



Florida Department of Transportation

CHARLIE CRIST
GOVERNOR

605 Suwannee Street
Tallahassee, FL 32399-0450

STEPHANIE C. KOPELOUSOS
SECRETARY

June 16, 2008

Mr. David Gibbs
Acting Division Administrator
Florida Division Office
Federal Highway Administration
545 John Knox Road, Suite 200
Tallahassee, FL 32303

Attn: Ms. LeeAnn Jacobs

RE: STIP Amendment No. 08-09a

Mr. Gibbs:

With this letter and pursuant to the authority delegated to FDOT by the Governor, I approve the attached STIP Amendment for the Port of Miami Tunnel Public Private Partnership (PPP) Project.

In compliance with Title 23 CFR 450.22, I certify that the changes to the STIP were developed in accordance with the applicable requirements of the Federal Transportation Statutes.

The STIP Amendment for this project falls outside the normal scope and context of traditional STIP Amendments because of the long duration of the project and the unique procurement process being used. This project will be implemented on an expedited basis using a long-term public private partnership concessionaire agreement under which availability payments will be paid to the concessionaire for a period of 35 years, which is well beyond the traditional four years of the federal STIP and TIP documents.

The purpose of this amendment is to provide disclosure of the intent to federalize this project for the purpose of qualifying the concessionaire for eligibility to apply for credit assistance under the provisions of The Transportation Infrastructure Finance and Innovation Act of 1998 (TIFIA). Projects receiving TIFIA credit assistance must meet the same federal requirements under Title 23 U.S.C. and related federal regulations as any project receiving Title 23 federal grant funding.

There is no Title 23 federal grant funding included in the availability payments for this project. All payments due under the concessionaire agreement will be funded with a combination of state and local funds.

The attached Exhibit B lists the project programming in the Department's Work Program for all phases and all years of the project. This programming is also included in the federal FY09 STIP, due to be approved effective October 1, 2008.

STIP Amendment No. 08-09a
For the Port of Miami Tunnel Public Private Partnership (PPP) Project
June 16, 2008
Page Two

The overall scope of the project has not changed, and new funds have not been added to the project beyond what was already planned for the design, construction, operations and maintenance of the facility over the life of the concessionaire agreement.

There are several Exhibits attached to this STIP Amendment request as follows:

Exhibit A: Description of the Project from Initial Financial Plan.

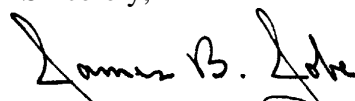
Exhibit B: Spreadsheet displaying the project programming in the Department's Work Program for all phases and all years of the project.

Exhibit C: Copy of the Administrative Amendment for the 2008 STIP. The purpose of the amendment is to update the Port of Miami Tunnel Project on page 43 of 151, Section A1, to match the POMT item in the 2009 TIP that was approved by the MPO Board on May22, 2008, and to provide acknowledgement of the intent to federalize this project for the purpose of qualifying the concessionaire for eligibility to apply for credit assistance under the provisions of The Transportation Infrastructure Finance and Innovation Act of 1998 (TIFIA).

Exhibit D: Copy of Miami-Dade MPO TIP Board Resolution for Port of Miami Tunnel Project, which provides acknowledgement of the intent to federalize this project for the purpose of qualifying the concessionaire for eligibility to apply for credit assistance under the provisions of The Transportation Infrastructure Finance and Innovation Act of 1998 (TIFIA).

Please contact me if you have any questions regarding this request.

Sincerely,



James B. Jobe, C.P.A., C.G.F.M
Manager, Federal Aid Management Office
(850) 414-4448
Internet email: James.job@dot.state.fl.us

Exhibit A to Port of Miami Tunnel Amendment No. 08-09a

Project Description

Executive Summary

The Florida Department of Transportation (“FDOT”) wishes to develop, design, construct, finance, operate and maintain the Port of Miami Tunnel & Access Improvement Project (the “Project”) through a public-private partnership. The Project consists of three primary components: (1) widening of the MacArthur Causeway Bridge; (2) tunnel connections between Watson Island and Dodge Island (the Port of Miami); and (3) connections to the Port of Miami roadway system. The tunnel connection between Watson Island and Dodge Island will run beneath the Main Shipping Channel in Biscayne Bay and is intended to improve safety and to provide primary freight and alternative access to and from the Port of Miami.

