



**September 12, 2018**

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## Important Information

This investor presentation (this "presentation") is for informational purposes only and does not constitute an offer to sell, a solicitation of an offer to buy, or a recommendation to purchase any equity, debt or other financial instruments of GTY Technology Holdings Inc. (the "Company") or the target companies described herein (collectively, the "Targets") or any of the Company's or the Targets' affiliates. This presentation has been prepared to assist parties in making their own evaluation with respect to the proposed business combination (the "Business Combination"), as contemplated in the transaction documents (the "Transaction Documents"), of the Company and the Targets and for no other purpose. It is not intended to form the basis of any investment decision or any other decision in respect of the Business Combination. The information contained herein does not purport to be all-inclusive. The data contained herein is derived from various internal and external sources. No representation is made as to the reasonableness of the assumptions made within or the accuracy or completeness of any projections or modeling or any other information contained herein. Any data on past performance or modeling contained herein is not an indication as to future performance. The Company and the Targets assume no obligation to update the information in this presentation.

### Important Information About the Business Combination and Where to Find It

In connection with the Business Combination, a newly formed wholly owned subsidiary of the Company will file a Registration Statement on Form S-4, which will include a preliminary proxy statement/prospectus of the Company. The Company will mail a definitive proxy statement/prospectus and other relevant documents to its shareholders. **The Company's shareholders and other interested persons are advised to read, when available, the preliminary proxy statement/prospectus and the amendments thereto and the definitive proxy statement/prospectus and documents incorporated by reference therein filed in connection with the Business Combination, as these materials will contain important information about the Targets, the Company and the Business Combination.** When available, the definitive proxy statement/prospectus and other relevant materials for the Business Combination will be mailed to shareholders of the Company as of a record date to be established for voting on the Business Combination. Shareholders will also be able to obtain copies of the preliminary proxy statement/prospectus, the definitive proxy statement/prospectus and other documents filed with the SEC that will be incorporated by reference therein, without charge, once available, at the SEC's web site at [www.sec.gov](http://www.sec.gov), or by directing a request to: GTY Technology Holdings Inc., 1180 North Town Center Drive, Suite 100, Las Vegas, Nevada 89144, Attention: Harry L. You, (702) 945-2898.

### Historical and Projected Financial Information

The historical financial information contained herein has not been prepared in accordance with generally accepted accounting principles ("GAAP"), has not been audited, reviewed, compiled or been subject to any procedures by any independent auditors and actual historical financial information could differ materially from the information contained herein.

The presentation contains financial forecasts, including Annual Recurring Revenue ("ARR") (defined as annualized contracted recurring revenue of the last month of the period, which includes fees from software subscriptions, recurring licenses, maintenance contracts and payments, and excludes perpetual license and service agreements), revenue, gross profit, EBIT (defined as net income, plus interest expense and income taxes), EBITDA (defined EBIT plus depreciation and amortization expense), net income, free cash flow, and unlevered free cash flow (defined as EBITDA - Cash Taxes - Increase in Net Working Capital + Increase in Deferred Revenue - Capital Expenditures) for calendar years 2018-2021. These financial forecasts were prepared in good faith by the Company and the Targets on a basis believed to be reasonable. Such financial forecasts have not been prepared in conformity with GAAP. Neither the Company's nor the Targets' independent auditors have audited, reviewed, compiled or performed any procedures with respect to the projections for the purpose of their inclusion in this presentation, and accordingly, none of them expressed an opinion nor provided any other form of assurance with respect thereto for the purpose of this presentation. These projections are for illustrative purposes only and should not be relied upon as being necessarily indicative of future results. Certain of the above-mentioned projected information has been provided for the purposes of providing comparisons with historical data. The assumptions and estimates underlying the prospective financial information are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. Accordingly, there can be no assurance that the prospective results are indicative of future performance of the combined company after the Business Combination or that actual results will not differ materially from those presented in the prospective financial information. Inclusion of the prospective financial information in this Presentation should not be regarded as a representation by any person that the results contained in the prospective financial information will be achieved.

## Important Information (Cont'd)

### Forward-Looking Statements

This presentation includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. The Company's and each Target's actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the Company's and the Targets' expectations with respect to future performance and anticipated financial impact of the Business Combination, the satisfaction of the closing conditions to the Business Combination and the timing of the completion of the Business Combination. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside the Company's and the Targets' control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of any of the Transaction Documents or could otherwise cause the Business Combination to fail to close; (2) the outcome of any legal proceedings that may be instituted against the Company or a Target following the announcement of the Transaction Documents and the Business Combination; (3) the inability to complete the Business Combination, including due to failure to obtain approval of the shareholders of the Company or other conditions to closing in the Transaction Documents; (4) the receipt of an unsolicited offer from another party for an alternative business transaction that could interfere with the Business Combination; (5) the inability to obtain or maintain the listing of the shares of common stock of the post-acquisition company on The Nasdaq Stock Market following the Business Combination; (6) the risk that the Business Combination disrupts current plans and operations as a result of the announcement and consummation of the Business Combination; (7) the ability to recognize the anticipated benefits of a Business Combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably and retain its key employees; (8) costs related to the Business Combination; (9) changes in applicable laws or regulations; (10) the possibility that a Target or the combined company may be adversely affected by other economic, business, and/or competitive factors; and (11) other risks and uncertainties indicated from time to time in the proxy statement relating to the Business Combination, including those under "Risk Factors" therein, and in the Company's other filings with the SEC. The Company cautions that the foregoing list of factors is not exclusive. The Company cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

### Participants in the Solicitation

The Company and its directors and executive officers may be deemed participants in the solicitation of proxies from the Company's shareholders with respect to the Business Combination. A list of the names of those directors and executive officers and a description of their interests in the Company is contained in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the SEC and is available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov), or by directing a request to GTY Technology Holdings Inc., 1180 North Town Center Drive, Suite 100, Las Vegas, Nevada 89144, Attention: Harry L. You, (702) 945-2898. Additional information regarding the interests of such participants will be contained in the proxy statement/prospectus for the Business Combination when available.

The Targets and their directors and executive officers may also be deemed to be participants in the solicitation of proxies from the shareholders of the Company in connection with the Business Combination. A list of the names of such directors and executive officers and information regarding their interests in the Business Combination will be included in the proxy statement/prospectus for the Business Combination when available.

### No Offer or Solicitation

This presentation shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Business Combinations. This presentation shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of section 10 of the Securities Act, or an exemption therefrom.

### Industry and Market Data

In this presentation, we rely on and refer to information and statistics regarding market participants in the sectors in which the Targets compete and other industry data. We obtained this information and statistics from third-party sources, including reports by market research firms.

## Transaction Overview

GTY is creating the leading public sector SaaS company that will offer a cloud-based suite of solutions for North American state and local governments

- **GTY Technology Holdings Inc. (NASDAQ: “GTYH”; “GTYHU”; “GTYHW”) has entered into definitive agreements to combine with Bonfire Interactive Ltd. (“Bonfire”); CityBase, Inc. (“CityBase”); eCivis, Inc. (“eCivis”); Open Counter Enterprises Inc. (“OpenCounter”); Qwestica Inc. (“Qwestica”); and Sherpa Government Solutions (“Sherpa”) (collectively, the “Transaction”)**
  - Immediately upon closing of the Transaction, NewCo will have six wholly owned subsidiaries in some of the fastest growing segments in the Government Technology sector, including payments, budgeting, permitting, procurement, and grants management
  - Payments engine with “digital city hall” interface between government constituents, public schools, hospitals, utilities, and vendors
- **Proven management team**
  - **Steve Rohleder**, former Accenture COO and Group CEO for Health and Public Service Operating Group (\$5bn+ revenue segment), will be Chairman and CEO of NewCo
  - **Harry You**, former CFO of Accenture and Oracle, CEO of BearingPoint (formerly KPMG Consulting), and Executive Vice President of EMC leading corporate strategy and M&A, will be CFO of NewCo
  - **Dan Lauderback**, former Accenture Group CTO of Health and Public Service Operating Group and a founding Senior Managing Director of Accenture Digital, will be COO of NewCo
  - As GTY’s other two sponsors, Joe Tucci and Bill Green will leverage their decades of unique operational experience, vast industry network, and public sector expertise to unlock the Company’s significant potential after Transaction close
- **Investment and transaction highlights**
  - Expected to be a high growth company with expanding gross profit margins targeting a large and highly fragmented addressable market
  - Expected to be profitable in the second half of 2019 – unique among recent IPO high-growth software peers
  - Initial enterprise value of approximately \$560 million and equity value of \$797 million
  - Clean capital structure at close: intend to seek warrant holder approval to amend the warrant agreement to provide for the exchange of all 18.4 million public warrants for \$1.35/warrant, and all 8.7mm sponsor warrants for \$0.75/warrant
  - Attractive purchase valuation at 7.4x 2019E revenue of \$76 million<sup>(1)</sup> – a discount to peers with flexibility to leverage capital for other growth opportunities
- **Confidence in continued growth potential of the combined public entity**
  - Existing owners of the six companies will own approximately 14% of the combined company; current GTY shareholders will own approximately 86%<sup>(2)</sup>
  - \$237mm of cash to balance sheet to fund additional organic and inorganic growth opportunities which are readily available and accretive

Note: All figures assume zero redemptions from cash in trust by GTY shareholders. Actual results may differ materially.

(1) Includes \$10mm of projected GTY revenue synergies.

(2) Assuming no redemptions by GTY public shareholders

## 1. Executive Summary

## Today's Agenda

- What Are We Doing?
- Why Public Sector Now?
- Financial Overview
- Investment Highlights

## What Are We Doing?

### Our Investment Thesis

- GTY is creating a new wave SaaS/Cloud software company “NewCo” for North American State & Local Governments
  - Will serve 5 of the fastest growing IT opportunities in the market
- Expected to be a high growth company (138% of projected 2019 revenue growth) with expanding gross profit margins, targeting a large and highly fragmented addressable market
- Serving a massive and underpenetrated market
- 3 Winning Investment Themes: Cloud solution, payments, and a platform for the functions of the public sector
- Highly Recurring Revenue Model: ~80% of projected 2019 total company revenue
- Early path to profitability and free cash flow<sup>(1)</sup> breakeven by 2019
- Attractive valuation compared to recent high-growth software IPOs and vertical software peers
- Multiple organic and inorganic greenfield growth opportunities to drive long-term shareholder value

Note: All figures represent Non-GAAP, unaudited financials. Actual audited GAAP results may differ materially. Financial forecasts for calendar years 2018-2021 may change upon further due diligence. See “Important Information” on pages 1-2.

(1) Unlevered free cash flow is defined as EBITDA – Cash Taxes – Increase in Net Working Capital + Increase in Deferred Revenue – Capital Expenditures.

# Why Public Sector Now?

## Attractive Public Sector Fundamentals

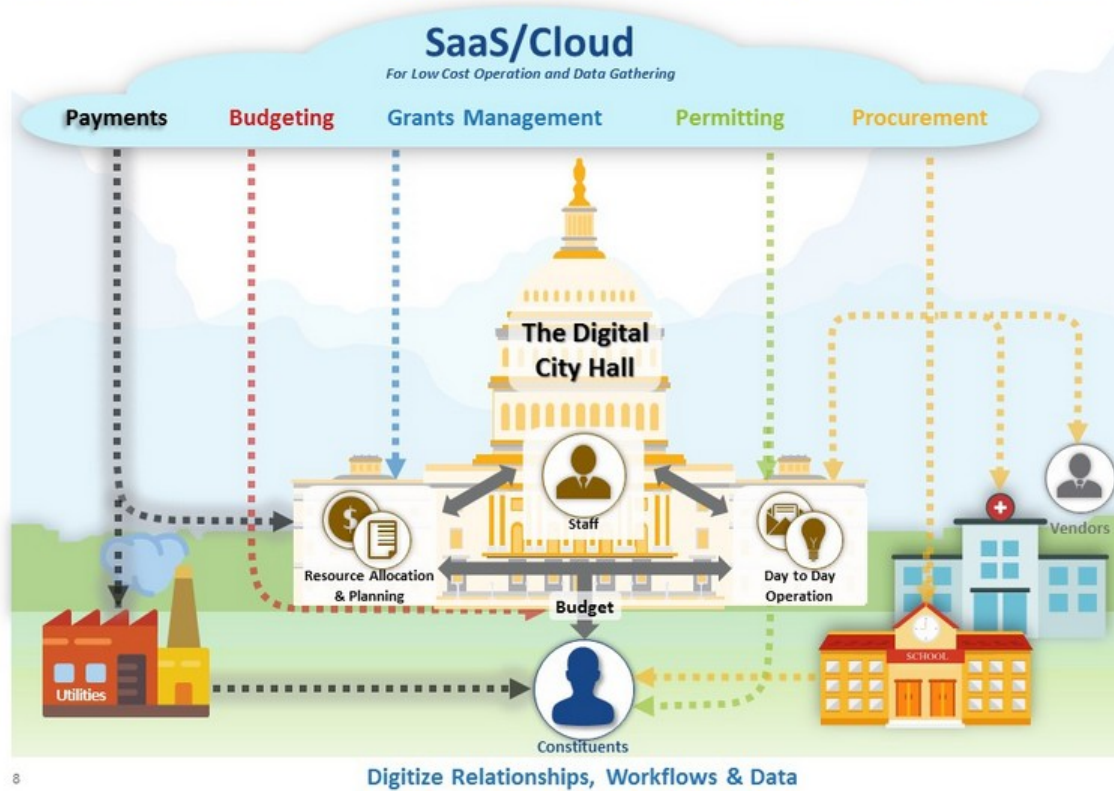
- The digital transformation journey has begun
- Large market: \$100bn+ state and local IT spending (\$30-\$40bn<sup>(1)</sup> of which is software)
- Extremely fragmented – no company with more than 10% market share in key verticals<sup>(1)</sup>
- Constituents increasingly demanding more of their governments
  - Experience: modernized and on-demand
  - Productivity and efficiency: revenue generation and cost savings
  - Safety: infrastructure and services enablement
- Only 5%<sup>(2)</sup> of government operations are on the cloud
- At the local level, vendors with cloud solutions for cities, counties, and towns are seeing double-digit growth rates in their SaaS subscriptions<sup>(3)</sup>
- ~70% of IT budgets support legacy systems<sup>(1)</sup>

## 2018E North American Market Opportunity














Source: (1) Management estimates. (2) "Understanding Cloud Adoption in Government," Gartner. <https://www.gartner.com/smarterwithgartner/understanding-cloud-adoption-in-government/>  
 (3) Source: "US Government Sector Tech Spending Trends, 2017 To 2018", Forrester Research, Inc., February 8, 2017. Figures based on constant currency. (4) U.S. Census Bureau, Bureau of Justice Statistics, Congressional Research Service, US Geological Survey, management estimates.

# NewCo Vision: The Digital City Hall and Payments Platform



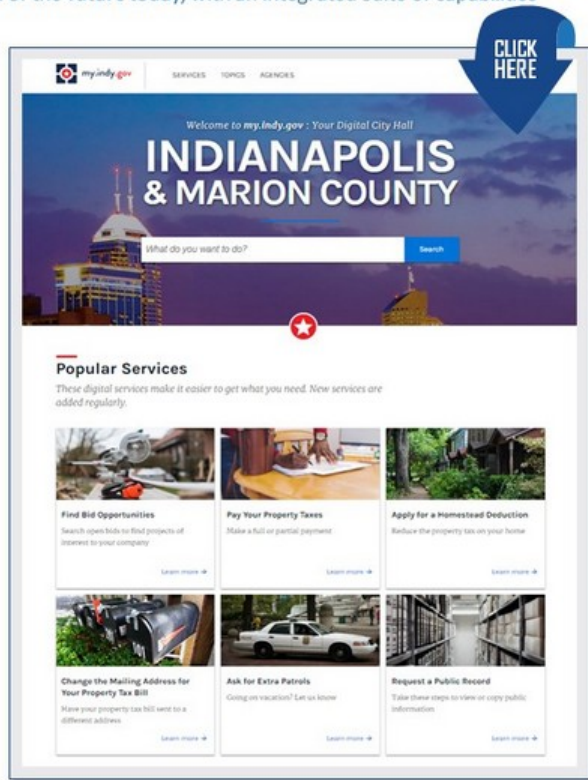
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# NewCo is Well-Positioned to Lead the Digital Transformation

	Current Industry State	The NewCo Solution
Constituent Experience	 <b>CITYBASE</b> <i>Payments</i> Multiple businesses serving one client base for payments. There are 1,000+ constituent activities in a jurisdiction	 Digital services, web and mobile payments, and payment kiosks
	 <b>OpenCounter</b> <i>Regulation / Permitting</i> Complexity leads to increased rates of noncompliance and constituent frustrations	 Automating and simplifying the permitting process
Back-Office	 <b>Questica</b>  <i>Budgeting / Transparency</i> Disorganized offline spreadsheets, disparate systems and labor intensive process	 Unified performance management and agile budgeting solutions
	 <b>Bonfire</b> <i>Procurement</i> Trillions of \$ per year of public procurement decisions are still made offline	 Intelligent procurement software aggregating supplier data and streamlining the decision-making process
	 <b>eCIVIS</b> <i>Grants Management</i> Disparate tools and spreadsheets leading to \$100 billion of waste, fraud, and abuse, and over \$144 billion in improper payments	 Modern platform to maximize grant resources, improve fiscal health, and pursue and properly manage \$1 trillion in grants available annually

# Digital Town Hall

Building the digital town hall of the future today, with an integrated suite of capabilities



- Services**
- Pay property taxes
  - Pay traffic / parking ticket
  - Apply for Homestead Deduction
  - View deduction application status
  - Request a public record
  - Etc.

