

# CITY OF PHILADELPHIA



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## NOTICE OF UNDERWRITER POOL SELECTION PHILADELPHIA WATER DEPARTMENT

**Overview:** The Office of the City Treasurer of Philadelphia (the “City”) and the Philadelphia Water Department (“PWD”) recently released a Request for Qualifications for Underwriters to select its underwriting pools for the next four years. This selection memo is in regards to the pools for Water and Wastewater Revenue Bonds.

**Mechanics:** The City’s underwriting pool structure has been changed from previous pools. There is now only one Water and Wastewater Revenue Bond pool for Senior Manager and a Co-Manager pool for all City credits including the PWD.

**Senior:** Firms placed in the Senior pool will be eligible to serve as bookrunning senior manager on any fixed-rate PWD transaction (concurrently, the City has established a pool of eligible remarketing agents/commercial paper dealers to serve across all City credits). Firms placed in the Senior pool will also be eligible to become Co-Senior Managers or Co-Managers on any PWD fixed rate transaction. The City intends to select Senior Managers per transaction based on unique or actionable ideas presented by the firm in the Senior Manager pool. The City, at its discretion, may issue a Request for Information (“RFI”) to the Senior Manager pool as part of the selection process for a transaction.

**Co-Manager:** Firms placed in the Co-Manager pool will be eligible to serve as Co-Senior Manager or Co-Manager on any fixed rate City transaction. The City reserves the right to promote any firm from the Co-Manager pool to the Senior pool at any time, based on extraordinary service.

The pools below are effective immediately and will expire December 31, 2020; however, the City may revise this time period at its discretion.

**Senior Pool:** The firms selected for the PWD Senior Pool are:

**BofA Merrill Lynch**  
**Barclays**  
**Citi**  
**Goldman Sachs**

**Janney Montgomery Scott**  
**JP Morgan**  
**Loop Capital**  
**Morgan Stanley**

**PNC**  
**RBC**  
**Siebert Cisneros Shank**

**Co-Manager Pool:** The firms selected for the Co-Manager Pool are:

**Academy Securities**  
**Blaylock Beal**  
**BNY Mellon**  
**Boenning & Scattergood**  
**Cabrera Capital**  
**Drexel Hamilton**

**FTN**  
**M&T**  
**Mesirow Financial**  
**Oppenheimer**  
**Piper Jaffray**  
**Quoin**

**Raymond James**  
**Rice**  
**Stern Brothers**  
**Stifel**  
**US Bancorp**  
**Williams Capital Group**



**City of Philadelphia, Pennsylvania**  
**Water and Wastewater Refunding Revenue Bonds**  
**Series 2017**



*Transaction Schedule As of February 16, 2017*

January							February							March							April						
S	M	T	W	T	F	S	S	M	T	W	T	F	S	S	M	T	W	T	F	S	S	M	T	W	T	F	S
1	2	3	4	5	6	7				1	2	3	4				1	2	3	4							1
8	9	10	11	12	13	14	5	6	7	8	9	10	11	5	6	7	8	9	10	11	2	3	4	5	6	7	8
15	16	17	18	19	20	21	12	13	14	15	16	17	18	12	13	14	15	16	17	18	9	10	11	12	13	14	15
22	23	24	25	26	27	28	19	20	21	22	23	24	25	19	20	21	22	23	24	25	16	17	18	19	20	21	22
29	30	31					26	27	28					26	27	28	29	30	31		23	24	25	26	27	28	29
																					30						

**Weekly Calls: Thursday 3:30 PM 1-877-577-9567 5250680194#**

Date	Task	Responsible Parties*
<b>Week of February 6</b>		
	• Working Group Call	All
	• Circulate First Draft Engineer's Report	Eng.
<b>Week of February 13</b>		
	• Circulate First Draft of POS	City
	• <b>FY 2016/2017 2nd QCMR Released (2/14)</b>	City
<b>Week of February 20</b>		
	• First Draft of Rating Presentation	UC
	• Working Group Call	All
	• <b>FY 2016 CAFR Released (2/24)</b>	<b>City</b>
	• Distribute First Drafts of Appendix A	City
<b>Week of February 27</b>		
	• Final Rating Agency Draft/Materials send to RA	All
	• Working Group Call	All
	• Distribute First Drafts of Appendix B	City
	• Internal Group Meeting to review POS (3/1)	City, PWD, FA, DC, BC
<b>Week of March 6</b>		
	• Rating Agency Calls/Meetings - (March 9th)	City, FA, UC
	• City Disclosure Meeting (3/6)	All
	• Final Drafts of POS/Appendix A & B	All
	• Final Engineers Report	Eng
<b>Week of March 13</b>		
	• Distribute Closing Document	BC
	• Distribute BPA	UC
	• Distribute Investor Presentation	Und
<b>Week of March 20</b>		
	• Receive Ratings	City
	• Finalize POS, Appendix A & B	All
	• <b>Working Group Meeting to Review POS? (TBD)</b>	<b>All</b>
	• Actuarial Report Released (3/23)	City
<b>Week of March 27</b>		
	• Due Diligence	All
	• Post POS	All
<b>Week of April 3</b>		
Wednesday, April 5	• Price Bonds, Sign BPA	All
	• Finalize Closing Documents	All
<b>Week of April 10</b>		
Wednesday, April 12	• Pre-Closing	All
<b>Thursday, April 13</b>	• <b>Closing</b>	<b>All</b>

