



CITY OF HOLLYWOOD, FLORIDA

REQUEST FOR PROPOSALS FOR BOND UNDERWRITER

RFP#: 4414-14-RD

DUE DATE: MAY 8, 2014

Project Manager / Primary Contacts:

Matthew Sansbury

Managing Director, Public Finance Department
111 N. Magnolia Avenue, Suite 1175
Orlando, Florida 32801
(407) 956-6804 | (407) 649-2145 (fax) | sansburym@stifel.com

Alex Bugallo

Managing Director, Public Finance Department
111 N. Magnolia Avenue, Suite 1175
Orlando, Florida 32801
(407) 956-6806 | (407) 649-2145 (fax) | bugalloa@stifel.com

STIFEL

TABLE OF CONTENTS

SUBMISSION REQUIREMENTS:	PAGE
1. TITLE PAGE.....	i
2. TABLE OF CONTENTS	ii
3. RFP CHECKLIST	iii
4. LETTER OF TRANSMITTAL	iv
5. PROFILE OF PROPOSER.....	1
6. SUMMARY OF PROPOSER'S QUALIFICATIONS.....	9
7. PROJECT UNDERSTANDING, PROPOSED APPROACH, AND METHODOLOGY.....	13
8. REFERENCES	21
9. UNDERWRITER'S COUNSEL.....	22
10. SUMMARY OF THE PROPOSER'S FEE STATEMENT	23
11. PROJECT TIME SCHEDULE	24

APPENDICES:

Resumes of Key Personnel.....Appendix A

Required DocumentsAppendix B

Includes:

- Proposer Acknowledgment
- Hold Harmless an Indemnity Clause
- Disclosure of Conflict of Interest
- Addendum No. 1 Signature Page
- Certificates of Insurance

RFP CHECKLIST

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

- XX I verify that the signature on page number one (1) is the signature of the person authorized to bind the agreement. (Preferably in blue ink)
- XX I acknowledge reading and signing the Hold Harmless Statement.
- XX I have included all information, certificates, licenses and additional documentation as required by the City in this RFP document.
- XX 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.
- XX I have submitted one (1) original and twelve (12) copies and one (1) electronic copy (CD) of the entire proposal with addendums.
- XX 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.
- XX I have read and completed (if applicable) the "Disclosure of Conflict of Interest".
- XX I am aware that a Notice of Intent to award this bid shall be posted on the City's website at www.hollywoodfl.org 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.
- XX 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: Stifel, Nicolaus & Company, Incorporated

PROPOSER'S NAME: Matthew Sansbury

PROPOSER'S AUTHORIZED SIGNATURE: 

DATE: May 7, 2014

STIFEL

May 8, 2014

Patricia Cerny
City Clerk, City of Hollywood
2600 Hollywood Boulevard, Room 221
Hollywood, Florida 33022

Matthew Lalla
Director of Financial Services, City of Hollywood
2600 Hollywood Boulevard, Room 119
Hollywood, Florida 33022

Dear Ms. Cerny and Mr. Lalla:

On behalf of Stifel, Nicolaus & Company, Incorporated ("Stifel"), we are pleased to submit our response to the City of Hollywood's (the "City") Request for Proposals for Bond Underwriter ("RFP").

What began as a single office in St. Louis in 1890 is today a growing network of offices across the United States and internationally. As it stands, Stifel has over 5,850 employees worldwide specializing in providing investment banking, securities brokerage, trading, investment advisory and related financial services to municipalities, individual investors, professional money managers and businesses across the country. **Stifel is currently the 6th largest brokerage firm in the country based on number of financial advisors.** The firm has grown to its present size and organization by adhering to what has been its primary philosophy for almost 125 years, that of keeping the client's financial well-being foremost. Given the presence that we have in Florida, which includes numerous retail brokerage offices, multiple institutional sales and trading offices, and a **public finance office in Orlando**, Stifel can provide the City with the local commitment and market knowledge of a regional firm and the public finance expertise, sales capabilities, and capital strength of a multinational firm.

The points below provide a summary of why Stifel would make a valuable addition to the City's bond underwriting team:

- **EXTENSIVE FIRM-WIDE PUBLIC FINANCE EXPERIENCE.** In 2013, Stifel was the #1 ranked senior managing underwriter of negotiated municipal bonds based on number of transactions underwritten (538) and the #9 ranked senior managing underwriter based on par amount underwritten (\$12.3 billion), according to industry league tables. Since 2010, the firm has served as senior manager on over 2,480 negotiated municipal transactions valued at a total par amount of \$59.4 billion, consistently placing us top 10 nationally. Over this same time period, we have served as a co-manager on nearly 900 negotiated municipal transactions valued at a total par amount of \$220.3 billion.
- **DEDICATED LOCAL PERSONNEL WITH A HISTORY OF SERVING THE CITY.** The team of professionals that will work with the City has extensive public finance and other relevant investment banking experience, including specific experience with the City. Matthew Sansbury, Managing Director, and Alex Bugallo, Managing Director, will serve as the lead day-to-day contacts between the City and Stifel. While with their prior firm (Raymond James & Associates, Inc.), **Mr. Sansbury and Mr. Bugallo were selected as part of the City's previous underwriting team via a similar RFP process that occurred in March 2009.** These bankers have been in constant contact with the City's staff since joining Stifel, including having **face-to-face meetings with the City's Finance Director in June 2012 and January 2013 and providing five unsolicited proposals to the City and six unsolicited proposals to the CRA over the past two years.** These banking professionals will be joined by Stifel bankers who are experts in issuing general obligation bonds and CRA bonds, and by members of Stifel's quantitative group and underwriting desks, to make sure that all aspects of the City's financings are completed as efficiently as possible.
- **LARGE AND GROWING RETAIL DISTRIBUTION NETWORK.** Stifel's 315 retail brokerage offices and 1,908 retail brokers manage over 700,000 retail accounts valued at \$149.3 billion in assets. **Our 16 retail brokerage offices in Florida keep up-to-date with changing interests and needs of Florida retail investors. The Florida retail offices are staffed by 112 financial advisors who manage 28,206 client accounts with assets under management exceeding \$6.4 billion.** While these numbers are large relative to our competitors, Stifel's CEO (Ron Kruszewski) has stated that the firm's retail distribution network will grow to between 5,000 and 6,000 retail brokers within four years, with a sizeable portion of these new brokers being added in the Southeast. **Stifel's retail clients currently hold in excess of \$1.6 million of the City's outstanding bonds and since 2010 our retail brokers have conducted 121 retail trades of the City's bonds valued at over \$1.9 million in par amount.**

STIFEL

- **DIVERSE INSTITUTIONAL DISTRIBUTION NETWORK.** Stifel currently has 37 fixed income institutional sales and trading offices, which house 205 fixed income sales associates and 120 fixed income trading associates. In total, these associates cover 4,350 fixed income institutional accounts and maintain an average annual trading volume of nearly \$300 billion. **Three of these institutional sales offices are located here in Florida in Boca Raton, Rosemary Beach and Tampa.** With a strong presence in the Midwest and western United States, Stifel has forged extensive relationships with Tier II and Tier III institutional investors, an attribute unique to a firm of our size. These relationships will increase the number of potential investors immediately for the City and will strengthen the distribution power of its underwriting team.
- **STABILITY IN CHAOTIC MARKETS.** Stifel is currently one of the most financially sound and independent investment banks in the country. The firm did not require nor request any federal TARP money in the aftermath of the 2008/2009 financial crises. **Stifel's total capital of \$1.2 billion and excess net capital of \$355 million positions the firm amongst the most well capitalized of all investment banks.** Given the uncertainty of the market, this strong capital position and our willingness to commit this capital for our clients is a significant benefit to the City.

Stifel appreciates the opportunity to submit our response to the City's Request for Proposals for Bond Underwriter. After reviewing the RFP, we are fully aware of the services that are expected to be provided and we are committed to performing these services on the City's behalf. Serving issuers in the State such as the City is important to us and we assure you that by selecting Stifel as a member of your bond underwriting team, you will receive the highest level of professional services from our firm. If you have any questions, please contact either of us at the numbers listed below.

Sincerely,

STIFEL, NICOLAUS & COMPANY, INCORPORATED



Matthew J. Sansbury, Managing Director
111 N. Magnolia Avenue, Suite 1175
Orlando, Florida 32801
(407) 956-6804 | sansburym@stifel.com



Alex Bugallo, Managing Director
111 N. Magnolia Avenue, Suite 1175
Orlando, Florida 32801
(407) 956-6806 | bugalloa@stifel.com

5. Profile of Proposer

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

Stifel is a national organization given its overall size, including over 350 offices in 45 states, and broad client base, including over 700,000 retail accounts, 4,350 institutional accounts, and municipal clients from coast-to-coast. Given the net regulatory requirement provided in the City's Addendum No. 1 and taking into account Stifel's net regulatory capital of approximately \$355 million, the firm could also be considered a regional organization by the City.

5. Profile of Proposer

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

The primary banking and quantitative services that will be provided to the City will be done so through Stifel's public finance office in Orlando. All underwriting services will be provided by Alan Murphy, Managing Director, from Stifel's underwriting desk in Denver.

5. Profile of Proposer

c. 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.

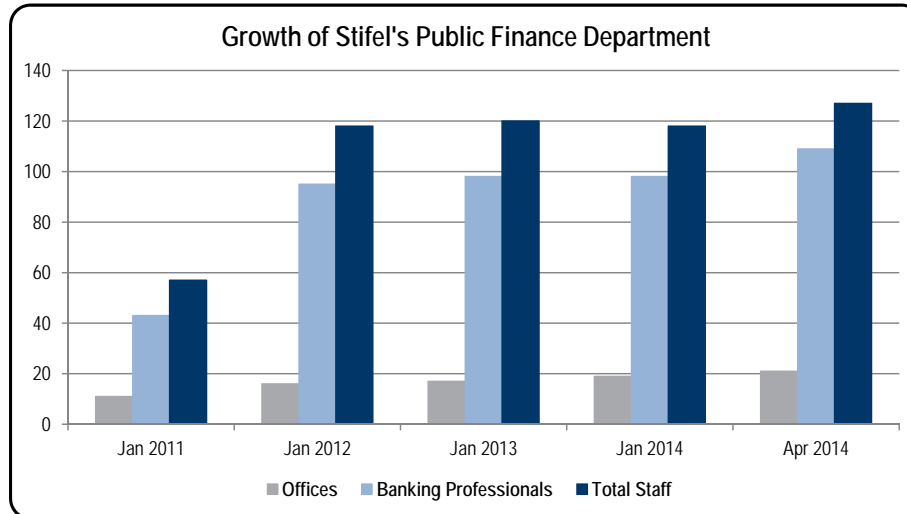
Overview of Firm. Stifel (FEIN: 43-0538770; DUNS: 006326938) got its start in St. Louis, Missouri in 1890 when Benjamin Altheimer and Edward Rawlings forged a partnership for the purpose of "doing a general securities business." On February 20, 1900, the firm was incorporated in Missouri and ten years later Henry J. Nicolaus and his son, Louis J. Nicolaus, joined the company. In 1917, the firm was named Stifel Investment Company and six years later it was renamed Stifel, Nicolaus Investment Company, which later came to be called Stifel, Nicolaus & Company, Incorporated. A public company since July 1983 under its holding company Stifel Financial Corp., Stifel is listed on the New York Stock Exchange under the symbol "SF" and currently has a market capitalization of approximately \$3 billion.

Now with nearly 6,000 full-time employees, Stifel provides public finance investment banking services, corporate finance investment banking services, brokerage trading and sales services, investment advisory services, and related financial services to governments, individuals, institutions and corporations nationwide. Stifel has four primary business units as highlighted in the graphic below:

STIFEL'S PRINCIPAL BUSINESS UNITS			
FIXED INCOME CAPITAL MARKETS	BANKING	PRIVATE CLIENT GROUP	EQUITY CAPITAL MARKETS
Services Provided Include Public Finance, Inst'l Fixed Income Sales & Trading, Negotiated & Competitive Underwriting	Banking and Lending Services provided through Stifel Bank & Trust, a subsidiary of Stifel Financial Corp.	1,908 Financial Advisors Nationwide Assist Clients with Securities Transactions and Financial Planning Services	Services Provided Include Investment Banking, Syndicate Underwritings, Equity Sales & Trading, Equity Research
325 Institutional Sales and Trading Professionals Covering 4,350 Accounts	Tier-One Capital Ratio at 27% (6x Required Level)	6 th Largest Retail Brokerage Firm in the U.S.	Largest Equity Research Platform in the U.S.

Growth of Public Finance Department. The size of Stifel's Public Finance Department grew considerably in 2011 when Stifel closed on the acquisition of Stone & Youngberg, the largest underwriting firm in California. This acquisition led to the

opening of Stifel's Los Angeles, Phoenix and San Francisco offices and added approximately 40 banking professionals to Stifel's platform. In late 2011 and early 2012, Stifel opened public finance offices in Atlanta, Chicago and Orlando, adding another eight banking professionals to the team. In the last 12 months, Stifel has further expanded its Public Finance Department with the addition of three offices (Austin, Boston and Houston) and expansion of several existing offices, including adding a fourth banker, Margaret Lezcano, to the Orlando office. Most recently, on April 1, 2014, Stifel closed its acquisition of De La Rosa & Co., which added 16 public finance professionals to our California offices.



