

RESOLUTION NO. 2011 - 107

A RESOLUTION BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, AUTHORIZING THE COUNTY ADMINISTRATOR OR DESIGNEE TO AWARD RFP #11-55 FOR BOND UNDERWRITING SERVICES; AUTHORIZING THE COUNTY ADMINISTRATOR OR DESIGNEE TO ENTER INTO CONTRACT NEGOTIATIONS WITH TOP RANKED RESPONDENTS; AND AUTHORIZING THE COUNTY ADMINISTRATOR OR DESIGNEE TO FINALIZE AND EXECUTE CONTRACTS FOR CONSULTING/PROFESSIONAL SERVICES.

RECITALS

WHEREAS, the St. Johns County Purchasing Department, on behalf of the St. Johns County Board of County Commissioners (“Board”), issued Request for Proposals Number 11-55 (RFP #11-55), seeking proposals from qualified firms to provide bond underwriting services for the St. Johns County Office of Management and Budget; and

WHEREAS, the Evaluation Committee reviewed and assessed responses to the RFP, and based upon its review and assessment, ranked RBC Capital Markets (“RBC”) and Bank of America Merrill Lynch (“BAML”) as the Number 1 and the Number 2 (respectively) qualified respondents; and

WHEREAS, the Purchasing Department and the Office of Management and Budget Staff (collectively “Staff”) recommend entering into contract negotiations with both qualified respondents for the provision of bond underwriting services.

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, as follows:

Section 1. The above Recitals are incorporated by reference into the body of this Resolution and such Recitals are adopted as Finds of Fact.

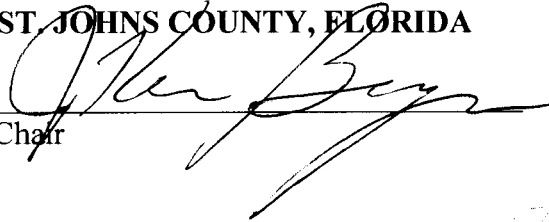
Section 2. The County Administrator, or designee, is hereby authorized to award RFP #11-55 to RBC and to BAML, and to enter into contract negotiations with both qualified respondents for bond underwriting services as provided in RFP #11-55.

Section 4. Upon successful contract negotiations, the County Administrator, or designee, is further authorized to finalize and execute separate contracts with RBC and BAML for consulting/professional services.

Section 5. To the extent that there are typographical, scrivener's and/or administrative errors or omissions that do not change the tone, tenor, or concept of this Resolution, this Resolution may be revised without subsequent approval by the Board.

PASSED AND ADOPTED by the Board of County Commissioners of St. Johns County, Florida, this 21st day of June, 2011.

**BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA**

By: 
Chair

ATTEST: Cheryl Strickland, Clerk

By: 
Deputy Clerk

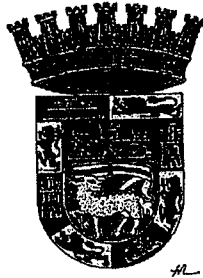
RENDITION DATE 6/23/11

REQUEST FOR PROPOSALS

RFP #11-55

FOR

Bond Underwriter Services



Issued By:

**St. Johns County
Board of County Commissioners
St. Johns County Purchasing Department
2446 Dobbs Road
Saint Augustine, Florida 32086**

Due Date/Time for Receipt of Proposals: March 31, 2011 @ 4:00 p.m.

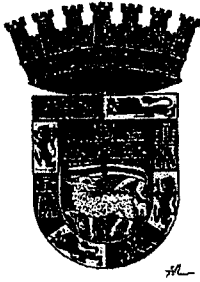
Approval (initial & date)

Requestor: _____

Dept. Head: _____

Purchasing Director: _____

Buyer: _____



RFP #11-55

**ST. JOHNS COUNTY
REQUEST FOR PROPOSALS**

BOND UNDERWRITER SERVICES

Notice is hereby given that St. Johns County, a political subdivision of the State of Florida, will be accepting Letters of Interest and Qualification proposals for Bond Underwriter Services for the St. Johns County Office of Management and Budget **until 4:00 P.M. on March 31, 2011** at the St. Johns County Purchasing Department, 2446 Dobbs Road, St. Augustine, Florida 32086.

Bond Underwriter Services

Proposal packages may be obtained from Bridget Mein, Contract Specialist, St. Johns County Purchasing Department, 2446 Dobbs Road, St. Augustine, Florida 32086, or by via email request to bmein@sjcfl.us, or by calling Onvia Demand Star at 800-711-1712 and requesting Document #11-55. Many packages can be downloaded from the Internet. Check the agency's site for download availability and any applicable fees. Vendors registered with DemandStar.com can download most packages at no cost from their web site - www.demandstar.com.

Qualified firms desiring to respond to the RFP must submit **six (6)** proposal packages, clearly marked on the outside:

**Sealed Proposal for RFP #11-55
BOND UNDERWRITER SERVICES**

to St. Johns County Purchasing Department, 2446 Dobbs Road, St. Augustine, Florida 32086, by or before the time stipulated above.

Introduction: St. Johns County, Florida, requests proposals from qualified underwriting firms interested in serving as bond underwriter to the County in connection with one or more of the following areas:

- a) **Project Revenue Bonds and Notes** - issued from time to time to finance or refinance costs in connection with the construction and acquisition of capital projects such as potable water projects and wastewater projects. The project revenue bonds and notes will be secured primarily by a pledge of and a lien upon the net non ad valorem revenues of the project for which the bonds or notes are issued. The project revenue bonds and/or notes may also be secured by a general covenant to budget and appropriate from other legally available non ad valorem revenues of St. Johns County such additional sums, if any, that are necessary to pay the debt service on the bonds and notes as it becomes due. These bonds and notes may - or may not - be parity bonds.
- b) **Special Assessment Revenue Bonds and Notes** - issued from time to time to finance or refinance costs in connection with the construction and acquisition of certain identified capital projects. The special assessment revenue bonds and notes will be secured primarily by a pledge of and a lien upon non ad valorem special assessments that are levied by St. Johns County upon real property that is benefited by the identified project. The special assessment bonds and/or notes may also be secured by a general covenant to budget and appropriate from other legally available non ad valorem revenues of St. Johns County such additional sums, if any, that are necessary to pay the debt service on the bonds and notes as it becomes due. These bonds and notes may - or may not - be parity bonds.

- c) **Designated Non Ad Valorem Tax Revenue Bonds and Notes** - issued from time to time to finance or refinance costs in connection with the construction and acquisition of capital projects. The designated non ad valorem tax revenue bonds and notes will be secured primarily by a pledge of and a lien upon the revenue derived from St. Johns County's share of a specific non ad valorem tax that is pledged to repay these bonds or notes. Examples of such non ad valorem taxes are the Local Government Half-Cent Sales Tax revenues received by the County pursuant to Part VI of Chapter 218, Florida Statutes and the tourist development tax revenues received by the County pursuant to Section 125.0114, Florida Statutes. These bonds and/or notes may also be secured by a general covenant to budget and appropriate from other legally available non ad valorem revenues of St. Johns County such additional sums, if any, that are necessary to pay the debt service of the bonds and notes as it becomes due. These bonds and notes may - or may not - be party bonds.
- d) **General Obligation Bonds and Notes** - issued from time to time to finance or refinance costs in connection with the construction and acquisition of certain identified capital projects. The general obligation bonds and notes will be general obligations of St. Johns County for which the full faith and credit and the ad valorem taxing power of St. Johns County are pledged.
- e) **Other Debt Instruments** - issued from time to time to finance or refinance costs in connection with the construction and acquisition of capital projects. These debt instruments may contain one or more of the financing features described in a) through d) above.

Scope of Work – Bond Underwriter Services: The scope of bond underwriter services to be provided to the County is as follows¹:

- a) marketing the County's bonds or other debt instruments to appropriate investors;
- b) reaching agreement with the County on the pricing of bonds or other debt instruments at the time of sale;
- c) purchasing the entire bond or other debt instrument issue, if applicable, from the County and reselling to investors;
- d) providing ideas and suggestions to the County with respect to structure, timing and marketing of the bonds or debt instruments being sold;
- e) providing ideas and suggestions to the County with respect to how the County should approach other financing issues such as credit rating strategies and strategies which can be used to maximize funding and market access and to achieve the lowest interest rate on the County's bonds or other debt instruments;
- f) consultation, upon request, with County officials, County staff, bond counsel, disclosure counsel and issuer counsel concerning all legal or operational questions relating to the incurrence of the proposed debt;
- g) attendance, upon request, at any meeting of the Board of County Commissioners or any meeting of staff at which proposed bonds, notes or debt financed projects are to be discussed;
- h) assistance, upon request, to the County and its financial advisors and counsel in formulating financing plans;
- i) assistance, upon request, in the drafting and review of all documents required for bond and/or note sales and closings, including but not limited to bond and note resolutions, certificates, opinions, and notices of sale;
- j) assistance, upon request, in conducting the pre-closing and the closing in connection with the issuance of bonds and notes;
- k) assistance, upon request, in the preparation of documentation required in connection with the appeal of any judgment of validation or order to the Supreme Court of Florida, including any notices, orders, acknowledgements, briefs and any court appearances required for oral argument or otherwise;

¹ As used hereafter in this Request for Proposals, the word "note" shall include promissory notes and all other instruments that evidence County indebtedness other than bonds.