[Link to see all services and full capabilities](#)



## Solving Future Problems Today for our Client Base

<p><b>OpenCounter</b></p> <p>User-friendly software to guide applicants through complex permitting and licensing procedures</p> <p><b>Product Demo</b></p> 	<p><b>Solutions Offered</b></p> <ul style="list-style-type: none"> <li>• Lowering costs for state and local governments and their constituents</li> <li>• Improving constituent experience and transparency</li> <li>• Bringing accuracy and velocity to traditionally complex, manual processes</li> </ul>	<p><b>Questica</b></p> <p>Budgeting software, performance management and transparency and data visualization solutions</p> <p><b>Product Demo</b></p> 
<p><b>Bonfire</b></p> <p>Cloud-based collaborative eSourcing platform that helps procurement teams find, select, and manage suppliers</p> <p><b>Product Demo</b></p> 	<p><b>eCIVIS</b></p> <p>Cloud-based grants management system for state, local, and tribal governments</p> <p><b>Product Demo</b></p> 	

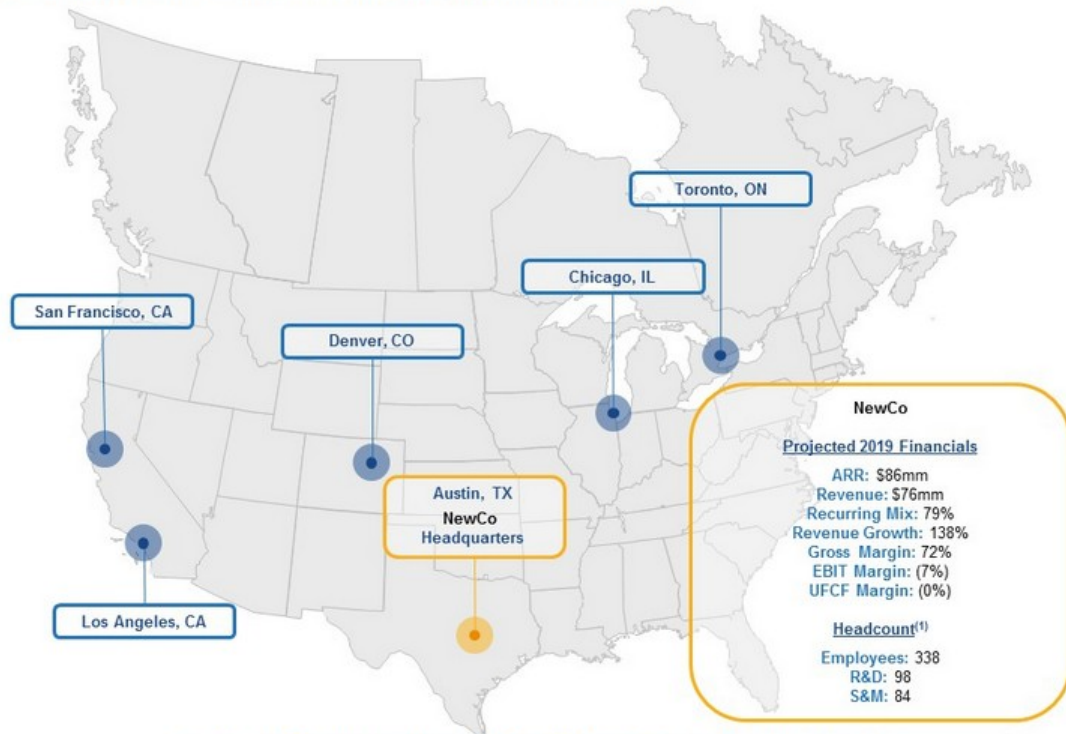
## Wide Customer Base Across States, Cities, and Public Agencies

Payments	Regulation / Permitting	Budgeting / Transparency	Procurement	Grants Management
<p>City and County Governments</p>	<p>City Governments</p>	<p>Local Governments</p>	<p>Academia</p>	<p>State / City Governments</p>

**Opportunities for Cross-Sell and Up-Sell to ~1,500 Existing Customers**

# NewCo Centers of Excellence

Regional hubs create a national provider with scaled operations and capabilities



13 (1) Projected 2018.

Centers of Excellence House R&D, S&M, and Operational Leadership

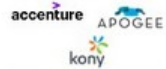
## NewCo Leadership

Executive Leadership with Deep Operating and Financial Experience



**Stephen Rohleder**

Chairman and CEO



Experience: 23 Years as  
Accenture Operating Partner



**Harry You**

Chief Financial Officer



Experience: 18 Years as  
Public Company CEO or CFO

**Highly experienced CTO and General Counsel to be announced**



**Dan Lauderback**

Chief Operating Officer



Experience: 18 Years as  
Accenture Operating Partner



**Carter Glatt**

SVP, Corporate Development



Experience: 4 Years of  
Strategic M&A and Private Equity

Operating and Product Leadership with Decades of Public Sector Experience



**Corry Flatt**

**Procurement**

Public Sector  
Experience: 10 Years



**Michael Duffy**

**Payments**

Public Sector  
Experience: 6 Years



**James Ha**

**Grants  
Management**

Public Sector  
Experience: 10 Years



**Joel Mahoney**

**Regulation/  
Permitting**

Public Sector  
Experience: 8 Years



**TJ Parass**

**Budgeting  
/ Transparency**

Public Sector  
Experience: 17 Years



**David Farrell**

**Budgeting  
/ Transparency**

Public Sector  
Experience: 20 Years

## Experienced Board of Directors

High Quality Board of Directors with key experts to help realize the NewCo vision



**Stephen Rohleder**

Chairman

- Previously served as CEO of Health and Public Service and Global COO at Accenture
- Serves as an advisory board member of Kony



**Bill Green**

Director

- Previously served as CEO and Chairman of the Board of Accenture
- Serves as a Director of S&P Global, Dell, and Pivotal Software
- Previously served as a Director of EMC and Inovalon



**Joe Tucci**

Director

- Previously served as CEO, Chairman, and President of EMC
- Serves as a Director of Paychex and Motorola Solutions
- Previously served as a Director of VMware



**Harry You**

Director

- Previously served as EVP of Strategy and M&A with EMC, CEO/CFO of BearingPoint, CFO of Oracle, and CFO of Accenture
- Previously served as Director of Oracle Japan



**Randy Cowen**

Director

- Previously served as the Global Head of Technology and Operations, Co-Chief Administrative Office and CIO of Goldman Sachs
- Serves as a Director of Solace
- Previously served as Director of EMC and Pivotal Software



**Paul Dacier**

Director

- Previously served as EVP and General Counsel of EMC
- Serves as Vice Chairman of the Board of AerCap
- Previously President of the Boston Bar Association



**Charles Wert**

Director

- Previously served as President and CEO of Evercore Trust
- Previously served as Vice Chairman and Director of Evercore Trust
- Also served as EVP and Senior Trust Officer of US Trust Company NA for over 20 years

## Baseline Consolidated NewCo Financial Forecast

Strong Growth with Expanding Margins and Cash Flow

(All figures Non-GAAP ex. SBC)

(\$ in millions)	Year Ending December 31,					Long-Term Target
	2017	2018E	2019E	2020E	2021E	
ARR	\$18	\$34	\$86	\$138	\$202	
(%) Growth	--	88%	157%	59%	46%	
Revenue	\$22	\$32	\$76	\$124	\$186	
(%) Growth	--	43%	138%	64%	50%	
Gross Profit	\$14	\$20	\$55	\$96	\$147	
(%) Margin	63%	64%	72%	77%	79%	80% - 85%
S&M Expense	\$5	\$9	\$21	\$31	\$43	
(%) Margin	23%	28%	28%	25%	23%	20% - 25%
R&D Expense	\$6	\$9	\$16	\$22	\$32	
(%) Margin	29%	29%	21%	18%	17%	10% - 15%
G&A Expense	\$9	\$12	\$21	\$26	\$38	
(%) Margin	40%	39%	28%	21%	20%	10% - 15%
EBIT	(\$7)	(\$11)	(\$5)	\$16	\$32	
(%) Margin	(32%)	(34%)	(7%)	13%	17%	30%+
Unlevered FCF <sup>(1)</sup>	(\$5)	(\$10)	(\$0)	\$26	\$43	
(%) Margin	(24%)	(31%)	(0%)	21%	23%	

### Commentary

- The Baseline Consolidated Forecast represents GTY's view of an achievable baseline operating plan
- The plan is informed by the aggregate of the individual standalone business unit forecasts, adjusted by NewCo management based on assessments of revenue visibilities, backlogs, business momentum, platform investments and potential integration, and public company operating costs, net of synergies
- Projections for 2019 – 2021 include an estimated \$10mm of annual revenue synergies; there are ~\$110mm+ total potential revenue synergies from cross-sell opportunities
- 85%+ of projected 2018 revenue has been either recognized or booked
- Nearly 70% of projected 2019 revenue (excluding synergies) has been booked or is considered high probability based on existing pipeline

Note: 2017 historical results are unaudited and were not prepared in accordance with GAAP. Actual audited GAAP results may differ materially. Financial forecasts for calendar years 2018-2021 were prepared using unaudited, non-GAAP historical financial information and may change upon further due diligence. See "Important Information" on pages 1-2. EBIT includes \$1-2mm estimated Depreciation & Amortization. Numbers may not add to totals due to rounding.

(1) Unlevered free cash flow is defined as EBITDA – Cash Taxes – Increase in Net Working Capital + Increase in Deferred Revenue – Capital Expenditures.

## Annual Recurring Revenue Walk

Strong recurring revenue base with deep pipeline for growth

(\$ in millions)



- A** Highly visible sales pipeline, with ARR from new customers primarily driven by Procurement (~25% of new ARR), Payments (~50%), and Grants Management (~15%)
- Procurement quota-carrying reps increasing ~60%, expected to double customer base from ~300 to ~600 by end of 2019; segment is currently sales capacity constrained. ARR also benefits from mix shift to larger accounts
  - In Payments, large contracts with Chicago and San Francisco expected to ramp, resulting in multiple new municipal agency opportunities<sup>(1)</sup>; Chicago has 42 potential "customers / agencies" for expansion. San Francisco comes online in Q4 2018
  - Grants Management is actively moving upmarket and has identified ~450 of higher Annual Contract Value ("ACV") customer opportunities in 2019, with assumed conversion rate of ~35% (vs. ~50% in 2017 and ~60% in 2018)
- B** ARR from upselling existing customers primarily driven by Grants Management (~70% of upsell ARR), Permitting (~15%), and Procurement (~15%)
- Grants Management upsell of additional modules and new Allocate software focused on larger customers – driving ~45% increase in ACV for existing customers in 2019 – continues to move the product up market
  - Permitting transitioned to new modular product in 2019 for easier upsell – driving estimated 30%+ ACV increase for existing customers
  - Procurement product has seen steady ACV increases driven by upsell and new contracts: ~50% growth in 2017, ~45% in 2018, and estimating ~37% in 2019; expecting continued ramp over time. Upsell is expected to deliver ~15% of ACV uplift to existing customers in 2019
- C** Lost ARR from churn primarily driven by targeted transition in customer base for Grants Management product
- Grants Management is strategically shifting focus to larger customers, especially with new products like Allocate, generating meaningfully higher ACV (>3x that of 2017) and actively phasing out smaller, lower ACV customers
  - Grants Management ARR added from new customers and upsell is expected to be ~14x the ARR lost due to churn
- D** Cross-selling synergies expected to drive ~\$11 million in incremental ARR in 2019
- Total cross-sell opportunity estimated to be ~\$110 million based on 2018E ACV – does not include additional opportunity from existing customer base ACV increases in 2019

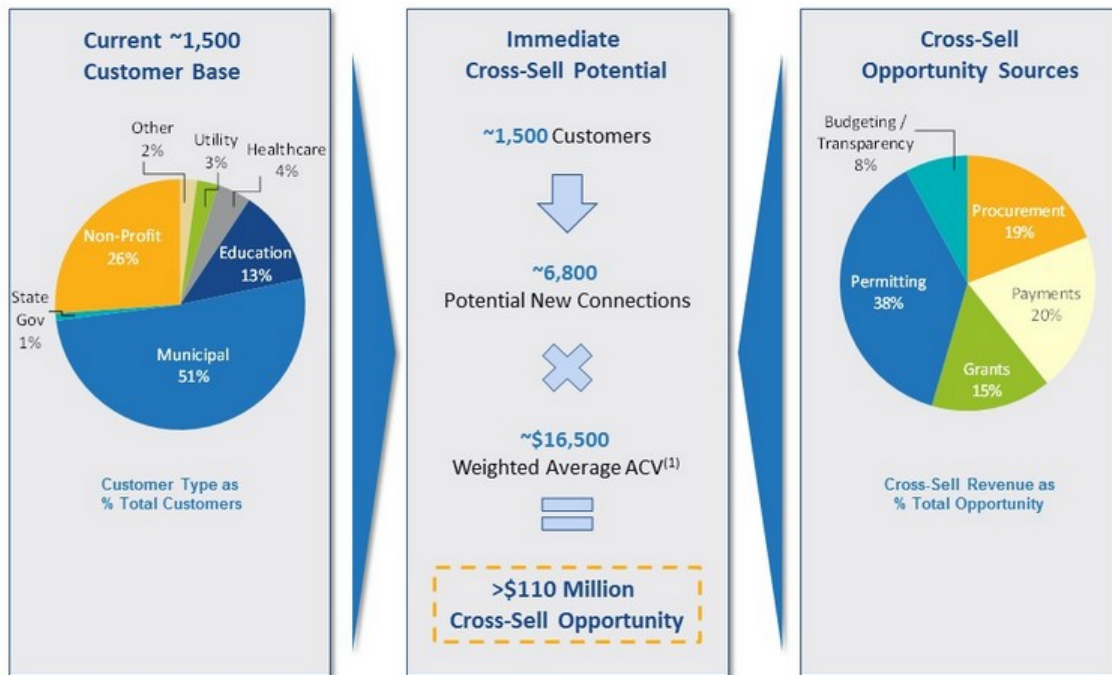
Note: All figures represent projections that are unaudited and non-GAAP. Actual audited GAAP results may differ materially. Financial forecasts for 2018 – 2019 were prepared using unaudited non-GAAP historical information and may change upon further due diligence.

17 See "Important Information" on pages 1-2. Numbers may not add to totals due to rounding.

(1) An agency within a city is considered a unique Payments customer.

# Cross-Selling Synergies Represent \$110M+ Opportunity

Significant cross-selling synergies provide additional outlet for organic growth



18 (1) Based on 2018E ending average customer ACV, calculated as ACV by Product x Customer Opportunities Per Product / Total Opportunities. ACV significantly varies depending on product area, contract length, customer size, and other factors.

## Overview of Business Unit KPI Metrics – 2018E

	Procurement	Payments	Grants Management	Regulation / Permitting	Budgeting / Transparency
Net Dollar-Based Retention Rate	114%	134%	96% <sup>(1)</sup>	113%	118% <sup>(2)</sup>
ARR (\$m)	\$5m	\$10m	\$8m	\$2m	\$8m
SaaS as % of Total Revenue	100%	NA	90%	89%	11%
Recurring Revenue % of Total Revenue	100%	92%	90%	89%	43%
Customer Count	301	358	474	53	716

Note: Financial forecasts for 2018 were prepared using unaudited, non-GAAP historical information and may change upon further due diligence. See "Important Information" on pages 1-2.

- 19
- 1) Impacted by transition to higher-ACV customer base— expected to be net negative churn by 2019.
  - 2) Includes impact of acquisition made in June 2017.