National Underwriting Experience. Stifel is a market leader in providing underwriting services to local governments across the country. As can be seen in the tables provided below, from 2010 through 2013, **Stifel was the #2 ranked senior managing underwriter of negotiated transactions based on number of deals underwritten (2,150) and the #9 ranked senior managing underwriter based on par amount underwritten (\$52.97 billion).** Stifel is eager to put this experience to work on behalf of the City.

2010-2013 Senior Manager Rankings (All Negotiated Transactions)		
Ranking	Firm	# of Issues
1	RBC Capital Markets	2,264
2	Stifel Nicolaus & Co Inc	2,150
3	Piper Jaffray & Co	2,059
4	D A Davidson & Co	1,561
5	Raymond James	1,435
6	Robert W Baird & Co Inc	1,340
7	Bank of America Merrill Lynch	1,318
8	Citi	1,207
9	J P Morgan Securities LLC	1,007
10	Ameritas Investment Corp	924

Source: SDC Platinum

2010-2013 Senior Manager Rankings (All Negotiated Transactions)		
Ranking	Firm	Par (\$mm)
1	Bank of America Merrill Lynch	\$182,905
2	Citi	\$182,782
3	J P Morgan Securities LLC	\$168,957
4	Morgan Stanley	\$131,058
5	Goldman Sachs & Co	\$103,776
6	Barclays	\$92,732
7	RBC Capital Markets	\$82,878
8	Wells Fargo & Co	\$55,115
9	Stifel Nicolaus & Co Inc	\$52,970
10	Raymond James	\$40,431

Source: SDC Platinum

5. Profile of Proposer

- d. 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.

SPECIFIC UNDERWRITING EXPERIENCE

Florida is a unique state when it comes to the issuance of municipal bonds. Unlike other states where general obligation bonds are the most popular financing instrument, in Florida, general obligation bonds are seldom used by municipalities due to the fact that all general obligation financings must receive voter approval by a population base that frankly does not like the idea of raising property taxes. For this reason, there have only been 25 general obligation financings completed in Florida since 2010, over half of which were refundings of previously issued general obligation debt.

Similarly, community redevelopment agency ("CRA") bonds, which are traditionally backed by tax increment revenues, are completed on a limited basis in Florida. When CRA bonds are brought to market in Florida, they often have secondary general fund revenue backing from the municipal entity that is issuing the bonds. In these cases, the credit that both rating agencies and investors will look at when completing a credit analysis will be the general fund of the entity and not the ability of the CRA to generate tax increment revenues to support debt service. As such, there have only been six CRA financings completed in Florida since 2010, four of which were completed by the same issuer (Orlando CRA).

Given the lack of Florida issuance with regards to both general obligation and CRA bonds, Stifel has chosen to include below a breakdown of our national underwriting experience for these two credits, along with our national experience in issuing water and sewer bonds. As can be seen from these tables, Stifel is well versed in the issuance of the type of debt that is relevant to the City.

Stifel's National Senior Managed Underwriting Experience						
Year	General Obligation		Water & Sewer		CRA	
	# of Deals	Par (\$mm)	# of Deals	Par (\$mm)	# of Deals	Par (\$mm)
2010	471	\$6,627	62	\$1,823	30	\$704
2011	397	\$8,075	38	\$1,194	51	\$1,027
2012	449	\$6,940	66	\$1,508	12	\$97
2013	446	\$8,542	46	\$655	16	\$467
2014 YTD	107	\$1,605	5	\$108	8	\$172
Total	1,870	\$31,789	217	\$5,289	117	\$2,467

Stifel's National Co-Managed Underwriting Experience						
Year	General Obligation		Water & Sewer		CRA	
	# of Deals	Par (\$mm)	# of Deals	Par (\$mm)	# of Deals	Par (\$mm)
2010	456	\$37,406	89	\$7,733	5	\$142
2011	353	\$16,222	78	\$3,399	3	\$56
2012	332	\$26,172	90	\$8,009	-	-
2013	318	\$22,724	77	\$3,227	-	-
2014 YTD	110	\$4,439	21	\$768	-	-
Total	1,569	\$106,962	355	\$23,135	8	\$198

Source: SDC Platinum (as of May 1, 2014)

Some additional points to consider:

- Since 2010, Stifel is the 2nd largest senior managing underwriter of negotiated general obligation bonds nationwide based on the number of issuances and the 6th largest based on par amount underwritten.

- Since 2010, Stifel is the 6th largest senior managing underwriter of negotiated water and sewer bonds nationwide based on the number of issuances and the 11th largest based on par amount underwritten.
- Since 2010, Stifel is the largest senior managing underwriter of negotiated CRA (tax increment revenue) bonds nationwide based on both the number of issuances and the par amount underwritten. Stifel has provided senior managed underwriting services on more CRA financings that the 2nd through 6th ranked firms combined over this time period.

As a firm, Stifel has significant recent experience underwriting Florida bonds both on a negotiated and competitive basis. Provided in the table below is Stifel's recent Florida underwriting experience.

Stifel's Florida Underwriting Experience Since 2010								TIC (%)	Gross Spread
Sale Date	Par (\$mm)	Issuer	Issue Description	Series	Bid Type	Stifel's Role	(1)	(\$/1,000)	(2)
01/14/10	600.000	Miami-Dade Co-Florida	Aviation Revenue Bonds	Series 2010A	Negotiated	Co-Manager	-	5.449	
02/10/10	239.755	Miami-Dade Co-Florida	GO Double-Barreled Aviation Bonds	Series 2010	Negotiated	Co-Manager	-	5.257	
02/23/10	594.330	Miami-Dade Co-Florida	Water & Sewer System Rev Bonds	Series 2010	Negotiated	Co-Manager	-	5.237	
08/25/10	29.670	Miami-Dade Co-Florida	Transit System Sales Surtax Bonds	Series 2010A	Negotiated	Co-Manager	-	4.985	
08/25/10	187.590	Miami-Dade Co-Florida	Transit System Sales Surtax Bonds	Series 2010B	Negotiated	Co-Manager	-	6.259	
11/17/10	38.050	Miami-Dade Co-Florida	Capital Asset Acq Spcl Oblig Bonds	Series 2010E	Negotiated	Co-Manager	-	5.480	
12/08/10	40.280	Miami-Dade Co-Florida	Capital Asset Acq Spec Oblig Bonds	Series 2010D	Negotiated	Co-Manager	-	6.322	
06/09/11	86.600	Jacksonville City-Florida	Special Revenue Bonds	Series 2011B	Competitive	Co-Manager	-	5.442	
09/20/11	13.980	Fort Lauderdale City-Florida	GO Refunding Bonds	Series 2011B	Competitive	Co-Manager	1.209	3.408	
04/12/12	18.810	Daytona Beach City-Florida	GO Refunding Bonds	Series 2012	Competitive	Co-Manager	2.966	12.954	
08/17/12	54.450	Daytona Beach City-Florida	Utility Sys Ref & Imp Rev Bonds	Series 2012	Negotiated	Senior Manager	3.190	3.820	
02/22/13	77.255	St Lucie Co School Board	Ref Certificates of Participation	Series 2013A	Negotiated	Co-Manager	3.536	5.261	
04/12/13	50.900	Brevard Co School Board	Ref Certificates of Participation	Series 2013B	Negotiated	Co-Manager	-	3.927	
04/12/13	91.320	Brevard Co School Board	Ref Certificates of Participation	Series 2013A	Negotiated	Co-Manager	-	4.778	
05/02/13	15.345	Leesburg City-Florida	Capital Improvement Ref Rev Bonds	Series 2013	Negotiated	Senior Manager	3.221	4.878	
06/13/13	29.720	Fernandina Beach City-Florida	Utility System Ref Revenue Bonds	Series 2013A	Negotiated	Co-Manager	3.804	4.849	
09/12/13	24.330	Miami-Dade Co-Florida	Capital Asset Acq Special Oblig Bonds	Series 2013B	Competitive	Senior Manager	2.763	3.355	
10/09/13	4.760	Madeira Beach City-Florida	Capital Improvement Rev Bonds	Series 2013	Negotiated	Sole Manager	4.774	5.858	
10/15/13	28.075	Palm Beach Co-Florida	Public Improvement Rev Bonds	Series 2013	Competitive	Senior Manager	4.977	4.652	
03/28/14	236.290	Orlando City-Florida	Revenue Bonds	Series 2014A	Negotiated	Co-Manager	-	2.188	
04/25/14	3.430	Highlands Co School Board	Capital Improvement and Ref Rev Bonds	Series 2014	Negotiated	Sole Manager	4.159	8.046	
Totals	2,464.940	21 Financings							

Source: SDC Platinum (as of May 1, 2014)

(1) TIC is not available for some of Stifel's co-managed financings.

(2) Components of gross spread not included as information was not readily available for all financings.

In addition to the firm's experience provided above, the Stifel bankers that will work with the City have ample experience with the types of credits that the City would bring to market. The experience of each of the banking professionals assigned to this engagement can be found in our response to **Questions #6a and #6b** herein.

SALES AND DISTRIBUTION CAPABILITIES

Through Stifel's ever-growing retail brokerage network and institutional sales and trading arm, which is one of the largest and most active in the country, we are able to distribute the City's bonds to a wide-range of potential buyers, thereby increasing demand and lowering the City's cost of capital.

Stifel's Sales & Distribution Capabilities								
	Institutional				Retail			
	Offices	Sales/Traders	Accounts	Underwriters	Offices	Brokers	Accounts	Assets
Florida	3	7	79	-	16	112	28,206	\$6.4 B
Nationally	37	325	4,350	9	315	1,908	701,154	\$149.3 B

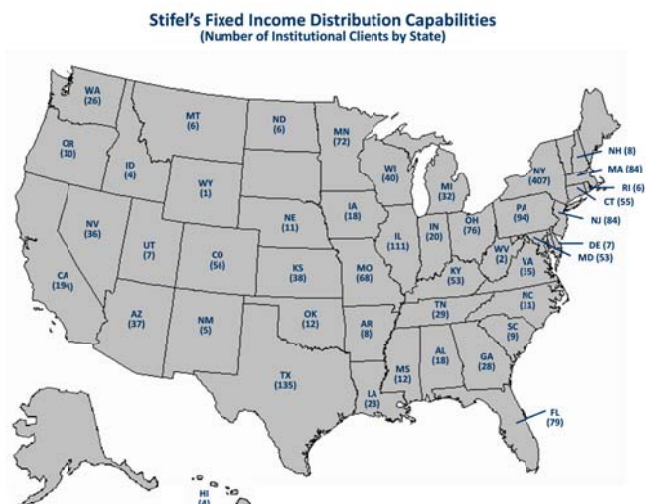
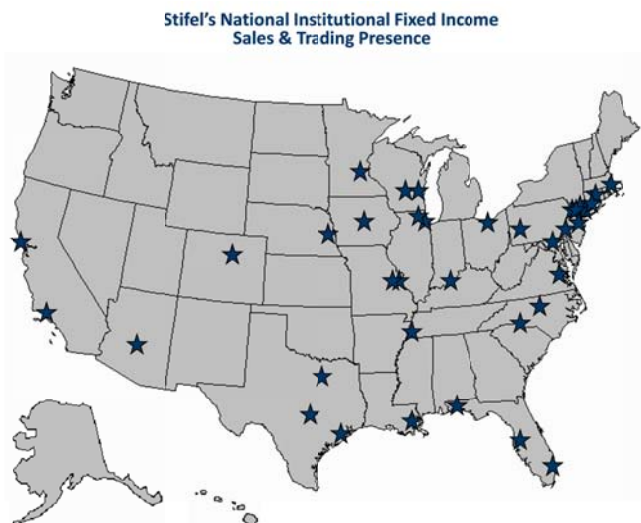
Retail. At its core, Stifel is a retail brokerage firm with 1,908 retail brokers based in 315 offices in 45 states. The firm's retail salesforce manages more than \$149 billion in assets and has grown more than 300% in terms of both sales representatives

and assets under management since 2005. In Florida, Stifel maintains 16 retail offices with 112 brokers that manage 28,206 accounts worth approximately \$6.4 billion. This Florida presence includes two offices in South Florida which have 30 retail brokers. The maps below further highlight Stifel's retail distribution network, which is the 6th largest in the nation based on number of financial advisors.



Institutional. From an institutional distribution standpoint, in addition to covering large institutional clients, our firm also covers small institutions in the Tier II and Tier III categories (such as regional corporations, trust departments and local farm bureaus). These Tier II and Tier III buyers are frequently overlooked by institutional sales desks of large investment banks, even though they are major buyers of municipal bonds. Stifel is one of the few investment banks in the industry that has continued to maintain significant contact with these smaller institutions as we have grown into a "Top 10" underwriting firm. As a result of this, **Stifel's institutional sales efforts results in blanket coverage of over 4,350 institutional investors.** This segment of buyers has proved to provide great benefit to the hundreds of Stifel municipal clients across the country, especially in volatile times in the municipal market when some of the bigger institutional players tend to "sit on the sideline."