FDOT issued a Request for Qualifications on February 17, 2006 and addenda thereto (as subsequently amended, the “RFQ”). FDOT issued these and all subsequent procurement documents for the Project pursuant to Chapter 334.30 of the Florida Statutes (“PPP Law”). The PPP Law grants FDOT the authority to solicit proposals from and enter into agreements with private entities, or consortia thereof, for the building, operation, ownership or financing of transportation facilities such as the Project.

Pursuant to the procurement process outlined in the RFQ, FDOT short-listed the three proposers who submitted their respective financial and technical qualifications as detailed in the Statements of Qualifications. FDOT then issued a Request for Proposals to these short-listed proposers, which includes various RFP documents and addenda thereto (as subsequently amended, the “RFP”). Proposals were submitted on March 5, 2007.

Following the receipt and evaluation of the proposals, FDOT chose Miami Access Tunnel (“MAT”) (a consortium headed by the French construction firm Bouygues Travaux Publics and global investment bankers Babcock & Brown) as the best value proposer. FDOT’s selection was based on its overall evaluation of the proposals and FDOT’s conclusion that MAT offered the best value in its Proposal, based on its Maximum Availability Payment (“MAP”), together with its approach to project management, design and construction, quality assurance and control, and operations and maintenance of the Project.

Upon the approval of financial support from Miami-Dade County and the City of Miami, FDOT announced in February 2008 its intent to award a contract (“Concession Agreement”) to MAT for the right to design, build, finance, operate, and maintain the Project (the “Concession”), in return for payment during a 35-year contract term (the “Contract Term”). Upon the completion of final contract negotiations, MAT will execute the Concession Agreement with FDOT, and it is referred to in this initial finance plan as the concessionaire (“Concessionaire”).

The Concessionaire has proposed a private finance package comprising equity and debt to fund the design and construction of the Project. The Concessionaire will repay equity and debt with payments from FDOT. These payments will include (i) amounts payable to Concessionaire upon achievement of a milestone as set forth in Section 4.1.2.1 of the Concession Agreement (“Milestone Payments”), and (ii) performance-based payments (the “Availability Payments”).

FDOT has selected a Design, Build, Finance, Operate and Maintain method of project delivery for the Project because it offers the following benefits: cost savings and improved risk management, time savings, a single point of responsibility, the opportunity for innovation, better quality control, and a reduced administrative burden for the Department.

Port of Miami Tunnel P3 Project - Concessionaire Agreement and associated project phases										
	FM Item Segment	FM Item Segment	FM Item Segment		FM Item Segment	FM Item Segment	FM Item Segment	FM Item Segment	FM Item Segment	FM Item Segment
	Phase/ Sequence	Phase/ Sequence	Phase/ Sequence		Phase/ Sequence	Phase/ Sequence	Phase/ Sequence	Phase/ Sequence	Phase/ Sequence	Phase/ Sequence
	251156 3 52 03	251156 3 52 01	251156 3 82 01		251156 1 31 01, 32 01	251156 3 31 01, 32 01,02,03,04 251156 2 31 01 32 01,02	251156 3 61 01	251156 3 72 02	251156 3 52 02	251156 3 41 01, 43 01