# Capital Can Create Significant Upside Beyond Baseline Plan



- Creating Digital City Hall for ~30 additional cities
- Potential expansion into international markets

- Expansion across most business units
- Opportunities in international markets

- Parking / transit
- Utilities

- Disaster response / emergencies
- Scholarships
- Legacy portals
- Data and tactical acquisitions

**87% Total Implied IRR and \$6.6bn incremental enterprise value<sup>(1)</sup> from future growth initiatives**

Note: Illustrative framework. Does not imply actual projections.

IRR calculated as incremental enterprise value in Year 7 over initial investment.

(1) Assumes 32.5x EV / Year 7 Unlevered Net Income Multiple assuming 30% long-term contribution margin (except platform expansion, which assumes 100% long-term contribution margin) and a 24% tax rate applied to Year 7 incremental revenue.

## Summary Investment Highlights

### Attractive market with key secular tailwinds

- \$30-\$40 billion<sup>(1)</sup> of underpenetrated and fragmented state and local government software market opportunity in North America
- Public sector software is anchored in legacy systems, with 95% of IT budgets spent on on-premises software
- Demographic transition in public sector personnel: key moment to transition to SaaS model
- Constituents demanding digital transformation and a new consumer experience

### Compelling standalone products with benefit of belonging to broader platform solution

- Suite of modern software solutions offering multiple growth engines, cross-selling opportunities, and launching points into state and local governments' digital transformation journeys
- Creation of a platform to add and integrate additional functionalities to serve diverse and rapidly changing customer demands
- Diverse and prominent existing client base of ~1,500 public organizations

### Combination of GTY and individual company management teams highlights thought leadership in public sector software

- Experienced NewCo management team with decades of collective public service and information technology experience
- Individual company founders to remain deeply engaged with their businesses

### High-growth recurring revenue model with short path to profitability

- High growth, highly predictable business model: ~80% projected 2019 recurring revenue
- Short and clear path to profitability; projected to be approximately cash flow positive by the end of 2019
- World-class sponsors with key system integrator and enterprise relationships
- Attractive valuation at a meaningful discount to market comparables
- Significant balance sheet cash of \$237mm<sup>(2)</sup> and no long-term debt, to fund further synergistic acquisitions

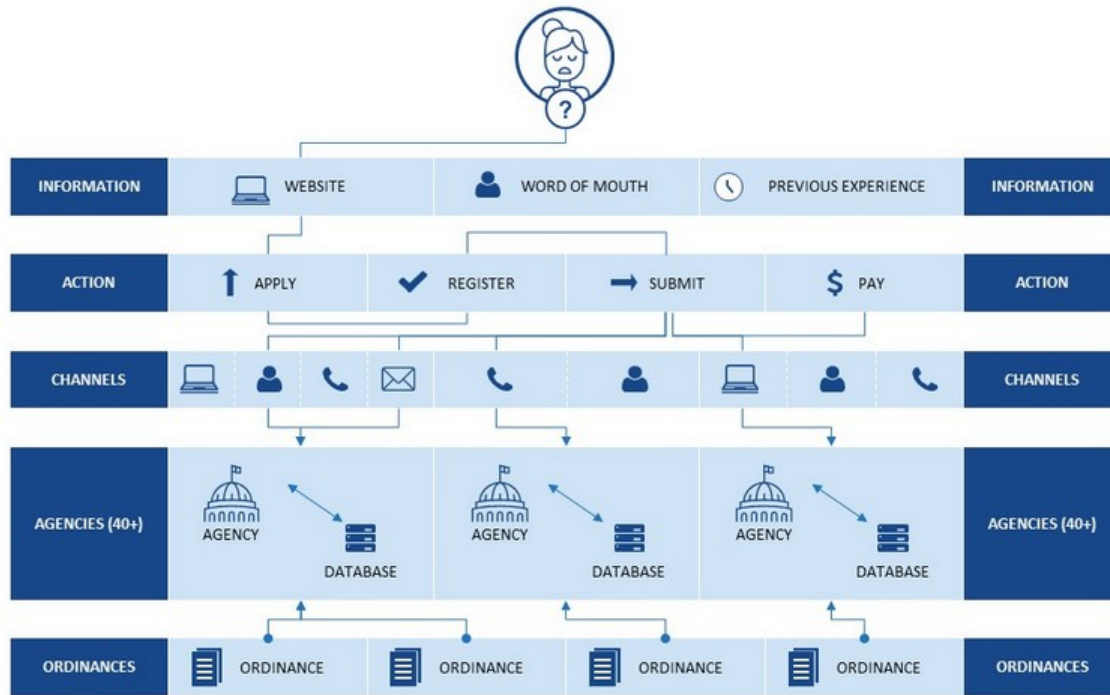
Note: Actual results may differ materially.

<sup>(1)</sup> Management estimates.

<sup>(2)</sup> Assumes zero redemptions from cash in trust by GTY shareholders.

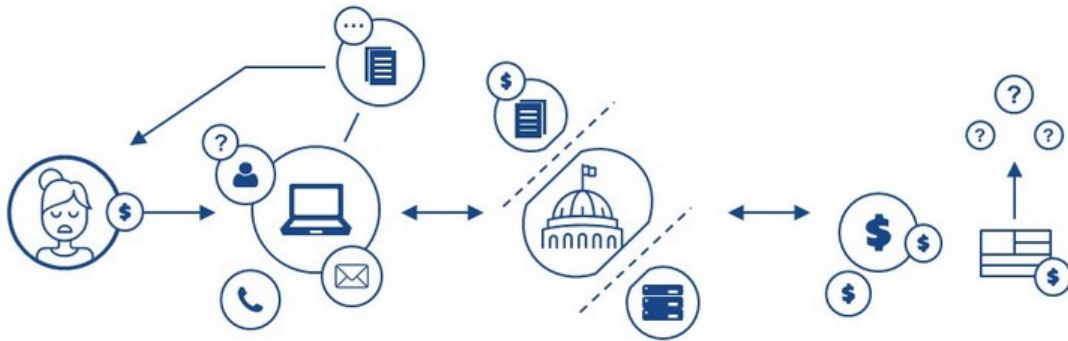
## 2. Attractive Market with Secular Tailwinds

# The Complex Layers of Government



## Government Software Today

A local government operates like dozens of separate businesses. Each agency has its own technology and means of engaging the public.



**Inconsistent Customer Service  
and Slow Permitting**

**Siloed Budgeting  
and Agency Data**

**Lost Funding Opportunities and  
Isolated Purchasing Decisions**

## State and Local Government Software is at an Inflection Point...

... Driven by secular tailwinds, technological innovations, and acceleration to the cloud, creating massive opportunities for new vendors.

### Macro Trends

Driving governments' digital transformation

- Budget constraints raising need for better ROI
- Demographic shift in government workforce
- Budgets shifting from capital expenditures to operating expenditures
- Constituents pushing for more real-time and transparent data

### New Technology Adoption

Optimizing back-office processes, reducing costs, and improving constituent experiences



SaaS



Mobility



Analytics



IoT

### Plagued by Legacy Pain Points



**Underinvestment in New Technology**

*1/3 of State IT systems are old and broken<sup>(1)</sup>*



**Not Intelligent**

*Strong reliance on offline spreadsheets*



**Not Scalable**

*Lacking cloud infrastructure for scalability and security*



**Fragmented**

*"Patchwork" solutions for multiple departments*

### Migration to the Cloud

- Less than **5%** of government operations are on the cloud today<sup>(2)</sup>
- **Over half** of state governments have either formal or informal cloud-first strategies<sup>(3)</sup>
- At the local level, vendors with cloud solutions for cities, counties, and towns are **seeing double-digit growth rates in their SaaS subscriptions<sup>(3)</sup>**

(1) Source: "Data Suggests One-Third of State IT Systems are Old and Broken," GovernmentTechnology. <http://www.govtech.com/biz/Data-Suggests-One-Third-of-State-IT-Systems-are-Old-and-Broken.html>

(2) Source: "Understanding Cloud Adoption in Government," Gartner. <https://www.gartner.com/smarterwithgartner/understanding-cloud-adoption-in-government/>

(3) Source: "US Government Sector Tech Spending Trends, 2017 To 2018", Forrester Research, Inc., February 8, 2017.

## GTY Investment Thesis

- **Digital transformation, the next technological wave**
  - Bringing cutting-edge technology to an underserved industry vertical
  - Legacy ERP and other systems are ripe for disruption and long overdue for a massive upgrade
  - The shift to the SaaS/Cloud is just beginning in many vertical markets, presenting a large, untapped opportunity
  - Enthusiastic early adopters and customer success could drive multiplier effect
- **Potential for hyper growth**
  - Cloud solutions that offer pricing flexibility and better ROIs
  - Efficient implementation and fast adoption of solutions
  - Capable of thwarting adverse demographic trends
- **Investment “alpha” / best-of-breed**
  - One of the next superior growth areas for enterprise SaaS/Cloud
  - Companies with cutting edge solutions that are current explosively growing
  - Characteristics of a payments business, a platform, and a SaaS/Cloud offering (Triple Crown of tech investing)
- **Large and underpenetrated market (in the low single digits)**
  - Attack a massive and underpenetrated TAM comprising a sizable portion of the U.S. GDP
- **Early path to profitability**
  - Signals long-term, and potentially compelling, value-add to customers
- **First mover advantage**
  - No other integrated payment, SaaS/Cloud, next-gen vendor in the public sector
  - Virtuous circle of new customer confidence to work with a publicly transparent, well-capitalized entity
- **Clear customer cost and revenue leverage**
  - Simple and compelling purchase for customers
  - Applicability for customers of all sizes
- **Inorganic as well as organic growth potential**
  - Will consider deployment of cash on attractive tuck-in acquisitions
  - Cross-sell opportunities and other synergies will generate a value for the whole that is greater than the sum of its parts

# Massive and Expanding Market Opportunity

## 2018E North American Market Opportunity



## 24 States and 1 City Would Rank in the U.S. FORTUNE (3) 100

(\$ in billions)

1. Walmart \$500	Illinois \$75	Indiana \$39
California \$322	Michigan \$71	Arizona \$38
2. ExxonMobil \$244	New Jersey \$66	82. ORACLE \$38
4. Apple \$229	46. intel \$63	Wisconsin \$37
New York \$185	Massachusetts \$60	87. Coca-Cola \$35
9. AT&T \$161	North Carolina \$55	89. Nike \$34
Texas \$144	57. Pfizer \$53	Missouri \$33
15. Costco \$129	58. hp \$52	94. RITE AID \$33
18. GE \$122	Virginia \$52	Oregon \$33
22. Alphabet \$111	Washington \$51	Tennessee \$31
Pennsylvania \$91	Georgia \$46	Colorado \$31
30. Microsoft \$90	66. Nike \$44	98. Time Warner Cable \$31
New York City \$89	Minnesota \$44	Alabama \$31
Florida \$86	72. BEST BUY \$42	100. USAA \$30
Ohio \$78	Maryland \$42	













27 Source: (1) Source: "US Government Sector Tech Spending Trends, 2017 To 2018", Forrester Research, Inc., February 8, 2017. Figures based on constant currency. (2) U.S. Census Bureau, Bureau of Justice Statistics, Congressional Research Service, US Geological Survey, management estimates. (3) Fortune 500 company listing as of 2018. State Rankings calculated using total tax revenue data (FY 2016) from the US Census Bureau. New York City revenue calculated using FY 2019 budget information from NYC.gov. Numbers are in billions of dollars.

## The Time is Right...

- **One primary citizen interface**
- **Unified technology**
- **Shared repository of data**
- **Streamlined workflow**
- **Capitalize on new technologies to replace legacy**
  - Legacy products use decades-old technology stacks; modern programming languages are better/faster/cheaper
  - Modern hosting platforms are typically more secure
  - UI/UX have changed significantly since the legacy products were first designed, meaning a better user interface and more intuitive experience
- **Transition from perpetual licenses to SaaS model**
  - Lower up-front costs
  - Higher emphasis on ongoing customer satisfaction
  - Less reliance on 3rd party integrators
  - Faster configuration
  - Fully managed service (turn-key)

### **3. Compelling Products and Synergies**

## Summary Overview

	 CITYBASE Payments	 OpenCounter Regulation / Permitting	 Questica Budgeting / Transparency	 SHERPA Budgeting / Transparency	 Bonfire Procurement	 eCIVIS Grants Management
<b>Year Founded</b>	2013	2013	1998	2004	2012	2000
<b>Location</b>	Chicago, IL	San Francisco, CA	Burlington, ON	Denver, CO	Waterloo, ON	Pasadena, CA
<b>Number of Employees</b>	81	13	79	12	102	51
<b>Key Products</b>	<ul style="list-style-type: none"> <li>Digital Services</li> <li>Payments</li> </ul>	<ul style="list-style-type: none"> <li>Business Portal</li> <li>Residential Portal</li> <li>Special Events Portal</li> <li>Zoning Portal</li> </ul>	<ul style="list-style-type: none"> <li>Budget</li> <li>Performance</li> <li>Open Book</li> <li>Budget Book</li> </ul>	<ul style="list-style-type: none"> <li>Budget Preparation</li> <li>Personnel Forecasting</li> <li>Performance Management</li> <li>Consulting</li> </ul>	<ul style="list-style-type: none"> <li>eRFx &amp; eTendering</li> <li>Contracts</li> <li>Vendor Performance</li> </ul>	<ul style="list-style-type: none"> <li>Grants Acquisition Solution</li> <li>Grants Management Solution</li> <li>Allocate</li> </ul>
<b>Number of Clients</b>	358 	53 	694 	22 	301 	474 
<b>Awards/Misc.</b>	<ul style="list-style-type: none"> <li>134% Net Dollar-Based Retention Rate</li> <li>1mm unique utilities users</li> </ul>	<ul style="list-style-type: none"> <li>Winner of Civic I/O Tech Pitch</li> <li>1.7x ROI on cost of software in staff time savings</li> </ul>	<ul style="list-style-type: none"> <li>NPS Score: 60</li> <li>\$63bn+ in budgets managed</li> </ul>	<ul style="list-style-type: none"> <li>Largest customer has \$10bn in budget and 30,000 employees</li> </ul>	<ul style="list-style-type: none"> <li>NPS Score: 70</li> <li>Y-Combinator Class of W15</li> </ul>	<ul style="list-style-type: none"> <li>90% SaaS Mix</li> <li>150+ enterprise government implementations since 2000</li> </ul>

30 Note: Number of employees and clients reflect projected 2018E numbers.

## Representative Customer Case Studies

### City of Indianapolis, IN

#### Payments



**Selected to provide a platform for Indy's digital city hall**

- **140+** activities live within 1 year
- Digitized **40** services and payments
- **46** agencies served

### City of San Diego, CA

#### Regulation/ Permitting



**Partnered with the City of San Diego to streamline the process of starting a new business**

- In 2018 to-date, the San Diego Business Portal has been used to scope **14,534 zoning lookups** and **14,019 business permitting projects**
- Has saved an estimated **4,877 hours** of staff time

### City of Denver, CO

#### Budgeting / Transparency



**Provided a budgeting solution that was flexible and comprehensive**

- **682,500+** population with an annual budget of \$2.3+ billion
- Issued an RFP for a **budget reporting and analysis solution**
- Allowed for **integration to ERP** and other systems




“ *The information we get about people going through the process has been invaluable. The backend analytics have been a benefit for us from a service delivery perspective, and it means we can be proactive in following up with users.* ”

— Erik Caldwell, Economic Development Director for San Diego

“ *Customer services and responsiveness are excellent.* ”

— Kelly Greunke, Director of Finance, Budget Management Office, City and County of Denver

## Representative Customer Case Studies (Cont'd)

State of Rhode Island	Metropolitan Transportation Commission (San Francisco Bay Area)	State of Arizona
<b>Budgeting / Transparency</b> 	<b>Procurement</b> 	<b>Grants Management</b> 
<b>Implemented budget software for operating, capital, and performance management</b>	<b>Partnered with the MTC to enable easier and more powerful evaluation processes</b>	<b>Provided the first comprehensive statewide SaaS grant management system</b>
<ul style="list-style-type: none"> <li>Allowed the city to perform its budget operations in <b>one system</b></li> <li>Produced <b>real-time outputs</b> including analytics that combined what was <b>once disparate data</b></li> </ul>	<ul style="list-style-type: none"> <li>Complex RFP times reduced to a month versus <b>60-90 days</b> previously</li> <li>Average savings of <b>12%</b></li> <li><b>100%</b> compliance and audit win rate</li> </ul>	<ul style="list-style-type: none"> <li><b>24% increase</b> in federal grant revenues - nearly \$3 billion in 3 years</li> <li>Cost savings of more than <b>\$500,000 per year</b></li> <li><b>100% compliance</b> with AZ's electronic records requirements</li> </ul>
<p><b>“ I couldn't imagine the implementation process being any simpler. ”</b></p> <p>— Michael Brinton, Contract Manager, MTC</p>	<p><b>“ This system dramatically reduces time spent on administrative compliance; agencies can focus their efforts on activities that will truly benefit the Arizona taxpayer. ”</b></p> <p>— Matthew Hanson, Statewide Grant Administrator for State of Arizona</p>	

## NewCo Synergy Opportunities

### Expand customer base and penetration capitalizing on cross-selling opportunities

- Each operating company can provide customer references and contacts representing 1,500+ existing customers, a \$110mm+ cross-sell and large up-sell opportunity
- Collaborative go-to-market strategy, efforts, and insights to more efficiently market products (e.g. spotlights, webinars, etc.) and respond to RFPs
- Land and expand quickly through implementation excellence and rapid adoption of platform offerings

### Platform opportunity – product integration with best-of-breed point solutions

- Shared data, consolidated reporting, and business intelligence decreases workload on staff and improves process efficiency, driving higher customer value
- Product Integration
  - Permits and Payments: Payment processing for permits and richer business process for payments
  - Grants, Payment, Budget and Procurement: Tie grants management and payments (revenues) to budgeting and procurement (expenses) bringing the ability to forecast revenues and cost centers together
  - Budget and Digital Services: Connect budgeting and digital services to automate change request generated by the budgeting process
- Common approach to hosting, connectivity, and security aligns costs
- A common platform speeds up the software integration process customers require with existing financial and ERP systems

### Skilled management team to drive a shared vision

- Deep industry intelligence and technology creativity harnessed for a competitive advantage
- Peer-to-peer review of business (e.g. product R&D, support & consulting, etc.)

