



Star America Infrastructure Partners

Fund II

Q1 2019



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Executive Summary

Star America Infrastructure Partners, LLC

- US headquartered, North American fund manager focused on building and improving America's infrastructure
- Significant investment in the franchise including **20 professionals**¹ with financial structuring, construction, operating, and asset management expertise
- Proven execution capabilities through eleven Fund I portfolio investments to date¹
- Deep industry network utilized for sourcing transactions and developing consortiums

Focused Investment Strategy

- Greenfield and other selected infrastructure opportunities where Star can leverage its project development, construction management and operational expertise to generate targeted net² fund returns of ~15%
- Strict adherence to Star's proven investment criteria, including backing projects with long lived, highly tangible assets, fixed price, date certain, turn key contracts, and low revenue risk
- Emphasis on P3 transactions and private investments with highly rated counterparties or captive demand
- Targeting four primary sectors, including **Transportation, Social, Environmental, and Communications** (the "Core Sectors"), where significant infrastructure spending is expected over the next decade

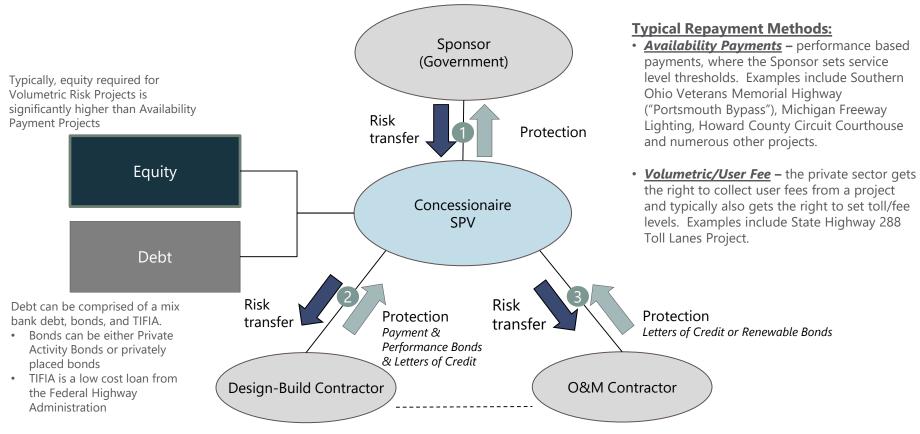
Market Opportunity

- **Nearly \$3 trillion** of near- to mid-term public infrastructure spending required in the US and Canada alone³; additional opportunities in the private sector, where there is significant capital demand⁴
- Widespread adoption of the fully integrated design-build-finance-operate-maintain model, combined with private
 capital investments, to construct and finance core infrastructure assets
- Robust pipeline provides over \$1.6 billion in investment opportunities by the end of 2020⁵

Strong Momentum Across the Platform

- Eleven closed projects across Star's Core Sectors; two exits, three projects completed
- Sourcing engine is producing **high-quality opportunities** and Star's reputation in the market is a **competitive advantage in procurement processes**

Typical Public-Private Partnership ("P3") Structure



- The Agreement between the Government Sponsor and Concessionaire typically resides in a document referred to as a Comprehensive Development Agreement ("CDA") or a Project Agreement. Within the Agreement, the rules of engagement can be explained.
- The construction risk is retained by the Design-Build Contractor, who is best suited to manage this risk. The Design-Build Contractor typically secures their performance with surety bonds, letters of credit and/or corporate parent company guarantees running in favor of the Concessionaire, Lenders and the Government Sponsor.
- The long term operation and management risk is typically retained by a third-party operator and secured by letters of credit and/or corporate company guarantees with specific performance levels. If a maintenance bond is used as an alternative to a letter of credit, it typically needs to be a renewable instrument as the surety industry, like banks, will not be able to provide credit for an extended period.