Exhibit B to Port of Miami Tunnel Amendment No. 08-09a

Fiscal Year	Milestone Payments (Capital costs)	Capital portion (capex) of availability pmts	O & M (opex) portion of availability pmts	Total Concessionaire pmts per year	P,D & E	Preliminary Engineering	CEI	FDOT O & M Oversight	Geotechnical Contingency Reserve	Right of Way	TOTAL PROJECT COSTS
Pre-2008					3,706,832	30,883,355				1,000	34,591,187
2008	20,000,000			20,000,000		1,375,078	-	-	75,000,000	50,005,757	146,380,835
2009	40,000,000			40,000,000		7,500,000	5,500,000	-		-	53,000,000
2010	-			-		5,000,000	10,752,631	-	75,000,000	-	90,752,631
2011	25,000,000			25,000,000		2,500,000	11,370,825	-		-	38,870,825
2012	365,000,000	9,000,617	9,988,027	383,988,644		2,500,000	6,090,500	300,000		-	392,879,144
2013		23,469,964	15,646,642	39,116,606		375,000	-	300,000		-	39,791,606
2014		24,218,808	16,071,298	40,290,106		375,000	-	300,000		-	40,965,106
2015		24,775,658	16,723,150	41,498,808		375,000	-	300,000		-	42,173,808
2016		25,693,732	17,050,040	42,743,772		375,000	-	300,000		-	43,418,772
2017		24,918,730	19,107,355	44,026,085		375,000	-	300,000		-	44,701,085
2018		25,839,677	19,507,191	45,346,868		375,000	-	300,000		-	46,021,868
2019		27,272,296	19,434,977	46,707,273		375,000	-	300,000		-	47,382,273
2020		28,379,445	19,729,048	48,108,493		375,000	-	300,000		-	48,783,493
2021		27,825,476	21,726,272	49,551,748		375,000	-	300,000		-	50,226,748
2022		27,715,134	23,323,165	51,038,299		375,000	-	300,000		-	51,713,299
2023		29,321,183	23,248,265	52,569,448		375,000	-	300,000		-	53,244,448
2024		31,954,677	22,191,854	54,146,531		375,000	-	300,000		-	54,821,531
2025		32,235,840	23,535,087	55,770,927		375,000	-	300,000		-	56,445,927
2026		33,205,031	24,239,026	57,444,057		375,000	-	300,000		-	58,119,057
2027		32,823,901	26,343,476	59,167,377		375,000	-	300,000		-	59,842,377
2028		34,269,179	26,673,220	60,942,399		375,000	-	300,000		-	61,617,399
2029		35,793,980	26,976,690	62,770,670		375,000	-	300,000		-	63,445,670
2030		38,102,424	26,551,367	64,653,791		375,000	-	300,000		-	65,328,791
2031		39,485,318	27,108,086	66,593,404		375,000	-	300,000		-	67,268,404
2032		30,989,775	37,601,433	68,591,208		375,000	-	300,000		-	69,266,208
2033		37,648,901	33,000,042	70,648,943		375,000	-	300,000		-	71,323,943
2034		43,741,860	29,026,551	72,768,411		375,000	-	300,000		-	73,443,411
2035		45,054,117	29,897,348	74,951,465		375,000	-	300,000		-	75,626,465
2036		44,718,156	32,481,851	77,200,007		375,000	-	300,000		-	77,875,007
2037		31,053,086	48,462,920	79,516,006		375,000	-	300,000		-	80,191,006
2038		47,347,789	34,553,696	81,901,485		375,000	-	300,000		-	82,576,485
2039		50,010,194	34,348,337	84,358,531		375,000	-	300,000		-	85,033,531
2040		50,252,590	36,636,695	86,889,285		375,000	-	300,000		-	87,564,285
2041		53,760,369	35,735,597	89,495,966		375,000	-	300,000		-	90,170,966
2042		47,277,505	44,903,340	92,180,845		375,000	-	300,000		-	92,855,845
Totals	450,000,000	1,058,155,412	821,822,046	2,329,977,458	3,706,832	61,008,433	33,713,956	9,300,000	150,000,000	50,006,757	2,637,713,436

PKYI						95,839					95,839
FD21 (see note below)					614,120	6,734,414					7,348,534
FDM (see note below)					2,741,236						2,741,236
DS					173,952						173,952
DIS						14,390,000					14,390,000
GMR	192,500,000	940,033,032		1,132,533,032		29,983,868	16,250,000		75,000,000		1,253,766,900
DIH				-	177,524	327,623	1,213,956	9,300,000		6,757	11,025,860
DI			821,822,046	821,822,046		726,689					822,548,735
LF	257,500,000	118,122,380		375,622,380		8,750,000	16,250,000		75,000,000	50,000,000	525,622,380
Totals	450,000,000	1,058,155,412	821,822,046	2,329,977,458	3,706,832	61,008,433	33,713,956	9,300,000	150,000,000	50,006,757	2,637,713,436

