



WINDSOR-DETROIT BRIDGE AUTHORITY

Corporate Plan Summary
For the Planning Period 2016-2017 to
2020-2021

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1. EXECUTIVE SUMMARY

1.1. Corporate overview

Windsor-Detroit Bridge Authority (WDBA) is a non-agent parent Crown corporation established by Letters Patent pursuant to s.29 (1) of the *International Bridges and Tunnels Act*. It is a Schedule III, Part I parent Crown corporation under Part X of the *Financial Administration Act* (the FAA).

WDBA is accountable to Parliament through the Minister of Infrastructure and Communities. As a Crown corporation, it is subject to the Crown corporation governance regime established under Part X of the FAA and a range of other applicable statutes.

Under the terms of its Letters Patent and the Crossing Agreement, WDBA is responsible for constructing and operating the Detroit River International Crossing (the DRIC), through one or more public-private partnership (P3) agreements. (In May 2015, the Prime Minister of Canada and the Governor of the State of Michigan named the bridge and project, the Gordie Howe International Bridge.)

1.2. Performance highlights

In 2015-16, in its first full year of operation, WDBA has made significant progress in advancing the project. WDBA focused on its key objective of launching the P3 procurement process in 2015-16 and advancing the following strategic priorities:

- Property Acquisition in Canada and Michigan;
- Acceleration of Early Works in Windsor: Perimeter Access Road (PAR), Plaza Fill Placement and Utility Relocations; and
- Utility Relocation in Windsor and Michigan.

In addition, WDBA continued its focus on the following key success factors to meet its objectives:

- Continuing to Build Operational Capacity; and
- Continuing to Foster Collaboration and Engagement of Key Partners and Stakeholders.

In 2015-16, WDBA has:

- Launched the P3 Request for Qualifications (RFQ) process and announced the three short-listed respondents for the P3 Request for Proposals (RFP);
- Developed the P3 RFP and is awaiting approval to launch;
- Tendered and awarded a contract to start the Early Works on the Canadian Port of Entry and the work is currently well underway;
- Signed most utility reimbursement agreements with Canadian utilities and has begun utility relocation on the Canadian side;
- Made significant progress on mapping the Michigan property acquisition process; and
- Hired over forty employees at WDBA, including all key senior management positions.

1.3. Strategic directions for the planning period

Over the next five years, WDBA will continue to build on the successes and achievements of the past year. WDBA has made significant progress in advancing various aspects of the project to begin

construction of the new crossing. Many of the 2015-16 strategic priorities will continue to be priorities over the next five years. WDBA's strategic priorities align with its mandate to construct and operate a new international crossing.

WDBA's strategic priorities over the next five years will be as follows:

- Finalize P3 Procurement Process
- Acquire Michigan Properties
- Complete Early Works on Canadian Port of Entry
- Complete Utility Relocation in Canada and the US
- Construction of the Gordie Howe International Bridge project

In order to deliver on its priorities, WDBA is looking to increase its staffing complement from 50 to 70 employees.

2. CORPORATE OVERVIEW

2.1. Governing legislation

Windsor Detroit Bridge Authority (WDBA) is a non-agent parent Crown corporation established by Letters Patent pursuant to s.29 (1) of the *International Bridges and Tunnels Act*. It is a Schedule III, Part I parent Crown corporation under Part X of the *Financial Administration Act* (the FAA).

WDBA is accountable to Parliament through the Minister of Infrastructure and Communities. As a Crown corporation, it is subject to the Crown corporation governance regime established under Part X of the FAA and a range of other applicable statutes.

2.2. Mandate

Under the terms of its Letters Patent and the Crossing Agreement, WDBA is responsible for constructing and/or operating the Detroit River International Crossing, through one or more P3 agreements. (In May 2015, the Prime Minister of Canada and the Governor of the State of Michigan named the bridge and project, the Gordie Howe International Bridge.) Specifically, it has the mandate to:

- Design, construct, finance, operate and maintain a new six-lane cable-stayed or suspension bridge between Windsor, Ontario and Detroit, Michigan;
- Design, construct and finance the Michigan Interchange, which will subsequently be transferred to the Michigan Department of Transportation (MDOT) to operate and maintain;
- Design, construct, finance and maintain the United States (U.S.) Port of Entry, with the agreement of US Federal Agencies; and
- Design, construct, finance and maintain the Canadian Port of Entry, with the agreement of the Canada Border Services Agency (CBSA) and the Canadian Food Inspection Agency (CFIA).

2.3. Governance framework

The Letters Patent establishing WDBA provide for a Board of Directors (the WDBA Board) comprised of five directors including the Chair of the Board of Directors and the President and Chief Executive Officer (CEO). The WDBA Board is accountable for the stewardship and oversight of the corporation. The President and Chief Executive Officer (the CEO) is accountable to the WDBA Board for day-to-day management and performance of the Corporation and supports the Board in its oversight role. The Board members and the President and CEO are appointed by the Governor in Council on the recommendation of the Minister. The WDBA Board of Directors members are:

- Dwight Duncan (Interim Chair)
- Michael Cautillo (President and CEO)
- William Graham (Director and Chair of the Audit Committee)
- Craig S. Rix (Director and Chair of the Governance and Human Resource Committee)
- One vacancy

Part X of the FAA establishes that the duties and responsibilities of the WDBA Board are to: set corporate objectives and direction; ensure good governance; monitor financial performance; approve budgets and financial statements; approve policies and by-laws and ensure that risks are identified and managed. Directors of the WDBA Board are required to act honestly, diligently, carefully and in good faith, in accordance with the FAA. They operate under the terms of corporate by-laws designed, among other things, to prevent conflict of interest and are required to recuse themselves from decision-making on issues where they are potentially in a conflict of interest.