- l) consultation, upon request, with County officials and staff concerning legal and financial questions that may arise with respect to bonds or notes after they are issued;
- m) consultation, upon request, on other legal and financial issues that pertain to County bonds or notes as requested by the Office of the County Attorney or the Office of Budget and Management.

In addition to the above, the successful underwriter firms will be required to have at least one qualified representative available to consult with the County Administrator's Office, the County Attorney's Office, the Clerk of Court's Office and other pertinent County departments or divisions relative to questions that may arise with regard to proposed or outstanding County debt.

The County currently expects to retain bond underwriter services for each separate bond or note issuance by use of a bond purchase agreement to be reviewed and approved by the County prior to each issuance.

Firm Requirements: Any firm interested in serving as bond underwriter to St. Johns County, Florida must meet the following criteria:

- a) The firm must be authorized to do business in the State of Florida as a broker/dealer and have substantial knowledge and experience in the issuance of Florida municipal and county bonds, notes and other debt instruments; Federal and Florida tax law; Florida local government law; and the issuance of both tax-exempt and taxable municipal and county bonds and notes;
- b) The firm must demonstrate both experience underwriting the type of bonds being proposed and the best marketing/distribution capabilities;
- c) The firm must disclose any actual or potential conflicts of interest that the firm has or may have with the County or any of its officers or employees;
- d) The firm must have sufficient time to execute and fulfill the duties of bond underwriter to St. Johns County and must not be burdened by other professional responsibilities or workload or by other persons or other constraints which would interfere in any material respect with the firm's obligations to St. Johns County. The firm must be prepared to render these services on relatively short notice and give them very high priority.

Firms desiring to provide the required Bond Underwriter services should apply by submitting one (1) original and five (5) copies for a total of **six (6)** sets of the entire proposal containing the following information:

1. Each response must be accompanied by a letter of interest **not exceeding two pages** which summarizes key points of the response in this request for proposals and which is signed by an officer of the firm who is responsible for committing the firm's resources. The letter of transmittal should include the following:
 - Name of the firm submitting the response,
 - A statement that the firm is responding to St. Johns County's request for statements of qualifications to provide bond underwriter services to St. Johns County, Florida;
 - Name and title of the individual with responsibility for the response and to whom matters regarding this RFP should be directed;
 - Mailing and street addresses;
 - Telephone and fax number of firm's primary contact;
 - Brief narrative of the firm's qualifications to provide bond underwriter services to St. Johns County and company background information;
 - An indication of whether proposing for senior or co-manager;
 - All required certifications
 - Such other information as the respondent deems appropriate.

2. Capability to meet deadlines.
3. Proof of Liability Insurance, and its limits including deductibles.
4. Drug-Free Workplace Form - A completed Drug-Free Workplace Form, substantially in the form attached hereto as Exhibit "A" should be submitted with the firm's response. Failure to certify the firm as a drug-free workplace in accordance with Florida Statutes, Subsection 287.087 may result in rejection or disqualification of your response.
5. Conflict of Interest - Without breaching client confidentiality include:
 - a) a statement indicating whether any clients are currently involved or to your knowledge anticipate being involved in proceedings or transactions involving St. Johns County as an adverse party, and
 - b) a description of any existing or potential conflicts of interest for the firm or its employees pertaining to St. Johns County from the date hereof.

Use of Additional Underwriters – The County reserves the right to select more than one underwriter for a single transaction or identify and utilize a pool of more than one underwriter from which firms can be selected over the specific period of time indicated by this RFP. Additional underwriters may serve in the capacity as co-senior manager or co-manager. If your firm desires to serve only as a senior manager or co-manager, please disclose and explain.

PROPOSAL FORMAT AND ADDITIONAL INFORMATION: The firm shall submit a response complying with this request for proposals of bond underwriter. The information, documents and materials submitted in the response must be complete and accurate in all material aspects. All responses must contain direct responses to the following questions or requests for information and be organized so that specific subject areas being responded to are readily identifiable and in the same sequence as outlined below. Responses to each numbered request for information must begin with the question or request repeated at the beginning of the response. The responses shall contain a certification by the responder that its response to this request for proposals contains full disclosure and is complete and accurate in all material respects.

1. **Firm's Experience and Capabilities** - St. Johns County requires that each firm responding to this request for bond underwriter qualifications identify its qualifications as they relate to the entire contents of this request for proposals. The information provided must specifically include:
 - a) A description of the capabilities, experience and expertise of the firm as a whole in the following aspects of Florida municipal and county bonds:
 - 1) underwriting the type of bonds being proposed in this request for proposals,
 - 2) marketing the County's bonds or other debt instruments to appropriate investors, and
 - 3) how best to conduct a negotiated sale given current market conditions.
 - b) A breakdown of the firm's capital position with regards to "Total Capital", "Equity Capital", and "Net Regulatory Capital";
 - c) A brief description of the firm's present and projected debt issuance workload, staffing and ability to provide prompt, quality bond underwriter services pertaining to the County's issuance of bonds and notes;
 - d) A list of not to exceed twelve (12) representative municipal and/or county bond and/or note issues for which the firm has served as bond underwriter since January 1, 2006 for clients in Florida other than St. Johns County. Provide information for each issue identified below:
 - Type of Issuance,
 - Security Source,
 - Issuance Date,
 - Size,
 - Purpose,
 - Rating(s),

- Competitive or negotiated transaction,
 - Credit enhancement and/or insurance.
- e) A list of such work done by the responding firm for St. Johns County since January 1, 2006, using the same format as outlined in Item d above;
 - f) State the total number of municipal and /or county bond/and/or note issues for which the firm has served as bond underwriter for Florida municipalities or counties since January 1, 2006;
 - g) State whether or not the responding firm would not be interested or qualified to serve as bond underwriter for the County's issuance of any of the bonds, notes or debt instruments described in the Introduction above. If applicable, identify such bonds/notes.
 - h) A list of five (5) references that are or have been specific government clients in the State of Florida, including a contact name, address and telephone number of clients for whom work of a similar nature has been conducted during the past three (3) years;
 - i) A description of any disciplinary action, administrative proceeding or other like proceeding against the firm or any of its employees, whether current, pending, or threatened, as well as any such action, proceeding or claim occurring during the past five years; and
 - j) Any other information that the responding firm deems relevant and useful to the selection of bond underwriter. Unnecessarily elaborate special brochures, artwork, expensive paper and expensive visual and other presentation aids are not required.

2. Firm's Approach to Providing Services and Support / Understanding of the Scope of Services.

- a) Understanding of Requirements. After evaluating this request for proposals, provide a statement demonstrating an understanding of the services and support required by this request for proposals;
- b) Services and Support. Provide a brief statement of how the firm intends to fulfill requirements outlined in this request for proposals.
- c) Understanding of the Scope of Services. Indicate that the firm understands and agrees with the Scope of Services to provide bond underwriter services to St. Johns County.

3. Professional Qualifications of Key Personnel - Describe the qualifications of the key personnel that will be assigned to provide the bond underwriter services. The information provided must specifically include:

- a) the name, title, office location, and expertise of the individual who will be designated as the "contact person" for the firm's response and who will be the individual primarily responsible for ensuring the proper performance of the services to be rendered to St. Johns County; and
- b) an individual resume, name, title, office location, and description of relevant experience and expertise of each individual also expected to be assigned to the provision of the bond underwriter services for the County.

In the event the firm shall at any time wish to use personnel not identified in response to the above, the firm shall provide prior written notice to the County Attorney and the Office of Management and Budget. Any substitution must have prior written approval of the County Attorney. Any substitution without such prior written approval shall be grounds for discontinuance and/or termination of the firm's services to the County.

4. **Fees for Services Rendered** – The bond underwriter is normally compensated in the form of an underwriter's discount or "spread", which consists of the negotiated difference between the amount the underwriter pays the County for the bonds and the amount the underwriter expects to receive selling the bonds to investors. The underwriter's discount normally includes four components: the management fee, takedown, expenses, and underwriting fee.

The management fee compensates the underwriter for the time and expertise brought to the negotiated sale. It is appropriate for the responding firm to propose a firm management fee quote on a "not-to-exceed" basis. If the transaction is unusually complex or simple, a higher or lower fee is expected to be negotiable.

Takedown essentially represents sales commission and should represent a fair balance between "market rate" takedown and the need for aggressive marketing of the bonds.

Expenses include various fees and overhead expenses that should be clearly identified by the underwriter and defined during the bond pricing negotiation.

Underwriting fee may occur during bond pricing negotiation to the extent that the underwriter agrees to underwrite a substantial amount of unsold bonds.

For comparability purposes, please submit the firm's best estimate of proposed fees and expenses for a hypothetical \$20,000,000 County bond issue with level debt service for 30 years. Please add any necessary explanations or qualifications, if any, to the estimate. Assume that the offering document will be provided by the County's disclosure counsel at the County's expense.

All fees for services in connection with the issuance of proposed bonds and/or notes will be subject to negotiation at the actual time of bond pricing.

EVALUATION OF PROPOSALS: Proposals will be evaluated in accordance with St. Johns County Purchasing Policy and the specific criteria as follows:

Criteria	Rating Points
Experience and Capabilities	0-40
Firm's Approach to Providing Services and Support / Understanding of the Scope of Services	0-30
Professional Qualifications of Key Personnel	0-20
Cost	0-10
Maximum Points Allowed	100

Please see attached Evaluation Sheet and Criteria. Evaluators will individually review proposals. Final rankings will be compiled, summarized and ranked in a Public Meeting at the Purchasing Department, 2446 Dobbs Road, St. Augustine, FL 32086. This meeting will be held in accordance to all applicable Sunshine Laws according to Florida Statutes. The evaluation team will make recommendations based upon the written submittals. Award of this RFP shall be made to the proposer/proposers who, in the sole opinion of the County, is/are deemed the most advantageous for the County.