Fund	Description	The table below summarizes previous Title 23, U.S.C. funding for this project:			
PKYI	Turnpike funds	Port of Miami Tunnel			
FD21	FDM-Dodge Island Tunnel - Federal Demonstration Funds/Project Specific	Federal Project Number: 0010-801-R State Project Numbers: 251156-1-32-01, 251156-2-32-01			
FDM	Federal Demonstration Project/Project Specific	Source of Funds: Federal Aid Highway Act of 1987, Section 149			
		Federal Authorization Date	Federal Appropriation Category Program Codes (Fund Codes FD21 & FDM)	Total Amount Authorized & Expended	Description of Work
			3070	3090	NOTE: A portion of this work was performed under P,D & E and the remainder under Preliminary Engineering
		11/1/1989	\$1,509,033		PD&E - Initial Contract Execution
		4/14/1998	\$147,147	\$993,707	Supplemental Agreement to Initial Contract
		5/30/2003	\$2,000,000		Consultant - Tunnel Specialist - Update Environmental
		6/16/2003	\$62,169		Supplemental Agreement to Tunnel Specialist Contract
		6/15/2005	\$1,305,037	\$2,020,325	Consultant - Geotechnical Studies
		Totals	\$5,023,386	\$3,014,032	
NOTE: The Federal Demonstration Project funding under the FD21 and FDM fund codes shown above total to \$10,089,770. However, the same funds shown in the table to the right total to \$8,037,418. The difference consists of the required state match and minor amounts of non-participating costs.					



Florida Department of Transportation

District Six

CHARLIE CRIST
GOVERNOR

Office of Director of Transportation Development
1000 NW 111 Avenue, Miami, FL 33172
Phone: 305-470-5464

STEPHANIE C. KOPELOUSOS
SECRETARY

June 2, 2008

Jose-Luis Mesa, Director
Metropolitan Planning Organization Secretariat
111 N.W. 1st Street, Suite 910
Miami, Florida 33128-1999

RE: Administrative Amendment to the 2008 TIP for the Port of Miami Tunnel (POMT)

Dear Mr. Mesa:

The Department is requesting your approval of an administrative amendment to the 2008 Transportation Improvement Program (TIP). The purpose of the administrative amendment is to update the Port of Miami Tunnel, Project #DT2511563, on page 43 of 151, Section A1, to match the POMT item in the 2009 TIP that was approved by the MPO Board on May 22, 2008. This amendment is needed in order to fully disclose to the Federal Highway Administration the intent to qualify the concessionaire for eligibility to apply for credit assistance under the provisions of Transportation Infrastructure Finance and Innovation Act (TIFIA) of 1998, thereby federalizing the project.

The project information for item #DT2511563, on page 43 of 151, Section A1, should be updated to match the format for the POMT item in the 2009 TIP. The project information is exactly the same as the information in the 2009 TIP approval, except for the inclusion of the updated fiscal year 2008 funding (identified below), and the exclusion of fiscal year 2013. The amendment should also include the spreadsheet displaying the project programming for all phases, and all years of the project, which was included at the end of the 2009 TIP.

FY 2008 Funding Amounts for 2008 TIP Administrative Amendment: (\$000's)

PE	DIH	\$	105
	DI	\$	72
	GMR	\$	43
ROW	DIH	\$	6
	LF	\$	50,000
CST	LF	\$	95,000

Exhibit C to Port of Miami Tunnel Amendment No. 08-09a

Mr. Jose-Luis Mesa
June 2, 2008
Page 2

This administrative amendment will also extend the 2008 TIP timeframe to include the period between July 1, and September 30, 2008, since the 2009 TIP will not become effective until October 1, 2008. This will reconcile the Port of Miami Tunnel project for the period between the beginning of the State and Federal fiscal years. This request follows the process outlined in the MPO Program Management Handbook (page 5-25), and Federal Aid Technical Bulletin 04-01, dated June 10, 2004.

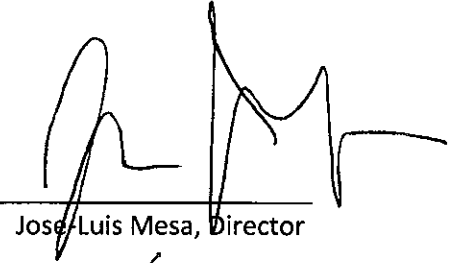
Please acknowledge your approval of this administrative amendment by signing below, and returning this letter to our office. Please keep a copy for your file. Thank you for your ongoing cooperation, and please contact me if you have any questions.