WDBA has been building a strong foundation for sound corporate governance. The Board has established an Audit Committee (as required by Section 148 of the FAA) and a Governance and Human Resources Committee to support it in carrying out its duties and responsibilities.

As required by the Crossing Agreement, an International Authority (IA) has been created. The IA has six members with equal representation from Canada (two appointed by Canada and one by WDBA) and three members from Michigan. The IA has an ongoing oversight function of WDBA's compliance with the Crossing Agreement and the P3 Partner's compliance with the concession agreement. The IA's role is also to approve Michigan land acquisition; approve the Michigan Lands Leases; approve the selection of a Fairness Monitor to oversee the P3 procurement process; approve the key P3 procurement documents (RFQ, RFP, Project Agreement); and approval of the winning proposal resulting from the P3 procurement process. The members of the International Authority are:

- Kristine Burr (Chairperson; Canada appointed)
- Geneviève Gagnon (Canada appointed)
- Eddie Francis (WDBA appointed)
- Michael D. Hayes (Michigan appointed)
- Birgit M. Klohs (Michigan appointed)
- Matt Rizik (Michigan appointed)

3. GORDIE HOWE INTERNATIONAL BRIDGE PROJECT

3.1. Project overview and history

The Gordie Howe International Bridge project resulted from increasing demand on the infrastructure in the Windsor-Detroit region. In 2001, Transport Canada (TC) formed a bi-national partnership with the US Federal Highway Administration (FHWA), MDOT and the Ontario Ministry of Transportation to determine the need for, plan and develop new crossing capacity for the Windsor-Detroit corridor.

A Planning/Need and Feasibility Study was completed in 2004. It arrived at four key conclusions for traffic needs over a 30-year time horizon:

1. That the existing crossings would not provide adequate service over the planning horizon, even with capital and operational improvements;
2. That road freight would not sufficiently shift to rail and/or marine modes to reduce demand for a new crossing;
3. That additional road vehicle border crossing capacity would be needed; and
4. That a new crossing should be located in the Windsor-Detroit corridor.

As a result, the bi-national partnership launched environmental assessments in 2005 to meet legislative requirements in Ontario, Canada, and the US. In 2009, the US Record of Decision was issued and approvals by both Ontario and Canada determined that, with the implementation of appropriate mitigation measures, the project could proceed without causing significant environmental impacts.

3.2. Project rationale

The Windsor-Detroit trade corridor is the busiest border crossing between Canada and the US. The Gordie Howe International Bridge project will address key issues and constraints with regard to border crossing capacity in the region.

First, the Gordie Howe International Bridge will provide redundancy in the Windsor-Detroit corridor in the event of a disruption on the existing infrastructure. The barge ferry for oversized trucks and trucks carrying hazardous materials has limited capacity and the two-lane 83-year old Windsor-Detroit Tunnel cannot accommodate most modern trucks or dangerous goods. Other Ontario-US crossings carrying fewer trucks and less trade have more capacity and redundancy. Given that Canada's total exports shipped to the US are greater than the total amount of Canada's trade with all of its other trading partners combined, and that the Windsor-Detroit trade corridor is Canada's busiest commercial land border crossing, there is a significant need for new, modern infrastructure to ensure the continued flow of people and goods across the border.

Second, at the time of the need and feasibility study, all cross-border traffic using the Ambassador Bridge traveled through an urban area with 17 signalized road intersections to access Highway 401. The Province of Ontario has constructed and placed in operation the Rt. Hon. Herb Gray Parkway,

which connects Highway 401 to the Gordie Howe International Bridge as well as provides more efficient access to the Ambassador Bridge by eliminating eight traffic signals for international traffic.

Thirdly, a secure alternative crossing is needed to accommodate future traffic projections and provide sufficient surplus capacity in the event of unplanned incidents, major maintenance, unexpected congestion, or other disruptions at the existing Windsor-Detroit crossings.

Fourth, the Ports of Entry to be implemented as part of the Gordie Howe International Bridge project will be designed to improve border processing. To move commercial traffic safely and efficiently through a modern crossing, border processing capabilities must include the physical facilities needed to carry out primary and secondary inspection, with sufficient inspection lanes, booths and queuing areas to meet travel demand. As well, the provision of infrastructure that allows for the increased use of systems that minimize processing time (such as FAST and NEXUS dedicated lanes) must be included.

Figure 1: Major International Crossings in Ontario (Windsor to Cornwall)



3.3. Project components

The Gordie Howe International Bridge project consists of four major components:

- **Bridge:** a six-lane cabled-stayed or suspension bridge with a span of 850 metres across the Detroit River with no piers in the water. It will be a high-level bridge to allow for navigation clearance. If constructed as a cable-stayed bridge, the main span length will be amongst the top 10 in the world for this type of design. A suspension bridge construction would make it a medium length bridge for this type of design. The cost difference between both designs is negligible.
- **Canadian Port of Entry (POE):** a 52.0 hectare site that will house customs and border processing, tolling, and maintenance facilities. It will ultimately be Canada's largest port of entry with: 24 primary inbound inspection lanes (fifteen passenger, including ten hybrid (trucks/commercial or cars), eight trucks/commercial, one bus); eight outbound inspection lanes (used when necessary); and 20 toll collection lanes (10 inbound, 10 outbound). Commercial secondary parking will be

designed to accommodate 31 trucks and four oversized trucks. The POE will meet the design guidelines established by CBSA and CFIA.

- **US POE:** a 68.8 hectare site with a similar scale to the Canadian POE, but without tolling. It will house customs and border processing facilities including 36 inbound inspection lanes (20 passenger, 1 bus, 15 commercial). Commercial secondary inspection will provide space for two Non-intrusive inspection (NII) buildings and queuing space for 10 trucks, 24 inspection dock spaces and 60 staging spaces. The POE will meet the design requirements as established by the US General Services Agency (GSA) and U.S Customs and Border Protection (CBP).
- **Michigan Interchange with Interstate 75 (I- 75):** comprises the primary connecting overpasses and ramps to and from the US POE and Interstate 75. This component has two purposes: first, it will provide a direct connection to the I-75; and second, it will involve reconstructing several local road connections that will be disrupted by locating a POE in a mixed use urban industrial/residential area.