Stifel's institutional distribution now encompasses 325 fixed income sales and trading professionals located in 37 offices throughout the country. Three of these offices are located in Florida (Boca Raton, Rosemary Beach and Tampa). As one of the largest municipal bond underwriters in the nation, Stifel has forged deep relationships with Tier II and Tier III institutional investors, specifically in the Midwest and western United States, which are areas that are traditionally ignored by the big "Wall Street" banks.



5. Profile of Proposer

- e. 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.*

Stifel is an investment banking and securities firm providing investment services to individuals and institutional clients, investment banking, and related services including the day-to-day purchase and sale of securities. Stifel is a wholly-owned subsidiary of Stifel Financial Corp. In the normal course of business, at any given time, Stifel is subject to a number of claims and disputes, as well as regulatory matters including examinations, reviews, investigations, or formal actions. All required disclosures of material litigation and regulatory matters are made in Stifel Financial Corp.'s public filings with the SEC and other regulatory authorities, such as its Form 10-K and the most recent Form 10-Q dated November 12, 2013 filed with the U.S. Securities and Exchange Commission (the "SEC"), 8-K's, and in other regulatory filings, such as Form B/D, as amended. You are further referred to the FINRA website, where you can access Broker Check reports for Stifel, Nicolaus & Company, Incorporated. This contains the regulatory reports on Stifel's disciplinary disclosures.

While we believe they are not related to the contemplated services to be provided for the City of Hollywood, regarding the firm's municipal finance business, the firm discloses that our company and its subsidiaries are named in and subject to various proceedings and claims arising primarily from our securities business activities, including lawsuits, arbitration claims, class actions and regulatory matters. Some of these claims seek substantial compensatory, punitive or indeterminate damages. Our company and its subsidiaries are also involved in other reviews, investigations and proceedings by governmental and self-regulatory organizations regarding our business, which may result in adverse judgments, settlements, fines, penalties, injunctions and other relief. We are contesting the allegations in these claims, and we believe that there are meritorious defenses in each of these lawsuits, arbitrations and regulatory investigations.

The regulatory investigations include, among other things, a lawsuit filed by the SEC and inquiries from a state regulatory authority requesting information relating to our role in investments made by five southeastern Wisconsin school districts (the "school districts") and other post-employment benefits ("OPEB") trusts established by the school districts in transactions involving collateralized debt obligations ("CDOs"). The school districts contributed approximately \$37.5 million into the OPEB trusts, and the trusts borrowed approximately \$162.5 million from Depfa Bank, PLC. During 2006, the OPEB trusts invested \$200 million into CDO's that were issued by the Royal Bank of Canada ("RBC") and rated AA- by S&P.

On August 10, 2011, the SEC filed a civil action against Stifel and a former employee in Federal Court in Milwaukee, Wisconsin, alleging violations of Section 17(a) of the Securities Act of 1933, and Section 10(b) of the Securities Act of 1934 and Rule 10(b)(5) thereunder. The SEC also alleges that Stifel violated and that its former employee aided and abetted violations of Section 15(c)(1)(a) of the Securities Act of 1934. In 2008 the school districts and the OPEB trusts filed a civil lawsuit in Wisconsin State Court seeking, among other things, rescission, and damages and other relief for alleged Wisconsin securities statutes and other legal and equitable theories. The civil lawsuit was previously disclosed by Stifel Financial Corp. in public filings with the SEC. On August 11, 2011, Stifel responded publicly to the SEC lawsuit and announced that it had finalized an agreement to purchase the indebtedness of the OPEB trusts to Depfa Bank, PLC. On August 11, 2011, Stifel filed a Form 8-K reflecting these developments.

On March 19, 2012, Stifel settled the lawsuit with the school districts. The settlement provides the potential for the school districts to obtain significant additional damages from RBC and certain other RBC entities. The school districts are continuing their lawsuit against RBC. Stifel is pursuing claims against the RBC entities to recover payments the firm made to the school districts and for amounts owed to the OPEB trusts.

Subsequent to the settlement, RBC asserted claims against the school districts and Stifel, for fraud, negligent misrepresentation, strict liability misrepresentation and information negligently provided, based on the firm's role in connection with school district's purchase of the CDO's. RBC also asserted claims against Stifel for civil conspiracy and conspiracy against the RBC entities. The firm believes it has meritorious legal and factual defense to the claims asserted by RBC and we intend to vigorously defend these actions.

Stifel intends to vigorously defend the SEC lawsuit and believes that it has meritorious defenses. Stifel does not believe that any of such matters will have any effect on its ability to perform the contemplated services for the City of Hollywood.

In March 2010, as a result of a State of Missouri Securities Department investigation, Stifel entered into a Consent Order after allegations that the firm failed to reasonably supervise an employee and Missouri-registered agent with regard to transactions involving auction rate securities ("ARS") in certain securities accounts of three Missouri residents. Stifel consented to a censure and a fine. Additionally, Stifel reached a settlement with the North American Securities Administrators Association on behalf of the remaining states of all pending ARS claims or proceedings. Under the settlement agreement, Stifel agreed, among other things, to accelerate Stifel's voluntary ARS repurchase plan by six months, and pay certain fines and costs. In turn, the states agreed to dismiss all pending actions.

Subsequently, The People's State Bank of Indiana ("Bank") filed an action in an Indiana state court against Stifel and a former employee regarding ARS transactions by the Bank in 2007 and 2008. The case was moved to the United States District Court for the Southern District of Indiana. Subsequently, the matter was settled on February 12, 2014. The terms of the settlement agreement are confidential.

Separately, an affiliate, Stone & Youngberg LLC was named in an action in the United States District Court in San Francisco against the City of Alameda, Alameda Power & Telecom, Stone & Youngberg LLC and other entities alleging violations of law in connection with a revenue anticipation bond offering. This litigation arose following the lack of success of the underlying telecommunications venture that was to have generated the revenue for the venture. Stone & Youngberg LLC believes that in its roles as underwriter and securities broker for the offering, it acted properly and in full compliance with all applicable laws, rules and regulations. However, in order to avoid the expense and uncertainty of trial, Stone & Youngberg has settled the claims with the investors in June 2011 and the lawsuits have been dismissed. The terms of the settlements are confidential.

Additionally, Stone & Youngberg LLC reached an agreement in principle with the enforcement staff of FINRA to resolve an investigation relating to retail sales of CMOs. The FINRA enforcement staff alleges that, between January 1, 2006 and August 31, 2007, the firm charged excessive markups on certain retail CMO transactions in violation of NASD Rule 2440, did not establish procedures reasonably designed to monitor the suitability of retail sales of CMOs in violation of NASD Rule 3010, and did not provide certain educational materials relating to CMOs in violation of NASD IM-2210-8. In the agreement dated February 9, 2012, the firm neither admitted nor denied the allegations, but consented to a censure, a fine and payment of restitution.

Separately, in April 2010, FINRA Enforcement instituted a regulatory action against Thomas Weisel Partners LLC, an affiliate, in San Francisco, California alleging violations of rules pertaining to past transactions involving Auction Rate Securities. An extended hearing panel decision was rendered November 8, 2011 wherein the firm was fined for not having adequate supervisory procedures governing principal transactions in violation of NASD Rules 2110 and 3010. Additional charges that the firm fraudulently sold Auction Rate Securities to customers in violation of SEC, FINRA and NASD rules alleging Thomas Weisel Partners LLC provided false information to both FINRA and to customers, were all dismissed. The hearing panel found no evidence that the firm intended to defraud the corporate cash customer accounts, or was reckless in selling Auction Rate Securities to them, and neither the statements the firm made to FINRA nor to customers were false or misleading. The firm was ordered to pay the costs of the hearing. The firm prevailed on all financial advisory matters. FINRA's appeal was denied on February 15, 2013.

Additionally, on January 16, 2012, Stifel Financial Corp. and its primary broker-dealer subsidiary, Stifel, were named as defendants in a suit filed in Wisconsin state court with respect to Stifel's role as initial purchaser in a \$50 million bond offering under Rule 144A in January 2008. The bonds were issued by the Lake of the Torches Economic Development Corporation ("EDC") in connection with certain new financing for the construction of a proposed new casino, as well as refinancing existing indebtedness involving Lac Du Flambeau Band of Lake Superior Chippewa Indians (the "Tribe"), who are also defendants in the action, together with Godfrey & Kahn, S.C. ("G&K"), who served as both issuer's counsel and bond counsel in the transaction. In an earlier action in federal court in Wisconsin related to the transaction, EDC was successful in its assertion that the bond indenture was void as an unapproved "management contract" under National Indian Gaming Commission regulations, and that accordingly the indenture, including its waiver of sovereign immunity, was void.

Saybrook Tax Exempt Investors LLC, a qualified institutional buyer and the sole bondholder, through its special purpose vehicle LDF Acquisition LLC (collectively, "Saybrook"), and Wells Fargo Bank, NA ("Wells Fargo"), indenture trustee for the bonds, (collectively "plaintiffs") brought the Wisconsin state court suit against EDC, Stifel and G&K, based on alleged

misrepresentations about the enforceability of the indenture and the bonds and the waiver of sovereign immunity. The plaintiffs allege that G&K represented in various legal opinions issued in connection with the transaction, as well as in other documents associated with the transaction, that (i) the bonds and indenture were legally enforceable obligations of EDC and (ii) EDC's waivers of sovereign immunity were valid. The claims asserted against Stifel are for breaches of implied warranties of validity and title, securities fraud and statutory misrepresentation under Wisconsin state law, intentional and negligent misrepresentations relating to those matters. In addition to claims against EDC, the plaintiffs are seeking a judgment against Stifel and G&K to the extent EDC does not fully perform its obligations to Saybrook pursuant to the bonds and damages, costs and attorneys' fees. Stifel believes it has meritorious defenses to the matter and intends to defend the claims vigorously.

On or about April 25, 2013, the EDC and the Tribe filed Suit in the Lac Du Flambeau Tribal Court against Stifel, Stifel Financial Corp., and others seeking a declaration that various documents related to the underlying bond transaction are void. Stifel believes it has meritorious defenses to the matter and intends to defend the claims vigorously.

On December 13, 2012, Stifel was named as a defendant in a suit filed in Lac Courte Oreilles Tribal Court in Wisconsin by the Lac Courte Oreilles Band of Lake Superior Chippewa Indians of Wisconsin (the "Oreilles Band"). The lawsuit relates to the alleged actions of Stifel, including by and through a former employee, in connection with public finance transactions in 2003 and 2006. The lawsuit accuses Stifel of breaching alleged fiduciary duties by failing to disclose or concealing certain facts relating to the issuance of approximately \$31.3 million of bonds issued by the Oreilles Band, which were used to, among other things, refund and repurchase various bonds issued by the Oreilles Band in 2003. We are in the early stages of analyzing the underlying facts and the legal claims asserted in the lawsuit. We believe meritorious legal and factual defenses exist and intend to defend the claims vigorously.

On or about February 19, 2013, Stifel filed suit in the United States District Court for the Western District of Wisconsin seeking a declaration that the Lac Courte Oreilles Tribal Court lacks subject matter jurisdiction over Stifel. Stifel further requested an injunction precluding the Lac Courte Oreilles Tribe from proceeding further with that action. Stifel believes it has meritorious defenses to the matter and intends to defend the claims vigorously.

The firm is not aware of any active SEC Investigations of our firm other than as previously disclosed above. Any investigation is required to be disclosed by the firm and is publicly available on the Broker Check Report which can be found at FINRA.org.

6. Summary of Proposer's Qualifications

- a. 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.

The project managers and primary contact persons for the City's engagement will be Matthew Sansbury, Managing Director, and Alex Bugallo, Managing Director. While with their prior firm (Raymond James & Associates, Inc.), Mr. Sansbury and Mr. Bugallo were selected as part of the City's previous underwriting team via a similar RFP process that occurred in March 2009. Combined, these two professionals have over 25 years of banking experience, a vast majority of which has been focused on serving the needs of local Florida municipalities. Providing quantitative support to these banking professionals will be Timothy Sackmaster, Associate, who has structured dozens of municipal issuances in Florida over his career. **The services provided by these banking and analytical professionals will come from our public finance office in Orlando, which will allow for immediate access by the City.**

Mr. Sansbury and Mr. Bugallo have an expertise in structuring and bringing to market Florida water and sewer issuances, which includes senior managing the largest water and sewer financing ever completed in the State, and significant experience working on general obligation bonds and CRA related issuances. However, given the breadth of this firm, the banking team working with the City will also include individuals from others parts of the country that have an expertise that will be beneficial to the City. For example, Bruce Kerns, Managing Director, who works out of Stifel's public finance office in San Francisco, is an industry leader in the issuance of general obligation bonds. In addition, Peter Czajkowski, Managing Director, is not only the Head of Stifel's Public Finance Department, but he has also been working with CRAs across the country for the past 30+ years and is looked at as one of the preeminent CRA experts in our industry. These individuals will assist the project managers on an as-needed basis and will bring their specific expertise to the table to make sure that the City is receiving the most favorable financing terms possible.