Sincerely,



Alice N. Bravo, P.E., Director
Office of Transportation Development

Approved By:



Jose Luis Mesa, Director

6/2/08
Date

cc: James Jobe, FDOT
Yvonne Arens, FDOT
Karen Brunelle, FHWA
LeeAnn Jacobs, FHWA

MIAMI-DADE METROPOLITAN PLANNING ORGANIZATION
 TRANSPORTATION IMPROVEMENT PROGRAM
 PRIMARY STATE HIGHWAYS AND INTERMODAL

Exhibit C to Port of Miami Tunnel Amendment No. 08-09a

HIGHWAYS

MPO Project Num.	Facility/Project Name	Length (miles)	Type of Work	Project Cost (\$000s)	Prior Years Cost (\$000s)	
Agency Project Num.	From/Location	To/Location	Detailed Project Description			



DT4166581	NW SOUTH RIVER DR	0.024	PD&E/EMO STUDY							
4166581	BRIDGE OVER TAMAMIAMI CAN FRM NW 19 ST TO NW 32 AVE		*Project Development & Environment (PD&E) study to identify improvements for Tamiami Canal Historic Swing Bridge on NW South River DR / Delaware Parkway. The study limits are from NW 19 ST to north of NW 32 AVE, Miami-Dade County. *	Activity /Phase	Funding Source	Proposed Funding (in \$000s)				
						2007 - 2008	2008 - 2009	2009 - 2010	2010 - 2011	2011 - 2012
						0	611	0	0	0
				PE	BRTD					

DT4209171	OVERTOWN GREENWAY	0.000	BIKE PATH/TRAIL							
4209171	BETWEEN NW 3RD AVE AND 7TH AVE			Activity /Phase	Funding Source	Proposed Funding (in \$000s)				
						2007 - 2008	2008 - 2009	2009 - 2010	2010 - 2011	2011 - 2012
						958	0	0	0	0
				CST	HPP					

DT2511563	PORT OF MIAMI TUNNEL	0.496	NEW RD CONSTRUCTION							
2511563	PORT OF MIAMI SR 836/I-395		Project is a Public/Private Partnership Concessionaire Model Funded; 50% State and 50% non-state funds. Port of Miami Tunnel Concessionaire may be eligible to apply for credit assistance under the provisions of the Transportation Infrastructure Finance and Innovation Act of 1998 (TIFIA). Following is a breakdown of Non-State Funds for the project:	Activity /Phase	Funding Source	Proposed Funding (in \$000s)				
						2007 - 2008	2008 - 2009	2009 - 2010	2010 - 2011	2011 - 2012
							0	253	371	591
				DSB	DIH					
				DSB	LF	42,750	5,250	20,500	186,443	
				OPS	DI	0	0	0	9,988	
				DSB	GMR	2,750	80,250	16,500	183,058	
				PE	GMR	0	0	0	0	
				PE	DIS	3,500	2,250	1,000	1,000	
				PE	LF	3,500	2,250	1,000	1,000	
				PE	DI	72				
				PE	DIH	105				
				ROW	DIH	6				
				ROW	LF	50,000				
				CST	LF	95,000				

MPO RESOLUTION # 10-08

**RESOLUTION APPROVING THE FISCAL YEAR 2009-2013
TRANSPORTATION IMPROVEMENT PROGRAM**

WHEREAS, the Interlocal Agreement creating and establishing the Metropolitan Planning Organization (MPO) for the Miami Urbanized Area requires that the MPO provide a structure to evaluate the adequacy of the transportation planning and programming process; and

WHEREAS, the Transportation Planning Council (TPC) has been established and charged with the responsibility and duty of fulfilling the aforementioned functions; and

WHEREAS, the TPC has reviewed the FY 2009-2013 TIP and finds it consistent with the goals and objectives of the Transportation Plan for the Miami Urbanized Area; and

WHEREAS, the MPO Board acknowledges the intent of the Florida Department of Transportation and Miami-Dade County to federalize the Port of Miami Tunnel project for the purpose of qualifying the concessionaire for eligibility to apply for credit assistance under the provisions of the Transportation Infrastructure Finance and Innovation Act of 1998 (TIFIA),

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF THE METROPOLITAN PLANNING ORGANIZATION FOR THE MIAMI URBANIZED AREA:

SECTION 1. That the attached errata sheet is incorporated in the 2009-2013 Final Draft TIP document.