Star America Team

Star has made significant investments in the team to build a world class platform

Investment Committee



William Marino CEO & Managing Partner



Christophe Petit President & Managing



Mark Melson **Chief Investment Officer**

Investments



Sal Mancini **Senior Advisor**



Jeff Cangemi⁶ **Senior Vice President**

Project Development



Bryan Kendro Project Development Director



Senior Advisor

Operations



Jennifer L. Miller, Esq. Co-COO & General



Glenn P. Cummins, CPA CFA Co-COO, CFO & cco



Investment Director



Jahred Kallop



Kamil Seidl Investment Director



Michael Rueger Vice President



Romain Breuil Vice President



Chris <u>Frauenberger</u> Head of Asset Management



Asset Management

Tom Kutz Project Manager⁷



Joseph Abitbol Project Director



Leon Vedamony Sr. Fin. Manager



Anticipated Hire Sr. Fin. Manager



James Men Fin. Manager



Hubner, Esq. Legal Associate



Chakkalakal Sr. Associate



Sean Dowd **Associate**



Schmetterer Analyst

Platform Momentum

Strong Foundation and Growing Team

- Significant human capital investment across three key functions: Investments, Asset Management, and Operations & Business Development
- Broadened Investment Committee experience with the addition of Jeff Cangemi, who previously worked as a Senior Vice President at LendLease and Balfour Beatty Investments
- High-quality experienced hires; grew team from seven at the time of the first close of Fund I to 20 professionals today¹

Leading Partnerships









DRAGADOS























Deep Pipeline of Opportunities

- 2019/2020 Pipeline of 33 deals representing ~\$1.6 billion of needed equity⁵
- Compelling deal flow driven by industry network, strong reputation and increased market confidence as Star successfully executes Fund I
- Competing for higher equity percentages as lead or co-lead based on experience and generally seeing larger transaction sizes

Notable Fund I Transactions

Transportation

 Project: Southern Ohio Veterans Memorial Highway

• Location: Portsmouth, OH

Grantor: OH DOT Duration: 35 Years

 Payment Mechanism: Availability



Social

 Project: Northside at UT Dallas Phase II

Location: Dallas, TXGrantor: Univ. of Texas

• Payment Mechanism: Rental Revenue

Duration: 61 Years



Communications

 Project: Digital Crossroads Data Center

· Location: Hammond, IN

• **Grantor:** City of Hammond, IN

Duration: N/A

 Payment Mechanism: Revenue risk based on rented capacity

Environmental

 Project: Michigan Freeway Lighting

Location: Detroit, MI

Grantor: MI DOT Duration: 15 Years

 Payment Mechanism: Availability





The Star Difference

Focus on North American investments across the Transportation, Social, Environmental, and Communications sectors where Star can add value through its financial structuring, construction, operating, and asset management experience

Use Network for Sourcing Advantage
Rigorous Underwriting Capabilities
Reduce Risk Through Experience and Structuring Ability
Add Value Through Proactive Asset Management

- Utilize our sourcing capabilities, industry leading partnerships, and financial expertise to invest in assets in the US and Canada
- Target investments where Star can implement improvements to operations, maintenance and functional performance through active asset management and / or contractual protections
- Generate returns from successfully completing construction and operating the assets, ultimately realizing the value-added through exit to the core / core+ brownfield market

Investment Approach

Strict adherence to well-defined investment criteria drives Star's strategy execution

Key Investment Considerations

Core Sectors

✓ Transportation, Social, Environmental, and Communications

Financial

- ✓ Long life, highly tangible assets
- Stable and predictable cash flow
- ✓ Attractive operating leverage
- ✓ Interest rates hedged
- Strong counterparts rated AAA, AA, or A

Project

- ✓ Natural monopoly characteristics
- ✓ Socially beneficial
- ✓ Inflation protection

Development

- ✓ Greenfield or brownfield assets requiring major capital investment for building or renovation
- Experienced partners who are immersed in and understand local competitive dynamics

Typical Equity Investment (excluding Co-investment)

✓ \$20-\$75 million

Number of Investments

√ 15-20

Leverage Deep Experience

- 250 years experience in infrastructure project construction, development, operations, financing and risk management
- Star is increasingly asked to lead or co-lead transactions based on its track record

Capture Market Trends

- Significant gap between required infrastructure spending and public funds available to finance infrastructure projects⁴
- Leverage strong reputation to compete for growing private market infrastructure opportunities
- Growing small to mid-sized local / municipal P3 market (\$100-\$300 million projects) is developing in both civil and social sectors

Value-Added Approach

<u>Development</u>: Careful partner selection and rigorous bid preparation to maximize chances of winning and to increase the likelihood of project success

<u>During Construction</u>: Monitor pre-identified risks, maintain strong partnerships with local contractors and subcontractors, resolve issues before they become problems