## Go-To-Market and Technology Integration Plan

### First 100 Day Priorities

- Install back office functionality to supplement and support client services and operations
  - Implement financial reporting system with standardized controls across the companies in order to efficiently report as a public company and be Sarbanes-Oxley compliant
- Establish "Go-To-Market" model in order to best position and accelerate the growth of SaaS/Cloud solutions
  - Capture immediate cross-selling synergies from our ~1,500 current clients
  - Move into key sales channels for increased distribution
- Develop long-term strategy for technical integration across platforms
  - Look for quick wins to integrate our offerings at key functional points
  - Offer a more comprehensive product suite over time in conjunction with our best-of-breed products
    - Functionality needs to be prepared for scale through organic growth and acquisitions
- Continue each business unit's current growth initiatives and management plans to achieve projected standalone growth
- Establish core company tenets and principles

### Sales & Marketing

- Harvest and encourage cross-selling synergies across each platform, leveraging pre-existing clients relationships to ease administrative selection burden, implementation time, and sourcing cost
  - Through cross-selling channels, get "key wins" with current large enterprise clients, pre-empting RFPs
- Develop a scalable sales model that can grow with demand and supplement cross-selling synergies
  - Unique model to efficiently do pre-sales across North America and allow for consultative sales as the opportunities merit
  - Develop low-cost, low touch first installation modules as well as potentially "try before you buy" modules
  - Optimize existing client references through key public sector leaders and industry forums, placing an emphasis on NewCo's value proposition to the community of users
  - Utilize system integration partners to unlock key sales channels

### Research & Development

- Keep current development in-house, but utilize our platform locations that are naturally low cost (e.g., Canada, Austin, Chicago)
- Fund key innovations into other adjacent product segments while ensuring core products remain best-in-class
- Encourage technical integration across platforms, where feasible, to accelerate competitive product advantage

### Market Positioning

- Public Sector ERP is an overcrowded market with high-risk projects and barriers to proper implementation
- Operating as a platform-lite will allow NewCo to take advantage of a faster sales cycle and combat difficult implementations

## GTY Go-To-Market Model

### Short-term: Focus on 138% growth for 2019E (meet and beat)

- Invest in additional sales reps across Business Units (“BUs”)
- Lightweight training for sales reps on BU products
  - “If you see this opportunity, call this person and you will receive a 50% bonus on the sale”
- Implement SPIF’s to incentivize cross-selling across BUs

### Mid-term: As soon as practical

- Add senior sales leadership (very experienced but very small); reporting directly to CEO
- Build out high-margin system integrator services group
- Establish GTY contract function to focus on Master Services Agreements/Contract Vehicles
- Establish channel relationships for market expansion

### Longer-term:

- Build out geographic GTY sales force (BU sales force becomes specialty sales force)
- Shared centers, methodologies and processes

CEO focus is on each BU CEO getting earn-out. Culture of “All for one and one for all”

## Summary of Growth Strategy

- Invest in sales and marketing to accelerate growth
- Leverage GTY team's extensive experience in enterprise software sales as states, large cities, and counties increasingly require a sales approach comparable to an enterprise account in the private sector with larger, multi-year deals, and longer sales cycles
- Utilize GTY team's vast industry network to establish strategic channel partnerships and elevate customer conversations to accelerate pipeline opportunities
- Cross-sell existing solutions across existing customer base
- Penetrate new geographies and broaden customer base
- Leverage GTY team's decades of experience operating complex enterprise technology organizations, including scaling many small "start-ups" within EMC and Accenture (VMware, Nicira, Data Domain, Pivotal, etc.)
- Acquire complementary capabilities to serve the diverse needs of state and local government customers

## 4. Financial Overview

## Baseline Consolidated NewCo Financial Forecast

Strong Growth with Expanding Margins and Cash Flow

(All figures Non-GAAP ex. SBC)

(\$ in millions)	Year Ending December 31,					Long-Term Target
	2017	2018E	2019E	2020E	2021E	
ARR	\$18	\$34	\$86	\$138	\$202	
(%) Growth	--	88%	157%	59%	46%	
Revenue	\$22	\$32	\$76	\$124	\$186	
(%) Growth	--	43%	138%	64%	50%	
Gross Profit	\$14	\$20	\$55	\$96	\$147	
(%) Margin	63%	64%	72%	77%	79%	80% - 85%
S&M Expense	\$5	\$9	\$21	\$31	\$43	
(%) Margin	23%	28%	28%	25%	23%	20% - 25%
R&D Expense	\$6	\$9	\$16	\$22	\$32	
(%) Margin	29%	29%	21%	18%	17%	10% - 15%
G&A Expense	\$9	\$12	\$21	\$26	\$38	
(%) Margin	40%	39%	28%	21%	20%	10% - 15%
EBIT	(\$7)	(\$11)	(\$5)	\$16	\$32	
(%) Margin	(32%)	(34%)	(7%)	13%	17%	30%+
Unlevered FCF <sup>(1)</sup>	(\$5)	(\$10)	(\$0)	\$26	\$43	
(%) Margin	(24%)	(31%)	(0%)	21%	23%	

### Commentary

- The Baseline Consolidated Forecast represents GTY's view of an achievable baseline operating plan
- The plan is informed by the aggregate of the individual standalone business unit forecasts, adjusted by NewCo management based on assessments of revenue visibilities, backlogs, business momentum, platform investments and potential integration, and public company operating costs, net of synergies
- Projections for 2019 – 2021 include an estimated \$10mm of annual revenue synergies; there are ~\$110mm+ total potential revenue synergies from cross-sell opportunities
- 85%+ of projected 2018 revenue has been either recognized or booked
- Nearly 70% of projected 2019 revenue (excluding synergies) has been booked or is considered high probability based on existing pipeline

Note: 2017 historical results are unaudited and were not prepared in accordance with GAAP. Actual audited GAAP results may differ materially. Financial forecasts for calendar years 2018-2021 were prepared using unaudited, non-GAAP historical financial information and may change upon further due diligence. See "Important Information" on pages 1-2. EBIT includes \$1-2mm estimated Depreciation & Amortization. Numbers may not add to totals due to rounding.

(1) Unlevered free cash flow is defined as EBITDA – Cash Taxes – Increase in Net Working Capital + Increase in Deferred Revenue – Capital Expenditures.

# Annual Recurring Revenue Walk

Strong recurring revenue base with deep pipeline for growth

(\$ in millions)



- A** **Highly visible sales pipeline, with ARR from new customers primarily driven by Procurement (~25% of new ARR), Payments (~50%), and Grants Management (~15%)**
  - Procurement quota-carrying reps increasing ~60%, expected to double customer base from ~300 to ~600 by end of 2019; segment is currently sales capacity constrained. ARR also benefits from mix shift to larger accounts
  - In Payments, large contracts with Chicago and San Francisco expected to ramp, resulting in multiple new municipal agency opportunities<sup>(1)</sup>; Chicago has 42 potential "customers / agencies" for expansion. San Francisco comes online in Q4 2018
  - Grants Management is actively moving upmarket and has identified ~450 of higher Annual Contract Value ("ACV") customer opportunities in 2019, with assumed conversion rate of ~35% (vs. ~50% in 2017 and ~60% in 2018)
- B** **ARR from upselling existing customers primarily driven by Grants Management (~70% of upsell ARR), Permitting (~15%), and Procurement (~15%)**
  - Grants Management upsell of additional modules and new Allocate software focused on larger customers – driving ~45% increase in ACV for existing customers in 2019 – continues to move the product up market
  - Permitting transitioned to new modular product in 2019 for easier upsell – driving estimated 30%+ ACV increase for existing customers
  - Procurement product has seen steady ACV increases driven by upsell and new contracts: ~50% growth in 2017, ~45% in 2018, and estimating ~37% in 2019; expecting continued ramp over time. Upsell is expected to deliver ~15% of ACV uplift to existing customers in 2019
- C** **Lost ARR from churn primarily driven by targeted transition in customer base for Grants Management product**
  - Grants Management is strategically shifting focus to larger customers, especially with new products like Allocate, generating meaningfully higher ACV (>3x that of 2017) and actively phasing out smaller, lower ACV customers
  - Grants Management ARR added from new customers and upsell is expected to be ~14x the ARR lost due to churn
- D** **Cross-selling synergies expected to drive ~\$11 million in incremental ARR in 2019**
  - Total cross-sell opportunity estimated to be ~\$110 million based on 2018E ACV – does not include additional opportunity from existing customer base ACV increases in 2019

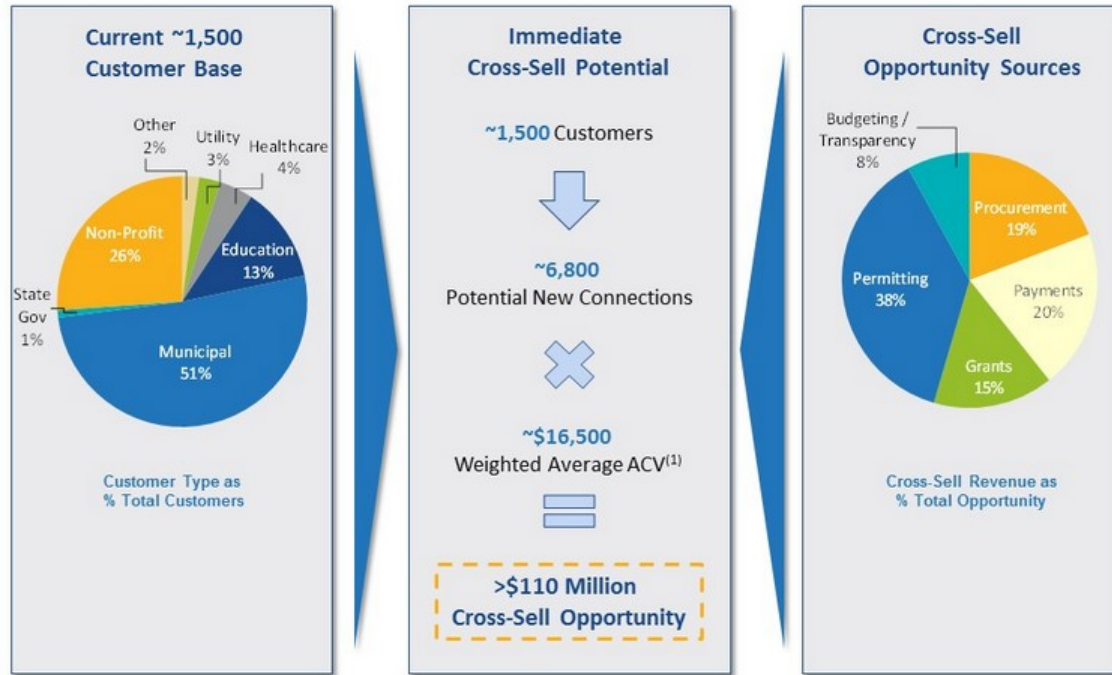
Note: All figures represent projections that are unaudited and non-GAAP. Actual audited GAAP results may differ materially. Financial forecasts for 2018 – 2019 were prepared using unaudited non-GAAP historical information and may change upon further due diligence.

39 See "Important Information" on pages 1-2. Numbers may not add to totals due to rounding.

(1) An agency within a city is considered a unique Payments customer.

# Cross-Selling Synergies Represent \$110M+ Opportunity

Significant cross-selling synergies provide additional outlet for organic growth



40 (1) Based on 2018E ending average customer ACV, calculated as ACV by Product x Customer Opportunities Per Product / Total Opportunities. ACV significantly varies depending on product area, contract length, customer size, and other factors.

## Standalone Operating Forecast By Business Unit: Revenue

	Year Ending December 31,				
(\$ in millions)	2017	2018E	2019E	2020E	2021E
Procurement	\$2	\$4	\$10	\$21	\$35
(%) Growth	--	129%	185%	115%	63%
Payments	\$4	\$6	\$18	\$37	\$59
(%) Growth	--	50%	182%	102%	60%
Grants	\$5	\$5	\$12	\$22	\$37
(%) Growth	--	16%	122%	84%	66%
Permitting	\$2	\$2	\$5	\$8	\$14
(%) Growth	--	44%	102%	80%	68%
Budgeting & Transparency	\$10	\$14	\$21	\$25	\$31
(%) Growth	--	40%	47%	21%	25%

### Commentary

- Procurement revenue growth acceleration from 2018 to 2019 driven primarily by new customer adds as sales force scales, with relatively conservative assumptions around ACV growth
- Payments revenue growth driven by increased penetration in major cities and larger accounts coming online in the latter half of 2018 and throughout 2019
- Grants revenue growth expected to accelerate in 2019 after strategic shift in 2017-2018 to move upmarket and target larger accounts
- Permitting revenue expected to benefit in H2 2018 from the major product investment made in 2017-2018, as the new modular platform makes it easier to add and upsell customers
- Budgeting & Transparency is expected to benefit from sales team ramping

Note: 2017 historical results are unaudited and were not prepared in accordance with GAAP. Actual audited GAAP results may differ materially. Financial forecasts for calendar years 2018-2021 were prepared using unaudited, non-GAAP historical financial information and may change upon further due diligence.  
See "Important Information" on pages 1-2.

## Revenue Breakdown (ex-Synergies)

(\$ in millions)	Year Ending December 31,				
	2017	2018E	2019E	2020E	2021E
Recurring Revenue	\$14	\$22	\$52	\$98	\$156
(%) Growth	--	55%	132%	88%	60%
(%) Mix	65	70	79	86	89
License Revenue	\$2	\$2	\$3	\$3	\$3
(%) Growth	--	28%	31%	(3%)	6%
(%) Mix	8	7	4	2	2
Services Revenue	\$5	\$7	\$11	\$14	\$17
(%) Growth	--	35%	60%	26%	26%
(%) Mix	22	21	16	12	10
Other Revenue <sup>(1)</sup>	\$1	\$0	\$0	\$0	\$0
(%) Growth	--	(55%)	--	--	--
(%) Mix	5	2	--	--	--

### Commentary

- Recurring revenue consists primarily of SaaS revenue (Procurement, Grants, and Permitting), recurring monthly license (Payments), payment fees, and software maintenance revenue (Budgeting & Transparency)
- Perpetual license revenue consists of Budgeting & Transparency solutions in response to some customer's preferences for an on-prem perpetual license solution
- Services revenue consists of implementation and consulting from all business segments

Note: 2017 historical results are unaudited and were not prepared in accordance with GAAP. Actual audited GAAP results may differ materially. Financial forecasts for calendar years 2018-2021 were prepared using unaudited, non-GAAP historical financial information and may change upon further due diligence.

See "Important Information" on pages 1-2.