It total, Stifel has six underwriting desks and is the only firm in the industry with at least one underwriting desk in each continental U.S. time zone. Underwriting services for the City will be provided by Alan Murphy, Managing Director, on Stifel's fixed rate underwriting desk in Denver. Mr. Murphy will be available to the City not only when financings are about to be priced, but throughout the proposed engagement in order to provide the City with municipal market updates and structuring suggestions.

The organizational chart below highlights the primary team members that will serve the City should Stifel be chosen as a member of its underwriting team. General resumes for each of these individuals can be found in **Appendix A** to this proposal. Specific information concerning the banking teams' experience with general obligation, water and sewer, and CRA bonds can be found in our response to **Question #6b** herein.

Stifel 's Investment Banking Team		
Project Manager / Primary Contact	Project Manager / Primary Contact	Quantitative Support
Matthew Sansbury Managing Director, Public Finance Department Orlando, Florida	Alex Bugallo Managing Director, Public Finance Department Orlando, Florida	Timothy Sackmaster Associate, Public Finance Department Orlando, Florida
General Obligation Bond Expert	CRA Expert	Underwriting
Bruce Kerns Managing Director, Public Finance Department San Francisco, California	Peter Czajkowski Managing Director, Public Finance Department St. Louis, Missouri	Alan Murphy Managing Director, Municipal Underwriting Denver, Colorado

6. Summary of Proposer's Qualifications

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

The banking team that Stifel has comprised to serve the City is well versed in bringing general obligation, water and sewer, and CRA bond issues to market. Mr. Sansbury and Mr. Bugallo have an expertise in working on Florida water and sewer bond issuances and also have relevant experience working on Florida general obligation and CRA bond transactions. Mr. Kerns has an expertise in working on general obligation bond issuances while Mr. Czajkowski has worked with CRAs for over 30+ years. Provided below is a general description of these bankers' experience in these three credit categories.

- Matthew Sansbury:**
- Senior manager on 14 Florida water and sewer financings valued at \$1.0 billion
 - Senior managed experience includes the largest water and sewer financing ever completed in the State (\$594,330,000 million financing for Miami-Dade County)
 - Co-manager on 12 Florida water and sewer financings valued at \$1.2 billion
 - Financial advisor on two Florida water and sewer financings valued at \$156 million
 - Senior manager on three Florida general obligation financings valued at \$118 million
 - Co-manager on eight Florida general obligation financings valued at \$543 million
 - Senior manager on \$14,605,000 tax increment financing for the CRA for the U.S. Highway 441 & 27 Area (Leesburg, Florida)
- Alex Bugallo:**
- Senior manager on six Florida water and sewer financings valued at \$771 million
 - Senior managed experience includes the largest water and sewer financing ever completed in the State (\$594,330,000 million financing for Miami-Dade County)
 - Co-manager on 15 Florida water and sewer financings valued at \$1.7 billion
 - Financial advisor on five Florida water and sewer financings valued at \$408 million
 - Co-manager on three Florida general obligation financings valued at \$239 million
 - Co-manager on five Commonwealth of Puerto Rico general obligation financings valued at \$4.1 billion
 - Financial advisor on three Florida general obligation financings valued at \$319 million
 - Senior manager on \$14,605,000 tax increment financing for the CRA for the U.S. Highway 441 & 27 Area (Leesburg, Florida)
- Bruce Kerns:**
- Senior manager on over 375 general obligation financings valued at \$8.0 billion
 - Senior managed experience includes working with over 130 California local school districts on their issuance of general obligation bonds
 - Co-manager on 20 general obligation financings valued at \$880 million
 - Financial advisor on five general obligation financings valued at \$66 million
- Peter Czajkowski:**
- Nationally recognized as an industry leader in the structuring and issuance of CRA bonds
 - Senior manager on 78 CRA financings valued at \$1.3 billion
 - Co-manager on three CRA financings valued at \$156 million
 - Financial advisor on two CRA financings valued at \$58 million

The educational background and relevant licenses for each of these professionals can be found in the resumes included in **Appendix A** to this proposal.

6. *Summary of Proposer's Qualifications*

- c. 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.*
-

Please refer to our responses to **Questions #6a and #6b**, as well as the resumes provided in **Appendix A** to this proposal, for an organizational chart of Stifel's investment banking team and a description of the relevant experience that each banking professional brings to the City's underwriting team.

The local banking team of Mr. Sansbury and Mr. Bugallo, as well as all quantitative support provided by Mr. Sackmaster, will be provided from Stifel's Orlando public finance office. These individuals will be involved in all aspects of, and available at all times during, the City's financing process. This includes participating on all conference calls, rating agency presentations, and attending all necessary City Council meetings.

Mr. Kerns and Mr. Czajkowski will lend their expertise of general obligation bonds and CRA bonds, respectively, to the financing team on an as needed basis. Mr. Kerns and Mr. Czajkowski will work with the City and its financial team to make sure that any general obligation or CRA issuance is structured in the most efficient and cost effective manner possible. These bankers will also assist with the ratings process and in the marketing of the bonds.

As underwriter, Mr. Murphy will not only lead the underwriting process on the day of pricing, but he will also be available at all times to give advice on the structure of the bonds (including coupons, call dates, takedowns, etc.) and provide overviews of the tone of the municipal market. As we approach the pricing date, Mr. Murphy will work with the desks of any co-managers to make sure that all syndicate members are "on the same page." Mr. Murphy's first priority is working on live negotiated transactions and therefore the City will have access to him and the firm's sales staff as much as it desires.

6. *Summary of Proposer's Qualifications*

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

Having worked on hundreds of financings for Florida local governments, our local banking team understands the time and effort required of a municipal entity's staff to complete a public offering. We also understand that unlike investment bankers whose first priority is ongoing offerings, the City's staff is often pulled by competing interests or more important directives during the three-to-four month process it takes to complete a bond issuance. For this reason, Stifel bankers take a proactive role in the bond issuance process in order to minimize the effort required from the City's staff. Therefore, the two main areas of the financing process where we typically rely most on the issuer is in developing the disclosure documents (POS and OS) and having discussions / meetings with the rating agencies.

The disclosure documents are all-inclusive documents which discuss the transaction at-hand, the underlying credit, and the municipality as a whole, among many other things. A lot of the information in these documents is simply unattainable by those outside of the City; therefore, the financing team will need the City's staff participation in the documentation process.

Our experience with the rating agencies has shown us that as much as the financial advisor or investment banker might know about a transaction, it is the City's staff and management team that the rating agencies are most interested in speaking with and learning from. Therefore, although Stifel will work with the City's financial advisor to put together an in-depth ratings presentation, the City's staff will need to take the lead in all face-to-face meetings and/or conference calls with the rating agencies. Like it or not, the rating agencies play a significant role in the issuance process and having the analysts at the rating agencies feel comfortable with the City's staff and management team is an important step in this process.

6. Summary of Proposer's Qualifications

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

To the best of our knowledge, Stifel has not failed to complete any work awarded to it for reasons other than those that were out of the firm's control.

6. Summary of Proposer's Qualifications

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

To the best of our knowledge, Stifel has not been terminated from a contract with a municipal entity to provide bond underwriting services.

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

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

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

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

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

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

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.

PROJECT PLAN / STIFEL'S RESPONSIBILITIES

A summary list of the tasks and responsibilities that the Stifel team is prepared to provide to the City can be found below. We have also listed the staff assigned to each of these responsibilities and the approximate time frame for each, in conjunction with the preliminary timetable that we provided in our response to **Question #11** herein.

- | | |
|---|---|
| I. Task:
Staff Assigned:
Time Frame:
Responsibilities: | Develop a Financing Plan That Works for the City
Matthew Sansbury, Alex Bugallo and Timothy Sackmaster
From the time of award up until, and including, pricing
A. Review debt structure, financial resources, and proposed revenue sources.
B. Prepare a detailed financing plan, including an analysis on the appropriate debt product mix, that takes into account the City's goals and capabilities.
C. Discuss future financing plans and strive to maximize future financing capabilities.
D. Discuss options concerning call features, debt service reserve fund, escrow investments, etc.
E. Analyze new and innovative financing products as they become available and determine their usefulness to the City.
F. Evaluate which rating agencies should be used and the benefit of bond insurance.
G. Analyze new and innovative financing products as they become available and determine their usefulness to the City.
H. Comply with full disclosure regulations and all relevant Federal and State laws. |
| II. Task:
Staff Assigned:
Time Frame:
Responsibilities: | Manage the Financing
Matthew Sansbury and Alex Bugallo
Length of engagement from award to closing
A. Work side-by-side with the underwriting syndicate and with the City's staff, financial advisor and bonds counsel to ensure that the financing is completed as efficiently as possible and in a timely manner.
B. Participate in all financing meetings and conference calls, as requested, to help ensure that all parties have a clear and complete understanding of the financing.
C. Assist as needed in helping the City obtain underlying ratings, which can include leading the rating agency presentation process, if the City so desires.
D. Assist disclosure counsel, as needed, with the preparation of a comprehensive disclosure document, explaining all factors relevant to the issue and to the City itself. |
| III. Task:
Staff Assigned:
Time Frame:
Responsibilities: | Market the Bonds
Matthew Sansbury, Alex Bugallo and Alan Murphy
1-2 weeks between posting of POS and pricing
A. Assess market conditions and work with our underwriting desk and with the City to determine an appropriate target date(s) for bringing the issue to market.
B. Distribute the POS to our sales staff and potential investors at least a week prior to pricing. |

- C. Prepare and distribute a brief sales point memo to our sales staff that will provide them with a "Cliffs Note" summary of the transaction and its important features which they can use when talking to potential investors.
- D. Implement a targeted retail advertising campaign within South Florida and throughout the State which may include newspaper ads in both local and financial publications.
- E. Host conference calls with Stifel's 16 Florida retail branch managers to discuss the merits of the transaction so that this information may be relayed down to Florida retail investors.
- F. If appropriate, assist the City in developing an institutional investor net road show to go over the fundamentals of the financing with potential institutional investors and institutional sales forces of both Stifel and the co-managers.

IV. Task: Price the Bonds

Staff Assigned: Alan Murphy

Time Frame: Approximately 8-10 weeks after award

- Responsibilities:**
- A. Determine the best use of discount/par/premium bonds taking into account investor feedback and bifurcate maturities to attract both retail and institutional investors to the same maturity.
 - B. Evaluate the effectiveness of callable discount bonds in terms of both savings generated and ability to call these bonds at a later date.
 - C. Use a pricing strategy that is fair to all syndicate members while providing the City with the best possible pricing.
 - D. Should the market warrant, submit an offer to underwrite unsold bonds at a specified dollar price and interest rate.
 - E. Provide full and complete disclosure of our mark-up together with examples of comparable Florida issues so as to assure the City of the fair pricing of the bonds.

V. Task: Close the Transaction

Staff Assigned: Matthew Sansbury and Alex Bugallo

Time Frame: Approximately 10-12 weeks after award and two weeks after pricing

- Responsibilities:**
- A. Assist disclosure counsel, as needed, in finalizing and printing the OS.
 - B. Review all closing documents and develop a closing memo to coordinate the wiring of funds on the morning of closing.
 - C. Provide any follow-up necessary to ensure proper distribution of the bonds.
 - D. Provide the City with a closing book which contains all pertinent information related to the financing.

VI. Task: Monitor the City's Future Financing Opportunities

Staff Assigned: Matthew Sansbury, Alex Bugallo and Timothy Sackmaster

Time Frame: Ongoing

- Responsibilities:**
- A. Assess market fluctuations and determine the City's opportunities therein, including all bond refunding opportunities.
 - B. Inform the City of new and/or useful public finance products that may be beneficial to its overall debt portfolio.
 - C. Track revenue fluctuations and report capacity increases and decreases.
 - D. Inform the City of any events that warrant disclosure and important legislative/tax changes.
 - E. Stay abreast of the Florida municipal market as to any changes which may positively or negatively affect the City and its financing endeavors.

MARKETING STRATEGY

The key to a successful distribution of bonds begins with an effective marketing plan tailored to the individual issue. As senior manager, we will design a marketing plan that addresses the specific characteristics of each financing. In order to reach as many investors as possible, we recommend that the City take a balanced approach to marketing by targeting retail, large institutional investors and midsized institutional investors. Stifel offers the City strength in all three of these sectors, including a large retail footprint throughout Florida and nationally and strong relationships with Tier II and Tier III institutional investors that

other underwriting firms often ignore. As a co-manager, we will make sure that the marketing and distribution capabilities of Stifel are used to accentuate those of the senior manager. Provided below is a brief overview of our firm's marketing plan.