<u>Risk Management</u>: **Optimize project structure and incentives** to ensure timely completion and lower costs

<u>Financial Advisory</u>: Leverage relationships with market leading financial institutions to facilitate refinancing and monetization of each investment



Market Opportunity and Detailed Investment Focus

Focus on compelling infrastructure opportunities in the four Core Sectors

- Significant, persistent underspending and poor maintenance in the US has led to a backlog of necessary infrastructure projects the US spends <2% of GDP on public infrastructure⁴
- Nearly \$3 trillion of near-term public infrastructure spending is required in the US and Canada alone⁴
- More financing options, including completely private alternatives, are needed to fund projects
- Evolving procurement model favors firms, like Star, that can provide full lifecycle services design, construction and maintenance

	Star's Core Sectors			
	Transportation	<u>Social</u>	<u>Environmental</u>	Communications
Fund II Potential Target %	~40%	~30%	~10%	~20%
Asset Types	Roads / ParkingBridges / TunnelsRail / Mass TransitMarine	Student Housing / SchoolsHospitalsMunicipal Buildings	 Water & Waste Water Management Waste Management Energy Efficiency and LED Lighting 	Data CentersFiber Optic Cables
Illustrative Transactions	 Portsmouth Bypass Maryland Purple Line SH 288 LaGuardia AirTrain Maryland I-495 / I-270 Express Lanes 	 Northside at UTD Phase I and II San Jose Student Housing Howard County Courthouse Henry J. Daly Building Renovation LA Civic Center 	 Michigan Freeway Lighting Washington, DC Lighting Sarpy County, Nebraska Wastewater Dartmouth Heating Plant and Distribution System 	Digital Crossroads Data Center

Long-term predictable cash flows • Revenues generally secured by highly-rated entities or captive consumer demand Inflation linked payment profile • Return enhancement through project optimization

Fund I Investment Portfolio at March 2019

Current Fund I portfolio consists of eleven investments with two exits¹

Project	Sector	Date of Financial Closing	Status
Realized Investments			
South Fraser Perimeter Road	Transportation	May 2013	Exited (December 2016)
UTD Phase I – Preferred Equity	Social	March 2015	Exited (March 2018)
Unrealized Investments			
Portsmouth Bypass	Transportation	April 2015	Operations
Michigan Freeway Lighting	Environmental	August 2015	Operations
SH-288	Transportation	May 2016	Construction
Purple Line	Transportation	June 2016	Construction
UTD Phase II	Social	February 2017	Operations
San Jose Student Housing	Social	December 2017	Construction
Howard County Courthouse	Social	October 2018	Construction
UTD Phase I – Common Equity	Social	December 2018	Operations
Digital Crossroads Data Center	Communications	December 2018	Construction

Fund I: First Case Study

Opportunities

Southern Ohio Veterans Memorial Highway ("Portsmouth Bypass")

	Project Overview
Transportation	 New four-lane, 16 mile limited access road that bypasses Portsmouth, OH, linking US-23 and US-52
Sourcing Process	 Sourced with ACS and developed the full proposal that was submitted in September 2014
Timeline	 October 2014 – Portsmouth Gateway Group announced as the successful proposer December 2014 – commercial close April 2015 – financial close June 2015 – groundbreaking December 2018 – construction completion
Investment Attractions	 Well-structured availability payment transaction; portion of payments indexed to inflation AA+/Aa1/Aa+ rated counterparty,¹⁰ Ohio Department of Transportation ("ODOT") Concessionaire and construction teams with extensive P3 and local experience Limited O&M scope because of simple operations and ODOT retaining winter maintenance
Value Creation	 Evaluate contracting options for the O&M closer to operations Implement cost savings programs at concessionaire

non-compliance deductions are minimizedManage O&M to maximize the availability payments

Establish processes to monitor construction and ensure that

	Key Data
Total Cost	\$550 million
Revenue Model	Availability
Concession Length	35 years
Grantor	Ohio Department of Transportation ("ODOT")
Consortium Partners	Fund I, ACS, InfraRed