42 (1) Includes revenue from payment kiosks

## Standalone Operating Forecast By Business Unit: ARR

(\$ in millions)	Year Ending December 31,				
	2017	2018E	2019E	2020E	2021E
Procurement	\$2	\$5	\$14	\$27	\$41
(%) Growth	--	116%	172%	87%	53%
Payments	\$4	\$10	\$29	\$47	\$70
(%) Growth	--	142%	177%	64%	50%
Grants	\$5	\$8	\$17	\$31	\$49
(%) Growth	--	80%	114%	81%	56%
Permitting	\$1	\$2	\$4	\$8	\$13
(%) Growth	--	81%	97%	82%	70%
Budgeting & Transparency	\$5	\$8	\$11	\$14	\$18
(%) Growth	--	42%	36%	32%	26%

### Commentary

- Procurement assumes continued ACV growth throughout the projection period, while customer growth remains the primary driver of ARR expansion
- Payments recurring revenues benefits from additional city agencies coming online for existing accounts and several large pipeline customers being converted. Projection does not assume any upside from adoption expansion at existing customers
- Grants assumes significant ACV expansion amid strategic shift toward larger accounts, with customer count decreasing somewhat in 2017 and 2018, as low ACV customers are phased out. Expected to be net negative churn by 2019
- Permitting assumes ACV expansion in 2019 as revamped product becomes more widely distributed and increases upsell, with growth also driven by customer adds from sales ramp up
- Budgeting & Transparency assumes low ACV growth with ARR growth driven by strong customer pipeline

Note: 2017 historical results are unaudited and were not prepared in accordance with GAAP. Actual audited GAAP results may differ materially. Financial forecasts for calendar years 2018-2021 were prepared using unaudited, non-GAAP historical financial information and may change upon further due diligence.  
See "Important Information" on pages 1-2.

## Standalone Operating Forecast By Business Unit: Gross Profit

(\$ in millions)	Year Ending December 31,				
	2017	2018E	2019E	2020E	2021E
Procurement	\$1	\$3	\$8	\$19	\$31
(%) Margin	89%	75%	83%	87%	88%
Payments	\$1	\$3	\$12	\$29	\$47
(%) Margin	30%	43%	67%	78%	80%
Grants	\$3	\$4	\$9	\$16	\$27
(%) Margin	75%	70%	73%	73%	73%
Permitting	\$1	\$2	\$3	\$6	\$11
(%) Margin	70%	74%	74%	75%	77%
Budgeting & Transparency	\$7	\$9	\$15	\$18	\$24
(%) Margin	67%	66%	71%	71%	75%

### Commentary

- Procurement gross margin decrease in 2018 driven by increase in sales support staff to prepare for sales ramp in 2019 and beyond, with increasing support efficiency expected to drive gross margin expansion in outer years
- Payments gross margin expansion driven by substantially lower implementation costs for newer accounts as company becomes more efficient in bringing new agencies online
- Grants gross margin decrease in 2018 driven by delayed implementation for one large customer due to contract renegotiation in 2017 that pushed costs into 2018. Shift to larger customers expected to increase gross margins going forward
- Permitting gross margin expansion driven by shift in revenue mix away from services and towards SaaS, with modular product redesign also increasing ease of implementation and support
- Budgeting & Transparency 2018 gross margins affected by higher hosting costs of an acquired target, which has been migrated to lower-cost hosting on a major cloud infrastructure provider, thus expanding gross margin in 2019 and beyond

Note: 2017 historical results are unaudited and were not prepared in accordance with GAAP. Actual audited GAAP results may differ materially. Financial forecasts for calendar years 2018-2021 were prepared using unaudited, non-GAAP historical financial information and may change upon further due diligence.  
See "Important Information" on pages 1-2.

## Overview of Business Unit KPI Metrics – 2018E

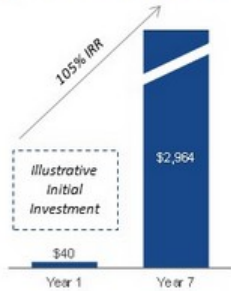
	Procurement	Payments	Grants Management	Regulation / Permitting	Budgeting / Transparency
Net Dollar-Based Retention Rate	114%	134%	96% <sup>(1)</sup>	113%	118% <sup>(2)</sup>
ARR (\$m)	\$5m	\$10m	\$8m	\$2m	\$8m
SaaS as % of Total Revenue	100%	NA	90%	89%	11%
Recurring Revenue % of Total Revenue	100%	92%	90%	89%	43%
Customer Count	301	358	474	53	716

Note: Financial forecasts for 2018 were prepared using unaudited, non-GAAP historical information and may change upon further due diligence. See "Important Information" on pages 1-2.

45 1) Impacted by transition to higher-ACV customer base— expected to be net negative churn by 2019.  
2) Includes impact of acquisition made in June 2017.

# Capital Can Create Significant Upside Beyond Baseline Plan

## 1 Platform Expansion



- Creating Digital City Hall for ~30 additional cities
- Potential expansion into international markets

	Year 2	Year 7
Revenue	\$120	\$120
(%) CAGR	--	

## 2 Sales Expansion



- Expansion across most business units
- Opportunities in international markets

	Year 2	Year 7
Revenue	\$133	\$215
(%) CAGR	10%	

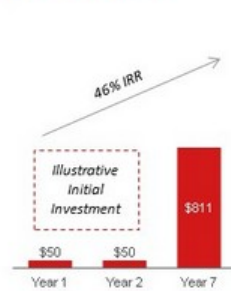
## 3 Adjacent Business Areas



- Parking / transit
- Utilities

	Year 2	Year 7
Revenue	\$100	\$161
(%) CAGR	10%	

## 4 Strategic M&A



- Disaster response / emergencies
- Scholarships
- Legacy portals
- Data and tactical acquisitions

	Year 2	Year 7
Revenue	\$17	\$109
(%) CAGR	46%	

**87% Total Implied IRR and \$6.6bn incremental enterprise value<sup>(1)</sup> from future growth initiatives**

Note: Illustrative framework. Does not imply actual projections.

IRR calculated as incremental enterprise value in Year 7 over initial investment.

(1) Assumes 32.5x EV / Year 7 Unlevered Net Income Multiple assuming 30% long-term contribution margin (except platform expansion, which assumes 100% long-term contribution margin) and a 24% tax rate applied to Year 7 incremental revenue.

## 5. Business Combination Overview

## Transaction Summary

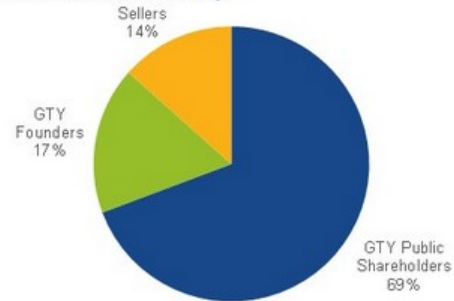
### Overview

- Pro forma enterprise value of \$560mm
- Target company investors will collectively own 14% of the company<sup>(1)</sup>
- \$258mm in cash used to purchase equity from existing company investors<sup>(2)</sup>
- \$31mm in cash used to repurchase public shareholder and GTY founder warrants<sup>(3)</sup>
- Estimated transaction fees of \$35mm
- Up to 20% of the sponsor promote is allocated to senior management and potential channel partners

### Enterprise Value

Enterprise Value Calculations	
Shares Outstanding (mm) <sup>(1)</sup>	79.7
(x) Share Price	\$10.00
<b>Equity Value</b>	<b>\$797</b>
(-) Cash <sup>(4)</sup>	(237)
<b>Enterprise Value</b>	<b>\$560</b>
Transaction Multiples	
Enterprise Value / 2019E Revenue (\$76mm)	7.4x

### Post-Transaction Ownership<sup>(1)</sup>



### Sources and Uses

Sources	
GTY Cash Held in Trust	\$561
<b>Total Cash Sources</b>	<b>\$561</b>
Value of GTY Shares Issued	\$107
<b>Total Sources</b>	<b>\$668</b>
Uses	
Cash to Pro Forma Balance Sheet <sup>(4)</sup>	\$237
Purchase of Equity (Cash Portion)	258
Repurchase of Warrants	31
Estimated Transaction Fees	35
<b>Total Cash Uses</b>	<b>\$561</b>
Purchase of Equity	\$107
<b>Total Uses</b>	<b>\$668</b>

Note: All figures assume zero redemptions from cash in trust by GTY shareholders. Actual results may differ materially.

(1) Shares Outstanding includes 55.2mm existing Class A shares, 13.8mm existing Class B shares, and 10.7mm Class A shares to be issued in connection with the transaction. Excludes 18.4mm public shareholder warrants, 8.7mm GTY founder warrants, 5.3mm shares reserved for future stock issuance for employees, \$5.0mm in value for Bonfire earn-out shares, 6.0mm CityBase earn-out shares, \$50mm in value for aCivis earn-out shares, \$10mm in value for Questica earn-out shares, and \$2mm in value for Sherpa earn-out shares. Earn-outs subject to various operating performance milestones.

(2) Excludes \$5mm in cash earn-out for Bonfire.

(3) Assumes 18.4mm public shareholder warrants will be exchanged for \$1.35 per warrant and 8.7mm GTY founder warrants will be exchanged for \$0.75 per warrant.

(4) Target companies shown on debt-free, cash-free basis.

## Significant Transaction Consideration in Long-Term Equity

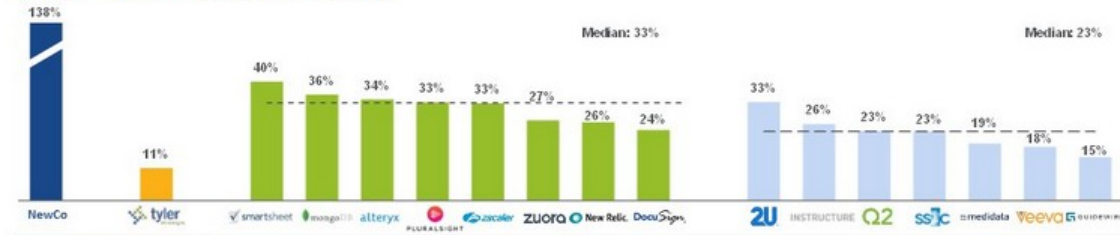


- A** Significant existing shareholder ownership at the outset with ~1/3 of the initial consideration in equity with a one-year lock up
- B** Equity earn-out structured for achievement of growth and profitability performance metrics; potentially doubles existing shareholder initial equity stake
- C** Stock incentive plan creates long-term management and shareholder alignment
- D** More than 50% of total Transaction consideration comprised of equity

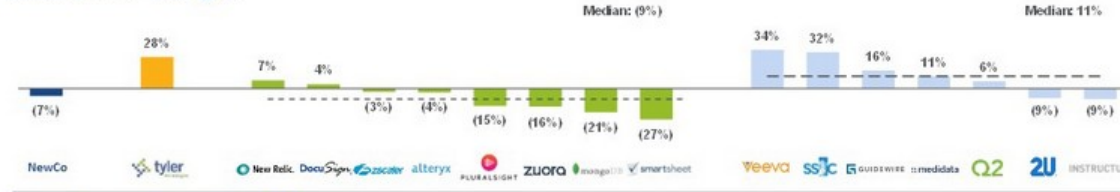
49 Note: Numbers may not add to totals due to rounding.

# Projected Operating Metrics vs Peers

## 2018E – 2019E Revenue Growth



## 2019E EBIT Margin



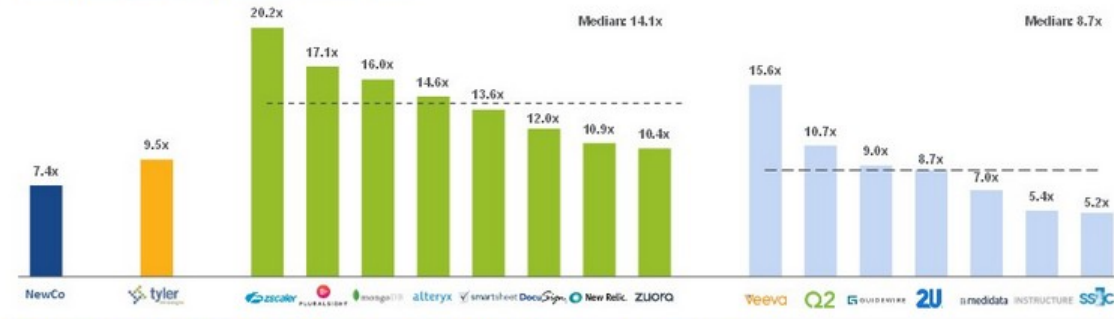
## Long-Term Operating Margin



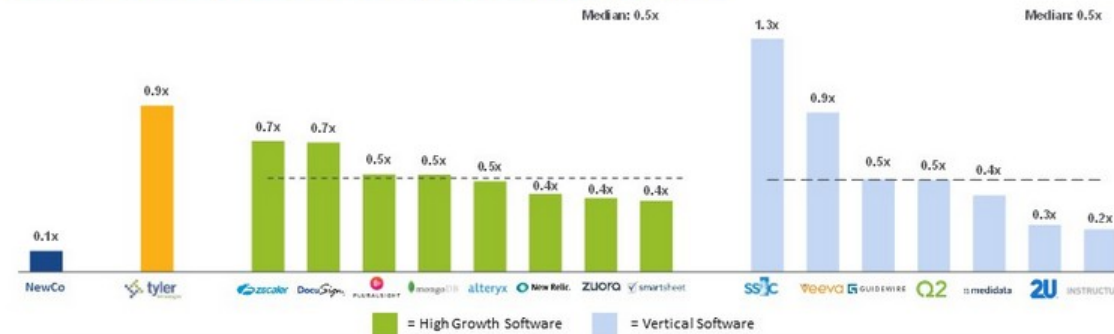
Source: FactSet, company filings and materials. Market data as of September 7, 2018. SSJ shown as of September 5, 2018 (unaffected for announced acquisition of Intralinks).  
 Note: All NewCo forecasts were prepared using unaudited historical financial information that was not prepared in accordance with GAAP. Actual results may differ materially.  
 See "Important Information" on pages 1-2.

# Projected Valuation at a Discount to Peers

## Enterprise Value / 2019E Revenue



## Enterprise Value / 2019E Revenue / 2020E Revenue Growth



51 Source: FactSet, company filings and materials. Market data as of September 7, 2018. SS&C shown as of September 5, 2018 (unaffected for announced acquisition of Intralinks).  
 Note: All NewCo forecasts were prepared using unaudited historical financial information that was not prepared in accordance with GAAP. Actual results may differ materially.  
 See "Important Information" on pages 1-2.

# Projected Valuation at a Discount to Peers (Cont'd)

Enterprise Value / 2019E Margin-Adjusted Unlevered Net Income



Enterprise Value / 2019E Margin-Adjusted Unlevered Net Income / 2020E Revenue Growth



Source: FactSet, company filings and materials. Market data as of September 7, 2018. SS&C shown as of September 5, 2018 (unaffected for announced acquisition of Intralinks).  
 Note: All NewCo forecasts were prepared using unaudited historical financial information that was not prepared in accordance with GAAP. Actual results may differ materially.

52 See "Important Information" on pages 1-2.  
 Margin-Adjusted Unlevered Net Income Calculation applies 24% tax rate and long-term operating margin to 2019E revenue.

# Recent Software IPOs vs. NewCo

## Recent Software IPOs

Last Twelve Months



### CY+1 Metrics @ IPO

### NewCo (2019E)

Revenue Growth	138%	
Gross Margin	72%	
Operating Margin	(7%)	
Long-Term Target Margin	30%+	
Sticky Vertical Software		1 / 16

= Median = NewCo

Source: FactSet, Renaissance Capital, Company materials.

Note: All NewCo forecasts were prepared using unaudited historical financial information that was not prepared in accordance with GAAP. Actual results may differ materially.

53 See "Important Information" on pages 1-2.

NewCo CY+1 Revenue growth not shown to scale on chart.