- **Evaluate Structuring Alternatives & Focus Marketing Efforts Accordingly.**

- The City should design a pricing structure that maximizes retail interest in the retail preferred maturities first and foremost. For the most part, retail investors prefer discount or “parish” types bonds, which may lead to a bifurcation of maturities in order to satisfy demand of both retail and institutional investors.
- For smaller issuances particularly, Stifel would make every effort to structure as many serial bonds as possible and limit the number of term bonds in order to take advantage of the yield curve, as we did with recent transactions for the Cities of Madeira Beach and Leesburg. This is counter to what many firms do for smaller financings which is to term up as many bonds as possible to make it easier to sell to institutional buyers and/or professional retail.
- Retail brokers typically require higher takedowns when compared to their institutional counterparts. If generating significant retail demand is important to the City, it may want to structure the bonds with takedowns that are higher for maturities that are being sold specifically to retail investors and lower for maturities available solely to institutional buyers; essentially a split takedown structure.
- The most beneficial call provisions should be used, which could include an eight or nine year par call feature which in today's market has little-to-no penalty when compared to a traditional 10-year par call.

- **Educate Local Sales Force and Retail Investors.**

- Use our 16 retail offices and 112 retail brokers in Florida (**including our two offices with 30 retail brokers located in South Florida**) to get the word out when the City's financing is preparing to “hit the street.”
- The City and its financing team should host a conference call with Stifel's Florida retail brokerage advisors (as well as the retail brokerage advisors of the City's other underwriters) to discuss the general characteristics of the financing. It will be important to keep these brokerage offices informed of the transaction as they are the most direct link the City has to the general retail public.
- As bankers, we will provide our Florida retail brokers with a brief synopsis of the City's transactions, along with a copy of the preliminary official statement and any related rating agency reports.
- To augment all internal efforts, ads could be placed in the Ocala StarBanner, the Gainesville Sun, and the Orlando Sentinel, among other local and/or financial publications, in order to notify retail investors of the impending offering.
- Depending on the size of the proposed transaction, we would recommend that the City either use a two-day order period with one day focused entirely on retail investors or give retail investors first priority to the bonds. We typically do not recommend a separate retail order period the day prior to the institutional pricing unless a deal has a par amount of more than \$50,000,000 and is structured such that there is a strong belief that retail will play a heavy role in the overall demand for the bonds. Whichever method is used, the City can rest assured that local and national retail orders will be filled as much as possible.

- **Utilize Stifel's Diverse Institutional Distribution Network.**

- Stifel will use our 325 institutional salespeople/traders and our five underwriting desks (one in each continental U.S. time zone) to make sure that a wide array of institutional investors, including Tier II and Tier III institutions, are educated on the deal.
- The lead bankers on the transaction will distribute an internal sales memo to all Stifel institutional salespeople which will provide them with a “Cliff's Note” summary of the transaction so they have concise talking points on-hand for preliminary investor discussions.
- The City may host an “Investor Roadshow” or “Net Roadshow” in which we invite institutional investors from across the country to take part in order to educate them about the financing and to ask specific questions to the City's management and financing team.
- Lastly, we would suggest a “Salesforce Teach-In” which will allow the City's management team to speak directly to the institutional sales staffs of the entire underwriting syndicate at one time to make sure everyone is up-to-speed on

the transaction and has accurate information. Stifel has found these types of efforts to be extremely beneficial in the past for many of our local governmental clients.

- **Provide Flexibility in Pricing Dates Due to Market Volatility.**

- The City should be prepared to price within a window of time rather than on a certain date due to the market volatility that can and has existed in the recent past. The City will want to time its pricing as effectively as possible in order to receive the most investor demand at the most attractive levels possible.

CASE STUDIES

Provided below are case studies for three recent Stifel senior managed Florida local government financings.



City of Daytona Beach, Florida

\$54,450,000 Utility System Refunding and Improvement Revenue Bonds, Series 2012

Stifel Role: Senior Manager

Contact: Kathie Eichinger, Financial Services Manager, (386) 671-8062

On August 16, 2012, Stifel served as senior managing underwriter on the City of Daytona Beach's issuance of \$54,450,000 Utility System Refunding and Improvement Revenue Bonds, Series 2012 (the "Series 2012 Bonds"). The Series 2012 Bonds were issued to (i) refund and defease all of the City's outstanding Utility System Refunding Revenue Bonds, Series 2002A, 2002B, 2002C and 2002D, (ii) refund two outstanding loan agreements between the City and the Florida Department of Environmental Protection, and (iii) finance various capital projects for the City's Utility System, including specifically funding new water meter replacements throughout the City.

On June 11, 2012 the City released a RFQ for Municipal Bond Underwriting Services. As part of our response, Stifel differentiated itself by providing innovative ideas, such as our suggestion that City could fund its debt service reserve fund at \$0 and by providing a complete preliminary ratings analysis which suggested that the City's refunding bonds would be rated in the mid "A" category. Because of this proposal, our history of providing financing ideas to the City, and the fact that Stifel bid on and won the City's \$18,810,000 General Obligation Refunding Bonds, Series 2012 competitive bid in April 2012, we were chosen as senior managing underwriter for the financing along with four co-managing underwriters.

Stifel worked closely with the City's financial advisor on structuring alternatives, including a restructuring of the Series 2003D Bonds to free-up capacity and reduce MADS given that we were creating additional senior lien debt service from refunding the formerly junior lien State Revolving Fund ("SRF") loans with senior lien bonds. In addition, we worked with the City's staff and its financial advisor in securing the City's first-ever ratings ("A2/A/NR") on its utility system credit. Finally, prior to pricing, we worked with our underwriting desk and sales force to determine that AGM bond insurance could be beneficial for a portion of the financing (2018-2032 maturities).

Prior to pricing, an extensive marketing campaign was conducted to attract the maximum amount of potential investors. This included phone calls with our firm's Florida retail brokers and national institutional sales professionals and newspaper ads (paid for by Stifel) designed to attract local retail investors. Stifel's bankers had several discussions with our underwriting desk and other members of the financing team to come up with an aggressive, yet realistic, pre-pricing structure. On the day of pricing, most maturities were only one-to-two times oversubscribed, meaning they were priced right where they needed to be, and only the 2014 and 2015 maturities were several times over-subscribed and therefore had their yields bumped (lowered) six basis points (0.06%) each. Getting the price "right" on the first time was very important considering we were experiencing a relatively volatile municipal market which had jumped upwards of seven basis points (0.07%) the day prior to pricing.

In conclusion, due to Stifel's hard work and collaboration with the entire financing team, the City was able to refund all the Series 2002 Bonds and achieve \$3,900,000 in present value savings while pushing out a portion of the Series 2002D debt. The City was also able to refund the two SRF loans, thereby accelerating these to senior lien debt service, and generating an additional \$600,000 in present value savings. Finally, \$9,000,000 in "new money" funds were raised. The City was extremely happy with the work that Stifel put into this transaction and with the end results of the financing.



City of Leesburg, Florida

\$15,345,000 Capital Improvement Refunding Revenue Bonds, Series 2013

Stifel Role: Senior Manager

Contact: Bill Spinelli, Director of Finance, (352) 728-9714

On December 17, 2012, the City of Leesburg issued a RFP in order to select a team of underwriters to refund its then outstanding Capital Improvement Revenue Bonds, Series 2004. Because the lead bankers who were covering the City for Stifel (Mr. Bugallo and Mr. Sansbury) had been providing ongoing refunding analyses for several months leading up to the RFP issuance date and due to the fact that these bankers had established a strong working relationship with the City having senior managed their previous financing completed in 2009, Stifel was awarded the senior manager position for the refunding of the City's Series 2004 Bonds.

Stifel worked with the City and its financial advisor to come up with the most cost effective structure taking into account the City's fiscal needs. Together, we examined uninsured vs. insured scenarios taking into account different savings structures (uniform, upfront, cash-at-closing, etc.) before coming up with the best approach for the City. After speaking with the rating agencies and potential investors, it was determined that funding a debt service reserve account ("DSRF") would be beneficial to the City. We analyzed several different ways to fund this DSRF before determining that purchasing a surety from Assured Guaranty Municipal ("AGM") would be the best approach. However, in order to purchase this surety, the City had to also agree to buy bond insurance from AGM. Given that the City already had strong underlying ratings of "A1" and "AA-" from Moody's and Fitch, respectively, we wanted to purchase as little insurance as possible. After several discussions with AGM, it was determined that if the City were to insure at least 50% of the deal at an extremely low insurance premium of 20 basis points (0.20%), then it could purchase a DSRF surety at an equally low price of 2.25%.

The Series 2013 Bonds had a unique security structure which we had to relay to Stifel's sales staff and to the potential investors. The bonds were secured by a pledge of the City's Sales Tax revenues, Guaranteed Entitlement revenues and Public Service Tax revenues. However, the lien of the Series 2013 Bonds on the Sales Tax revenues and Guaranteed Entitlement revenues was subordinate to the lien on the City's Capital Improvement Refunding Promissory Note, Series 2009, which was outstanding in the principal amount of \$5,787,400 at the time of issuance. Because of Stifel's effective marketing plan, the Series 2013 Bonds ended up selling as though they were 100% senior lien bonds, rather than subordinate bonds, which typically sell at inflated spreads to MMD.

On May 2, 2013, Stifel led a three-handed syndicate team in the pricing of the City's Series 2013 Bonds. Helped by a drop in municipal interest rates that day prior to pricing, Stifel was able to enter the market with extremely aggressive yields and with a discount structure that maximized savings for the City. Most of the maturities ended up one-to-three times over-subscribed which resulted in minor bumps (decrease) in yields in 2017-2018, 2026-2028, and in the 2034 term. All-in-all, the City was able to issue refunding bonds with an average life of 12.3 years and an all-in true interest cost (TIC) of 3.39%, which produced present value savings of \$1.54 million, or 10.5% of the refunded par amount. The City was extremely appreciative of the services that Stifel provided during the financing process and was thrilled with the financing results.

**City of Madeira Beach, Florida**

\$4,760,000 Capital Improvement Revenue Bonds, Series 2013

Stifel Role: Sole Manager

Contact: Vince Tenaglia, Finance Director, (727) 391-9951

On May 3, 2013, the City of Madeira Beach issued a RFP for a 30-year financing to provide funds for the construction of a new city hall, a new fire station and various recreational projects. Because Stifel provided numerous financing analyses leading up to the RFP, and due to the fact Stifel's lead bankers covered the City even prior to a financing being announced, our firm was awarded the position as sole manager on the City's Capital Improvement Revenue Bonds, Series 2013.

Upon being hired, Stifel worked with the City and its financial advisor to come up with a financing plan that would meet the City's unique fiscal needs. Due to the City's size and the fact this would be the City's first public bond issuance, it was

determined that a level debt service structure that would not exceed \$300,000 would be manageable for the City's conservative financial goals. Once the Moody's "A2" underlying rating was published, Stifel analyzed which maturities Assured Guaranty Municipal ("AGM") insurance would provide value to and determined it would be beneficial to insure maturities 2024 through 2043.

From the time the RFP was issued to the time of pricing, the municipal fixed income market deteriorated considerably, leading to a significant selloff of muni bonds. This was mainly due to speculation on when the Federal Reserve would begin "tapering" its bond buying program, the Chapter 9 bankruptcy filing by the City of Detroit, the significant downgrade in ratings by Moody's to the City of Chicago's credits, and the SEC filing charges against the City of Miami and its former budget director for securities fraud. These combined events led to over \$45 billion in municipal bond fund outflows between the RFP being published and pricing.

Due to this difficult market environment, the City could not rely on typical institutional investors buying all of the Series 2013 Bonds; therefore, Stifel had to create an effective pricing structure and marketing plan to appeal to a wide variety of potential investors. Stifel's first priority was to come up with the most cost effective structure by limiting the size of the term bonds so the City would not be penalized by the steep yield curve. The serial bonds (2014-2023) would be structured to attract as much retail as possible, while the term bonds (2027, 2031, 2037 and 2043) would be structured to take advantage of the bank qualified status of the Series 2013 Bonds. Prior to pricing, Stifel's lead bankers helped create retail demand by keeping local Stifel brokers updated with pertinent information and by placing an ad in the local Madeira Beach newspaper.

As a result of Stifel's comprehensive pre-marketing campaign to retail and institutional investors, on October 10, 2013 the City was able to enter the market with aggressive yields. Most of the term bonds ended up being over-subscribed, which allowed for minor bumps (decrease) in yields in the 2037 and 2043 terms. The City was appreciative of Stifel's ability to bring in over \$190,000 in local retail orders, with an additional \$85,000 in retail orders from other parts of Pinellas County and the State. In the end, the City was able to issue \$4,760,000 in new money bonds with an all-in true interest cost (TIC) of 5.21%, which produced \$4,485,000 in project fund capital and kept the City's annual debt service requirement right in line with the City's \$300,000 bogey.