If the chosen firm proposes to subcontract or otherwise engage the services of a third party, this must be disclosed in response to the proposal.

St. Johns County intends to select proposers that demonstrate, in the County's opinion, the highest degree of compliance with the criteria listed in this RFP.

CONTACTS: Questions related to the RFP should be directed to Bridget Mein, St. Johns County Purchasing, 2446 Dobbs Road, St. Augustine, FL 32086, fax number (904) 209-0163. Inquiries related to the work scope, clarification or correction must be in writing – by fax, email or mail - and received **no**

later than 4:00 p.m. on **March 17, 2011** to allow adequate time for response and/or an addendum. All addendum(s) will be issued by the Purchasing Department **no later than 4:00 p.m. on March 24, 2011**. Please do not contact any other staff member of St. Johns County, except the above, with regard to this RFP. All inquires will be routed to the appropriate staff member for response.

An Evaluation Committee will meet to compile the evaluators' scores and rank the responding firms in order. This will be a public meeting conforming to all applicable State of Florida Sunshine Laws.

DUE DATE AND LOCATION - The letters of interest and supplemental information will be received until **4:00 p.m. on March 31, 2011**. Mail or deliver all proposals to Bridget Mein, Contract Specialist, St. Johns County Purchasing Department, 2446 Dobbs Road, St. Augustine, FL 32086.

The St. Johns County Board of County Commissioners reserves the right to reject any or all proposals, waive minor formalities or award to and negotiate with the firm whose proposal best serves the interest of St. Johns County.

The County reserves the right to request clarification of information submitted and to request additional information pertaining to one or more responses.

In the event that a Contract/Agreement is Attached to the RFP, such Attached Contract/Agreement is For Discussion Purposes Only, and Not Necessarily Reflective of any Contract That May Be Ultimately Entered into By the County. In the event that a Contract/Agreement is Not Attached to the RFP, it is expressly understood that the Board of County Commissioner's (Board's) preference/selection of any Proposal does not constitute an award of a Contract/Agreement with the County. It is anticipated that subsequent to the Board's preference/selection of any Proposal, Contract negotiations will follow between the County and the selected Proposer. It is further expressly understood that no Contractual relationship exists with the County until a Contract has been executed by both the County, and the selected Proposer. The County reserves the right to delete, add to, or modify one or more components of the selected Proposer's Proposal, in order to accommodate changed or evolving circumstances that the County may have encountered, since the issuance of the RFP. It is further understood, no Proposer (whether selected or not) may seek or claim any award and/or re-imburement from the County for any expenses, costs, and/or fees (including attorney's fees) borne by any Proposer, during the entire RFP process. Such expenses, costs, and/or fees (including attorney's fees) are the sole responsibility of the Proposer. By submitting a Proposal, a Proposer agrees to be bound by these terms and provisions of the RFP.

BID PROTEST: Any bidder, proposer or person substantially and adversely affected by an intended decision or by any term, condition, procedure or specification with respect to any bid, invitation, solicitation of proposals or requests for qualifications, shall file with the Purchasing Department for St. Johns County, a written notice of intent to protest no later than 72 hours (excluding Saturdays, Sundays and legal holidays for employees of St. Johns County) after the posting either electronically or by other means of the notice of intended action, notice of intended award, bid tabulation, publication by posting electronically or by other means of a procedure, specification, term or condition which the person intends to protest, or the right to protest such matter shall be waived. The protest procedures may be obtained from the Purchasing Department and are included in the County's Purchasing Manual. All of the terms and conditions of the County's Purchasing Manual are incorporated by reference and are fully binding.

INDEMNIFICATION: To the fullest extent permitted by law, the Contractor shall indemnify and hold harmless St. Johns County, Florida, and employees from and against liability, claims, damages, losses and expenses, including attorney's fees, arising out of or resulting from performance of the work, provided that such liability, claims, damage, loss or expense is attributable to bodily injury, sickness, disease or

death, or injury to or destruction to tangible property (other than the work itself) including loss of use resulting there from, but only to the extent caused in whole or in part by negligent acts or omissions of the Contractor, a Subcontractor, or anyone directly or indirectly employed by them or anyone for whose acts they may be liable, regardless of whether or not such liability, claim, damage, loss or expense is caused in part by a party indemnified hereunder.

In claims against any person or entity indemnified under this Paragraph by an employee of the Contractor, a Subcontractor, any one directly or indirectly employed by them or anyone for whose acts they may be liable, the indemnification obligation under this Paragraph shall not be limited by a limitation on amount or type of damages, compensation or benefits payable by or for the Contractor or a Subcontractor under workers' compensation acts, disability benefits acts or other employee benefit acts.

CONTRACT TERM: The County currently expects to retain the bond underwriter for each separate bond or note issuance by use of a bond purchase agreement reviewed and approved by the County prior to each issuance. The County may consider extending any executed Contract/Agreement under mutually acceptable terms and conditions. However, the County is under no obligation to extend any executed Contract/Agreement. Moreover, it is expressly understood that the option of extension is exercisable only by the County, and only upon the County's determination of satisfactory performance of any executed Contract/Agreement, including specifically, the Scope of Work/Services. St. Johns County intends to select proposers that demonstrate, in the County's opinion, the highest degree of compliance with the criteria listed in this RFP.

The County may rotate or alternate its use of bond underwriter among two or more selected bond underwriters for bond or note financings and refinancings initiated during the period from the date hereof to September 30, 2013 and may extend this period for one or more additional years. However, the County reserves its right to discontinue the use of any selected bond underwriter at any time, with or without cause, and there can be no assurance that any financings or refinancings will be initiated during this period.

INSURANCE REQUIREMENTS - The successful bidder / proposer shall indemnify and hold St. Johns County, Florida, harmless against all loss, damage, or expense for reason of injury to person or property arising out of the use of or activities on any related premises by the successful bidder/proposer, its' agents, representatives, vendors, sub-vendors, or employees. Prior to commencement of service/deliveries under this Contract, the successful bidder's insurance coverage shall comply with the following insurance requirements:

Worker's Compensation / Employer's Liability insurance as required by the Worker's Compensation Laws of the State of Florida.

- Commercial general liability insurance to meet minimum requirements below:
 - Commercial General Liability \$1,000,000.00
 - Medical Expense \$5,000.00
 - Personal & Adv Injury \$1,000,000.00
 - General Aggregate \$2,000,000.00
 - St. Johns County listed as additional insured.

Insurance companies providing the required insurance coverage's for the successful bidder must be rated in the current issue of "Best's Insurance Key Rating Guide" at "A" for the policy holder's category and XIII for the financial category to be specifically approved by St. Johns County.

INSURANCE CERTIFICATE - A Certificate of Insurance, naming the St. Johns County Board of County

Commissioners as an additional insured, will be required from the successful bidder at the time of signing of the contract. Certificates of Insurance are to be authorized in writing by an officer of the insurance company or companies, identifying their agent and executed by the agent with a copy of the agent's license by the insurance company attached. The Certificate must reflect the required coverage and at least a guaranteed 30 day written notice of cancellation of materials, or change in coverage will be given to St. Johns County. Certified copies of all policies must accompany the Certificate of Insurance when requested by the County.

Purchasing Department
 St. Johns County Board of County Commissioners
 Definitions of Evaluation Criteria for
 Ranking of RFP #11-55

A. Firm's Experience and Capabilities (0 to 40 Points) - St. Johns County requires that each firm responding to this request for bond underwriter qualifications identify its qualifications as they relate to the entire contents of this request for proposals. *This will be graded on a 0 – 40 scale.*

B. Firm's Approach to Providing Services and Support / Understanding of the Scope of Services. (0 to 30 points) – a) Understanding of Requirements; b) Services and Support; c) Scope of Services *This will be graded on a 0 – 30 scale.*

C. Qualifications of Key Personnel (0 to 20 Points) - Describe the qualifications of the key personnel that will be assigned to provide the bond underwriter services. *This will be graded on a 0 – 20 scale.*

D. Cost (Dollars) - Enter the Firm's proposed dollar amount based upon the hypothetical \$20,000,000 County bond issue example as found under "Fees and Costs" of this RFP.