Figure 2: Gordie Howe International Bridge Project Location and Other Crossings in Windsor-Detroit Region



3.4. Project delivery

Budget 2007 announced that the Government of Canada would create a new public entity to manage and operate this key piece of federally-owned transportation infrastructure. In June 2012, the Governments of Canada and Michigan signed the Canada-Michigan Crossing Agreement (the Crossing Agreement) that provides a framework for Canada to establish a Crossing Authority to

design, construct, finance, operate and maintain the Gordie Howe International Bridge project under one or more P3 Agreements. Through Letters Patent, the Windsor-Detroit Bridge Authority was established as a Crown corporation on October 9, 2012.

A business case for the P3 procurement, prepared by TC for the project indicated that one competitively-chosen private sector concessionaire should be responsible for the detailed design, partial financing, construction, operation, and regular and major lifecycle maintenance of the project components over a 30-year concession term. Michigan is to be responsible for the operations and maintenance (O&M) of the I-75 interchange. It was determined that one concessionaire would best be able to coordinate construction, minimize costs, maximize risk transfer to the private sector and assure on-time delivery.

Once all four components of the project are constructed, WDBA will make capital, O&M and life cycle payments to the concessionaire over the concession term. The capital component is the repayment of the private sector financing, with interest. The O&M and lifecycle component is for operations as well as minor and major maintenance required to meet pre-established performance standards that will ensure efficient operations of the crossing. Since repayment of the capital is based on having a fully functioning crossing, the concessionaire will have a strong incentive to ensure its long-term quality.

3.5 Project and procurement governance

Three governments, seven government agencies, one Crown corporation, and one international approval body have a direct stake in the ownership, design, construction and operations of the Gordie Howe International Bridge project. The roles and responsibilities of each of the organizations are governed by one or more of the following: legislation; inter-governmental agreements; working groups; and committees. The most important of these frameworks are the:

- *Bridge To Strengthen Trade Act* and the *International Bridges and Tunnels Act*;
- *Financial Administration Act (FAA)*;
- 2012 Crossing Agreement and its Acknowledgements;
- 2015 US Federal Plaza Arrangement (between Canada and the US);
- *Customs Act*;
- *Health of Animals Act*; and
- 2013 US Presidential Permit for the New International Trade Crossing.

Given the unique and complex nature of the project, WDBA has developed a robust governance structure that is consistent with obligations imposed on federal Crown corporations by the Government of Canada—through various Acts of Parliament and Treasury Board policies and directives—and the requirements of the Crossing Agreement and the US Federal Plaza Arrangement. This governance structure follows best practices in the procurement of federal infrastructure projects and for major P3 projects. Additionally, WDBA is taking advantage of applying lessons learned from the recent procurements of other federal P3 projects, specifically the New Bridge for the St. Lawrence project.

The involvement of each of the government agencies varies by the project component that is relevant to it, as detailed below.

3.5.1 Windsor-Detroit Bridge Authority (WDBA)

In accordance with the Crossing Agreement, the Government of Canada has established a Crossing Authority (WDBA) to design, construct and manage the new international crossing. To this end, as an independent arms-length Crown corporation, the WDBA is the Project Authority. All activities related to the delivery and procurement of the project must be managed and approved by the WDBA. The WDBA has the responsibility for funding all such activities, with funding provided by Canada.

WDBA directs all project activities, hires advisors and flows money to MDOT for property acquisition in Michigan. Property acquisitions in Canada is a responsibility of the Government of Canada. WDBA will also have the contractual relationship with the P3 Partner. The P3 Partner will be responsible for design, financing, construction, operations, and maintenance of all project components. While the I-75 interchange will be designed and built by the P3 Partner, it will be handed over to MDOT once constructed, at which point MDOT will be responsible for its operations and maintenance as part of its interstate highway system.

The WDBA works closely and collaboratively with other government agencies involved in the project. However, only the WDBA will have a direct relationship with external procurement advisors (transaction advisor, financial transaction advisor and the General Engineering Consultant (GEC) and the P3 Partner). The government agencies involved with the project work through the WDBA, in support of WDBA's activities and mandate. The WDBA has developed frameworks for how the government agencies will be involved in supporting the pre-procurement, procurement, construction, and operation activities, as described below.

3.5.2 The International Authority (IA)

As required by the Crossing Agreement, the WDBA regularly briefs and seeks certain specific approvals throughout the P3 procurement process from the International Authority (IA). The IA has six members with equal representation from Canada and the U.S. (two members appointed by Canada, one by the WDBA, and three by Michigan). The IA will have an ongoing oversight function of the WDBA's compliance with the Crossing Agreement and the P3 Partner's compliance with the concession agreement.

3.5.3 Government departments and agencies

Infrastructure Canada

As per the Crossing Agreement, the Government of Canada is specifically responsible for land acquisition in Canada. TC acquired most of the properties required for the Canadian component of the project before the transfer to Infrastructure Canada. WDBA will lease all acquired Canadian property from the Government of Canada in accordance with the Crossing Agreement.

Michigan

The Crossing Agreement provides that, subject to the approval of the International Authority, and with approval and funding from the WDBA, Michigan—through MDOT—is responsible for the acquisition of property required for the project in Michigan. The required properties will be leased or licensed to the WDBA for the project.