INVESTOR RELATIONS

The City already has a dedicated space on its website under the "Financial Services" link titled "Continuing Disclosure for Financial Investors" as an investor relations tool. As the title depicts, the primary purpose of this webpage is to provide existing and/or new potential bondholders with updated information with respect to the underlying security of each outstanding debt offering as well as pension fund and investment reports. In addition to the City's webpage, investors can also turn to the Electronic Municipal Market Access ("EMMA") website to download official statements, financial reports and material event notices which may not be currently included on the City's webpage.

Given the City's size and its infrequent access to the market, the existing investor relations platform is more than adequate and exceeds the level of disclosure provided by similar entities throughout Florida and the country. However, as market conditions, disclosure requirements, and the City's future needs change, the City may want to consider transforming the existing webpage from more of an informative page to more of a marketing page. Although a much larger and more frequent issuer than the City, a perfect example is the Commonwealth of Massachusetts' investor relations website (www.MassBondholder.com). The Commonwealth's website not only provides all available continuing disclosure information, but more importantly, it serves as a marketing tool which investors use to view upcoming issuances, track live secondary market trade information, and even place bids on some of the Commonwealth's short-term notes. The nice thing about these websites is that typically the information already exists; it simply needs to be consolidated to make it as easy as possible for potential investors to gather it.

Presented below is a summary of what we consider to be "best practices" regarding investor relations websites for municipal issuers:

Effective Naming of Website. If the City is ever interested in transforming its "Continuing Disclosure for Financial Investors" webpage into a marketing tool, we believe that a revamping of this site along with a name change to something such as www.BuyHollywoodFLBonds.com or www.FLHollywoodBonds.com could add to the marketing / promotion of the City's

existing and future bonds. This new site would serve as a one-stop shop for investor outreach and provide detailed information regarding the City's debt and investments, finance, revenue and expenditure reports, annual financial reports, archives, investor resources, real-time disclosure, and future needs and/or scheduled financings.

Website Prominence and Accessibility. Internal accessibility ensures that the new webpage is easily accessible through, and prominently displayed on, the City's main website. The City's current "Continuing Disclosure for Financial Investors" site is accessible only from the City's "Department" tab and "Financial Services" link as opposed to perhaps a separate tab before "Visitors" so as to not intervene with tourism opportunities.

In addition, an investor who attempts to use a search engine with keywords like "Hollywood Florida Bonds" should be redirected to some relevant result as opposed to "Bail Bonds" as is currently the case. In fact, at present, a search for "Hollywood Florida Bonds" does not result in any relevant information for investors. This should be changed as part of the website revamping project if the City decided to proceed with modifications.

Inclusion of Calendar / Current Offerings. Based on feedback from our sales force, an updated and easy-to-find preliminary calendar would allow for more detailed planning by investors, as would information on current offerings (such as preliminary official statements and rating agency reports). Again, as an example, the Commonwealth of Massachusetts provides a link to its "Bond Sale Calendar" on a sidebar that is accessible through all the pages on its investor website. This allows investors at any time to find out exactly what financings the Commonwealth has coming up in the near future and get valuable information concerning those financings. Once a financing is priced, the City could post official statements and provide CUSIPs to allow visitors to quickly find the relevant documents on the MSRB's EMMA depository website.

Automated Investor Outreach. Some issuers are initiating a state-of-the-art information dissemination system which sends existing and prospective investors automatic notifications regarding updates to their publicly available information such as the posting of preliminary and final official statements for upcoming bond issues, current CAFRs, economic data, and required material event disclosures. Again, the Commonwealth of Massachusetts prominently features access to its automatic alerts system on a sidebar that is visible throughout its investor website. In addition to allowing visitors to sign up to the "Investor Subscriber List" and receive update alerts, the Commonwealth also provides real-time disclosure on its monthly information statement and economic data updates.

Stifel has assisted many local governments with the design and implementation of investor relations websites while serving as members of their respective underwriting teams and we would be glad to do the same on the City's behalf.

FIXED RATE LOANS

While Stifel participates in numerous private placements of debt in our role as placement agent, we are not a commercial bank that bids on direct placement loans for local governments which we plan to hold internally.

Direct placement loans are products that financial institutions, such as commercial banks, offer and charge direct (expenses) and/or indirect (embedded in the interest rate) fees for as a means of generating revenue, much like a consumer loan, credit card, mortgage or any other financial service. These commercial banking institutions do not provide these products as a favor to issuers and/or their own public finance bankers, but rather they offer them because they generate revenue for the bank, which would be the case regardless of whether they are on the City's underwriting team or not. As the City's future financial advisor can certainly attest, bidding out private placements of debt or bank loans for new capital projects or to refinance existing debt is something that is done all the time without regards as to what commercial bank has an investment banking arm and whether or not they are part of the issuer's underwriting team. Moreover, local governments like the City are often provided with unsolicited proposals for direct placement loans from firms that are not a member of their underwriting team. Again, the reason for this is that a commercial bank is in the business of issuing loans, not sitting on bank funds waiting for an existing underwriting client to bid out a bank loan.

Most issuers do not choose members of a bond underwriting team based on which of the firms are also able to provide bank loans or direct private placements. This is because these two services are mutually exclusive of one another. In fact, there are banking regulations prohibiting the practice of cross selling commercial lending products with investment banking business. Regardless of which firms it chooses to become members of its underwriting team, we would encourage the City to select an

underwriting team based on each firm's ability to assist in the distribution and pricing of public debt, keeping in mind that commodity products that can be bid out such as bank loans can be obtained via a competitive bid process with the assistance of your financial advisor regardless of whether the City has an underwriting team already in place. In fact, by opening up the bid process for these types of products to all commercial banks, the City will be much better served than accepting a proposal from the limited members of its underwriting team that are able to provide such products. As an example, in our capacity as financial advisor to the City of Clearwater, we currently have two bank loan RFPs "on the street" for all to bid on as opposed to relying strictly on the commercial arms of the City's three-member underwriting team. Furthermore, the City's last two bank loan bids were won by banks outside of their underwriting team.

As an update to our two meetings/presentations to the City's Finance Director and the five unsolicited refunding letters we have provided to the City and six additional unsolicited refunding letters we have provided to the City's CRA over the past two years, we have provided below a summary of the City's refunding opportunities via public offerings for the respective General Obligation, Water and Sewer, and CRA Bonds.

<i>City of Hollywood / Hollywood CRA Refunding Analysis</i>			
<i>Credit Series Ratings</i>	<i>General Obligation Series 2005 A1/NR/A</i>	<i>Water and Sewer Series 2003 Aa2/NR/AA-</i>	<i>CRA Redevelopment Rev Series 2004 A3/NR/A-</i>
Refunding Bonds Data			
Par Amount	\$40,440,000	\$48,495,000	\$11,130,000
Maturities	2016 - 2030	2015 - 2023	2015 - 2024
Coupon Range	4.00% - 5.00%	2.00% - 5.00%	2.00% - 5.00%
Yield Range	0.66% - 3.54%	0.25% - 2.61%	0.50% - 3.14%
Bond Insurance	Yes (20 bps)	No	Yes (25 bps)
Debt Service Reserve Fund	No	No	Yes
Refunded Bonds Data			
Par Amount	\$44,175,000	\$54,910,000	\$12,630,000
Maturities	2016 - 2030	2015 - 2023	2015 - 2024
Coupon Range	4.375% - 5.00%	4.50% - 5.00%	5.625%
Call Date	6/1/2015	Current	Current
Call Premium	100%	100%	100%
Refunding Results			
Total Gross Savings	\$4,145,191	\$756,519	\$2,411,688
Average Annual Savings	\$270,197	\$837,582	\$253,988
Total PV Savings	\$3,252,892	\$7,058,401	\$1,675,947
PV Savings as a % of Par Refunded	7.36%	12.85%	13.27%
Value of Negative Arbitrage	\$969,465	\$103,181	\$28,117

Assumptions:

- 1) Calculations based on market conditions as of May 1, 2014 (subject to change).*
- 2) Dated and delivery date of September 1, 2014.*
- 3) Assumes a uniform savings structure.*

It should be noted that since our last refunding letter was sent on March 28, 2014, tax-exempt interest rates have declined approximately 20 basis points in the mid-to-long end of the yield curve. Moreover, the recent flattening of the yield curve has reduced the amount of negative arbitrage associated with the advance refunding of the City's General Obligation Bonds, Series 2005, by approximately \$200,000. The improvement in interest rates since January 2014, overall lack of supply, and the positive cash inflows to bond funds in recent weeks translates to a very favorable market for issuers.

8. References.

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

Provided below are three client references that the City should contact to provide information on the services provided by Stifel and its primary bankers on recent Florida transactions similar to those that might be completed by the City:

MS. KATHIE EICHINGER
FINANCIAL SERVICES MANAGER, CITY OF DAYTONA BEACH
301 S. Ridgewood Avenue
Daytona Beach, FL 32114
(386) 671-8062 | eichingerk@codb.us

MR. BILL SPINELLI
DIRECTOR OF FINANCE, CITY OF LEESBURG
501 W. Meadow Street
Leesburg, FL 34749
(352) 728-9714 | william.spinelli@leesburgflorida.gov

MR. VINCE TENAGLIA
FINANCE DIRECTOR, CITY OF MADEIRA BEACH
300 Municipal Drive
Madeira Beach, FL 33708
(727) 391-9951 | vtenaglia@madeirabeachfl.gov

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.

Provided below are three underwriters' counsels that Stifel would use should we be selected as senior manager. It should be noted that in some instances, Stifel may not require an underwriters' counsel if disclosure counsel is willing to provide a 10b(5) opinion letter. Stifel will work with the city on a case-by-case basis to determine the need for underwriters' counsel. If selected as co-manager, Stifel would agree to use the underwriters' counsel chosen by the senior manager.

MOSKOWITZ, MANDELL, SALIM & SIMOWITZ, P.A.

800 Corporate Drive, Suite 500
Fort Lauderdale, FL 33334
(954) 491-2051

GREENSPOON MARDER, P.A.

One Clearlake Centre
250 S. Australian Avenue, Suite 700
West Palm Beach, FL 33401
(561) 227-2370

AKERMAN LLP

420 S. Orange Avenue, Suite 1200
Orlando, FL 32801
(407) 423-4000

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 preparation and delivery.

Provided below are Stifel's proposed underwriter's discount and breakdown of underwriter's expenses for the three refunding scenarios provided in our response to **Question #7** herein. The takedowns that we have used for our analyses may be further negotiated at the time of issuance. In addition, we have assumed that underwriter's counsel would be responsible for reviewing all documents and providing a 10b(5) opinion letter and that a separate disclosure counsel would be used on each transaction. Stifel may also be able to forgo the use on an underwriter's counsel should disclosure counsel be able to provide a 10b(5) opinion letter.

City of Hollywood / Hollywood CRA Proposed Underwriter's Discount						
Par Amount	\$40,440,000		\$48,495,000		\$11,130,000	
Credit	General Obligation		Water and Sewer		CRA Redevelopment Rev	
Underwriter's Discount	\$ per Bond	\$ Amount	\$ per Bond	\$ Amount	\$ per Bond	\$ Amount
Average Takedown	\$3.55	\$143,722.50	\$2.40	\$116,597.50	\$4.08	\$45,440.00
Underwriter's Expenses	\$0.39	\$15,787.41	\$0.35	\$16,758.50	\$0.97	\$10,759.64
Management Fee	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Underwriting Risk	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Total Underwriter's Discount	\$3.94	\$159,509.91	\$2.75	\$133,356.00	\$5.05	\$56,199.64
Detail of Underwriter's Expenses	\$ per Bond	\$ Amount	\$ per Bond	\$ Amount	\$ per Bond	\$ Amount
Underwriter's Counsel (1)	\$0.25	\$10,000.00	\$0.21	\$10,000.00	\$0.67	\$7,500.00
Ipreo	\$0.09	\$3,490.41	\$0.08	\$4,107.50	\$0.05	\$585.64
DTC	\$0.02	\$800.00	\$0.02	\$800.00	\$0.07	\$800.00
CUSIP Numbers	\$0.01	\$497.00	\$0.01	\$351.00	\$0.03	\$374.00
Blue Sky Memo	\$0.00	\$0.00	\$0.01	\$500.00	\$0.04	\$500.00
Other / Miscellaneous	\$0.02	\$1,000.00	\$0.02	\$1,000.00	\$0.09	\$1,000.00
Total Underwriter's Expenses	\$0.39	\$15,787.41	\$0.35	\$16,758.50	\$0.97	\$10,759.64

(1) Assumes underwriter's counsel reviews documents and provides 10b(5) opinion; does not provide disclosure work.

11. Project time schedule, if applicable.

Provide a detailed time schedule for this project.

Provided in the table below is a typical financing schedule for a municipal bond transaction. Generally, a financing can be completed in approximately 90 days. Should the City need a feasibility study as part of the financing process or should there be any outstanding issues that we are currently unaware of (including continuing disclosure related issues), this financing schedule may be delayed slightly.