E. Cost (Score) (0 - 10 points) - Price is included as one of the evaluation criteria; the lowest priced proposal should receive the maximum weighted score for the price criteria. The other proposals should receive a percentage of the weighted score based on the percentage differential between the lowest proposal and the other proposals in accordance with the following example:

Firm	Proposed Price	Percentage	By	Weight	Equals	Weighted Score***
A	\$20,000	100	X	10	=	10
B	\$25,000	80*	X	10	=	8
C	\$28,000	71**	X	10	=	7

* Firm B's percentage is $\$20,000 \div \$25,000 = 80\%$

** Firm C's percentage is $\$20,000 \div \$28,000 = 71\%$

*** Weighted Score shall be rounded to nearest whole number

The proposal should include fees and costs for services rendered. The price evaluation and calculation may be revised to conform to the needs for each individual RFP selection. This will be graded on a 0 – 10 scale

EVALUATION SUMMARY SHEET

ST. JOHNS COUNTY, FLORIDA

Date: 28-Apr-11
 RFP: 11-55
 Bond Underwriting
 Services

FIRM	RATER	RATER	RATER	RATER	RATER	TOTAL	RANK	COMMENTS
RBC Capital Markets	Jesse Dunn 91	Allen MacDonald 97	Frank Kenton 98	Andrea Matzke 99	Doug Timms 93	478	1	
Bank of America Merrill Lynch	92	96	97	81	92	458	2	
Citigroup Global Markets, Inc.	90	89	97	81	90	447	3	
Raymond James	87	92	94	84	90	447	3	
J.P. Morgan Securities, LLC	89	94	97	75	89	444	4	
Fifth Third Securities	86	92	93	73	89	433	5	
Siebert, Brandford, Shank & Co. LLC	84	93	95	59	85	416	6	
PNC Capital Markets, LLC	75	92	92	64	81	404	17	

APPROVED: Purchasing Director
 OMB Director

Jesse Dunn
 4-28-11

NOTE: THE RANKING SHOWN ABOVE MUST BE FOLLOWED UNLESS SPECIAL CONDITIONS MERIT A CHANGER IN THE NEGOTIATING ORDER. IN THIS CASE, THE SPECIAL CONDITIONS MUST BE EXPLAINED IN DETAIL IN THE COMMENTS SECTION OR ATTACHED TO THIS RANKING SHEET.

POSTING TIME/DATE FROM 9:00 a.m. April 28, 2011 UNTIL 4:00 p.m. May 3, 2011

ANY RESPONDENT AFFECTED ADVERSELY BY AN INTENDED DECISION WITH RESPECT TO THE AWARD OF ANY REQUEST FOR PROPOSAL, SHALL FILE WITH THE PURCHASING DEPARTMENT FOR ST. JOHNS, A WRITTEN NOTICE OF INTENT TO FILE A PROTEST NOT LATER THAN SEVENTY-TWO (72) HOURS (EXCLUDING SATURDAY, SUNDAY AND LEGAL HOLIDAYS) AFTER THE POSTING OF THE SUMMARY SHEET. PROTEST PROCEDURES MAY BE OBTAINED IN THE PURCHASING DEPARTMENT.

EVALUATION SHEET
Bond Underwriter Services

*OK
4/28/11
Dunn*

ST. JOHNS COUNTY, FLORIDA
CRITERIA FOR RANKING

DATE: April 28, 2011
PROJECT: Bond Underwriter Services

FIRM	A. Firm's Experience and Capabilities 0 TO 40 POINTS	B. Firm's Approach / Understanding 0 TO 30 POINTS	C. Qualifications of Key Personnel 0 TO 20 POINTS	D. Enter the Firm's Proposed Dollar Amount:	E. Cost (Score) 0 TO 10 POINTS	TOTALS
Bank of America Merrill Lynch	36	28	20	\$110,328.00	8	92 ✓
Citigroup Global Markets, Inc.	34	27	20	\$94,470.00	9	90 ✓
Fifth Third Securities	33	23	20	\$84,207.25	10	86 ✓
J.P. Morgan Securities, LLC	33	28	19	\$93,312.00	9	89 ✓
PNC Capital Markets, LLC	28	21	18	\$97,000.00	8	75 ✓
Raymond James	34	25	20	\$98,486.84	8	87 ✓
RBC Capital Markets	34	28	20	\$88,600.00	9	91 ✓
Siebert, Brandford, Shank & Co. LLC	32	24	18	\$80,929.26	10	84 ✓

SIGNATURE OF RATER:

[Handwritten Signature]

PRINT NAME:

Jesse Dunn

DATE:

4/28/11

EVALUATION SHEET
Bond Underwriter Services

Handwritten signature
4/28/11

ST. JOHNS COUNTY, FLORIDA
CRITERIA FOR RANKING

DATE: April 28, 2011
PROJECT: Bond Underwriter Services

FIRM	A. Firm's Experience and Capabilities 0 TO 40 POINTS	B. Firm's Approach / Understanding 0 TO 30 POINTS	C. Qualifications of Key Personnel 0 TO 20 POINTS	D. Enter the Firm's Proposed Dollar Amount:	E. Cost (Score) 0 TO 10 POINTS	TOTALS
Bank of America Merrill Lynch	40	30	18	\$100,328.00	8	96 ✓
Citigroup Global Markets, Inc.	35	27	18	\$94,470.00	9	89 ✓
Fifth Third Securities	39	25	18	\$84,207.25	10	92 ✓
J.P. Morgan Securities, LLC	39	28	18	\$93,312.00	9	94 ✓
PNC Capital Markets, LLC	40	27	17	\$97,000.00	8	92 ✓
Raymond James	38	28	18	\$98,486.84	8	92 ✓
RBC Capital Markets	39	28 29	20	\$88,600.00	9	98 ✓
Siebert, Brandford, Shank & Co. LLC	38	28	17	\$80,929.26	10	93 ✓

SIGNATURE OF RATER: *Richard A. MacDonald, Jr.* PRINT NAME: Richard A. MacDonald, Jr DATE: 4/28/11

EVALUATION SHEET
Bond Underwriter Services

Frank Kenton
4/28/11

ST. JOHNS COUNTY, FLORIDA
CRITERIA FOR RANKING

DATE: April 28, 2011
PROJECT: Bond Underwriter Services

FIRM	A. Firm's Experience and Capabilities 0 TO 40 POINTS	B. Firm's Approach / Understanding 0 TO 30 POINTS	C. Qualifications of Key Personnel 0 TO 20 POINTS	D. Enter the Firm's Proposed Dollar Amount:	E. Cost (Score) 0 TO 10 POINTS	TOTALS
Bank of America Merrill Lynch	39	30	20	\$110,328,000	7.8	96.97 ✓
Citigroup Global Markets, Inc.	39	30	19	\$94,470,000	9	97 ✓
Fifth Third Securities	34	30	19	\$84,207,225	10	93 ✓
J.P. Morgan Securities, LLC	39	20	19	\$93,312,000	9	97 ✓
PNC Capital Markets, LLC	35	30	19	\$97,000,000	8	92 ✓
Raymond James	36	30	20	\$98,486,84	8	94 ✓
RBC Capital Markets	39	30	20	\$88,600,00	9	98 ✓
Siebert, Brandford, Shank & Co. LLC	37	30	18	\$80,929,26	10	95 ✓

SIGNATURE OF RATER: *Shank B. Shank* PRINT NAME: Frank Kenton DATE: 4/28/11

EVALUATION SHEET
Bond Underwriter Services

[Handwritten signature]

ST. JOHNS COUNTY, FLORIDA
CRITERIA FOR RANKING

DATE: April 28, 2011
PROJECT: Bond Underwriter Services

FIRM	A. Firm's Experience and Capabilities 0 TO 40 POINTS	B. Firm's Approach / Understanding 0 TO 30 POINTS	C. Qualifications of Key Personnel 0 TO 20 POINTS	D. Enter the Firm's Proposed Dollar Amount:	E. Cost (Score) 0 TO 10 POINTS	TOTALS
Bank of America Merrill Lynch	32	22	19	\$110,328.00	8	80 81 ✓
Citigroup Global Markets, Inc.	35	25	12	\$94,470.00	9	81 ✓
Fifth Third Securities	28	18	17	\$84,207.25	10	73 ✓
J.P. Morgan Securities, LLC	30	20	16	\$93,312.00	9	75 ✓
PNC Capital Markets, LLC	24	14	18	\$97,000.00	8	64 ✓
Raymond James	38	28	10	\$98,486.84	8	84 ✓
RBC Capital Markets	40	30	20	\$88,600.00	9	99 ✓
Siebert, Brandford, Shank & Co. LLC	20	15	14	\$80,929.26	10	59 ✓

SIGNATURE OF RATER: Andrea Matzke

PRINT NAME: Andrea R. Matzke

DATE: 04/21/2011

EVALUATION SHEET
Bond Underwriter Services

Bank
4/28/11

ST. JOHNS COUNTY, FLORIDA
CRITERIA FOR RANKING

DATE: April 28, 2011
PROJECT: Bond Underwriter Services

FIRM	A. Firm's Experience and Capabilities 0 TO 40 POINTS	B. Firm's Approach / Understanding 0 TO 30 POINTS	C. Qualifications of Key Personnel 0 TO 20 POINTS	D. Enter the Firm's Proposed Dollar Amount:	E. Cost (Score) 0 TO 10 POINTS	TOTALS
Bank of America Merrill Lynch	39	29	16	\$100,328.00	8	92 ✓
Citigroup Global Markets, Inc.	35	29	17	\$94,470.00	9	90 ✓
Fifth Third Securities	33	28	18	\$84,207.25	10	89 ✓
J.P. Morgan Securities, LLC	36	28	16	\$93,312.00	9	89 ✓
PNC Capital Markets, LLC	30	28	15	\$97,000.00	8	82 ✓
Raymond James	38	28	16	\$98,486.84	8	90 ✓
RBC Capital Markets	37	28	19	\$88,600.00	9	93 ✓
Siebert, Brandford, Shank & Co. LLC	32	29	14	\$80,929.26	10	85 ✓

SIGNATURE OF RATER: 

PRINT NAME: Doug Timms

DATE: 4/21/11



**ST. JOHNS COUNTY
PURCHASING DEPARTMENT**
2446 Dobbs Road
St. Augustine, Florida 32086

I N T E R O F F I C E M E M O R A N D U M

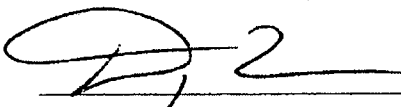
TO: Doug Timms, OMB Director
FROM: Bridget Mein, Contract Specialist
SUBJECT: RFP 11-55 Bond Underwriting Services
DATE: April 28, 2011

Attached please find a copy of the RFP Evaluation Summary Sheet for your file as recorded and verified at the Evaluation Committee Meeting.