# Sponsor Summary



**William D. Green**  
Co-Chairman and Co-CEO



- Institutional Investor #1-Ranked CEO in the Computer Services & IT Consulting sector in 2007
- CEO of Accenture, 2004 – 2010, and Chairman of the Board, 2006 – 2013
  - Built a technology consulting powerhouse
  - Grew revenue from \$13.7bn to \$21.6bn (2004 to 2010)
  - Closed more than 25 acquisitions (2004 to 2013)
- Joined Accenture in 1977 and became a partner in 1986
- Director of Dell Technologies Inc., Inovalon Holdings, Inc. (NASDAQ: INOV), Pivotal, EMC, and S&P Global
  - Lead independent Director of EMC (February 2015 to September 2016)

### Track Record at Accenture



**Joseph M. Tucci**  
Co-Chairman and Co-CEO



- Institutional Investor #1-Ranked CEO in the IT Hardware sector in 2006
- CEO and Chairman of EMC from 2001 to 2006, respectively, until September 2016 when Dell acquired EMC
  - Led EMC through a revitalization into a federation of businesses that grew to include EMC, VMware, Pivotal, RSA, VCE and Virtustream
  - Revenues grew from \$5.4bn to over \$24bn from 2002 to 2015
- Chairman of the Board of VMware from 2007 to 2016, and Director of Paychex, Inc.
- Chairman & CEO of Wang Global 1993 – 1999, where he led the company out of Chapter 11 and eventually sold it to Getronics in 1999

### Track Record at EMC



**Harry L. You**  
President and CFO



- Institutional Investor #1-Ranked CFO in the Computer Services & IT Consulting sector in 2004
- Executive Vice President of EMC since 2008
  - Head of corporate strategy and new business development, including M&A, JV and VC activity
  - Instrumental in devising the structure for Dell's acquisition of EMC, the largest ever deal in technology
- CEO of BearingPoint, 2005 – 2007
- CFO of Oracle, 2004, where he closed the acquisitions of Peoplesoft and Retek
- CFO of Accenture 2001 – 2004, taking the company public and driving 35% annual free cash flow growth during his tenure
- Fifteen year career as an investment banker, culminating as a Managing Director at Morgan Stanley
- \$500 Bn in closed M&A transactions; \$200 Bn in financings including 37 lead-managed IPOs

### Track Record as Corporate Executive



54 Source: Annual 10-K filings of companies presented above, websites of companies presented above, Mergermarket, FactSet.

## Opportunity Summary

- Large and Underpenetrated Market Opportunity
- Disruptive Business with Recurring Revenue Base Growing 100%+ and Expected Profitability by End of 2019<sup>(1)</sup>
- Experienced Management Team with History of Value Creation
- Sponsor Support from GTY Founders with Key Public and Enterprise Relationships
- Significant Balance Sheet Cash for Future Synergistic M&A
- Transaction at a Meaningful Discount to High-Growth Market Comparables

<sup>55</sup> (1) Growth rate of 100% based on CY2019E management projections.

## Appendix: Profiles

## A. Procurement (Bonfire)



# Bonfire Overview

## Company Overview

- Bonfire develops a cloud-based collaborative eSourcing platform that helps procurement teams find, select, and manage suppliers
- Solutions offered are used for RFQ, RFT and SOW evaluations, RFP and RFx evaluations, bid and tender evaluations, supplier qualifications, EOI and RFI evaluations, and others projects
- Caters to colleges and universities, hospitals, GPOs, SSOs, municipalities, counties, school boards, transit, utilities (water, energy), public housing, arts & community agencies, other NGOs and non-profits, and provincial/state organizations
- **Founded:** 2012
- **Headquarters:** Waterloo, Ontario

## Executive Team



**Corry Flatt, CEO and Co-founder**  
 Past Experiences: Sandvine, Miovision, Kik  
 Y-Combinator class of W15



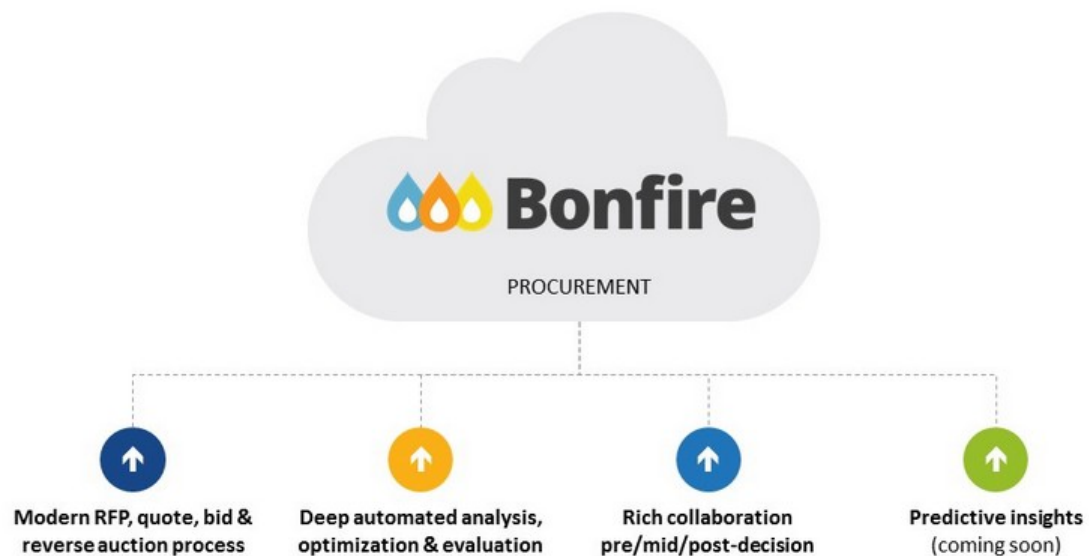
**Alex Millar, CTO and Co-founder**  
 Past Experiences: Microsoft, IBM, RIM  
 Y-Combinator class of W15

## Product Overview

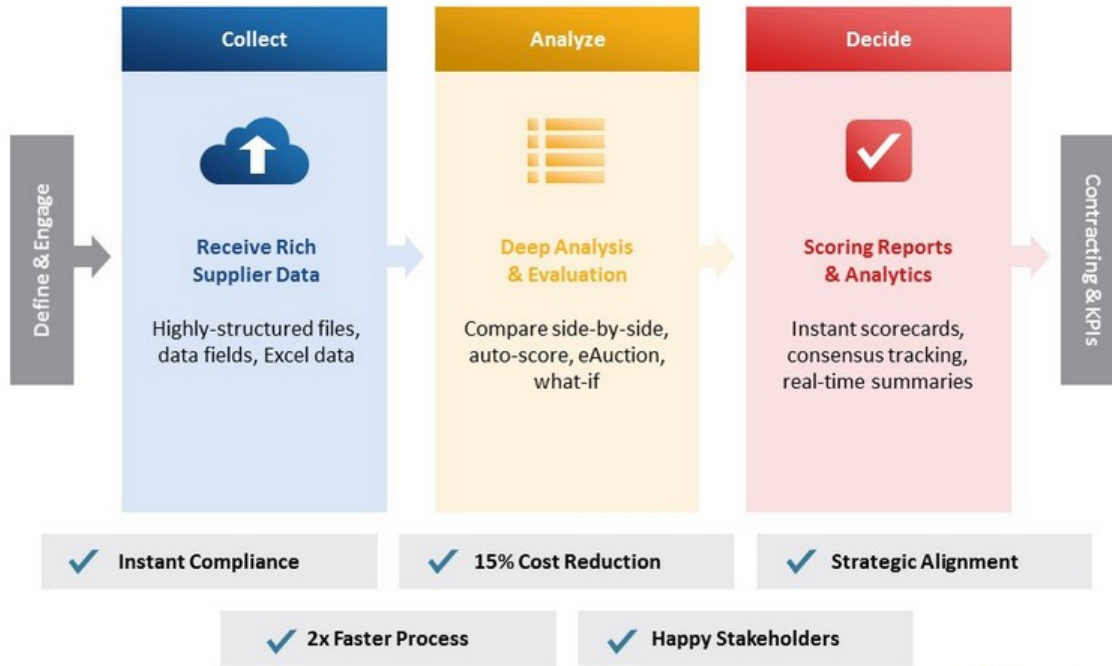
<p><b>eRFx &amp; eTendering</b></p>	<ul style="list-style-type: none"> <li>• Provides control for RFx and bids, streamlining the entire sourcing workflow from posting to award</li> <li>• Provides evaluation tools that give deep insights into consumers' projects</li> <li>• Provides real-time overview of projects and KPIs and reduces surprises of the future by enabling future forecasting</li> </ul>
<p><b>Contracts</b></p>	<ul style="list-style-type: none"> <li>• Provides contract information in one centralized, searchable, online platform</li> <li>• Provides heat-mapped calendar view, reminders and KPIs that enable forecasting future needs and avoiding surprises</li> <li>• Enables easy creation of contracts from completed projects</li> <li>• Provides control of end-user access to contract information and assigns reminders for action items throughout the contract lifecycle</li> <li>• Easy search and filtering options for information</li> </ul>
<p><b>Vendor Performance</b></p>	<ul style="list-style-type: none"> <li>• Enables clear visibility into vendor performance</li> <li>• Provides one-click, mobile friendly surveys that make things easy for end users</li> <li>• Enables configuration of surveys in a few clicks and set a cadence to automatically send to end users</li> </ul>



## Moving Decision-Making into Cloud

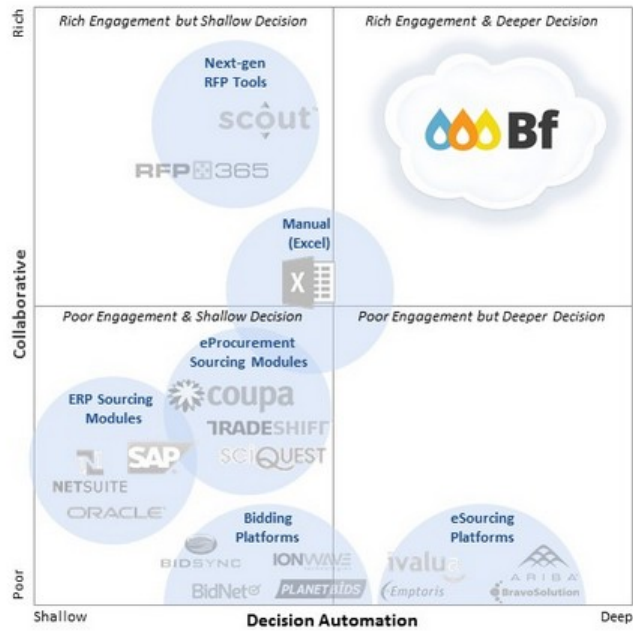


## Bonfire Uniquely Captures and Supercharges Decision-Making Workflow in One Place



# Bonfire's Model is Unique in the Procurement Landscape

**Collaborative:**  
How easily and deeply can internal stakeholders participate in the sourcing process at all stages?

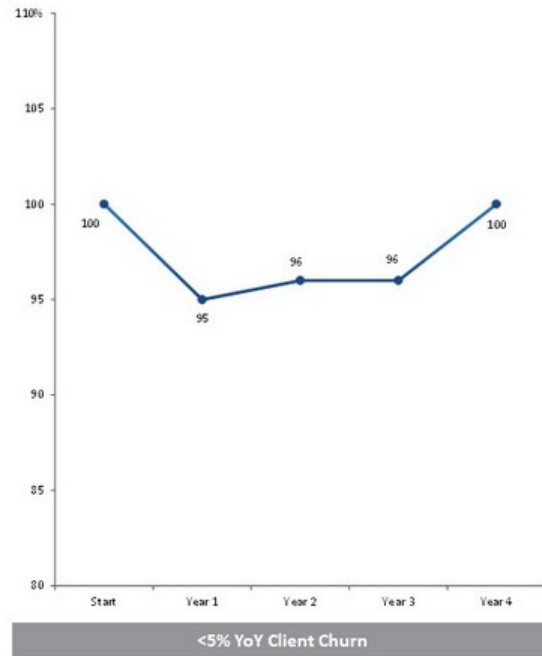


**Decision Automation:**  
How fully is the entire sourcing process captured online for all complexities + how deeply is analysis/evaluation actually automated?

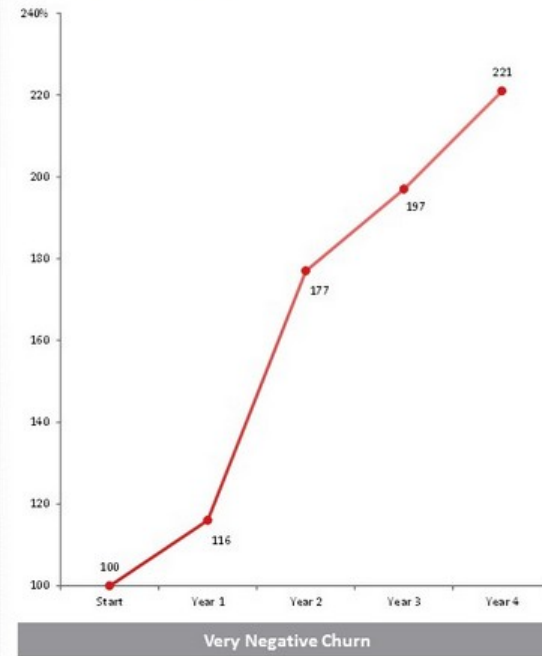


## Excellent Retention and Negative Net Churn

Client Retention (%)

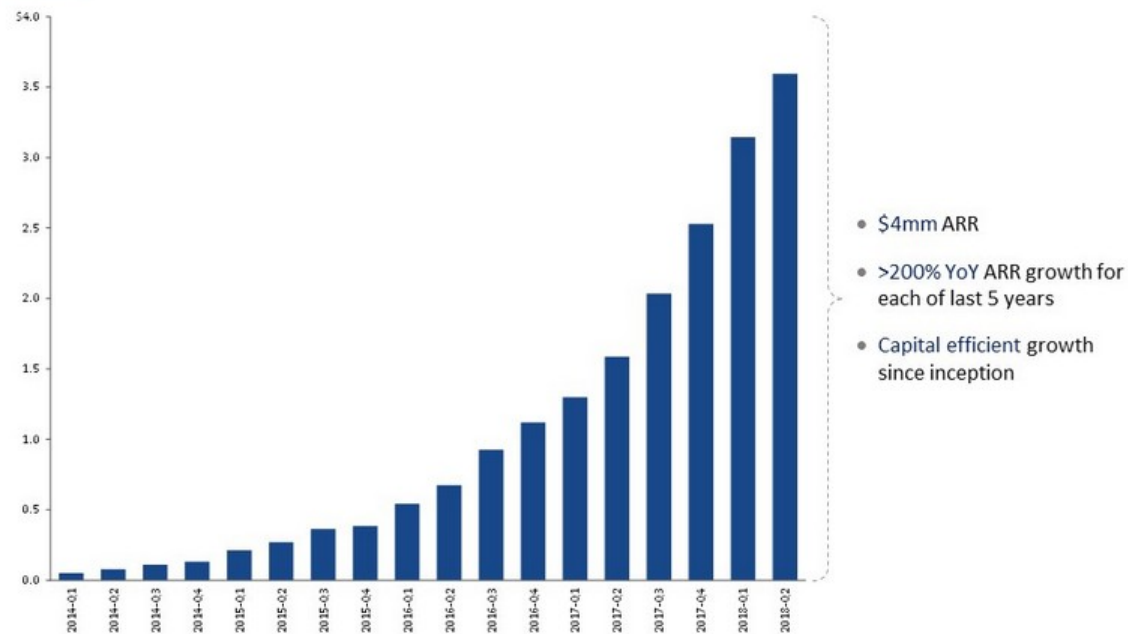


Net ARR Retention (%)



## Consistent ARR Growth

Ending ARR  
(USD\$ in mm)



63



## Strong Unit Economics for Capital-Efficient Growth

Bonfire's strong unit economics position it for *capital-efficient growth*



... Driven by Strong Customer Satisfaction



64 Note: All NewCo forecasts were prepared using unaudited historical financial information that was not prepared in accordance with GAAP. Actual results may differ materially. See "Important Information" on pages 1-2.

## B. Payments (CityBase)



## CityBase Overview

### Company Overview

- Founded in 2013, CityBase technology dramatically improves how people and businesses interact with their local government and utility provider
- Serves municipalities, government agencies, and utility clients, providing end to end payment solutions, digital services, and API development
- Provides solutions to more than 100 government agencies and utilities
- Key Events:
  - Aug 2017: Acquired Department of Better Technology for an undisclosed consideration
- Founder: Michael Duffy
- Headquarters: Chicago, IL

### Key Management



**Michael Duffy, CEO**  
Past Experiences: Northern Trust Global Investment



**Leo Brubaker, President & COO**  
Past Experiences: Uptake and Centro



**Liz Fischer, CMO**  
Past Experiences: University of Chicago



**Alex Pedenko, CTO**  
Past Experiences: Swingbyte

### Products

- |                         |                                                                                                                                                                                                                                                  |
|-------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Digital Services</b> | <ul style="list-style-type: none"> <li>• Digital forms that improve online processes and replace manual ones</li> <li>• Automated workflows, staff dashboards, and case management technology</li> </ul>                                         |
| <b>Payments</b>         | <ul style="list-style-type: none"> <li>• EMV, PCI Level-1 compliant payment platform for web, mobile, kiosk, and POS channels</li> <li>• Direct integration to underlying systems of record, billing, and other source systems</li> </ul>        |
| <b>Kiosks</b>           | <ul style="list-style-type: none"> <li>• In-person, 24/7 self-service payment options for customers paying cash, check, card</li> <li>• Research-driven user interface, accessible for people with vision impairments or low literacy</li> </ul> |

### Key Statistics

- Citybase serves 121 government agencies and 53 utility locations across 18 states
- The company has processed about 5 million transactions with 1000% increase in volume from 2015 through 2017
- Citybase now has 1 million unique utilities users



## The Problem CityBase Solves

Local government can look like 50 businesses serving one customer base.