**Working Group Participant Key :** **City:** City of Philadelphia (Obligor); **DC:** Disclosure Counsel-Greenberg; **CDC:** CTO Disclosure Counsel-Hawkins; **FA:** Co-Financial Advisor-PFM/Acacia; **Fiscal Agent:** US Bank

**BC:** Bond Counsel-Ballard/Ahmad Zaffarese; **UC:** Underwriters' Counsel-Dilworth ; **Sr. Und.:** Senior Underwriter-Goldman/Loop; **Co-Managers:** Janney/Drexel/JP Morgan/Morgan Stanley/PNC



**CITY OF PHILADELPHIA**  
*Water and Wastewater System Revenue Bonds (New Money)*  
**Working Group Distribution List as of 4/20/2017**

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**Water and Wastewater System Revenue Bonds (New Money)**  
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**Water and Wastewater System Revenue Bonds (New Money)**  
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# City of Philadelphia, Pennsylvania

## Water and Wastewater Refunding Revenue Bonds

### Series 2017

Transaction Schedule As of June 12, 2017

May	June	July	August
S M T W T F S	S M T W T F S	S M T W T F S	S M T W T F S
1 2 3 4 5 6			1 2 3 4 5
7 8 9 10 11 12 13	4 5 6 7 8 9 10	2 3 4 5 6 7 8	6 7 8 9 10 11 12
14 15 16 17 18 19 20	11 12 13 14 15 16 17	9 10 11 12 13 14 15	13 14 15 16 17 18 19
21 22 23 24 25 26 27	18 19 20 21 22 23 24	16 17 18 19 20 21 22	20 21 22 23 24 25 26
28 29 30 31	25 26 27 28 29 30	23 24 25 26 27 28 29	27 28 29 30 31
		30 31	

  = Pricing
   = Closing
   = Holiday

Date	Task	Responsible Parties*
<i>Week of May 22</i>		
Wednesday, May 24	<ul style="list-style-type: none"> <li>Working Group Kick-off @ 4pm</li> <li>Call to discuss Structure and Rating Presentation</li> </ul>	All City, FA, UW
<i>Week of May 29</i>		
Monday, May 29	<i>Holiday: Memorial Day</i>	
Wednesday, May 31	<ul style="list-style-type: none"> <li>Working Group Conference Call @ 4pm</li> <li>Circulate 1st draft of Bond Documents</li> <li>Circulate 1st draft of POS</li> <li>Circulate Appendix A/B (Updated with 3rd QCMR)</li> </ul>	All BC DC City, CDC
<i>Week of June 5</i>		
Wednesday, June 7	<ul style="list-style-type: none"> <li>Working Group Conference Call @ 4pm</li> <li>Circulate 1st draft of Ratings Presentation</li> <li>Circulate 1st draft of BPA</li> <li>Circulate 1st draft of Engineering Certificate</li> </ul>	All City, FA UC Engineer
<i>Week of June 12</i>		
Monday, June 12	Internal POS Page-turn @ 9am (Greenberg Traurig, LLP, 2001 Market St.)	City, FA, BC, DC
Wednesday, June 14	<ul style="list-style-type: none"> <li>Working Group Conference Call @ 4pm</li> <li>Circulate revised Bond Documents, POS</li> <li>Finalize Ratings Presentation</li> </ul>	All City, CDC City, FA
<i>Week of June 19</i> <i>(Melissa on vacation June 17-24)</i>		
Wednesday, June 21	<ul style="list-style-type: none"> <li>Working Group Conference Call @ 4pm</li> <li>Send Documents to Rating</li> <li>First Draft of Investor Presentation</li> </ul>	All City, CDC Und
<i>Week of June 26</i>		
Monday, June 26	External POS Page-turn @ 10am (Ballard Spar 1735 Market, 48th floor)	All
Wednesday, June 28	<ul style="list-style-type: none"> <li>Working Group Conference Call @ 4pm</li> <li><b>2017/2018 Budget Adopted and Signed by the Mayor</b></li> <li>Circulate final Engineering Certificate</li> <li><b>Rating Agency calls</b></li> <li>Circulate Due Diligence questions to City</li> </ul>	All City Engineer City, FA DC, CDC
<i>Week of July 3</i>		
Tuesday, July 4	<i>Holiday: Fourth of July</i>	
Wednesday, July 5	Working Group Conference Call @ 4pm	All
<i>Week of July 10</i>		
	<ul style="list-style-type: none"> <li>Working Group conference call (TBD)</li> <li>Receive Ratings</li> <li>Due Diligence call/meeting</li> <li>Circulate draft Closing Documents</li> </ul>	All City, FA All BC