Please review, evaluate and make a written recommendation for this project. Also, indicate the budgeted amount for this item along with the appropriate charge code and return to my attention as soon as possible.

Please let me know if I can assist your department in any other way.

RECEIVED ST. JOHNS
COUNTY PURCHASING
2011 MAY - 2 A 8:57

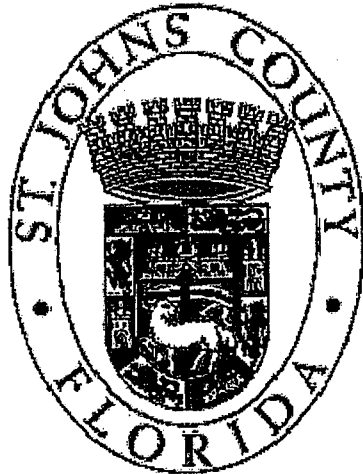
Dept. Approval 
Date 4/28/11
Budget Amount TBD
Account Funding Title ISSUANCE COSTS WILL BE A PART OF
Funding Charge Code THE SPECIFIC DEBT ISSUE WHEN IT OCCURS
Award to RBC CAPITAL MARKETS *
Award Amount TBD

* PFM, LLC, the County's Financial Adviser, ALSO RECOMMENDS THAT THE SECOND RANKED FIRM, BANK OF AMERICA MERRILL LYNCH, BE RETAINED AS A POSSIBLE CO-MANAGER FOR FUTURE COUNTY DEBT ISSUES

St. Johns County, Florida

Response to Request for Proposals for Bond Underwriter Services

March 31, 2011



RBC Capital Markets®

**PROPOSAL TO SERVE AS UNDERWRITER
TO ST. JOHNS COUNTY, FLORIDA**

TABLE OF CONTENTS

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1	Letter of Transmittal
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3	Approach to Providing Services and Support/ Understanding of Scope of Services
4	Professional Qualifications of Key Personnel
5	Fees
Appendix A	Florida Representative Financings as Senior Manager
Appendix B	St. Johns County Financings Since 2006
Appendix C	Drug Free Workplace Form Insurance Certificate





RBC Capital Markets®

1650 Prudential Drive, Suite 101
Jacksonville, Florida 32207
(904) 399-4496
(866) 696-1860 Fax

March 31, 2011

Ms. Bridget Mein, Contract Specialist
Purchasing Department
St. Johns County
2446 Dobbs Road
St. Augustine, FL 32086

Dear Ms. Mein:

RBC Capital Markets (RBCCM) is pleased to present our proposal to serve as senior managing underwriter to St. Johns County. With nearly 100 years in structuring innovative and cost-effective financing programs throughout the nation, RBCCM provides the optimum blend of experience, commitment, and technical expertise for the County's financings.

Commitment to St. Johns County: RBCCM's commitment to St. Johns County is second to none. Our uninterrupted record of service has been exhibited in our unmatched dedication having served as senior or sole manager on 30 financings for the County, totalling over \$505 million since 1983. St. Johns County has consistently assigned its most challenging transactions to RBCCM and we, in turn, have consistently delivered. **Mitch Owens has been a mainstay of Florida municipal finance and having an investment banker of his experience level available locally is a significant strength of our firm and distinguishing attribute versus our competitors.**

This continuing experience with the County, as well as the municipalities within the County, provides RBCCM with a unique insight regarding the intricacies of the County's financings and will enable our firm to assist in the structuring and marketing of its transactions at the lowest possible interest cost.

RBC – A Global Aa1/AA--Rated Bank: RBCCM is the investment banking division of the Royal Bank of Canada Financial Group (RBC), the 5th largest bank in North America by market capitalization and one of the highest rated banks in North America with a Moody's ratings of Aa1. RBCCM is ranked as the #1 Senior Managing Underwriter in the nation based on the number of negotiated issues, averaging 2 to 3 new senior managed issues every trading day. Due to our conservative culture, we have had minimal exposure and write-downs related to the sub-prime mortgage crisis. We have not needed any U.S. or Canadian government assistance. Our capital remains strong and ready to assist the County in obtaining the most successful financings.

Florida's Leading Underwriter: RBCCM has been the leading managing underwriter of Florida municipal bonds since 1966, underwriting more Florida bond issues than any other firm in the United States. From 1996 through 2010, RBCCM ranked as the #1 Senior Managing Underwriter based on the number of Florida negotiated transactions. **Since 2000, RBCCM has served Florida clients as either underwriter or financial advisor on over 1,300 financings representing over \$65 billion.** RBCCM's commitment of Florida resources represents one of the largest municipal finance departments in the State.

Florida Senior Manager Rankings by # of Issues 1996 - 2010 Full Credit to Book Runner			
Book Runner	Par Amount (US\$ mil)	Rank	Number of Issues
RBC Capital Markets	20,056.8	1	1,013
Bank of America Merrill Lynch	45,236.6	2	782
Citi	53,245.1	3	720
Prager Sealy & Co LLC	9,561.2	4	578
Wells Fargo & Co	11,603.9	5	441
SunTrust Capital Markets Inc	4,355.8	6	337
Raymond James & Associates Inc	9,332.9	7	336
J P Morgan Securities LLC	28,441.3	8	312
UBS Securities LLC	21,609.2	9	306
Morgan Stanley	16,147.6	10	177
Barclays Capital	12,398.0	8	131
Total	231,988.4	-	5,133

Source: Thomson Financial



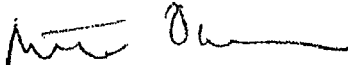
Marketing and Distribution Capabilities: RBCCM offers the County one of the largest and most diverse sales forces in the United States. Our vast retail distribution network is comprised of over 2,100 investment executives operating from 199 different offices nationwide. We will utilize our Florida offices in Jacksonville, Orlando, St. Petersburg, Tampa, Naples, Palm Beach Gardens, West Palm Beach, Miami and Plantation, to implement a customized marketing and distribution strategy, **INVEST IN ST. JOHNS COUNTY**. RBCCM has used this marketing strategy for other Florida issuers including Sarasota County, the Sarasota County School Board, and the cities of Jupiter and Sanibel with great success in placing the bonds with local investors and meeting the issuer's wishes to maximize local participation.

The **INVEST IN ST. JOHNS COUNTY** strategy will include postcards mailed to property owners in the County where the business concentration and population demographics indicate that they would be the most likely to purchase tax-exempt securities. We anticipate distributing approximately 10,000 postcards to local residents, property owners and businesses to promote the County's Bond sale. We will place ads in the St. Augustine Record printed newspaper and online website several weeks in advance of the sale. These postcards and ads will notify residents and property owners of the upcoming bond sale. In addition to retail marketing, RBCCM's 34 institutional salespeople provide complete coverage of all major institutions and middle tier investors. With Wealth Management and public finance offices throughout Florida and the Nation, RBCCM's customized **INVEST IN ST. JOHNS COUNTY** strategy will provide strong retail participation and the St. Johns County property owners and businesses will have the opportunity to invest in their community.

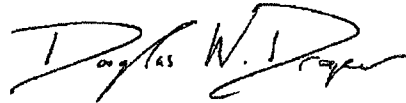
Conflict of Interest: To the best of our knowledge, no clients of RBCCM are currently involved in or anticipate being involved in proceedings or transactions involving St. Johns County as an adverse party. To the best of our knowledge, there exists no existing or potential conflict of interest for the firm or its employees pertaining to St. Johns County.

We look forward to putting our underwriting, sales and marketing expertise to work as senior manager for St. Johns County. Our response to this Request for Proposal contains full disclosure and is complete and accurate in all material respects. Please contact either of us should you have any questions or need any clarifications.

Sincerely,



Mitchell N. Owens
Managing Director
1650 Prudential Drive, Suite 101
Jacksonville, FL 32207
PH: (904) 399-4496
mitch.owens@rbccm.com



Douglas W. Draper
Vice President
100 2nd Avenue South, #800
St. Petersburg, FL 33701
PH: (727) 895-8858
doug.draper@rbccm.com



Firm's Experience and Capabilities

- a) *A description of the capabilities, experience and expertise of the firm as a whole in the following aspects of Florida municipal and county bonds:*
- 1) *underwriting the type of bonds being proposed in this request for proposals,*
 - 2) *marketing the County's bonds or other debt instruments to appropriate investors, and*
 - 3) *how best to conduct a negotiated sale given current market conditions.*

CAPABILITIES, EXPERIENCE AND EXPERTISE OF THE FIRM

RBCCM has been the #1 ranked senior manager in the nation by number of issues for seven out of the last eight years. RBCCM is the most active underwriter of municipal bonds, underwriting an average of 8-10 new issues per week. We are one of the only underwriters to significantly increase their underwriting activity on a year-over-year basis. Our underwriting volume is critical in the current market given the diversity of investors comprising the buyer base, rather than the few hedge funds and tender option programs that were dominant purchasers prior to the financial crisis.