Fund I: Second Case Study

Opportunities

Michigan Freeway Lighting

	Project Overview
Environmental	 Replacement of approximately 15,000 lighting fixtures in the Detroit area with high-efficiency LED lighting Project agreement is for the design, construction, financing, and operations of the new and improved lighting system for 15 years First P3 project for the State of Michigan and first P3 lighting project in the United States
Sourcing Process	 Sourced with Aldridge Electric and Engie (formerly Cofely Services) Developed the full proposal that was submitted in March 2015
Timeline	 May 2015 – Freeway Lighting Partners announced as successful proposer August 2015 – financial close August 2017 – construction completion
Investment Attractions	 Well-structured availability payment transaction AA-/Aa2 rated counterparty, 10 MDOT The construction of the project is very simple from a technical perspective The D&C and O&M contracts transfer the D&C and O&M responsibilities to financially strong counterparties
Value Creation	Implement cost savings programs at concessionaireEstablish processes to monitor construction and ensure that

non-compliance deductions are minimized
• Manage O&M to maximize the availability payments

	Key Data
Total Cost	\$50 million
Revenue Model	Availability
Concession Length	15 years
Grantor	Michigan Department of Transportation ("MDOT")
Consortium Partners	Fund I, Aldridge Electric, Engie



Fund I Investments

South Fraser Perimeter Road (Exited)

Transportation

- Four-lane, 40km road outside of Vancouver, BC
- Partners entered into a 24-year Partnership Agreement with the Grantor for the construction, financing, operations, and maintenance of the asset

Northside at the University of Texas at Dallas – Phase I – Preferred Equity (Exited)

Social

- A new 314 unit / 596 bed student housing development serving the rapidly growing student community at the University of Texas at Dallas ("UTD")
- Project agreement is for the design, construction, financing, and operations of the development with compensation from rental revenues
- P3 through a 61-year ground lease with UTD
- Revenue derived from both student leases and retail rental

State Highway 288 Toll Lanes Project ("SH-288")

Transportation

- Addition of four new toll lanes along a 10-mile stretch of highway south of Houston
- Revenues are derived from toll transactions along the corridor

Maryland Purple Line

Transportation

- Project consists of the design, construction, financing, operations, and maintenance of the new 16.2 mile, 21 station light rail system in the suburbs of Washington, DC
- First transportation P3 in Maryland and the largest light rail project in the US

Northside at the University of Texas at Dallas - Phase II

Social

- Project consists of new student housing and mixed-use development on a 61 year ground lease
- The project includes 275 individual units with 900 total beds, in addition to retail space
- The agreement is for the design, construction, financing, and operations of the development, with compensation from student and retail rental revenue











Fund I Investments Cont.

San José Student Housing

Social

- Class "A," 260-unit / 1,039-bed, purpose-built student housing community
- 543,234 square-foot, 19-story high-rise building including 14,750 square-feet of double-height retail space
- Four-level parking garage topped with a recreation and resort-style pool deck
- A mix of studio, two-bedroom, three-bedroom, and four-bedroom units



Social

- State-of-the-art 230,000 square foot, 4 story circuit courthouse facility with modern equipment and amenities
- Structured parking garage with space for up to 691 vehicles
- Demolition of existing building, including site work, utilities, roads, grading, and preparation for future office buildings
- LEED Silver Certified asset with long-term sustainability focus



Social

- Existing 314 unit / 596 bed student housing development serving the rapidly growing student community at the University of Texas at Dallas ("UTD")
- P3 through a 61-year ground lease with UTD
- Revenue derived from both student leases and retail rental

Digital Crossroads Data Center

Communications

- 400,000 SF data center to be built gradually in four different phases to accommodate the growing demand over time
- Focused on wholesale customers with long term leases which includes operating cost escalators
- Developed as a public-private partnership with the City of Hammond, IN









Pipeline Overview

Project pipeline provides over \$1.6 billion in investment opportunities by the end of 2020^{5, 11}

Exclusive, DD + Shortlisted Projects

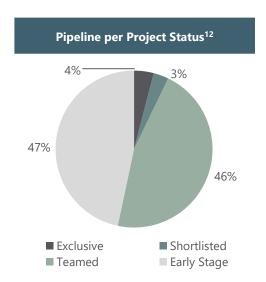
\$115 million by end of H2 2019⁵

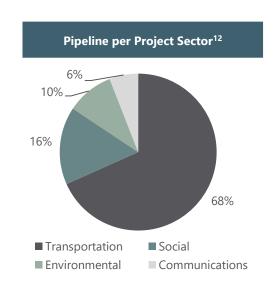
Exclusive, DD + Shortlisted + Teamed Projects