Date	Function	Responsible Party
Week 1	Review of RFP Responses	City
Week 2	Recommendation of Underwriting Team to City Council	City
	Deal Kickoff Conference Call	WG
	Distribute Timetable and Distribution List	FA, UW
Week 3	Distribute Initial Draft of Bond Documents (POS / Resolution)	DC, BC
Week 4	Initial Comments Due on Bond Documents (POS / Resolution)	WG
	Working Group Call to Discuss Bond Docs (if necessary)	WG
Week 5	Distribute Second Draft of Bond Documents (POS / Resolution)	DC, BC
	Submit Credit Packages to Rating Agencies and Insurers (if necessary)	FA, UW
Week 6	Rating Agency Conference Calls / Visits	City, FA, UW
Week 7	Receive Underlying Ratings and Insurance Bids	City
	Finalize Bond Documents	BC, DC
Week 8	City Council Meeting to Approve Bond Documents	City, BC, FA, UW
	Print and Mail POS	DC
Week 9	Pre-Market Series 2014 Bonds	UW
Week 10	Price Series 2014 Bonds	UW
	Sign Bond Purchase Agreement	City, UW
Week 11	Print OS	DC
	Distribute Closing Documents and Closing Memo	BC, UW
Week 12	Pre-Closing of Series 2014 Bonds (at City)	WG
	Closing of Series 2014 Bonds (via Conference Call)	WG

Participation Legend:

City = City of Hollywood, Florida

BC = Bond Counsel

DC = Disclosure Counsel

FA = Financial Advisor (if applicable)

UW = Underwriter

WG = Working Group (City, UW, BC, DC and FA)

DISCLOSURE

These materials have been prepared by Stifel, Nicolaus & Company, Incorporated ("Stifel") for the client or potential client to whom such materials are directly addressed and delivered (the "Issuer") in connection with an actual or potential issuance of municipal securities or engagement. These materials contain proposed terms and conditions that are indicative and for discussion purposes only. Finalized terms and conditions are subject to further discussion and negotiation. Stifel does not guarantee that all financing options will be available at the time of the contemplated transaction. These materials do not constitute an offer or solicitation to sell or purchase any securities and are not a commitment by Stifel to provide or arrange any financing for any transaction or to purchase any security in connection therewith. Where indicated, this presentation may contain information derived from sources other than Stifel. While we believe such information to be accurate and complete, Stifel does not guarantee the accuracy of this information. This material is based on information currently available to Stifel or its sources and we do not undertake to update the recipient of this presentation of changes that may occur in the future. Stifel does not provide accounting, tax or legal advice; however, you should be aware that any proposed indicative transaction could have accounting, tax, legal or other implications that should be discussed with your advisors and /or counsel.

Stifel is providing the attached material and all information and advice contained therein in response to a request for proposals or request for qualifications by you. Stifel does not act as your municipal advisor.

Stifel is providing information for discussion purposes and is declaring that it has done so within the regulatory framework of MSRB Rule G-23 as an underwriter (by definition also including the role of placement agent) and not financial advisor, as defined therein, to the issuer for this proposed issuance of municipal securities. The primary role of Stifel, as an underwriter, is to purchase securities for resale to investors in an arm's-length commercial transaction. Serving in the role of underwriter, Stifel has financial and other interests that differ from those of the issuer. The issuer should consult with its own financial and/or municipal, legal, accounting, tax and other advisors, as applicable, to the extent it deems appropriate.

APPENDIX A

Appendix A: Resumes of Key Personnel

Provided below are resumes for each of the individuals that will work with the City throughout the proposed engagement.

PROJECT MANAGER / PRIMARY CONTACT: MR. MATTHEW SANSBURY

MANAGING DIRECTOR, PUBLIC FINANCE DEPARTMENT

111 N. MAGNOLIA AVENUE, SUITE 1175, ORLANDO, FL 32801 | PHONE: (407) 956-6804 | SANSBURYM@STIFEL.COM

Matthew Sansbury has approximately 12 years of experience in public finance providing investment banking services to local municipal issuers across Florida. Mr. Sansbury joined Stifel in May 2012 after spending most of the first decade of his career with Raymond James & Associates, Inc.

Since 2005, Mr. Sansbury has worked either as lead or support banker on over 155 financings within the State for a total par amount in excess of \$25.9 billion. Mr. Sansbury has experience with the entire gamut of municipal credits including bonds backed by an issuer's covenant to budget and appropriate from all legally available non-ad valorem revenues, ad valorem property taxes, water and wastewater system revenues, electric system revenues, stormwater system revenues, solid waste system revenues, gas taxes, sales taxes, guaranteed entitlement revenues, tourist development taxes, special assessments, and financings for counties, cities, local governmental agencies, school districts, community redevelopment agencies, mass transit systems and airports.

Born and raised in South Florida, Mr. Sansbury has spent a majority of his career working with issuers in the tri-county area. Mr. Sansbury has provided senior managed banking services to Boynton Beach, Lauderhill, Miami-Dade County, the Northern Palm Beach County Improvement District, Palm Beach County, Palm Beach Gardens, and Pembroke Pines. In addition, Mr. Sansbury has provided co-managed banking services to Broward County, Miami, Miami Beach, Miami-Dade County Expressway Authority, the Palm Beach County Solid Waste Authority, the School Board of Broward County, the School Board of Miami-Dade County, the Seacoast Utility Authority, the South Florida Water Management District, and Sunrise.

Mr. Sansbury received his B.S.B.A. from the Warrington College of Business at the University of Florida with a major in Finance and a minor in Economics. He received his M.B.A. at the University of South Florida with specializations in Finance, International Business and Marketing. Mr. Sansbury is currently registered with his Series 7, 53 and 63 licenses.

PROJECT MANAGER / PRIMARY CONTACT: MR. ALEX BUGALLO

MANAGING DIRECTOR, FLORIDA PUBLIC FINANCE GROUP

111 N. MAGNOLIA AVENUE, SUITE 1175, ORLANDO, FL 32801 | PHONE: (407) 956-6806 | BUGALLOA@STIFEL.COM

Alex Bugallo joined Stifel in May 2012. Prior to joining Stifel, Mr. Bugallo was part of the Raymond James' Florida Public Finance Group for five years where he served as lead banker on more than \$900 million of senior/sole managed Florida financings, \$300 million of Florida financial advisory engagements, and over \$29 billion of co-managed financings. In his 11+ years of experience assisting municipal clients, he has participated in the completion of over 350 short-term and long-term financings exceeding \$35 billion in par issuance.

Mr. Bugallo has served as an investment banker for Florida counties, cities, school districts, State issuing authorities, 501(c)3 organizations and the Commonwealth of Puerto Rico, among others. Most recently, he completed transactions for the following Florida local governments: Broward County, Charlotte County, Miami-Dade County, Brevard County Schools, Broward County Schools, Lake County Schools, Volusia County Schools, and the Cities of Daytona Beach, Leesburg and Madeira Beach. The type of financings that Mr. Bugallo has completed include: general obligation (unlimited tax and limited tax), covenant to budget and appropriate non-ad valorem revenue backed bonds, water and wastewater revenue, certificates of participation, special assessments, sales tax revenue, seaport revenue, airport revenue, tourist development tax, special tax revenue, tax increment financings, solid waste revenue, and revolving loan financings, among others.

Over his career, Mr. Bugallo has had the opportunity to work with several clients in South Florida. Most notably, Mr. Bugallo has served as financial advisor to Broward County, and more specifically the County's Port Everglades enterprise fund, since late 2007. Mr. Bugallo also served as the primary senior managing banker on the largest water and sewer financing ever completed in the State, a \$594,330,000 issuance for Miami-Dade County in 2009.

Mr. Bugallo is a graduate of The Ohio State University where he obtained his M.B.A with a concentration in finance and accounting. For his undergraduate studies, he received a B.S. in Economics and a B.S. in Political Science from Cleveland State University. Mr. Bugallo is currently registered with his Series 7 and 63 licenses.

GENERAL OBLIGATION BOND EXPERT: MR. BRUCE KERNS

MANAGING DIRECTOR, PUBLIC FINANCE DEPARTMENT

ONE MONTGOMERY STREET, 35TH FLOOR, SAN FRANCISCO, CA 94104 | PHONE: (415) 364-6839 | BKERNS@STIFEL.COM

Bruce Kerns has been in the municipal finance business for over 20 years, with a concentration on school financings, typically backed by ad valorem tax revenues, for California issuers. He has been involved in hundreds of K-12 financings, serving as financial advisor or underwriter. Mr. Kerns' experience includes short-term note financings, unlimited G.O., limited G.O., certificates of participation, adjustable and variable rate financings, and Mello-Roos bonds. Mr. Kerns' expertise in school financings has been recognized by his appointments to the State Treasurer's Task Force on School Facilities Funding, the School Facilities Advisory Committee of the Little Hoover Commission, and California Department of Education School Facilities Division Advisory Committee. Mr. Kerns was a member of the Board of Directors of the Coalition of Adequate School Housing (C.A.S.H.) for eight years.

Mr. Kerns' experience with debt financing includes work for the San José Unified School, Morgan Hill Unified School District, Palo Alto Unified School District, San Mateo Union High School District, San Ramon Valley Unified School District, Mt. Diablo Unified School District, Folsom Cordova Unified School District, Clovis Unified School District, and Newport-Mesa Unified School District. Since 2000, Mr. Kerns has lead over 340 general obligation bond financings totaling over \$8.7 billion for California school districts.

Mr. Kerns earned a B.A. from the University of California, Santa Cruz and a Masters of City and Regional Planning from the University of California, Berkeley. Mr. Kerns is currently registered with his Series 52 and 63 licenses.

CRA EXPERT: MR. PETER CZAJKOWSKI

MANAGING DIRECTOR, PUBLIC FINANCE DEPARTMENT

501 N. BROADWAY, 8TH FLOOR, ST. LOUIS, MO 63102 | PHONE: (314) 342-2165 | CZAJKOWP@STIFEL.COM

Peter Czajkowski joined Stifel's Public Finance Department in 1986 and became Head of the Public Finance Department in 2007 after having served as Head of the Structured Finance Group. Mr. Czajkowski also leads the firm's internal Credit Review Committee that has facilitated the firm's extensive expansion of its underwriting capabilities over the past 10+ years. Under Mr. Czajkowski's direction, Stifel Public Finance has managed numerous complex, multi-staged transactions and the Department has grown from fewer than 20 banking professionals in the early 2000s to now 109 banking professionals in 21 offices across the country. He also actively works with the Public Finance Department's quantitative analysts to help ensure that the group maximizes its ability to add value through investment banking services for its clients.

Mr. Czajkowski's investment banking work includes successfully financing well over 100 community redevelopment projects whose financing structures include tax increment financing, low-to-moderate income housing credits, new market tax credits, historical tax credits and other financing techniques to build out acceptable capitalization structures tailored to individual projects. Over his career, Mr. Czajkowski has lead managed over \$10 billion in municipal bond financings with a majority of these issues having some sort of special assessment or tax increment backed credit. His Florida CRA experience includes serving as financial advisor to the CRA of Delray Beach in the 1990's through a number of phases of renovation of Atlantic Avenue and its surrounding district.

Mr. Czajkowski began his public finance career with another investment banking firm in Chicago. He subsequently joined Stifel's Public Finance Department after receiving an M.B.A. from the University of Illinois. Mr. Czajkowski is currently registered with his Series 7, 53 and 63 licenses.

QUANTITATIVE SUPPORT: MR. TIMOTHY SACKMASTER

ASSOCIATE, PUBLIC FINANCE DEPARTMENT

111 N. MAGNOLIA AVENUE, SUITE 1175, ORLANDO, FL 32801 | PHONE: (407) 956-6805 | SACKMASTERT@STIFEL.COM

Timothy Sackmaster joined Stifel in May 2012 after spending the previous year as an Analyst with Raymond James & Associates, Inc. Some of Mr. Sackmaster's responsibilities at Stifel include developing debt overview profiles of various

municipal issuers, providing new money and refunding analyses, assisting with live transactions, and designing complex cash flow and debt financing models. Mr. Prior to working in the public finance industry, Mr. Sackmaster served a yearlong internship with the State of Florida's State Board of Administration in the Strategic Investments Division.

Mr. Sackmaster passed the level one Certified Financial Analyst (CFA) examination in June 2010, and is currently a level two candidate. Mr. Sackmaster received his B.A. and Masters in Finance degrees from Florida State University and is currently registered with his Series 7 license.

UNDERWRITING: MR. ALAN MURPHY

MANAGING DIRECTOR, MUNICIPAL UNDERWRITING


1125 17TH STREET, SUITE 1600, DENVER, CO 80202 | PHONE: (303) 291-5322 | MURPHYA@STIFEL.COM

Alan Murphy joined Stifel in October 2009 to increase the firm's national negotiated underwriting presence in the Southeast and Northeast and to lead its national competitive underwriting platform. Mr. Murphy has over three decades of municipal bond underwriting and trading experience. From 2008-2010 he served on the Board of Directors for the MSRB, serving as the Vice Chairman during his last year. Mr. Murphy also served as Secretary of the Municipal Forum in New York and President of the Municipal Bond Club of New York.