National Senior Manager Rankings Negotiated: Full Credit to Book Manager 01/01/2010 - 12/31/2010			
Full to Book Runner	Number of Issues	Rank	Par Amount (US\$ mil)
RBC Capital Markets	632	1	18,806.4
Bank of America Merrill Lynch	483	2	48,543.0
Piper Jaffray & Co	471	3	6,435.6
Robert W Baird & Co Inc	461	4	3,514.4
D A Davidson & Co	460	5	2,779.2
Citi	374	6	49,497.0
Stifel Nicolaus & Company Inc	332	7	4,646.5
Morgan Keegan & Co Inc	328	8	8,760.3
George K Baum & Company Inc	311	9	4,031.7
J P Morgan Securities LLC	305	10	39,739.3
Total	9,314	-	357,051.8

Source: Thomson Financial

Our experience with St. Johns County, having served as senior or sole manager on 30 financings for the County since 1983 proves our capabilities to underwrite the type of bonds being proposed in this request for proposal and provides RBCCM with a unique insight regarding the intricacies of the County's financings and will enable our firm to assist in the structuring and marketing of its transactions.

RBCCM has been the leading managing underwriter of Florida municipal bonds since 1966, **underwriting more Florida bond issues than any other firm in the United States.** From 1996 through 2010, RBCCM ranked as the #1 Senior Managing Underwriter based on the number of Florida negotiated transactions. **Since 2000, RBCCM has served Florida clients as either underwriter or financial advisor on over 1,300 financings representing over \$65 billion.** RBCCM's commitment of Florida resources represents one of the largest municipal finance departments in the State.

Examples of RBCCM's underwriting capabilities with the types of bonds being proposed by the County:

Firm's Experience and Capabilities

- a) *A description of the capabilities, experience and expertise of the firm as a whole in the following aspects of Florida municipal and county bonds:*
- 1) *underwriting the type of bonds being proposed in this request for proposals,*
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Examples of RBCCM's underwriting capabilities with the types of bonds being proposed by the County:

Water and Sewer Experience

RBCCM is a proven leader in the underwriting and marketing of utility bonds. Since 2007, RBCCM has served as Senior Managing Underwriter on 241 water and sewer transactions totaling in excess of \$4.2 billion. This includes senior managing 9 Florida water and sewer transactions totaling over \$1.2 billion.

Our recent Florida water and sewer experience includes financings for Miami-Dade County, Martin County, Seacoast Utilities, Boynton Beach, Jupiter, Marco Island, Titusville, Hollywood, Miami Beach, Tamarac, Port St. Lucie, Clearwater, Marathon, Naples, Fort Myers, Cape Coral, and Sarasota. RBCCM recently served as senior manager on a \$30 million water and sewer transaction for Miami Beach and as senior manager on a \$46 million water and sewer financing for the Town of Davie. We were recently selected as an underwriter on a \$45 million utility acquisition for Oviedo.

An example of our water and sewer experience is shown in our efforts on behalf of the County with the acquisition by the Ponte Vedra Utility System.

St. Johns County, Florida Ponte Vedra Utility System Revenue Bonds, Series 2006: In February of 2006, RBC Capital Markets was Senior Manager with Mitch Owens as the lead banker on the acquisition of the private investor owned Ponte Vedra Utility System ("PV"). The PV system primarily served residential and light commercial customers in a largely developed and relatively affluent area in the northeast portion of St. Johns County. The PV system had a lower rate structure than surrounding systems and anticipated only small developmental growth in the future. The St. Johns County Board of County Commissioners decided that the acquisition of the PV system would be funded from PV's own revenue base without back-up or subsidy from the County's Water and Wastewater System.

RBC Capital Markets led the financing team during the acquisition period working closely with County staff, Feasibility Consultant and other professionals to negotiate a purchase price. Part of this process was creating a financing that incorporated a rate structure that minimized the effect of the acquisition on the average PV ratepayer. Once the acquisition price was settled, RBC Capital Markets and other bond professionals structured bond documents that matched the County's existing Water and Wastewater documents but relied solely on the PV system as the source of payment. Upon completion of the bond documents, the County, with RBC Capital Markets assistance was able to obtain a competitive insurance premium.

As Senior Manager, RBC Capital Markets took the lead in the sale and marketing of the bond issue. Local access to bonds was a strong priority of the County and RBC Capital Markets used presale efforts and historical knowledge to maximize local retail distribution. Through RBC Capital Markets' efforts, the County was able to have a successful bond sale without paying any pricing premium for utilizing a stand alone revenue structure without County subsidy.

RBCCM as Sole Manager financed an additional acquisition for St. Johns County. Due to the geographic proximity to the Ponte Vedra System as well as similar customer bases, the County desired to incorporate the acquisition of the privately owned Intercoastal Utility (ICU) into the recently formed PV System. RBCCM staff and professionals were able to structure a financing which not only enabled the acquisition (\$24,500,000) done through an eminent domain court proceeding, but provided over \$3 million additional dollars for system-wide improvements with the majority of the previous ICU customers will be paying lower rates. Through the efforts of RBCCM and the County's financial advisor, municipal bond insurance was obtained from Financial Security Assurance, Inc. (FSA) at prices lower than the Series 2006 financing. As with the Series 2006 Bonds, the County was able to acquire a private utility for the betterment of its citizens without paying a pricing premium for utilizing a stand alone revenue structure.

Sales Tax Experience

RBCCM has served as senior manager on 23 Sales Tax financings totalling over \$617 million since 2007. In Florida, we have served as senior manager on 5 Florida Sales Tax issues totalling approximately \$270 million since 2004 for the counties of St. Johns, St. Lucie, Sumter, as well as the cities of Port St. Lucie and the Leesburg.

Sale Date	Par Amount	Issuer	Issue Description	Series
02/23/10	11,825,000	Glenwood Springs-Colorado	Sales & Tax Revenue Ref Bonds	Series 2010
08/06/09	7,175,000	Casa Grande-Arizona	Excise Tax Revenue Obligations	Series 2009 A
08/06/09	11,625,000	Casa Grande-Arizona	Excise Tax Revenue Obligations	Series 2009 B
07/21/09	17,960,000	Bullhead City Muni Prop Corp	Excise Tax Revenue & Ref Bonds	Series 2009
07/13/09	2,885,000	Ringgold Co (Mount Ayr) CSD	Sch Infra Sales Svcs & Use Tax	Series 2009
07/01/09	6,190,000	Roaring Fork Transportation Auth	Sales & Use Tax Revenue Bonds	Series 2009 A
06/10/09	14,300,000	Tempe City-Arizona	Excise Tax Revenue Obligations	Series 2009 A
05/05/09	33,940,000	Denver City and Co-Colorado	Excise Tax Revenue Ref Bonds	Series 2009 B
03/25/09	10,686,000	Longview Economic Dev Corp	Sales Tax Revenue Bonds	Series 2009
01/16/09	71,025,000	Clay Co-Florida	Infrastructure Sales Rev Bonds	Series 2009
06/03/08	30,170,000	Tempe City-Arizona	Transit Excise Tax Rev Oblig	Series 2008
05/20/08	11,750,000	El Cerrito Public Financing Auth	Sales Tax Revenue Bonds	Series 2008
05/14/08	5,015,000	Port St Lucie City-Florida	Sales Tax Refunding Revenue Bonds	Series 2008
03/26/08	11,000,000	Bernalillo Co-New Mexico	Gross Receipts Tax Ref Rev Bonds	Series 2008
11/15/07	2,635,000	Portland Comm Ctr Complex Dev Cp	Sales Tax Revenue Ref Bonds	Series 2007
11/08/07	17,915,000	Sedona City-Arizona	Excise Tax Revenue Oblig Bonds	Series 2007
10/25/07	3,040,000	Sonoma Co-California	Sales Tax Revenue Bonds	Series 2007 B
09/27/07	10,580,000	St Paul City-Minnesota	Subordinate Sales Tax Rev Bonds	Series 2007 A
09/27/07	16,700,000	St Paul City-Minnesota	Subordinate Sales Tax Rev Bonds	Series 2007 B
06/15/07	27,135,000	Queen Creek Town-Arizona	Excise Tax & St Rev Obligations	Series 2007
06/07/07	35,670,000	Phoenix City Civic Imp Corp	Sub Excise Tax Rev Ref Bonds	Series 2007 C
06/07/07	196,540,000	Phoenix City Civic Imp Corp	Sr Lien & Sub Excise Tax Rev Ref	Series 2007 A & B
06/06/07	50,000,000	Tempe City-Arizona	Dem Transit Excise Tax Rev Oblig	Series 2007
04/10/07	11,330,000	Georgetown Trans Enhance Corp	Senior Lien Sales Tax Rev Bonds	Series 2007

Tourist Development Tax Experience

RBCCM has served as senior manager on 15 Tourist Development Tax and convention center/civic center financings totaling in excess of \$350 million since 2007.

As Orange County's Financial Advisor from 2000 – 2005, RBC Capital Markets has an in-depth knowledge of Central Florida Tourist Development Tax (TDT) financings and their unique credit considerations. We assisted the County in the issuance of its \$221 million Subordinate Tourist Development Tax Bonds to complete Phase V of the Convention Center after 9/11, and completed 5 TDT financings totaling over \$671 million for Orange County.