SECTION 2. That the FY 2009-2013 Transportation Improvement Program is hereby approved.

The adoption of the foregoing resolution was moved by Board Member Julio Robaina. The motion was seconded by Board Member Linda Bell, and upon being put to a vote, the vote was as follows:

Chairman Bruno A. Barreiro-Aye
Vice Chairwoman Barbara J. Jordan-Absent

Board Member Lynda Bell	-Aye	Board Member Joe A. Martinez	-Absent
Board Member Kevin A. Burns	-Absent	Board Member Dennis C. Moss	-Absent
Board Member Jose "Pepe" Diaz	-Absent	Board Member Julio Robaina	-Aye
Board Member Audrey M. Edmonson	-Aye	Board Member Dorrin D. Rolle	-Aye
Board Member Shirley M. Gibson	-Aye	Board Member Marc D. Sarnoff	-Absent
Board Member Carlos A. Gimenez	-Aye	Board Member Natacha Seijas	-Absent
Board Member Perla T. Hantman	-Aye	Board Member Katy Sorenson	-Aye
Board Member Sally A. Heyman	-Aye	Board Member Rebeca Sosa	-Absent
Board Member William H. Kerdyk	-Absent	Board Member Javier D. Souto	-Nay
		Board Member Richard L. Steinberg	-Aye

The Chairperson thereupon declared the resolution duly passed and approved this 22nd day of May, 2008.

**METROPOLITAN PLANNING ORGANIZATION
M.P.O.**

By Zainab Salim
Zainab Salim, Clerk
MPO Secretariat



Fiscal Years 2009-2013 Transportation Improvement Program (TIP)

ERRATA SHEET

Modifications to the 2009 Final Draft TIP Document

Item #	Project Sponsor (Agency)	Project Description	Modification Explanation	TIP Page #
1	Florida Department of Transportation District Six	2511563 – Port of Miami Tunnel from Port of Miami to SR-836 / I-395	<p>Add the following bolded underlined text below:</p> <p>* Project is a Public /Private Partnership Concessionaire Model Funded; 50% State funds and 50% non-state funds. <u>Port of Miami Tunnel project concessionaire may be eligible to apply for credit assistance under the provisions of The Transportation Infrastructure Finance and Innovation Act of 1998 (TIFIA).</u> Following is a break down on Non-State Funds for the project:</p> <ul style="list-style-type: none"> • \$100 million – <u>County</u> GOB funds for milestone payments and project development costs • \$ 45 million – <u>County</u> for Right-of-way • 75 million - <u>County</u> Letter of Credit (LOC) for Changed Geotechnical Conditions Reserve - represents 50% of reserve (FDOT to fund other 50%) • \$114.5 million – State funds to be pledged for road improvements throughout the County (SCETS) to be bonded by County's non ad valorem revenues but payable from FDOT SCETS allocation. Inflated amount (\$147 million) to be paid upon Tunnel Final Acceptance. • \$43 million – <u>County</u> Budget and Appropriate Funds • \$25 million - <u>County</u> Budget and Appropriate Funds – as needed for other contingencies. • \$ 50 million - <u>City of Miami</u> Letter of Credit. Inflated amount (\$64 million) to be paid upon Tunnel Final Acceptance. • \$ 5 million - <u>City of Miami</u> for Right-of-way. Annual Availability Payments to commence upon Tunnel Final Acceptance for 30 year term. 	Section A1 Page 38 of 139
2	Miami-Dade Transit (MDT)	Earlington Heights – Miami Intermodal Center Extension TA0000029	<p>Modify following bolded underlined entries below:</p> <p>Modify Prior Years Funding to <u>\$134,028</u> from \$47,288 Modify PTP Proposed Funding 2008-2009 to <u>\$108,451</u> from \$118,198 Modify PTP Proposed Funding 2009-2010 to <u>\$115,504</u> from \$126,912 Modify PTP Proposed Funding 2010-2011 to <u>\$116,292</u> from \$130,188 Modify PTP Proposed Funding 2011-2012 to <u>\$26,070</u> from \$39,614</p>	Section A11 Page 6 of 16