Government has become a **complex web of systems** that is accelerating past critical limits

**50+ systems** have scraps of data about the same people, properties and businesses—but they can't talk to each other

“ We had 19 different departments doing 19 different things. And guess what? We interacted with a constituent 19 different ways.

— Peter Ambs, CIO, Albuquerque ”



## The Problem CityBase Solves (Cont'd)

- Request extra traffic patrols
- Submit a public records request
- Apply for a homestead deduction
- Find bid opportunities
- Record a deed
- Find an incident request
- Register for a marriage license
- Find a sample ballot
- Report a pothole
- Apply for a public way use permit

There are 1000+ constituent activities in a community

- Search court cases
- Contest a parking ticket
- Pay your water bill
- Report a faulty traffic signal
- Find your school district
- File documents with the court
- Register to vote
- Verify your business location
- Pay your property taxes
- Change the mailing address for your property tax bill
- Review tax rates



## The Problem CityBase Solves (Cont'd)

CityBase has reconciled 80% of needs to common patterns



And built a configurable platform that delivers client specific solutions

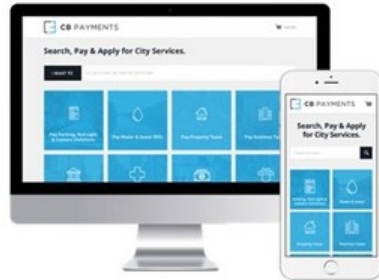


## The Problem CityBase Solves (Cont'd)

CityBase makes it easy to find and pay government services

### A constituent ...

Goes online  
applies  
gets approved



### An agency...

Confirms status  
sees global activity  
handles anomalies

CityBase also make it easy for staff to set up & process service requests

**1,000+**  
Services

... which reduces administrative waste

**10 to 20**  
Days MIN

...and accelerates revenue collection

**80%**  
End in Payment



## CityBase Target Markets



### City and County Governments

- Markets with over 250K population
- Anchor agencies that oversee highest volume constituent interactions, such as parking and property services
- Super agencies such as technology and finance that make enterprise buying decisions

### Current Customers

- 3 major enterprise clients
- Presence in 8 of the top 25 cities



### Regional Utilities

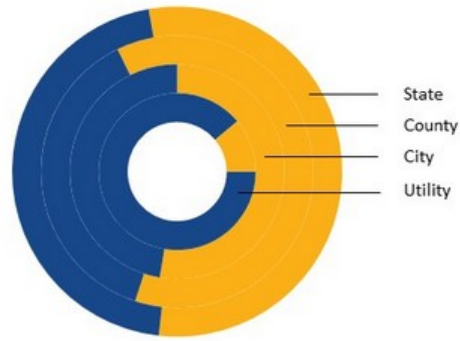
- Markets with over 100,000 accounts
- Focus on electric in the investor owned sector and water in the municipal sector
- Expand into overlapping municipalities that share a customer base

### Current Customers

- Serving 30 utilities
- Only kiosk vendor to Southern Companies



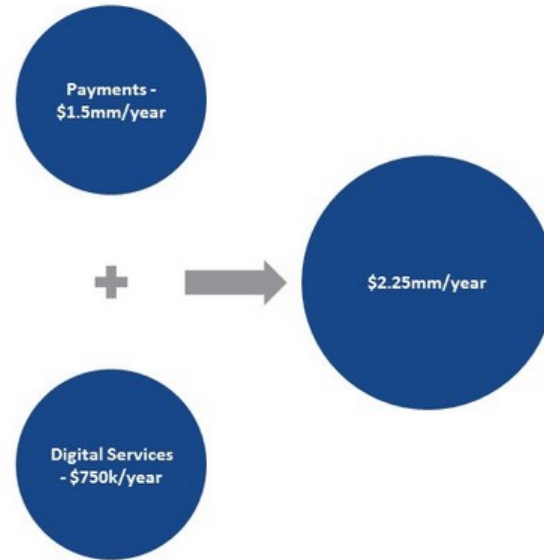
## Large Opportunity to Revolutionize Payments in Government



	Payments	Digital Services
State	\$463	\$556
County	286	471
City	519	576
Utility	1,172	146
<b>Total (In Millions)</b>	<b>2,440</b>	<b>1,750</b>

72 Source: Management estimates.

### Opportunity in a 250k Person City



Note: Payments includes mail and back office savings.



## CityBase Customer Case Studies



- Consolidated City of Indianapolis and Marion County is a leader in government operations
- CityBase was selected as the platform for its digital city hall
- Results to date: 140+ activities live within 1 year

**40+**  
Services & Payments Digitized

**100+**  
Content Cards

**50k+**  
Pilot Site Users

**46**  
Agencies Served

**4+4**  
Payments Contract Term (Years)



- City of Chicago Department of Finance collects 57 payment types
- CityBase was selected as streamlined solution for all
- Results to date: New site live with parking and business user payments that had never been online before

**100**  
Kiosks Planned

**57**  
Debts in New Scope

**4.5mm**  
Trans to Date

**5+5**  
Contract Term (Years)



- Provides electricity to 80% of the state
- 1.5mm customer accounts and 500k in-person payments across 90 locations
- CityBase selected to automate in-person transactions via kiosk

**500k**  
Transactions in Year One

**30**  
Workday Implementation

**4+4**  
Contract Term (Years)



## C. Grants Management (eCivis)



# eCivis Overview

## Company Overview

- Founded in 2000, eCivis provides cloud based grants management system for state, local and tribal governments
- Simplifies grant pursuance, proposal development, budgeting, program implementation, performance reporting, management of subrecipients and compliance in a single centralized enterprise system
- Over 26 data integrations with government ERP/GL to combine financial data with program outcomes
- Premier customer list, expert Client Advisory Board from some of the largest cities and counties in the US, and strong reputation in the public sector
- Also offers grant writing, consulting and professional services along with financial and program performance tracking, cost allocation and open data
- Headquarters: Pasadena, CA

## Executive Team



**James Ha, President & CEO**  
Past Experiences: Softbank, Masco



**Merrill Oliver, EVP & COO**  
Past Experiences: Maryland Governor's Grants Office, Government Development Bank for Puerto Rico, National Grants Management Association

## Product Overview

<p>Grant Acquisition Solution</p>	<ul style="list-style-type: none"> <li>• Determines eligibility &amp; financial requirements of a grant for the clients</li> <li>• Manages communication and approval of grant awards</li> <li>• Allocates and tracks multiple funding sources</li> </ul>
<p>Grants Management Software Solution</p>	<ul style="list-style-type: none"> <li>• Helps organize projects and grants by department, and gives an enterprise-wide view of all grant activities</li> <li>• Provides advanced workflows and robust management reporting</li> <li>• Organizes and connects financial data from ERP/GL against grant budget with data integration services</li> </ul>
<p>Subrecipient Management Solution</p>	<ul style="list-style-type: none"> <li>• Centralizes and streamlines the application intake, evaluation and grant award process along with communication, reporting and reimbursement requests</li> <li>• Shares metrics to track performance for each goal or objective</li> <li>• Allocates and tracks multiple funding sources</li> </ul>
<p>Cost Allocation Software</p>	<ul style="list-style-type: none"> <li>• Maximizes indirect cost reimbursements</li> <li>• Tracks and compares expenditures and allocation basis by fiscal year</li> <li>• Provides concise methodology for budgeting and program delivery planning</li> </ul>
<p>Consulting and Training</p>	<ul style="list-style-type: none"> <li>• Provides consultants and support staff to help manage requirements in grant management</li> <li>• Provides grant training, expert guides, templates and tools for grants management system</li> <li>• Also provides training to improve planning, acquisition and effective management of federal and non-federal grants</li> </ul>



## Demonstrated Success with Enterprise Focus

### Demonstrated Success

- **Detroit** – 88% reduction in audit findings, zero questioned costs and over \$202 million in new grants and donations in FY 2017.
- **Arizona** – \$500K in reduced administrative costs annually. 24% increase in federal grant revenues, and is 100% compliant with the Arizona’s electronic grant records retention requirements
- **Anne Arundel County (Maryland)** – expects to save more than \$375,000 annually. Within weeks of starting implementation the County was able to streamline its processes, leading to a 57% reduction in forms and the elimination of shadow systems
- **Denver** – Improved compliance to Fiscal Accountability Rule (FAR) 9.1 to 90%.
- **Cost Recovery (Cost Allocation):**
  - **El Paso County, CO** – \$16mm
  - **Riverside, CA** – \$8mm
  - **Contra Costa County, CA** – \$8mm
  - **Glendale, CA** – \$2mm

### About eCivis

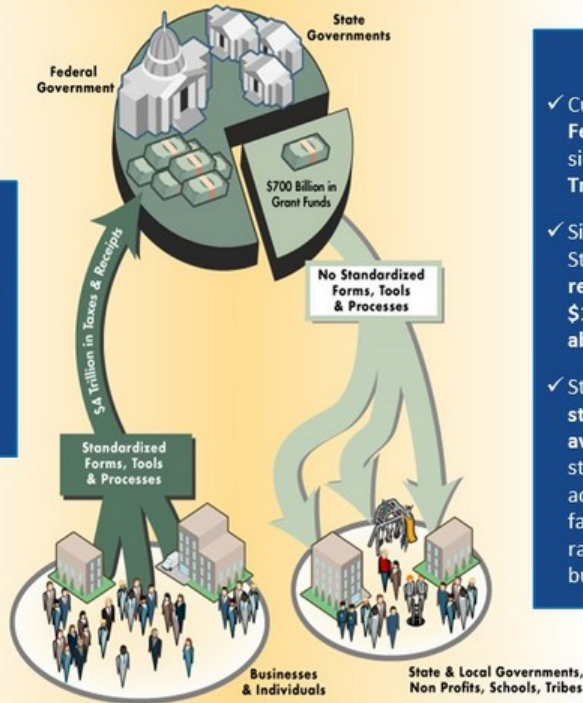
- **Enterprise Focus:** 100% focused on state and local governments. 150+ enterprise government implementations since company founding in 2000. Started integrating data with government ERP/GLS in 2014.
- **Strong Reputation:** Deep customer network and access to thought leaders. Strong reputation among state and local government managers. Unique support from Feds, state associations and local government leaders.
- **Growth:** The last few years have been focused on product-market-fit and managing unit economics with a small sales force. With the launch of eCivis’ full lifecycle grants software in Q4’17, acquisition of CostTree and cooperative purchasing vehicles they anticipate significant growth and scale in the next 6 to 24 months.



# The Flow of Grant Funding

**69% of staff never receive formal training**

*Effective inflow.  
Inefficient & costly outflow of tax payer dollars >>>*



**THE COST**

- ✓ Cumulative amount in **Federal Improper Payments** since 2003 exceeds **\$1 Trillion**. \$144bn in 2016.
- ✓ Single Audit findings reveal States have **high numbers of repeat audit findings**. Over **\$100bn in waste, fraud and abuse** in 2017.
- ✓ States fiscal health: **62% of states have average or below average fiscal health**, most states need to increase their access to, and maximize, their fair share of federal funds rather than increase tax burden on constituents.

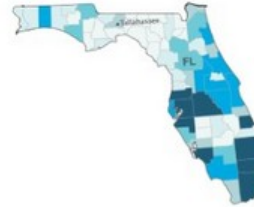
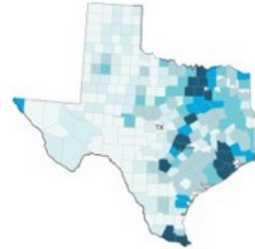
Source: GAO, George Mason University, USA Spending





## Large TAM in Key Markets

\$1 billion market In 4 key states (Total TAM ~\$2.5 billion).



### ARIZONA Market: \$49mm

- 15 Counties
- 91 Municipalities
- 326 Special Districts
- 242 School Districts
- 19,796 Nonprofits

### CALIFORNIA Market \$537mm

- 57 Counties
- 482 Municipalities
- 2,861 Special Districts
- 1,025 School Districts
- 144,728 Nonprofits

### TEXAS Market \$282mm

- 254 Counties
- 1,214 Municipalities
- 2,600 Special Districts
- 1,079 School Districts
- 92,734 Nonprofits

### FLORIDA Market \$204mm

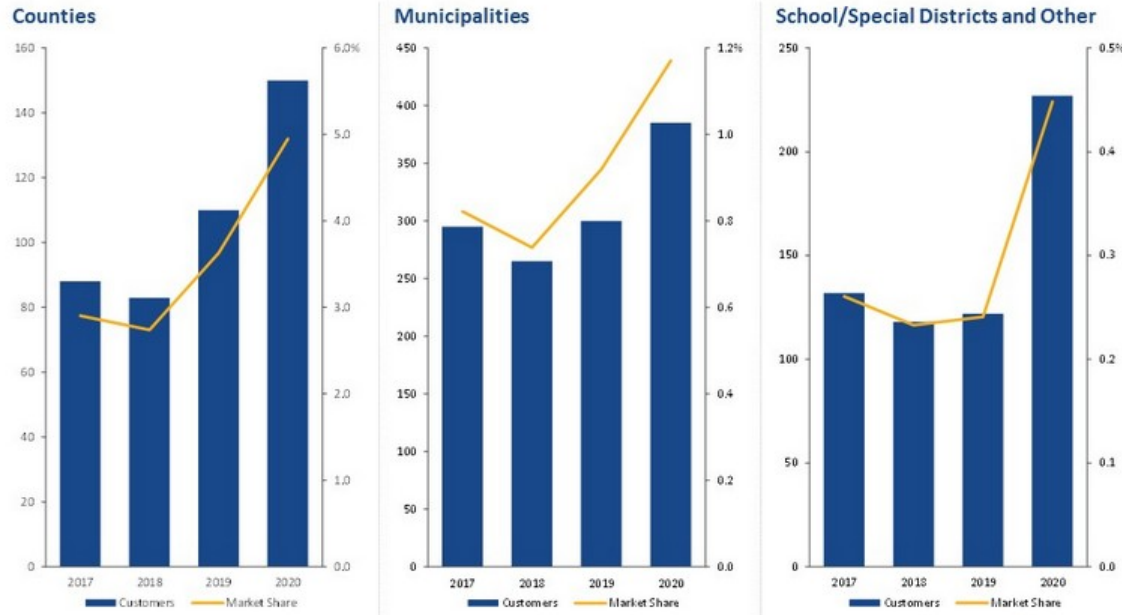
- 66 Counties
- 410 Municipalities
- 1,079 Special Districts
- 95 School Districts
- 69,310 Nonprofits



79 Source: Management estimates.

## Penetration Remains Low—Significant Opportunity

Top-down approach allows for eCivis to quickly expand into high volume local governments where there is significant greenfield opportunity.



80 Note: All NewCo forecasts were prepared using unaudited historical financial information that was not prepared in accordance with GAAP. Actual results may differ materially. See "Important Information" on pages 1-2.

## Significant Market Traction

### Market Traction

#### Key Net New Accounts FY18

- Expand into all local gov's in Arizona
- Expand in California, Florida, Puerto Rico and Texas
- Expand in Colorado and Maryland



## **D. Regulation / Permitting (OpenCounter)**

# OpenCounter Overview

## Company Overview

- OpenCounter builds user-friendly software to guide applicants through complex permitting and licensing procedures
- They guide applicants through the process, by estimating the total fees and requirements for the project, and allowing applicants to apply and pay for permits online
- Offered as a SaaS subscription, with an additional 25-30% of the first year cost in professional services
- Typically signs 3-5 year contracts, and experiences very low churn
- Will have four product lines by the end of 2018, including a Zoning Portal, Business Portal, Residential Portal, and the soon-to-be-released Special Events Portal
- Founders: Joel Mahoney and Peter Koht
- Founded: 2013
- Headquarters: San Francisco, CA

## Executive Team



**Joel Mahoney, CEO and co-founder**  
Past Experiences: Code for America, Cumulus Labs Consulting, Pandoxa




**Peter Koht, COO and co-founder**  
Past Experiences: City of Santa Cruz, Central Coast Public Radio, SFSU

## Product Overview

Business Portal	• Helps entrepreneurs to understand the costs and requirements of starting a business
Residential Portal	• Show homeowners how to stay in compliance on home improvement projects
Special Events Portal	• Guide event planners through the process of organizing large-scale events in public spaces
Zoning Portal	• Help applicants to understand how the zoning ordinance will impact site selection and project requirements

## Key Statistics



83 Note: All NewCo forecasts were prepared using unaudited historical financial information that was not prepared in accordance with GAAP. Actual results may differ materially. See "Important Information" on pages 1-2. 

