Hold Harmless and Indemnity Clause***

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Fifth Third Securities, Inc. and \_\_\_\_\_

  
David Byrne, Director

The contractor shall indemnify, defend and hold harmless the City of Hollywood, its elected and appointed officials, employees and agents for any and all suits, actions, legal or administrative proceedings, claims, damage, liabilities, interest, attorney's fees, costs of any kind whether arising prior to the start of activities or following the completion or acceptance and in any manner directly or indirectly caused, occasioned or contributed to in whole or in part by reason of any act, error or omission, fault or negligence whether active or passive by the contractor, or anyone acting under its direction, control, or on its behalf in connection with or incident to its performance of the contract.

Fifth Third Securities, Inc. and \_\_\_\_\_

  
David Byrne, Director

Further certifies that it will meet all insurance requirements of the City of Hollywood and agrees to produce valid, timely certificates of coverage.

## ***ATTACHMENT C***

### ***Insurance Certificates***

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Please see the attached forms.

**ACORD**<sup>TM</sup>**CERTIFICATE OF LIABILITY INSURANCE**

DATE (MM/DD/YYYY)

5/06/2014

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

**IMPORTANT:** If the certificate holder is an **ADDITIONAL INSURED**, the policy(ies) must be endorsed. If **SUBROGATION IS WAIVED**, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

<b>PRODUCER</b> <b>HUB International Midwest</b> <b>Commercial</b> <b>750 Trade Centre Way, Suite 110</b> <b>Kalamazoo, MI 49002</b>	<b>CONTACT NAME:</b> Cathy Ware <b>PHONE (A/C, No, Ext):</b> 269 488-6176 <b>E-MAIL ADDRESS:</b> cathy.ware@hubinternational.com		<b>FAX (A/C, No):</b>
	<b>INSURER(S) AFFORDING COVERAGE</b> <b>INSURER A :</b> Cincinnati Insurance Company <b>INSURER B :</b> Liberty Insurance Corporation <b>INSURER C :</b> <b>INSURER D :</b> <b>INSURER E :</b> <b>INSURER F :</b>		<b>NAIC #</b> <b>10677</b>
<b>INSURED</b> <b>Fifth Third Bancorp</b> <b>38 Fountain Square Plaza</b> <b>Cincinnati, OH 45263</b>			

**COVERAGES****CERTIFICATE NUMBER:****REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
<b>A</b>	<b>GENERAL LIABILITY</b> <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR <input checked="" type="checkbox"/> <b>BI/PD Ded:50000</b> GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input checked="" type="checkbox"/> LOC			<b>COP2314588</b>	<b>01/01/2014</b>	<b>01/01/2015</b>	EACH OCCURRENCE \$ <b>1,000,000</b> DAMAGE TO RENTED PREMISES (Ea occurrence) \$ <b>500,000</b> MED EXP (Any one person) \$ <b>5,000</b> PERSONAL & ADV INJURY \$ <b>1,000,000</b> GENERAL AGGREGATE \$ <b>2,000,000</b> PRODUCTS - COMP/OP AGG \$ <b>2,000,000</b> \$
<b>A</b>	<b>AUTOMOBILE LIABILITY</b> <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS			<b>CAP5878243</b>	<b>01/01/2014</b>	<b>01/01/2015</b>	COMBINED SINGLE LIMIT (Ea accident) \$ <b>1,000,000</b> BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
<b>A</b>	<input checked="" type="checkbox"/> <b>UMBRELLA LIAB</b> <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> <b>EXCESS LIAB</b> <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$			<b>CCC1154777</b>	<b>01/01/2014</b>	<b>01/01/2015</b>	EACH OCCURRENCE \$ <b>25,000,000</b> AGGREGATE \$ <b>25,000,000</b> \$
<b>B</b>	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE/OFFICER/MEMBER EXCLUDED? <input checked="" type="checkbox"/> Y <input checked="" type="checkbox"/> N (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below		N/A	<b>WA768D004176</b>	<b>01/01/2014</b>	<b>01/01/2015</b>	<input checked="" type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ <b>1,000,000</b> E.L. DISEASE - EA EMPLOYEE \$ <b>1,000,000</b> E.L. DISEASE - POLICY LIMIT \$ <b>1,000,000</b>

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

**CERTIFICATE HOLDER****CANCELLATION**

**City of Hollywood, Florida**  
**2600 Hollywood Boulevard**  
**Hollywood, FL 33020**

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

*Edward M. Bunker*

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# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)  
05/05/2014

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

**IMPORTANT:** If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

<b>PRODUCER</b> MARSH USA INC. 525 VINE STREET, SUITE 1600 CINCINNATI, OH 45202  110623-53-BPL75-13-14	<b>CONTACT NAME:</b> <b>PHONE</b> (A/C, No, Ext): <b>E-MAIL ADDRESS:</b>  <b>INSURER(S) AFFORDING COVERAGE</b> INSURER A : Federal Insurance Co. (Chubb) INSURER B : INSURER C : INSURER D : INSURER E : INSURER F :	<b>FAX</b> (A/C, No):  <b>NAIC #</b>
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**COVERAGES**      **CERTIFICATE NUMBER:** CLE-004079262-01      **REVISION NUMBER:** 1

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	<b>GENERAL LIABILITY</b> <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR  GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Ea occurrence) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COMP/OP AGG \$ \$
	<b>AUTOMOBILE LIABILITY</b> <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS						COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	<b>UMBRELLA LIAB</b> <input type="checkbox"/> OCCUR <b>EXCESS LIAB</b> <input type="checkbox"/> CLAIMS-MADE <b>DED</b> <input type="checkbox"/> <b>RETENTION \$</b>						EACH OCCURRENCE \$ AGGREGATE \$ \$
	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below Y/N <input checked="" type="checkbox"/> N <input type="checkbox"/> N/A						WC STATU-TORY LIMITS <input type="checkbox"/> OTH-ER <input type="checkbox"/> E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$
A	<b>BANKERS PROFESSIONAL LIABILITY</b>			7042-9045	07/01/2013	07/01/2014	LIMIT IN USD 75,000,000 RETENTION IN USD 15,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)  
PRIMARY LIMIT \$10MM. TOTAL LIMITS SHOWN ABOVE INCLUDE PRIMARY AND ALL EXCESS LIMITS.

**CERTIFICATE HOLDER**CITY OF HOLLYWOOD, FLORIDA  
2600 HOLLYWOOD BOULEVARD  
HOLLYWOOD, FL 33020**CANCELLATION**

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE  
of Marsh USA Inc.

Manashi Mukherjee

*Manashi Mukherjee*