Prior to joining Stifel, Mr. Murphy served as the head of municipal underwriting and co-head of tax-exempt fixed income at Prudential Securities. His tenure there lasted 28 years. After leaving Prudential Securities, Mr. Murphy was responsible for opening the U.S. capital markets operations at Popular Securities, Inc. and the Northeast regional trading office of Duncan Williams Inc.

Mr. Murphy received his M.B.A. in Finance from the University of Tennessee and his B.S. in Economics from the University of North Carolina at Wilmington. Mr. Murphy is currently registered with his Series 7, 24, 53 and 63 licenses.

APPENDIX B

 <p>Submit Proposals To: City of Hollywood 2600 Hollywood Boulevard Hollywood, Florida 33020 Office of City Clerk, Room 221</p>	<p>CITY OF HOLLYWOOD, FLORIDA</p> <p>REQUEST FOR PROPOSALS</p> <p>PROPOSER ACKNOWLEDGMENT</p>
---	--

<p>RFP Title: Bond Underwriter</p> <p>RFP No.: 4414-14-RD</p> <p>Service Required: Bond Underwriter for debt transactions</p> <p>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.</p>	<p>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.</p> <p>Procurement Services Contacts: Ralph Dierks, or Linda Silvey, or Joel Wasserman, or his designee</p> <p>Telephone No.: (954) 921-3223 or (954) 921-3200 or (954) 921-3290</p>
--	---

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.

Proposer's Name: Stifel	Fed. ID No. or SS Number 43-0538770
Complete Mailing Address: 111 N. Magnolia Ave Orlando, FL 32801	Telephone No.: (407) 956-6804
	Fax No.: (407) 649-2145
Do You Have a Permanent Office Located in the City of Hollywood? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	E-Mail Address: sansburym@stifel.com
Indicate type of organization below: Corporation <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Individual <input type="checkbox"/> Other	

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.

Matthew J. Sansbury
Matthew J. Sansbury
Authorized Name and Signature

Managing Director
Title

05/07/14
Date

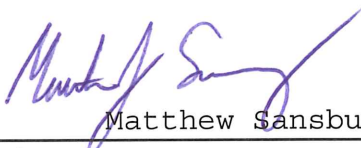
The insurance policy shall not contain any exceptions that would exclude coverage for risks that can be directly or reasonably related to the scope of goods or services in this bid/proposal. A violation of this requirement at any time during the term, or any extension thereof shall be grounds for the immediate termination of any contract entered in to pursuant to this bid/proposal. In order to show that this requirement has been met, along with an insurance declaration sheet demonstrating the existence of a valid policy of insurance meeting the requirements of this bid/proposal, the successful proposer must submit a signed statement from insurance agency of record that the full policy contains no such exception.

The City reserves the right to require additional insurance in order to meet the full value of the contract.

The City reserves the right to require any other insurance coverage it deems necessary depending upon the exposures.

HOLD HARMLESS AND INDEMNITY CLAUSE:

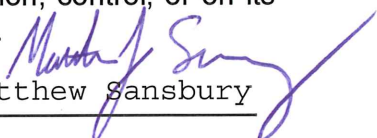
Stifel, Nicolaus & Company, Incorporated


Matthew Sansbury

(Company Name and Authorized Signature, Print Name),

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.

Stifel, Nicolaus & Company, Incorporated


Matthew Sansbury

(Company Name and Authorized Signature, Print Name),

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

C. GENERAL INFORMATION AND SCHEDULE

For information concerning procedure for responding to this Request for Proposal (RFP), contact the Procurement Services Division, Ralph Dierks, Procurement Manager at (954) 921-3223, or Linda Silvey, Budget and Procurement Technician at (954) 921-3200 or Joel Wasserman, Director, Procurement Services at (954) 921-3290, or his designee. Such contact is to be for clarification purposes only. Material changes, if any, to the scope of services, or Proposal procedures will only be transmitted by written addendum.

It is preferred that all questions be submitted in writing. Questions should be directed to the City of Hollywood, P.O. Box 229045, Hollywood, Florida 33022-9045, Attention: Ralph Dierks, Procurement Services Division, or to facilitate prompt receipt of questions, they may be sent via fax at (954) 921-3086, or via e-mail to rdierks@hollywoodfl.org or lsilvey@hollywoodfl.org or contact the Director of Procurement Services or his designee. Questions must be received no later than 5:00 P.M., Thursday, April 17, 2014.

J. PUBLIC ENTITY CRIMES

"A person or affiliate who has been placed on the convicted vendor list following a conviction for public entity crime may not submit a bid on a contract to provide any goods or services to a public entity, may not submit a bid on a contract with a public entity for the construction or repair of a public building or public work, may not submit bids on leases of real property to public entity, may not be awarded or perform work as a contractor, supplier, subcontractor, or consultant under a contract with any public entity, and may not transact business with any public entity in excess of the threshold amount provided in Section 287.017, for CATEGORY TWO for a period of 36 months from the date of being placed on the convicted vendor list."

K. DECLARATION

The aforementioned, as Proposer (herein used in the masculine singular, irrespective of actual gender and number), declares, under oath that no other person has any interest in this Proposal or in any resulting agreement to which this Proposal pertains, that this Proposal is not made with connection or arrangement with any other persons, and that this Proposal is made without collusion or fraud.

The Proposer further declares that he has complied in every respect with all the instructions to Proposers, that he has read all addenda, if any, issued prior to the opening of Proposals, and that he has satisfied himself fully relative to all matters and conditions with respect to the general conditions of the agreement and all relevant information to which this proposal pertains.

L. DISCLOSURE OF CONFLICT OF INTEREST

Vendor shall disclose below, to the best of his or her knowledge, any City of Hollywood officer or employee, or any relative of any such officer or employee as defined in Section 112.3135, Florida Statutes, who is an officer, partner, director or proprietor of, or has a material interest in the vendor's business or its parent company, any subsidiary, or affiliated company, whether such City official or employee is in a position to influence this procurement or not.

Failure of a vendor to disclose any relationship described herein shall be reason for debarment in accordance with the provisions of the City of Hollywood Purchasing Ordinance.

Name	Relationship
N/A	N/A

In the event the vendor does not indicate any name, the City shall interpret this to mean that no such relationship exists.

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

All other specifications, terms & conditions remain the same.

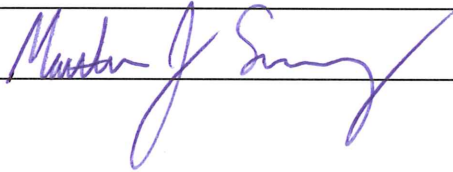
MAILED RFP'S

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: Stifel, Nicolaus & Company, Incorporated

PROPOSER'S SIGNATURE _____

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

Dated this 30th day of April 2014



CERTIFICATE OF LIABILITY INSURANCE

6/29/2014

DATE (MM/DD/YYYY)

4/29/2014

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).

PRODUCER Lockton Companies Three City Place Drive, Suite 900 St. Louis MO 63141-7081 (314) 432-0500	CONTACT NAME:	
	PHONE (A/C, No. Ext):	FAX (A/C, No):
INSURED 1042524 Stifel, Nicolaus & Company, Incorporated 501 North Broadway St. Louis MO 63102	E-MAIL ADDRESS:	
	INSURER(S) AFFORDING COVERAGE	
	INSURER A: The Travelers Indemnity Co of America	NAIC # 25666
	INSURER B: The Charter Oak Fire Insurance Company	25615
	INSURER C: Continental Casualty Company	20443
	INSURER D: Travelers Indemnity Co of CT	25682
INSURER E:		
INSURER F:		

COVERAGES STINI02

CERTIFICATE NUMBER: 12906289

REVISION NUMBER: XXXXXXXX

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 INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS	
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:	Y	N	Y-630-3A013696-TIA-13	6/29/2013	6/29/2014	EACH OCCURRENCE	\$ 1,000,000
							DAMAGE TO RENTED PREMISES (Ea occurrence)	\$ 500,000
							MED EXP (Any one person)	\$ 5,000
							PERSONAL & ADV INJURY	\$ 1,000,000
							GENERAL AGGREGATE	\$ 10,000,000
							PRODUCTS - COMP/OP AGG	\$ 2,000,000
								\$
D	<input checked="" type="checkbox"/> AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS	Y	N	BA-3A013696-13-TCT	6/29/2013	6/29/2014	COMBINED SINGLE LIMIT (Ea accident)	\$ 1,000,000
							BODILY INJURY (Per person)	\$ XXXXXXXX
							BODILY INJURY (Per accident)	\$ XXXXXXXX
							PROPERTY DAMAGE (Per accident)	\$ XXXXXXXX
								\$ XXXXXXXX
C	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$	N	N	L5094101167	6/29/2013	6/29/2014	EACH OCCURRENCE	\$ 2,000,000
							AGGREGATE	\$ 2,000,000
								\$ XXXXXXXX
B B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N N	N	TC20-UB118D4636-13 TRJ-UB-118D4624-13	6/29/2013	6/29/2014	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTHER	
							E.L. EACH ACCIDENT	\$ 1,000,000
							E.L. DISEASE - EA EMPLOYEE	\$ 1,000,000
							E.L. DISEASE - POLICY LIMIT	\$ 1,000,000

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

THIS CERTIFICATE SUPERSEDES ALL PREVIOUSLY ISSUED CERTIFICATES FOR THIS HOLDER, APPLICABLE TO THE CARRIERS LISTED AND THE POLICY TERM(S) REFERENCED.

CITY OF HOLLYWOOD IS ADDITIONAL INSURED UNDER GENERAL LIABILITY AND AUTOMOBILE LIABILITY AS REQUIRED BY WRITTEN CONTRACT.

CERTIFICATE HOLDER

CANCELLATION

12906289

CITY OF HOLLYWOOD
ATTN: RALPH DIERKS
PROCUREMENT SERVICES DIVISION
PO BOX 229045
HOLLYWOOD FL 33022-9045

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

© 1988-2014 ACORD CORPORATION. All rights reserved.



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

04/23/2014

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).

PRODUCER Aon Risk Services Central, Inc. 8182 Maryland Avenue St. Louis MO 63105	CONTACT NAME: Laura JamalDin		
	PHONE (A/C, No, Ext): 314-854-0868	FAX (A/C, No): 847-953-0595	
	E-MAIL ADDRESS: laura.jamaldin@aon.com		
INSURED Stifel Financial Corporation 501 North Broadway St. Louis MO 63102-2131	INSURER(S) AFFORDING COVERAGE		NAIC #
	INSURER A : St. Paul Mercury Insurance Company		24791
	INSURER B :		
	INSURER C :		
	INSURER D :		
	INSURER E :		
	INSURER F :		

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
	GENERAL LIABILITY						EACH OCCURRENCE \$
	<input type="checkbox"/> COMMERCIAL GENERAL LIABILITY						DAMAGE TO RENTED PREMISES (Ea occurrence) \$
	<input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR						MED EXP (Any one person) \$
							PERSONAL & ADV INJURY \$
							GENERAL AGGREGATE \$
	GEN'L AGGREGATE LIMIT APPLIES PER:						PRODUCTS - COMP/OP AGG \$
	<input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						\$
	AUTOMOBILE LIABILITY						COMBINED SINGLE LIMIT (Ea accident) \$
	<input type="checkbox"/> ANY AUTO						BODILY INJURY (Per person) \$
	<input type="checkbox"/> ALL OWNED AUTOS	<input type="checkbox"/> SCHEDULED AUTOS					BODILY INJURY (Per accident) \$
	<input type="checkbox"/> HIRED AUTOS	<input type="checkbox"/> NON-OWNED AUTOS					PROPERTY DAMAGE (Per accident) \$
							\$
	UMBRELLA LIAB	<input type="checkbox"/> OCCUR					EACH OCCURRENCE \$
	EXCESS LIAB	<input type="checkbox"/> CLAIMS-MADE					AGGREGATE \$
	<input type="checkbox"/> DED <input type="checkbox"/> RETENTION \$						\$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY						<input type="checkbox"/> WC STATU-TORY LIMITS <input type="checkbox"/> OTH-ER
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICE/MEMBER EXCLUDED? (Mandatory In NH)	<input type="checkbox"/> Y <input type="checkbox"/> N					E.L. EACH ACCIDENT \$
	If yes, describe under DESCRIPTION OF OPERATIONS below						E.L. DISEASE - EA EMPLOYEE \$
							E.L. DISEASE - POLICY LIMIT \$
A	Errors & Omissions (Professional Liability)			11S85538	08/29/2013	08/29/2014	\$3,000,000 Limit of Liability \$3,000,000 Aggregate

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

CERTIFICATE HOLDER**CANCELLATION**

City of Hollywood Attn: Ralph Dierks, Procurement Services Division P.O. Box 229045 Hollywood FL 33022-9045	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 Aon Risk Services Central, Inc.

© 1988-2010 ACORD CORPORATION. All rights reserved.