U.S. Federal Highway Administration

The Crossing Agreement stipulates that up to US\$550 million of Canadian funding towards Michigan project components (e.g. land acquisition; construction of the I-75 interchange) can be used to leverage U.S. Federal Aid for other highway projects in Michigan. FHWA imposes stringent oversight requirements on MDOT (these are known as Federal Aid Eligibility Requirements) for projects eligible for US Federal Aid.

Other agencies

WDBA also works with the Canada Border Services Agency, the Canadian Food Inspection Agency and the US Customs Border Protection and US General Administrative Services.

3.6. P3 Procurement project management team

To advance the procurement of the Gordie Howe International Bridge project, WDBA has established a multi-disciplinary Project Management Team led by a Vice President of Policy and Project Delivery and overseen by the WDBA's CEO and Board of Directors. The multi-disciplinary task forces supporting the overall implementation of the Gordie Howe International Bridge project procurement process include: a Technical Team (made up of multiple task forces), a Financial task force, a Community Benefits task force and a Request for Proposals/Project Agreement (RFP/PA) task force. The task forces are led by WDBA senior management and supported by the core external procurement advisors and government agency subject matter experts.

4. REVIEW OF 2015-16 STRATEGIC PRIORITIES

In 2015-16, in its first full year of operation, WDBA has made significant progress in advancing the project. WDBA focused on its key objective of launching the P3 procurement process in 2015-16 and advancing the following strategic priorities:

- Property Acquisition in Canada and Michigan;
- Acceleration of Early Works in Windsor: PAR, Plaza Fill Placement and Utility Relocations; and
- Utility Relocation in Windsor and Michigan.

In addition, WDBA continued its focus on the following key success factors to meet its objectives:

- Continuing to Build Operational Capacity; and
- Continuing to Foster Collaboration and Engagement of Key Partners and Stakeholders.

4.1. Launching the project procurement process

WDBA has put in place a process to procure the P3 Partner for the Gordie Howe International Bridge project to achieve value for money by:

- Ensuring that it attracts participation of a number of qualified bidders;
- Maximizing the possibility of securing a P3 partner; and
- Ensuring it is fair, open and transparent.

WDBA has followed a best practice, two-stage procurement process. The first stage was a Request for Qualifications phase to short-list up to three (3) qualified consortia. The second stage is a Request for Proposals (“RFP”) to select a preferred proponent who offers best value to WDBA. This two-stage approach is considered to be the market standard for Design-Build-Finance-Operate-Maintain (DBFOM) transactions. WDBA has followed and will continue to follow appropriate processes to ensure an accessible, fair and competitive environment for this procurement. Given the market’s familiarity and comfort with these processes, as evidenced through the numerous Canadian and US P3 transactions, a two stage procurement process was the optimal approach for the Gordie Howe International Bridge project.

Following P3 best practices and as required by the Crossing Agreement, WDBA has retained a Fairness Monitor to oversee the P3 procurement process to ensure it is conducted in a fair, open and transparent manner. The Fairness Monitor’s responsibilities are to:

- provide advice to WDBA on the procurement process for the purpose of ensuring that it is conducted with openness, transparency, integrity and accountability;
- review the RFQ and RFP including the processes described in those documents for evaluating the responses to it;
- report on any failure to comply with the fairness requirements of the RFQ and RFP; and

- produce a report confirming compliance with the fairness requirements of the procurement process to select the P3 partner and confirming that the process was consistent with the RFQ and RFP.

4.1.1. Request for Qualifications (RFQ)

The RFQ was issued on July 20, 2015, and closed on October 9, 2015. WDBA received six responses to the RFQ and has short-listed three consortia to proceed to the second stage of the procurement process.

WDBA put in place a governance framework to manage the open period (or bid response) and evaluation of the RFQ. This framework included stakeholders from Ottawa and Michigan as well as WDBA's special advisors (Public Services and Procurement Canada, General Engineering Consultant, the Financial Transaction Advisor and the Transaction Advisor) to ensure significant issues were properly addressed.

The RFQ evaluation process was designed to ensure a fair, equitable and transparent process. The Fairness Monitor was involved in all aspects of the RFQ.

On January 20, 2016, WDBA announced the three selected consortia who will be invited to participate in the RFP stage:

- Bridging North America
- CanAm Gateway Partners
- Legacy Link Partners

4.1.2. Request for Proposal (RFP)/Project Agreement (PA)

The RFP stage is a more detailed process than the RFQ requiring the three qualified respondents to submit proposals on how they will deliver the project to the specifications described in the procurement documents.

The development of the RFP/PA is a significant undertaking requiring the input, participation and coordination of all stakeholders. The international nature of the Gordie Howe International Bridge project significantly increases the level of complexity of the project and the development of the RFP and PA. WDBA has put cross-functional teams in place to develop the RFP/PA documents.

In order to launch the RFP, WDBA requires several levels of approvals.

4.2. Property acquisition in Michigan

Right-of-Way (ROW) Acquisition is a complex process of transferring property or property rights from a private or public property owner to a public agency for public use.

Through the Environmental Assessment process, the footprint for the U.S. POE, interchange and bridge was established. Subsequently, the Marked Final Right-of-Way Plan was developed for all US property requirements, and is used to provide information regarding ROW properties required for the Gordie Howe International Bridge project. The plans serve as the basis for appraising and

acquiring the ROW properties/parcels, writing legal descriptions, and for obtaining a master demolition contract and preparing relocation assistance plan.

With the footprint established, the execution of the acquisition of the US properties is under the responsibility of MDOT, the public authority with the US constitutional power of eminent domain (known as condemnation in Michigan). Pursuant to the terms of the Crossing Agreement, MDOT will exercise that power in acquiring the US properties for the Project as necessary. The following table identifies objectives and status in review of the 2015-16 fiscal year.