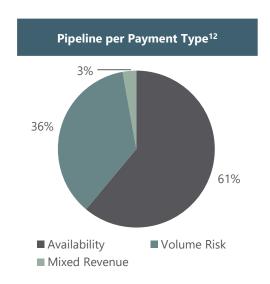
\$855 million by end of 2020⁵

Total Potential Investment Pipeline Opportunities

\$1.6 billion by end of 2020⁵







Illustrative Pipeline Projects

Henry J. Daly Building Renovation



Asset

- Design, renovation, financing, and maintenance of an existing building of approximately 600,000 square feet inclusive of a 182,000 square foot parking garage in the basement
- 150,000 square feet will be for the continued use of the Metropolitan Police Department (MPD)
- Additional office space will be created for other District agencies and other tenants
- Space will need to be allocated for a new, 3,000 square foot Police Museum and other uses
- The Joint Strategic and Tactical Analysis Command Center will require a full technological update and an increase in capacity

LaGuardia AirTrain



Asset

- Design-Build-Finance-Operate-Maintain for approximately 1.5 mile long AirTrain from Mets-Willets Point Station in Flushing, Queens to LaGuardia Airport (LGA)
- The new train line will allow transfers to the 7 train and the LIRR
- Trips between Mets-Willets Point and LGA are expected to take six minutes, with trains running every four minutes
- Scope of work will include provision of rail

Maryland I-495 / I-270 Express Lanes



Asset

- Expand freeway capacity in Maryland's
 Baltimore-Washington corridors through a
 system of managed lanes on I-495 and I270 connecting the Intercounty Connector
 (MD 200) Express Toll Lanes, Virginia's
 system of Express Lanes, and BaltimoreWashington corridors commuter areas in
 Maryland
- Locations under consideration for the managed lanes include I-495 from the American Legion Bridge to the Woodrow Wilson Bridge and I-270 from I-495 to I-70.

Key Data		
Est. Total Cost	\$300 million	
Revenue Model	Availability	
Concession Length	Est. 30 – 35 years	
Grantor	Washington, DC (the District) through its Office of Public Private Partnerships (OP3)	

Key Data		
Est. Total Cost	\$1,500 million	
Revenue Model	Availability	
Concession Length	Est. 30 years	
Grantor	Port Authority of New York and New Jersey (PANYNJ)	

Key Data		
Est. Total Cost	\$7,600 million ¹³	
Revenue Model	Volume Risk	
Concession Length	TBD	
Grantor	Maryland Department of Transportation	

Fund II Terms

Fund Size	Target \$600 million
Objective	To generate attractive risk-adjusted returns through investments in investments in essential and primary infrastructure projects, businesses and assets where the experience of the team provides the most value-add
Target Return	Fund net ² IRR of ~15%
Investment Period	5 years
Term	10 years with possible two 1-year extensions at the option of Fund II GP, possible additional 1-year extension
Geographic Limitations	Primarily USA and Canada with a 15% OECD Sleeve outside of North America
Portfolio Limitations	Without LPAC approval, the Fund will not invest: (i) >20% of total commitments in a single investment; (ii) >\$15mm of total commitments in publicly traded securities; (iii) >40% of total commitments with the same counterparty
Management Fees	1.5% p.a. on total commitments during the Investment Period, then until twelfth year 1.5% p.a. and in the thirteenth year 1.25% p.a. on capital invested plus an amount equal to all binding future investment commitments of Fund II
Carried Interest	20% of distributions above partners' return of capital plus 8% IRR, after a catch up of 80% to GP and 20% to partners

Key Takeaways

- ✓ One of the deepest, most experienced teams in the industry
- ✓ Successful execution of Fund I strategy and development of additional resources
- ✓ Recognition as a transaction leader, with a strong reputation in the market
- Growing and attractive market dynamics, requiring significant capital investment
- Well positioned to deploy capital quickly considering robust pipeline of near-term opportunities