# City of Philadelphia, Pennsylvania

## Water and Wastewater Refunding Revenue Bonds

### Series 2017

Transaction Schedule As of June 12, 2017

May	June	July	August
S M T W T F S	S M T W T F S	S M T W T F S	S M T W T F S
1 2 3 4 5 6			1 2 3 4 5
7 8 9 10 11 12 13	4 5 6 7 8 9 10	2 3 4 5 6 7 8	6 7 8 9 10 11 12
14 15 16 17 18 19 20	11 12 13 14 15 16 17	9 10 11 12 13 14 15	13 14 15 16 17 18 19
21 22 23 24 25 26 27	18 19 20 21 22 23 24	16 17 18 19 20 21 22	20 21 22 23 24 25 26
28 29 30 31	25 26 27 28 29 30	23 24 25 26 27 28 29	27 28 29 30 31
		30 31	

  = Pricing
   = Closing
   = Holiday

Date	Task	Responsible Parties*
<i>Week of July 17</i>		
Wednesday, July 19	<ul style="list-style-type: none"> <li>Working Group Conference Call @ 4pm</li> <li>Working Group call to sign off on POS</li> <li>Circulate final draft of BPA</li> <li><b>Post POS</b></li> <li>Pre-Verification of refunding numbers</li> </ul>	All All UC <b>DC, Printer</b> FA, VA
Friday, July 21	<ul style="list-style-type: none"> <li>Collect Price Views</li> </ul>	UW
<i>Week of July 24</i>		
Tuesday, July 25	<ul style="list-style-type: none"> <li>Pre-Pricing Call</li> </ul>	City, UW, FA
<b>Wednesday, July 26</b>	<ul style="list-style-type: none"> <li><b>Pricing</b></li> <li>Bid Escrow Securities</li> <li>Draft Verification Report disseminated</li> </ul>	<b>City, UW, FA</b> EA VA
Thursday, July 27	<ul style="list-style-type: none"> <li>BPA signed</li> <li>Circulate draft OS</li> <li>Circulate revised Closing Documents</li> <li>Closing Documents sent to City for signatures</li> </ul>	City, UW DC BC BC, City
Friday, July 28	<ul style="list-style-type: none"> <li>Comments due on draft OS</li> <li>Circulate draft Closing Memo</li> </ul>	All UW
<i>Week of July 31</i>		
Monday, July 31	<ul style="list-style-type: none"> <li>Sign-off on OS</li> <li><b>Post OS</b></li> </ul>	All <b>DC, Printer</b>
Friday, August 4	<ul style="list-style-type: none"> <li>Finalize Closing Documents</li> </ul>	All
<i>Week of August 7</i>		
Wednesday, August 9	<ul style="list-style-type: none"> <li>Pre-Closing</li> </ul>	All
<b>Thursday, August 10</b>	<ul style="list-style-type: none"> <li><b>Closing</b></li> <li>Purchase Escrow Securities</li> </ul>	<b>All</b> EA
<b>Wednesday, November 1</b>	<ul style="list-style-type: none"> <li><b>Redeem Bonds</b></li> </ul>	<b>All</b>

**\*Working Group Participant Key:** City: City/Water Dept.; DC: CO-PWD Disclosure Counsel (Greenberg Traurig/Turner Law); BC: Co-Bond Counsel (Ballard Spahr/Ahmad Zaffarese); FA: Co-Financial Advisors (PFM/Acacia); CDC: CTO Disclosure Counsel (Hawkins Delafield & Wood/Law Office of Ann Lebowitz); UW: Underwriters (Sr. Underwriter (Barclays), Co-Sr. Underwriter (Siebert), Co-managers (Raymond James, RBC, Stern Brothers, Williams Capital); UC: Underwriter's Counsel (Duane Morris); Fiscal: Fiscal Agent (US Bank); Engineer: Consulting Engineer (Rafaelis Financial Consultants, Inc.); EA: Escrow Bidding Agent (TBD); VA: Verification Agent (TBD); Printer: Printer (TBD)





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*Water and Wastewater Revenue Refunding*  
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