Table 1: Property Acquisition in Michigan – Status of Objectives

Objective	Status
(1) Identification by WDBA of properties for MDOT to acquire.	Completed, through the Marked Final Right-of-Way Plan.
(2) MDOT providing an estimate of the cost of acquiring the Identified Properties.	Completed, based on the Right-of-Way Cost Estimate prepared by Commonwealth Associates, as of September 10, 2013.
(3) The IA requesting MDOT to acquire the Identified Properties, within the footprint.	Completed, IA approval to acquire Identified Properties, within the footprint, received as of April 1, 2015.
(4) MDOT conducting requisite environmental assessments of the Identified Properties.	Ongoing, the Environmental Owners Representative Consultant (EORC) was engaged.
(5) MDOT appraising the values of the Identified Properties.	Ongoing. In addition, relocations appraisals are ongoing to determine costs.
(6) MDOT engaging in negotiations with owners to the Identified Properties to attempt to determine agreed sales prices of the Identified Properties.	Ongoing, preliminary interviews started on June 2, 2015.
(7) MDOT acquiring ownership and possession of the Identified Properties.	Ongoing.
(8) MDOT clearance of the Identified Properties	Ongoing.
(9) MDOT commencing court condemnation proceedings of the Identified Properties that MDOT cannot acquire voluntarily	The condemnation process is to begin in 2016/17.

WDBA oversees the activities of MDOT. A clearly defined and agreed to governance/oversight and reporting regime has been established to ensure acquisitions are completed in accordance with all required standards.

To assist in oversight and management, MDOT, in consultation with WDBA, has developed a tracking system that allows WDBA to view the real-time status of acquisition on a parcel-by-parcel basis (the system does not track individual properties).

MDOT has categorized the properties to be acquired into three streams – Tax-Reverted; Negotiated/Voluntary; and Condemnation. The following provides an update on US Property Acquisition during FY2015-16:

- **Tax-Reverted:** These are properties to be acquired from US public entities (principally the City of Detroit and Wayne County), resulting from a property owner’s failure to pay tax liabilities. As of February 3, 2016, Right of Entry for the purposes of construction and/or utility relocation has been granted to all tax-reverted properties, representing 388 of the 967 required properties.
- **Negotiated/Voluntary:** These are properties that will be acquired on a willing buyer/willing seller basis. The acquisition of negotiated/voluntary properties/parcels are divided into two streams:
 - a. Those properties/parcels assigned to MDOT’s acquisition consultants, (346 properties/282 parcels); and
 - b. Those properties/parcels that are owned by the Detroit Economic Growth Corporation (30 properties/30 parcels).

As part of the acquisition process, as of the end of FY2015-16, for properties/parcels under Beam Longest & Neff’s (BLN) responsibilities, the WDBA has approved funding for a total of 236 Good Faith Offers (GFOs).

The 30 properties (30 parcels) owned by the Detroit Economic Growth Corporation, to be acquired on a willing seller/willing buyer basis by MDOT, will occur in FY2016-17.

- **Condemnation:** This is a classification where it has been anticipated that properties may not be acquired on a voluntary basis; it is subdivided as simple or complex. There are a total of 203 properties (132 parcels) deemed likely to be acquired through both simple and complex condemnation processes.

4.3. Acceleration of the Early Works

In advancing the project, a number of pre-procurement activities have taken place in 2015-16 that will result in moving utilities from the Canadian and US POE sites. The project also requires the construction of the PAR on the Canadian site so that a major north-south road (Sandwich Street) can be closed within the project footprint to allow for the development of the Canadian POE. The plan is to relocate utilities at the same time as the construction of the PAR given that the utilities will be sited within the Right-of-Way of the PAR. Design of the PAR is completed and agreements with the affected utility companies have either been signed or are being finalized.

The following tables provide an update on planned key activities for 2015-16 for Early Works and utility relocation.

Table 2: 2015-16 Key Activities on Early Works

Strategic Priority	Key Activities for 2015-2016	Status
PAR Right-of-Way – Canadian Side	<ul style="list-style-type: none"> • Complete design of the PAR, tender for the construction and initiate construction • Finalize utility relocation discussions at same time as PAR design, as construction of the PAR involves relocation of utilities into the PAR Right-of-Way • Co-ordinate construction of PAR with utility relocation and placement of fill 	<ul style="list-style-type: none"> • The PAR design has been completed and construction started on the PAR in August 2015. • A significant portion of the fill was completed in the fiscal year. • Coordination with utility companies continues.
Fill Placement - In order to accelerate the project schedule, initiate fill placement and consolidation of the Canadian POE earlier than originally planned	<ul style="list-style-type: none"> • Complete technical analysis and designs for wick drains and fill placement (wick drains are an integral mechanism to remove underground trapped waters to facilitate soil consolidation/settlement) • Tender for and award contract to install wick drains, import fill and initiate the fill placement and consolidation exercise • Undertake extensive soil consolidation/settlement data gathering to provide data for the P3 Partner's use (as a risk mitigation approach) 	<ul style="list-style-type: none"> • The technical analysis and design for the wick drains and fill placement have been completed. • The Early Works contract has been awarded in August 2015 to Amico Infrastructures Inc. • 75% of the fill placement and wick drains installation were completed by year end.