Appendix

- I. Key Investment Risk Factors
- II. End Notes

Key Investment Risk Factors

Risk ¹⁴	Mitigants
Project Delays Risk: Projects may be delayed due to limited resources of subcontractors or other factors	 For investments that rely on subcontractor availability, we pass down completion risk to our contractors, allowing us to seek damages for delayed performance For investments involving a public authority, we account for potential delays due to forces outside our control in our project agreement, thereby protecting us from potential delays
Illiquidity of Investments Risk: Star America Funds' investments are not publicly traded and require divestments to be conducted in a private market to a limited pool of acquirers	 Star America monitors the market for similar transactions, understanding market appetite for similar assets Sell-side advisors with similar divestment experience are engaged in order to provide the best possible market sounding and to manage a competitive sale process
Revenue Risk Risk: Investments that involve revenue risk may not meet forecasted demand	 In regards to student housing investments, Star America seeks investment opportunities that are close to or on campus in areas where there is a large unmet demand for new housing For Availability Payment projects, a portion of revenue may be tied to inflation to protect against downside For tolling and lease-up investments, Star America completes in-depth due diligence with advisors to develop an appropriate traffic and/or lease-up forecast allowing for significant downside protection
Minority Positions Risk: Star America Funds' maintain minority interests in various investments, thereby limiting control on certain decisions	• Star America generally requires various minority protections in investment agreements, thereby requiring approval on major decisions in regards to an investment, including the ability to divest or materially change Star America Funds' financial position in any investment
Counterparty Risk Risk: For non-revenue risk investments, there is a risk that the counterparty providing the availability payment may default	For all availability payment type investments, Star America seeks highly rated counterparties in regard to the public participant
Highly Leveraged Assets Risk: Projects may utilized high amounts of leverage, which may result in default if payments are not made	• Star America performs rigorous financial analysis to test the resiliency of capital structures to provide comfort on the ability of the project company to repay its obligations
Investment in Foreign Assets Risk: The Funds, from time to time, invest in foreign assets, exposing the Funds to currency and foreign tax risks	 Tax and Accounting Advisors are hired for each investment to understand full impact to investors Currency markets and hedging options are analyzed to understand potential impact to project returns

End Notes

- As of March 2019.
- 2. Net Fund I returns are estimated Gross Returns after deduction of estimated management fees, general fund expenses and carried interest. Individual investor returns may differ from the Fund I returns. "Gross Return" is calculated using the actual or projected cash flows or projected valuation to Fund I from each investment including the actual or projected cash flows at the exit of the investment. The projected cash-flows are typically modeled on a monthly or quarterly basis and the exit values are derived using the discounted cash-flow method or net operating income divided by a cap rate. Gross Return does not reflect usage or repayment of fund debt, fund management fees (net of applicable offsets), carried interest, general fund expenses, or income earned on cash and cash equivalents. Individual performance for each investment made is presented on a gross basis only—without deduction of carry, fees and any expenses, which in the aggregate are substantial because the carried interest and management fee is calculated based on the overall performance of the Main Fund and not on a deal specific basis. Fund level returns are from March 2013, the date of the first Fund level cash flow.
- 3. American Society of Civil Engineers' (ASCE) report on Failure to Act: Closing the Infrastructure Investment Gap for America's Economic Future.
- 4. ASCE Infrastructure report card for 2017 and Bureau of Economic Analysis of the United States Department of Commerce, December 2017.
- 5. Estimate of when Star America will make a firm Fund I or Fund II commitment or submit a binding proposal to invest the capital. Although this presentation demonstrates Fund I's and Fund II's future capital needs, no assurance can be given that all investments or any particular investment in this presentation will close, that the amount of capital and the timing of the commitment for any particular investment will not change.
- 6. Also works directly for the Michigan Freeway Lighting and San Jose Student Housing projects.
- 7. Works directly for the Digital Crossroads Data Center project.
- 8. Works directly for the Michigan Freeway Lighting and Howard County Courthouse projects.
- 9. Also works directly for the Purple Line project.
- 10. As of the time of the investment.
- 11. Star America internal analysis as of March 2019.
- 12. Amounts may not add up to 100% due to rounding.
- 13. The total Maryland I-495 / I-270 Express Lanes program is expected to require capital expenditures of approximately \$7.6 billion. The program is expected to be procured as several smaller projects, although it is not yet known how many projects the program will be divided into.
- 14. Risks relate to all investments, both current investments and potential investments. These are not all of the key risks associated with an investment in the Fund II. Potential investors are urged to review the full list of risk factors contained in the PPM.