RBCCM assisted Orange County in securing bond insurance and obtaining ratings on the Subordinate TDT Bonds after 9/11. Our long-standing relationships with the investor community were crucial to obtaining multiple competitive bids, as our underwriting desk interfaced with the underwriters and institutional investors which were critical to the success of the sale.

Sale Date	Par Amount	Issuer	Issue Description	Series	Role
01/25/07	8,920,000	Round Rock City-Texas	Hotel Occupancy Tax Rev Ref Bonds	Series 2007	LEAD
11/10/09	89,795,000	Richmond Jt Pwrs Financing Auth	Lease Revenue Ref Bonds	Series 2009	LEAD
09/18/07	101,420,000	Richmond Jt Pwrs Financing Auth	Lease Revenue Bonds	Series 2007	LEAD
04/10/07	4,200,000	Oberlin City-Ohio	Muni Service Center Complex Notes	Series 2007	SOLE
06/11/07	1,800,000	Billings City-Montana	General Obligation Bonds	Series 2007 B	SOLE
07/17/07	9,005,000	New Albany Village-Ohio	GO Capital Facilities Bonds	Series 2007	SOLE
11/15/07	2,635,000	Portland Comm Ctr Complex Dev Cp	Sales Tax Revenue Ref Bonds	Series 2007	SOLE
10/16/09	4,055,000	Brentwood Infrastructure Fin Au	Lease Revenue Bonds	Series 2009 A	SOLE
10/16/09	43,945,000	Brentwood Infrastructure Fin Au	Lease Revenue Bonds	Series 2009 B	SOLE
11/05/09	11,335,000	Mason City-Ohio	Certificates of Participation		SOLE
02/27/07	405,000	Albany Industrial Dev Agency	Civic Facility Revenue Bonds	Series 2007 B	SOLE
02/27/07	7,240,000	Albany Industrial Dev Agency	Civic Facility Revenue Bonds	Series 2007 A	SOLE
05/02/07	330,000	Albany Industrial Dev Agency	Civic Facility Revenue Bonds	Series 2007 B	SOLE
05/02/07	12,780,000	Albany Industrial Dev Agency	Civic Facility Revenue Bonds	Series 2007 A	SOLE
05/14/08	53,050,000	Arizona Tourism & Sports Auth	Revenue Refunding Bonds	Series 2008	SOLE



RBC Capital Markets®

Florida Covenant to Budget and Appropriate (CBA) Experience

RBCCM has completed numerous covenant to budget and appropriate financings for Florida issuers, such as the cities of Sarasota, Leesburg, Cape Coral, Fort Myers, Miami Beach, Miami, Boynton Beach, Hollywood and Naples and the counties of Citrus and Hernando, and the First Florida Governmental Financing Commission. We understand the rating agencies, bond insurers and investor's views on such credits and how to best market CBA bonds. Below is a listing of Florida CBA bonds where RBCCM served as underwriter or financial advisor since 2008.

Sale Date	Par Amount	Issuer	Issue Description	Series	Role
09/24/10	54,890,000	St. Cloud City-Florida	Capital Improvement Revenue Bonds	Series 2010A&B	LEAD
08/11/10	13,805,000	Miami-Dade Co-Florida	Capital Asset Actn Special Oblig	Series 2010 C	CO-MGR
08/11/10	15,925,000	Miami-Dade Co-Florida	Capital Asset Actn Special Oblig	Series 2010 A	CO-MGR
08/11/10	71,115,000	Miami-Dade Co-Florida	Capital Asset Actn Special Oblig	Series 2010 B	CO-MGR
08/05/10	2,935,000	Fort Pierce City-Florida	Capital Improvement Rev Ref Bonds	Series 2010 B	SOLE
08/05/10	6,825,000	Fort Pierce City-Florida	Capital Improvement Rev Ref Bonds	Series 2010 A	SOLE
04/21/10	9,910,000	Citrus Co-Florida	Capital Imp Revenue & Ref Bonds	Series 2010 A	LEAD
04/21/10	15,100,000	Citrus Co-Florida	Capital Improvement Revenue Bonds	Series 2010 B	LEAD
02/19/10	9,980,000	Hernando Co-Florida	Non-Ad Valorem Ref Revenue Bonds	Series 2010	FA
02/11/10	69,775,000	Gulf Breeze City-Florida	Floating Rate Demand Revenue Bonds	Series 1985J	LEAD
09/24/09	52,090,000	Jacksonville City-Florida	Special Revenue Bonds	Series 2009 B-1 A	CO-MGR
09/24/09	55,925,000	Jacksonville City-Florida	Special Revenue Bonds	Series 2009 B-1 B	CO-MGR
10/03/08	6,650,000	Fort Pierce City-Florida	Capital Improvement Rev Ref Bonds	Series 2008 B	SOLE
10/03/08	23,190,000	Fort Pierce City-Florida	Capital Improvement Rev Ref Bonds	Series 2008 A	SOLE
01/16/08	38,345,000	Palm Bay City-Florida	Special Obligation Bonds	Series 2008	SOLE

Surface Transportation Financing Experience

Since 2006, as a firm, RBC has senior managed 762 surface transportation financings totalling \$2.8 billion in par. In addition, we have served as co-manager on an additional 223 financings totalling \$42.5 billion.

Special Assessment Financing Experience

RBCCM distinguishes itself from its competitors by their banker's experience in special assessment finance (i.e. special tax / community development district). Our platform emphasizes both expertise in special assessment finance as well as a local awareness of the needs and challenges of our clients in each region of the state.

Mr. Draper has particular expertise in special assessment financing initiatives including having participated as lead analyst or senior banker in 90 separate special assessment development district transactions for \$1.175 billion.

Mr. Draper's comprehensive knowledge of risk management principals and credit fundamentals gained through his land-secured special assessment financing experience coupled with his well-rooted governmental finance background provides a unique skill set critical to these types of financings.

Mitch Owens and Doug Draper's, collectively, have a tremendous amount of special assessment finance underwritings which places RBCCM bankers among the experts in this field of tax-exempt finance. As one of the most experienced special assessment banking teams in the state, they have, collectively, dealt with the legal, financial, builder and credit enhancer constituencies on behalf of clients and issuers more often and on larger, more complex financings than any other firm.

Below is a list of special assessment financings since 2005 where RBCCM served as senior manager.



Sale Date	Par Amount	Issuer	Issue Description	Series	Role
12/03/08	31,360,000	Port St Lucie City-Florida	Special Assessment Ref Bonds	Series 2008 A	SOLE
11/15/07	155,840,000	Port St Lucie City-Florida	Special Assessment Bonds	Series 2007 B	SOLE
05/23/07	7,280,000	Portofino Landings Comm Dev Dt	Special Assessment Bonds	Series 2007 A & B	SOLE
02/06/07	6,635,000	Port St Lucie City-Florida	Special Assessment Bonds	Series 2007 A	SOLE
12/12/06	10,445,000	Creekside Community Dev Dt	Special Assessment Bonds	Series 2006	SOLE
11/01/06	25,185,000	Port St Lucie City-Florida	Special Assessment Bonds	Series 2006 A	SOLE
10/21/05	6,375,000	Portofino Isles Community Dev Dt	Special Assessment Bonds	Series 2005	SOLE
09/16/05	18,725,000	Port St Lucie City-Florida	Special Assessment Bonds	Series 2005A	SOLE
09/14/05	4,765,000	Port St Lucie City-Florida	Special Assessment Bonds	Series 2005 B	SOLE

MARKETING STRATEGY FOR THE COUNTY'S BONDS OR OTHER DEBT INSTRUMENTS TO APPROPRIATE INVESTORS

Institutional Distribution Capabilities

RBCCM's institutional sales and trading professionals cover a national account base which includes bond funds, pension funds, hedge funds, insurance companies, corporations and investment advisors. We utilize our extensive domestic distribution network to target these buyers, including:

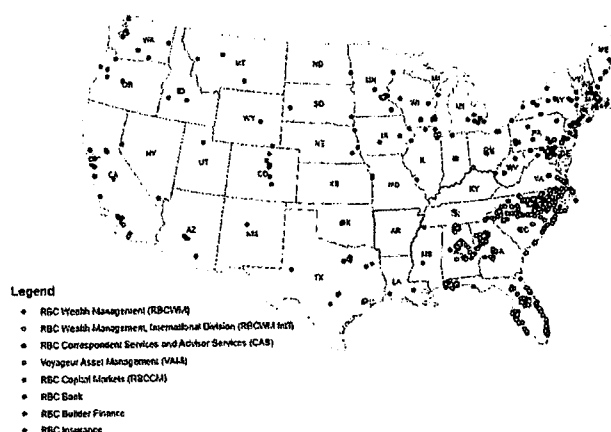
- 23 dedicated municipal salespeople covering Tier I, II and III investors;
- 40 municipal traders and underwriters;
- 7 short-term sales and trading specialists; and
- 9 fixed income research analysts.



As the most active underwriter in the industry, our underwriters and salespersons are in constant contact with investors, which enables us to price our transactions more aggressively.

Retail Distribution Capabilities

RBC's Wealth Management Group provides one of the largest national retail sales forces in the Country, with 2,120 retail sales professionals operating from 199 offices in 40 states. In July 2010, RBC Wealth Management ranked 2nd overall in customer satisfaction among major investment firms by JD Power. RBC currently has \$182 billion in assets under management, of which \$31 billion, or 17% of total assets, is composed of municipal debt. In Florida, RBC provides the County with one of the largest retail sales forces in the State, with 75 retail sales professionals in 9 offices located in **Jacksonville**, Orlando, St. Petersburg, Tampa, West Palm Beach, Palm Beach Gardens, Naples, Miami, and Plantation. The firm has 29,888 Florida retail accounts totalling over \$10.2 billion.