Table 3: 2015-16 Key Activities on Utility Relocation

Strategic Priority	Key Activities for 2015-2016	Status
Canadian Utilities - Establish timelines and confirm costs associated with the relocation of utilities on	<ul style="list-style-type: none"> • Continue to meet with utility owners, specifically Hydro One, Bell Canada, Union Gas, Cogeco, EnWin and others • Develop relocation plans for all utilities • Begin relocating minor (i.e., non-Hydro One) utilities within the PAR • Develop utility corridor design crossing underneath the Canadian POE 	<ul style="list-style-type: none"> • Negotiated the Transmission Asset Modification Agreement (TAMA) to relocate Hydro One transmission and distribution assets (February 2016). • Concluded Agreements with EnWin, Union Gas,

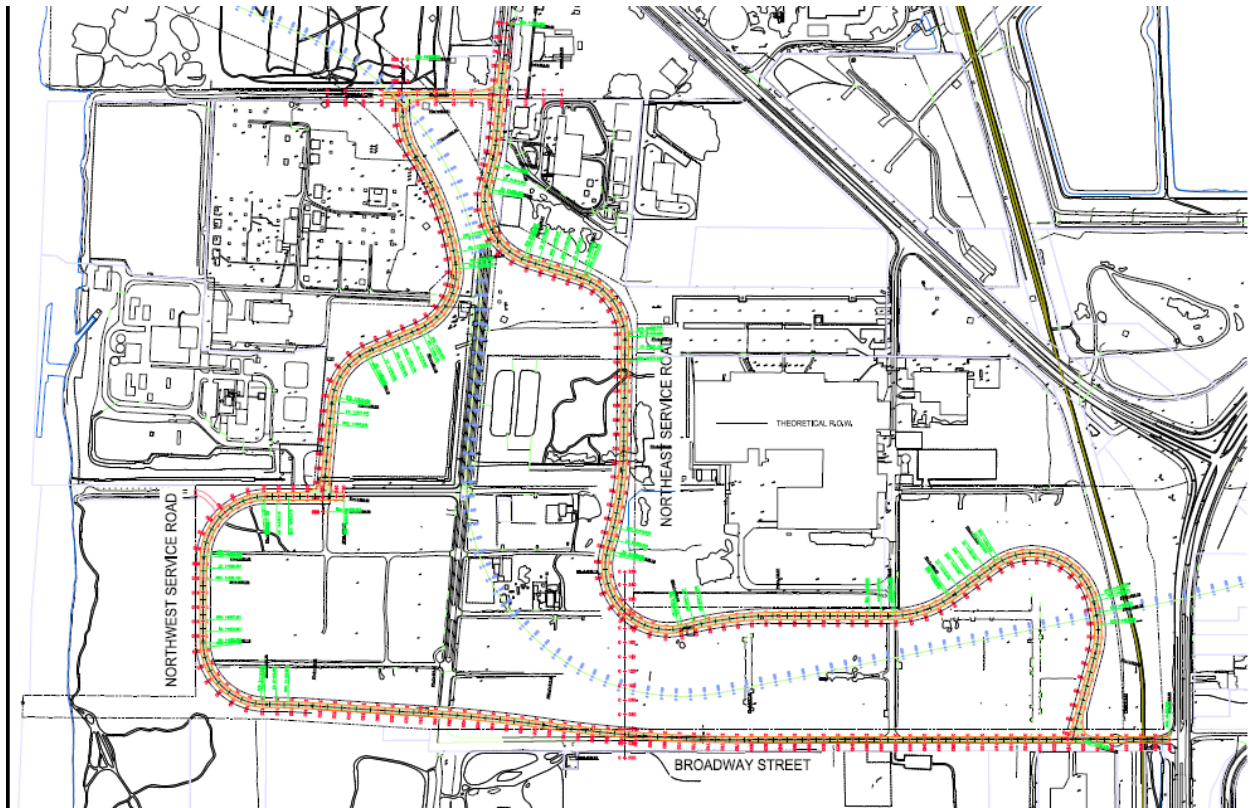
Strategic Priority	Key Activities for 2015-2016	Status
the Canadian Port of Entry site		<p>West Windsor Power and Cogeco (July 2015 and January 2016).</p> <ul style="list-style-type: none"> • Utility relocation plans included in PAR contract (awarded August 2015). • Completed EnWin overhead line construction along Broadway (November 2015); Union Gas distribution relocation (completed October 2015); and joint-use Bell and Cogeco trench at east PAR (December 2015 to September 2016). • Utility crossings of Canada POE designed and stormsewer/EnWin completed May 2016. • Ministry of Environment and Climate Change (MOECC) permits received for stormwater management, water and sanitary systems. Environmental compliance approval ECA (January 2016), permit to take water (January 2016), Broadway Drain ECA (June 2016)
US Utilities	<ul style="list-style-type: none"> • Complete relocation designs and negotiate contracts for the relocation of all utilities 	<ul style="list-style-type: none"> • AT&T relocations commenced in July 2015 (to be completed in December 2016).

Strategic Priority	Key Activities for 2015-2016	Status
		<ul style="list-style-type: none"> • Established relocation design with DTE Electric and Gas (January 2016) • Relocation designs for ITC underground and ITC aerial have begun. (October 2015 to November 2016) ITC reimbursement contract under MDOT Master Agreement. • Relocation of ITC aerial commenced in May 2015. • Studies for Detroit Water and Sewage Department (DWSD) water and sewer systems completed and rehabilitation scope of work defined (February 2016). • Mitigated need for relocations of natural gas pipelines for Plains and Kinder Morgan.

4.3.1. Perimeter Access Road and local utility relocations

In 2009, TC and the City of Windsor signed a purchase and sale agreement to acquire approximately 40 hectares (100 acres) of land located south of the Canadian POE. As part of this agreement, TC committed to construct the PAR to replace Sandwich Street (a north-south City of Windsor arterial road that bisects the POE) and maintain continuity of the municipal road network. The agreement stipulates that the perimeter access road must be constructed and put in service before Sandwich Street can be closed. Also, this perimeter access road (PAR) will revert back to the City of Windsor as part of the municipal roadway system once the Gordie Howe International Bridge project construction is completed. All the utilities (natural gas, electrical lines, cable, telephone, water, sewer, etc.) located along Sandwich Street and elsewhere in the POE will be relocated within the new PAR right-of-way.