## Our Products

**OpenCounter**  
**Business Portal**

Help entrepreneurs to understand the costs and requirements of starting a business



**OpenCounter**  
**Residential Portal**

Show homeowners how to stay in compliance on home improvement projects



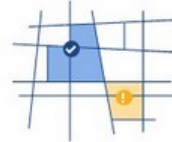
**OpenCounter**  
**Special Events Portal**

Guide event planners through the process of organizing large-scale events in public spaces

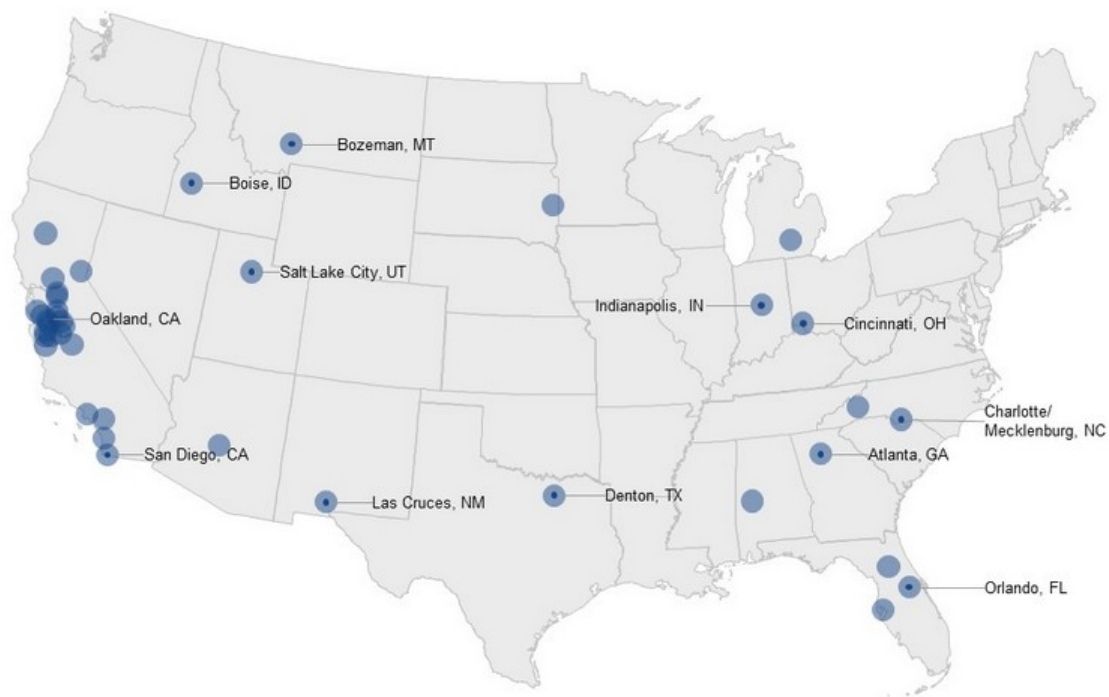


**OpenCounter**  
**Zoning Portal**

Help applicants to understand how the zoning ordinance will impact site selection and project requirements



# Customer Footprint



## Customer Acquisition

City Population	Count	2013	2014	2015	2016	2017	2018 <sup>(1)</sup>	Market
> 1m	9				1			11.1%
500k - 1m	24		1	1	1		3	25.0%
250k - 500k	47			4	3	1	4	25.5%
100k - 250k	214		1	3	4	3	3	6.5%
50k - 100k	457		1	5	4	5	3	3.9%
25k - 50k	1053	2		1	3	1	2	0.9%
10k - 25k	2372	3	2	1	1			0.3%
<b>Total</b>	<b>4176</b>	<b>5</b>	<b>5</b>	<b>15</b>	<b>17</b>	<b>10</b>	<b>15</b>	<b>1.6%</b>

Note: All NewCo forecasts were prepared using unaudited historical financial information that was not prepared in accordance with GAAP. Actual results may differ materially.  
See "Important Information" on pages 1-2.

86  
(1) Projected.



## **E. Budget / Transparency (Questica)**

# Questica Overview

## Company Overview

- Questica offers budgeting software, performance management, and transparency and data visualization solutions
- Products offered eliminate the need for spreadsheets, enable smarter planning, budgeting, management and information sharing
- Caters to 675+ local governments, colleges, universities, K-12 schools, hospitals, healthcare facilities and non-profit organizations
- Geographic Presence: Burlington, Ontario, and Huntington Beach, California
- Founder: TJ Parass
- Founded: 1998
- Headquarters: Burlington, ON, Canada
- NPS Score: 60
- Customer Retentions: 95–97%
- \$63bn in annual budgets run through Questica budget solutions

## Executive Team



**TJ Parass, Founder**  
Past Experiences: Query Information Systems, Handling Specialty



**Craig Ross, Vice-President, Business Development**  
Past Experiences: Harris Computer Systems

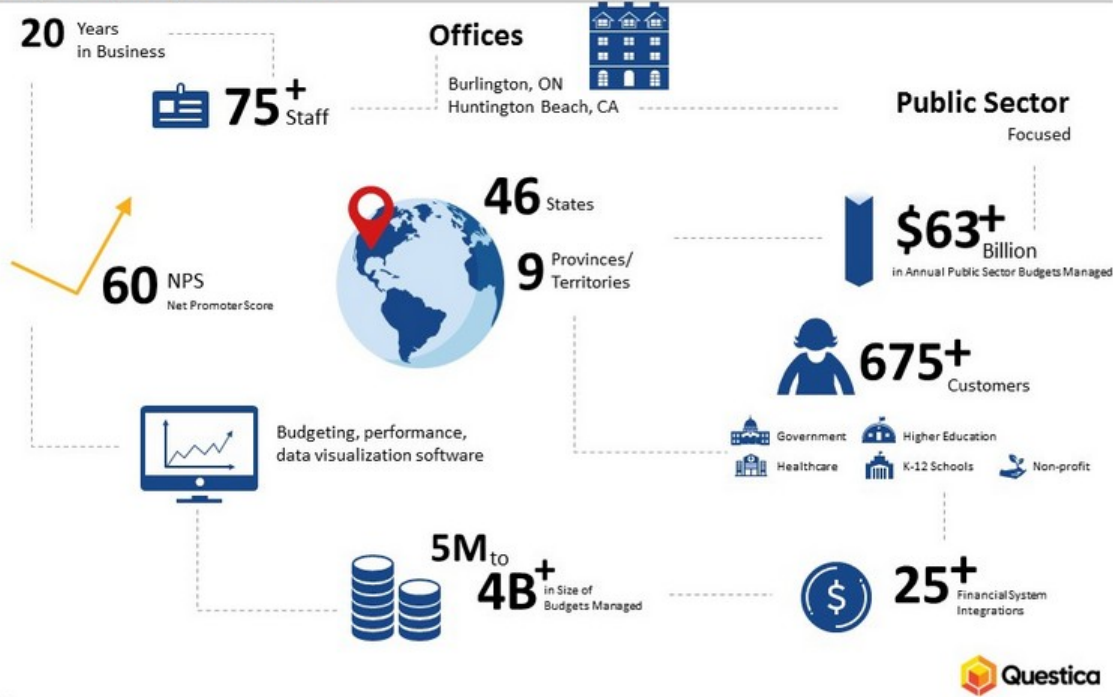
## Product Overview

	<ul style="list-style-type: none"> <li>• Multi-user budgeting software that provides all the requirements in one easy-to-access place</li> <li>• Provides multi-year capital budgeting that identify expenditures and funding sources</li> <li>• Provides salary and position planning module</li> <li>• Provides performance management module</li> <li>• Allows generation of new financial statements</li> <li>• Provides direct integration with the new Questica Budget Book</li> <li>• Enables advanced analytics</li> <li>• Provides an integrated dashboard that shows all critical data and other relevant information together in an interactive interface</li> <li>• Provides new integration with budget simulation tool by partner Balancing Act</li> </ul>
	<ul style="list-style-type: none"> <li>• Enables tracking of an unlimited number of budget and non-budget key performance indicators</li> </ul>
	<ul style="list-style-type: none"> <li>• Data visualization software that enables presentation of financial and non-financial data with descriptive text, informational pop-ups, charts, and graphs</li> <li>• Enables faster information search</li> <li>• Integrates with Questica Budget</li> <li>• Displays on a map every capital infrastructure project, including the budget, actual spend, funding sources, and accompanying documentation, images, video, etc.</li> </ul>
	<ul style="list-style-type: none"> <li>• User-friendly, comprehensive document management and financial reporting tool (partner CaseWare)</li> <li>• Eliminates issues like multiple spreadsheets/ documents, version control issues, manual updates and duplicating content/visuals</li> <li>• Integrates with Questica Budget</li> </ul>



## Questica Overview (Cont'd)

Questica provides public sector organizations access to complete budgeting, performance, transparency, and citizen engagement toolkit to better enable data-driven budgeting and decision-making, while increasing data accuracy, saving time, and improving stakeholder trust.



## Customer Map



## Representative Customer Case Studies

### City of Denver, CO



*Questica provided a budgeting solution that was flexible and comprehensive*

- 682,500+ population with an annual budget of \$2.3+ billion
- Issued an RFP for a **budget reporting** and **analysis solution**
- Allows for **integration to ERP** and other systems

*“Customer services and responsiveness are **excellent**.”*

— Kelly Greunke, Director of Finance,  
Budget Management Office, City and County of Denver

### City of Largo, FL



*Questica provided an integrated budgeting and transparency solution to further budget planning*

- 80,000+ population with an annual budget of \$148 million
- Integrated **budget system** with **transparency** and **constituent engagement** tools
- Project Explorer for **Capital budgets** showcases on an interactive map Largo’s CIP projects and budgets

*“The data (in OpenBook) that provides the most detailed information comes from Questica Budget. OpenBook is a straightforward way to graphically display our budget dollars, while only conveying information that the public wanted.”*

— Meridy Semones, Manager,  
Office of Management & Budget, City of Largo



## Representative Customer Case Studies (Cont'd)

### City of Palo Alto, CA



*Questica provided integrated budgeting solution for workflow, reporting and performance management*

- **80,000+** population with an annual budget of \$470 million
- **Time saving** for finance staff, they now spend more time on analysis and higher value projects
- Delivers the ability to provide an **“at-a-glance” summary of critical data** and other relevant information for better performance management

*“Implementing Questica Budget has **saved us over \$85,000** in productivity savings annually.”*

— Walter Rossmann, Former Director,  
Office of Management and Budget, City of Palo Alto

### CSU Humboldt State University, CA



*Questica provided an integrated budgeting and transparency solution to further budget planning*

- **Part of 23-campus California State University System** with an annual budget of \$215 million
- Comprehensive budget system for **collaborative budget entry environment**
- **Enhanced budget visibility and transparency** with both its internal and external stakeholder with OpenBook

*“OpenBook is an important step in making our budget **more transparent** and I am optimistic that greater visibility will help us build a shared understanding about our budgeted revenues and expenditures, and ultimately help us improve our budgeting in the future.”*

— Amber Blakeslee, University Budget Director,  
Humboldt State University



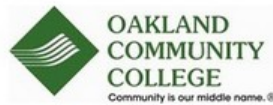
## What Customers Say About Questica



"Implementing Questica Budget has saved us over \$85,000 in productivity savings annually."  
Palo Alto, CA



"The customer service provided by the Questica staff has been excellent - always very professional and pro-active in adapting their product to our needs."  
Shelby County, TN



"We loved using Questica Budget! We got tons of positive feedback. It was probably the best software implementation that we have had at the College since I came here over 7 years ago. In fact, some people who have been here forever said it was the smoothest ever. The business managers and I love the software!"  
Oakland Community College, MI



"The budget document is a once a year thing – it's not something that people outside the organization would look at throughout the year. Aside from the people that are very engaged with the budgeting process, the budget book is such a foreign thing to the average resident. Graphs, charts, and information they can explore online is much more relatable in OpenBook."  
City of Largo



# What Sets Questica Apart



- Completeness of Vision**
- Stable leadership
  - R&D focus
  - Transparency, BudgetBook, Financial Statements, constituent Engagement
  - #budgettransformation

- Ability to Deliver & Configurability**
- True COTS
  - Feature rich
  - 100% Public Sector focus
  - One stop shop
  - Right-sized org (nimble, flexible and responsive)



## **F. Budget / Transparency (Sherpa)**

# Sherpa Overview

## Company Overview

- Sherpa Government Solutions is a provider of public sector budgeting software and consulting services
- Offers a differentiated approach, including the ability to take complex clients live within 3 months, as well as having one project team from sales to implementation to post-implementation support
- BFM software is high configurable, simple for end users and robust for administrators
- 24x7 customer service support with extremely rapid turnaround of client requests
- Key Products: Budget Formation Management (BFM) and Consulting
- Headquarters: Denver, Colorado

## Executive Team

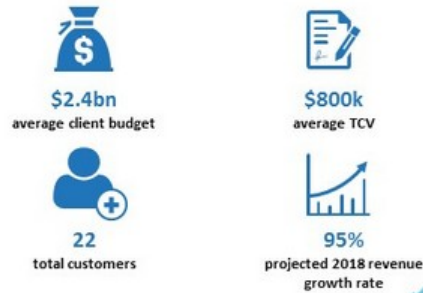


David Farrell, CEO (Sherpa)  
Past Experiences: CGI-AMS

## Product Overview

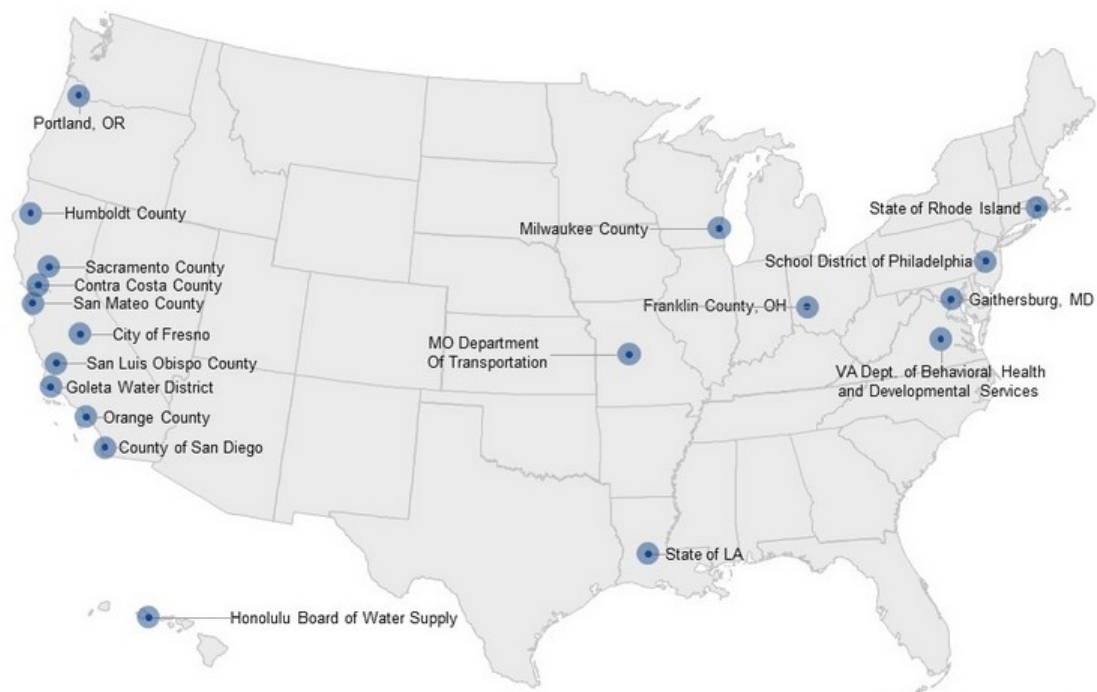
Budget Preparation	• Robust budget preparation application that includes operating and capital budgeting; rapid configuration to allow for iterative reviews in the system
Personnel Forecasting	• <i>Smart Projection</i> engine creates detailed projections for salary and benefits; incremental changes in minutes, detailed down to the pay period
Performance Management	• Strategic planning, performance measures are integrated with budget data, including extensive text capabilities
Consulting	• Consulting services based on an average of 19 years public sector budgeting experience; provided as part of software implementations and for ERP / Business Intelligence projects

## Key Statistics



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# Customer Footprint



## Sherpa's Differentiated Approach