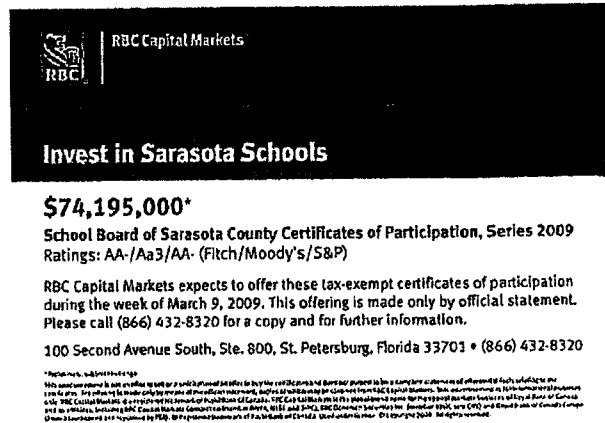
Given the importance of retail investors in the current market and the demographics of the area's residents, RBCCM will utilize our **INVEST IN ST. JOHNS COUNTY** strategy to market the County's securities. Our focused marketing campaign on local, Florida and national retail investors will be a positive and successful strategy to

secure the lowest interest rates and generate positive public relations for the County. In 2010, we served as Senior Manager to Sarasota County for their \$18,760,000 Communications Service Tax Revenue Bonds (non-ad valorem) and mailed 12,000 postcards to county property owners. At the end of the order period, RBCCM had obtained orders on approximately \$23.2 million of the Bonds, with several maturities oversubscribed.

We have also used this strategy on bond issues for the Sarasota County School District and the cities of Jupiter and Sanibel. RBCCM's INVEST IN ST. JOHNS COUNTY strategy includes the following key components:

1) INFORM LOCAL INVESTORS

- a) **MAIL POSTCARDS TO THE AREA'S MAJOR PROPERTY OWNERS** – RBCCM will develop a postcard that will be mailed to St. Johns County's major property owners at least two weeks prior to the securities pricing. We would purchase a list of property owners with the highest taxable property values from the St. Johns County Property Appraiser and send a postcard to these property owners, **mailing approximately 10,000 postcards**. Adjacent is an example postcard that we used for our marketing campaign for Sarasota County School District financing.



- b) **PLACE ADS IN LOCAL NEWSPAPERS** – We will place ads in local newspapers such as the St. Augustine Record several weeks prior to the sale to notify residents and property owners of investment opportunity.
- c) **MOBILIZE OUR LOCAL SALES FORCES** – RBCCM's Florida retail salespeople will mail information on the County's upcoming issue to their local current and prospective clients.

- 2) **MARKET TO FLORIDA AND NATIONAL RETAIL INVESTORS** – The key to a successful debt issuance, particularly in the current market environment, is constant communication with investors throughout all stages of the underwriting, including the pre-marketing, pricing, and post-marketing periods. We recommend mailing and electronically posting a Preliminary Official Statement **two weeks prior** to the anticipated pricing date.

- 3) **ONE DAY RETAIL ORDER PERIOD** – We recommend a **one-day retail** order period, with a priority of orders as follows:
 - a. St. Johns County residents, property owners and corporations
 - b. Florida retail
 - c. National retail

- 4) **AGGRESSIVE INSTITUTIONAL PRICING TO PLACE ANY REMAINING BONDS** – RBCCM will utilize our broad institutional investor network to place any remaining securities. Based on our marketing and capital strengths, we are best positioned to serve as the County's senior managing underwriter and obtain the lowest cost for its securities.

CONDUCTING A NEGOTIATED SALE UNDER CURRENT MARKET CONDITIONS

As the most active Senior Managing Underwriter of negotiated bond issues in the country, RBCCM has assisted numerous clients on a wide variety of negotiated sales. RBCCM has the requisite knowledge, ability, and experience to provide comprehensive assistance to the County's staff and financial advisor in developing each financing. With regard to the County's financings, our assistance will include, but not be limited to, the following:

- Evaluate the cost benefit of bond insurance for this transaction, including insuring only a portion of the transaction;
- Assist the County and financial advisor in preparation of the rating agency and bond insurance presentations, should bond insurance be deemed cost-effective;
- Advise the County and staff as to market conditions and timing of the sale of the debt;
- Provide recommendations regarding maturity schedule, covenants, redemption provisions, reserve funds and their requirements, parity bond provisions, flow of funds, issuance expenses and costs, discount and interest rates;
- Prepare with all parties relevant ordinances, resolutions and other legal documents governing the issuance of the bonds and make specific recommendations where appropriate;
- Provide comprehensive assistance with the preliminary and final official statements;
- Assist the County and financial advisor in structuring and presenting a national web based investor information presentation;
- Provide County staff, financial advisor and co-managers with complete transparency during pricing/marketing of bonds; and
- Assist with the preparation and execution of closing documents.

Establish Early Communication with Both Retail and Institutional Buyers: The key to a successful debt issuance is constant communication throughout all stages of the underwriting, including the pre-marketing, pricing, and post-marketing periods. As the most active underwriter of senior managed issues in the country, RBCCM has the experience needed to actively communicate and disseminate pertinent information for the County for their upcoming financings. As discussed above, RBCCM, through its proposed INVEST IN St. Johns County strategy, will perform an extensive pre-sale marketing effort to target local retail investors. This marketing effort will include advertisements placed in local newspapers which announce the sale of the bonds and provide toll-free telephone numbers to RBCCM's Florida sales offices. We also recommend mailing and electronically posting a Preliminary Official Statement ("POS") approximately one-two weeks prior to the anticipated bond pricing date, as well as holding premarketing briefings with key institutional and retail accounts to summarize the County's financing. Should it be the County's wish, we would hold conference calls with bond fund managers explaining the unique provisions of the County's financings. After gauging market demand for each issue, we will advise the County as to market conditions and recommended timing of the sale of the Bonds. All of the above would be done in conjunction with and early involvement of the management team including co-managers and selling group members to assure effective contributions by all team members to the marketing effort.

Retail-Only Order Period: The cornerstone of RBCCM's INVEST IN St. Johns County strategy is the two day retail-order period. As discussed, Florida municipal securities can often be sold at lower interest rates to investors within the County. As with institutional clients, Florida residents will often pay more for Florida bonds, as they are familiar with the issuers and thus are more comfortable with issuers' credit. Thus, tapping the Florida retail base should prove beneficial to the County. As previously mentioned, RBCCM's Wealth Management's account base of approximately 700,000 national retail accounts is somewhat different than the account base of Wall Street firms, as it was founded primarily as a municipal bond firm with municipal bonds being one of the firm's dominant products.

Aggressive Institutional Pricing to Place any Remaining Bonds: After an extensive retail marketing effort, RBCCM will market the remaining bonds to various institutions at the rates established in the less yield-sensitive retail market. Our extensive penetration of Tier I, II, and III accounts provides the County with the greatest depth of distribution on or off Wall Street, ensuring maximum demand for the County's debt offering.

Capital Commitment: RBCCM has capital available to underwrite single debt issues of up to \$12.4 billion and is willing to commit capital to ensure our clients obtain strong execution. Underwriting large unsold balances saves the issuer the penalty of pricing at a higher market clearing level. In the past two years, RBCCM has maintained the ability to inventory large portions of unsold bonds and has committed our capital to ensure the successful completion of financings.

Market conditions for year-to-date 2011 have been significantly challenging. The buyer base continues to be extremely shallow, and the consensus view is that the market is highly vulnerable to any selling pressure. It

is worth noting that RBCCM has underwritten balances on roughly 80% of our senior managed transactions in the month of February. Some of the investor reluctance is driven by structural issues in the market and some is seasonal with the April 15 tax deadline approaching.

Bottom line: underwriting bonds in a volatile interest rate environment is the strongest commitment an underwriter can make to an issuer. In the near to mid term, senior managers are going to have to support negotiated transactions far more than has been required in a very long time. As can be seen, many of our largest underwriting commitments listed below came during the most turbulent market conditions which is indicative of our willingness and on-going commitment to support the County's financing endeavours.

RBC Capital Markets
Senior Managed Underwriting Engagements
Selected Commitments to Underwrite Unsold Balances

Name of Issuer	Par Amount of Issue	Balance of Issue Underwritten	% of Issue Underwritten
Miami-Dade County, Florida Water and Sewer	\$443 million	\$140.0 million	32%
University of Texas Board of Regents	\$385 million	\$105.0 million	27%
Arizona School Facilities Board (COPs)	\$580 million	\$130.0 million	22%
State of Alaska (Matanuska-Susitna Borough)	\$244 million	\$120.0 million	50%
New York State Thruway Authority	\$431 million	\$81.8 million	19%
Dormitory Authority of the State of New York	\$356 million	\$60.4 million	17%
Industrial Development Authority of Pima (AZ)	\$176 million	\$57.3 million	33%
Maine Education Loan Authority	\$210 million	\$40.0 million	19%
Arizona State University	\$145 million	\$32.0 million	22%
State Public Works Board of California	\$524 million	\$27.3 million	5%
City of Phoenix, Arizona	\$117 million	\$25.3 million	22%
Duval County School Board	\$42 million	\$15.2 million	35%