Figure 3: Right-of-Way of the PAR



Early Works

WDBA issued a Request for Tender on June 3, 2015, for the Early Works. This tender included site preparation, utility relocation for all utilities except Hydro One and Union Gas, and the construction of the PAR. On July 16, 2015, the tender closed and six tenders were received by WDBA. Following an evaluation process that was overseen by a Fairness Monitor, WDBA awarded a contract on August 28, 2015, to Amico Infrastructures Inc. (Amico).

As of December 23, 2015, over 800,000 tonnes of granular material was placed, and over 570,000 metres of wick drains were installed on the site.

WDBA's current schedule indicates that the PAR construction and utilities relocation will be completed by September 2018.

WDBA has done extensive environmental work on the Canadian POE site. An Environmental Management and Monitoring Plan has been developed to comply with WDBA environmental obligations under the *Bridge to Strengthen Trade Act*. The Environmental Management and Monitoring Plan is an integral part of all activities on site and is updated as required to meet the needs of construction and environmental compliance.

Major Utility Relocation: Hydro One

The utility relocation with the most significant impact on the project schedule is the relocation of existing Hydro One high voltage transmission and distribution lines at the Keith Transformer Station in Windsor.

WDBA has had extensive discussions with Hydro One to negotiate an agreement for the relocation. Following these discussions it was decided that WDBA would undertake a portion of the Hydro One relocation, while the remaining portion would be done by Hydro One. This approach mitigates risks to the schedule by allowing WDBA to coordinate work on the site.

WDBA will build an internal team to execute on this project. It is expected that a team of three project managers and engineers will be required to manage the Hydro One relocation.

Other Utility Relocation in Canada

In addition to the Hydro One relocation required on the Canadian POE site, a number of other utility companies are impacted by the project and require relocation. Most of the relocation work is coordinated by the Early Works contractor, however, WDBA needs to enter into reimbursement agreement with each utility company.

WDBA has entered into agreements with the Union Gas – Distribution (relocation completed in October 2015), Union Gas – Transmission, EnWin Utilities Ltd., Windsor Utilities Commission, West Windsor Power and Cogeco.

Utility Relocation in Michigan

Within the US POE and project footprint both private and public utilities will require relocation. The US POE site will be “turned over” to the P3 Partner with all active utilities removed and/or relocated away from the POE site.

4.4. Building capacity/operationalizing WDBA

WDBA was created on October 9, 2012, but did not become operational until the appointment of the President and CEO on August 5, 2014, shortly after the appointment of the Board of Directors on July 30, 2014. With the appointment of the CEO, significant efforts were expanded to operationalize the corporation. The main area of focus was to acquire appropriate resources to support the project and the corporation. The Board and the CEO identified a mix of permanent, temporary and external resources required to move forward.

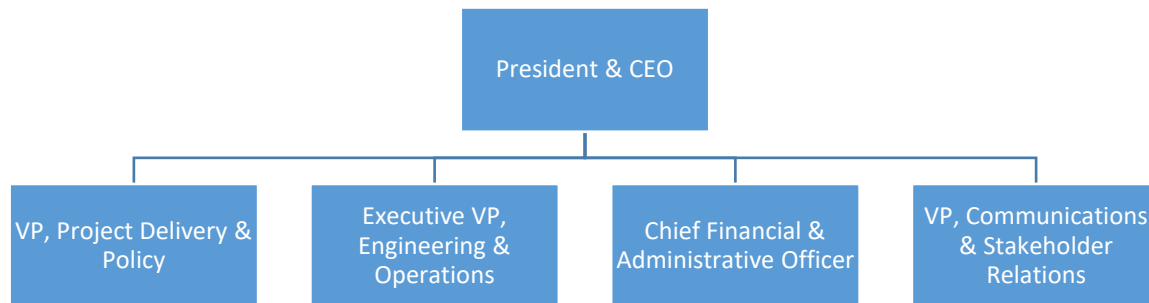
In addition to resourcing the organization, policies, processes, and systems had to be put in place to ensure the organization met its legislative requirements and adhered to best practices.

Human Resources

A project the size and scope of the Gordie Howe International Bridge requires the dedication of appropriate human resources to facilitate the efficient and effective execution of the P3 Procurement process and the delivery of the actual project. WDBA has built up a competent and qualified team. As of March 31, 2016, WDBA had 40 positions filled (of the 50 positions approved in its 2015-16 Corporate Plan).

WDBA was able to staff all of its executive positions and key positions for the project.

Figure 4: WDBA Executives



In addition to its employees, WDBA is supported by expert resources from government agencies that have a direct stake in the outcome of the project as well as by various expert external advisors.

Operationalizing WDBA

In regards to operationalizing the organization, since August 2014, WDBA, with the approval of the WDBA Board, has set corporate objectives and direction, ensured good governance, monitored financial performance, approved budgets and financial statements, approved policies and bylaws and has ensured that risks have been identified and managed appropriately.

Travel, Hospitality, Conference and Event Expenditures

On July 16, 2015, Crown corporations were directed by the Governor in Council (GIC) to align their policies, guidelines and practices with Treasury Board policies, directives and related instruments on travel, hospitality, conference and event expenditures in a manner that is consistent with their legal obligations. WDBA has fulfilled these requirements:

- a) In August, 2015: The WDBA Board approved a WDBA Travel and Hospitality Policy, consistent with TBS Directive on Travel, Hospitality, Conference and Event Expenditures.
- b) In August 2014: WDBA Board approved that the travel and hospitality expenses of the Chair and CEO would be published. WDBA has been disclosing these expenses on its website since April 1, 2015.

Pensions and Benefits

As per the 2015-16 WDBA Corporate Plan, WDBA hired a Human Resource Consultant to produce the compensation and benefit package for the corporation. The benefits package, also proposed by the HR Consultant, led to the retention of Sun Life Financial as the pension and benefits provider for WDBA. WDBA's benefits package includes a defined contribution pension plan, consistent with current government directives.

5. STRATEGIC PRIORITIES FOR THE PLANNING PERIOD

WDBA has made significant progress over the past year in advancing various aspects of the project to begin construction of the new crossing. Many of the 2015-16 strategic priorities will continue to be priorities over the next five years. WDBA's strategic priorities align with its mandate to construct and operate a new international crossing.

WDBA's strategic priorities are as follows:

- Finalize P3 Procurement Process
- U.S Property Acquisition
- Complete Early Works on Canadian POE
- Utility Relocation in Canada and the US
- Construction of the Gordie Howe International Bridge Project

5.1 Finalize P3 procurement process

With the RFQ completed and the three respondents announced, WDBA is well positioned to continue to the next phase of the P3 Procurement process.

Once the RFP is launched, the P3 Procurement process will include an open period where commercially confidential meetings are held with the proponents and requests for information are submitted by the proponents, an evaluation period and, finally, a financial close and award of contract.

The open period is extremely time and resource intensive. As with the RFQ and RFP development process, WDBA will work closely with all stakeholders. Governance frameworks have been developed for each stage of the open period and evaluation. A Fairness Monitor will be involved in the open period activities as well as at financial close. The VP of Policy & Project Delivery will manage the RFP Open period.

5.2 US Property acquisition

Over the coming year, MDOT will continue to execute various property acquisition activities. These activities will continue to involve the efforts of MDOT real estate experts, the Michigan Attorney General's (MAGs) office.

Much work has been accomplished to date as WDBA continues to work with MDOT to refine the planning and timing around acquiring all properties required for the Gordie Howe International Bridge project. The Marked Final Right-of-Way Plans have assisted greatly in this respect.

Other activities planned for 2016-17 include finalizing the Demolition Owners Representative Consultant (DORC) contract as well as the selecting a demolition contractor. The Environmental Owners Representative Consultant (EORC) will continue to provide reports for properties needing further investigation.

Tax-Reverted: WDBA will continue to monitor the acquisition of the tax reverted properties.

Negotiated/Voluntary: MDOT anticipates presenting all GFOs to property owners on properties/parcels during FY 2016-17.

Simple and Complex Condemnation: Appraisals will continue to be conducted on the condemnation-likely parcels, and MDOT will continue to present GFOs to property owners through FY 2016-17.

5.3 Complete Early Works on Canadian POE

As mentioned in Section 4, the Early Works consist of three separate elements:

- The construction of a new Perimeter Access Road (PAR) approximately 4 kilometers long surrounding the future Canadian POE;
- The relocation of utilities located inside the Canadian POE to the PAR right-of-way; and
- Fill and grading, including the installation of wick drains and placement of fill to facilitate the ground settlement.

An Environmental Management and Monitoring Plan is an integral part of all activities on the Early Works and is updated as required to meet the needs of construction, permits and environmental compliance under the *Bridge to Strengthen Trade Act*.

Major Utility Relocation – Hydro One

As mentioned in Section 4, the Hydro One work will be performed by both WDBA and Hydro One. Hydro One will be responsible for the design and construction work inside Keith Transformer Station, as well as the connections of new cabling to the existing transmission lines. This work is subject to scheduling of outages affecting the electricity supply system and such outages are dependent on time of the year and prevailing weather conditions. The Hydro One relocation work will be divided as follows:

Table 4: Hydro One Relocation Responsibilities

	WDBA	Hydro One
Civil Works		
• Design	✓	
• Approvals		✓
• Construction	✓	
• Quality Assurance		✓
Electrical Works inside Keith TS		
• Design		✓
• Approvals		✓
• Construction		✓
• Quality Assurance		✓
Electrical Works outside Keith TS		
• Design	✓	
• Approvals		✓
• Construction	✓	

	WDBA	Hydro One
<ul style="list-style-type: none"> Quality Assurance 		✓

The division of the work between WDBA and Hydro One will enable WDBA to control the scheduling and staging of the work, such that Amico Infrastructures Inc., EnWin Utilities Ltd., Union Gas Limited, etc. could have access to the area and complete their work in conjunction with the Hydro One work.

WDBA has signed the final agreement with Hydro One in February 2016.

WDBA will hire a team of three project managers and engineers to manage the Hydro One design and construction work over an 18 month period.

Minor Utilities Relocation

In addition to the relocation of Hydro One utility, WDBA will continue its work to relocate other utilities on the Canadian POE site. The coordination of the relocation of these utilities as well as the construction costs are included in the Early Works contract (except for Union Gas). WDBA is working with the following utilities:

- Union Gas – Transmission and Distribution
- West Windsor Power
- EnWin
- Bell Canada
- Cogeco
- Windsor Utilities Commission

WDBA currently has negotiated reimbursement agreements with all companies, except Bell (agreement not required with Bell). The relocation of the Union Gas distribution lines was completed in 2015-16.

5.4 Utility relocation in the US

Utility relocations are required for the US POE and for the Michigan Interchange. In advancing the project, a number of pre-procurement activities have been planned that will result, to the greatest extent possible, in relocating utilities from the US POE site. Within the U.S POE and project footprint both private and public utilities will require relocation. Unlike the Canadian POE site where there are relatively few utilities within the POE footprint the US POE site has substantially more utilities than the Canadian POE site.

Although there are a number of utilities to relocate or abandon, the major utility companies that impact the POE include Detroit Water and Sewerage Department (DWSD), International Transmission Corporation (ITC) and DTE Energy. Some of these utilities will remain in defined utility corridors within the POE, while others will be relocated.

Utility Relocation Procedures

MDOT is managing the relocation of utilities under their statutory authorities. MDOT and WDBA are in continuing discussions with the private utility companies and public utility agencies within the POE site to coordinate their relocation.

Major relocations required:

DTE Electric/Gas

DTE provides transmission and power distribution services within the City of Detroit as well as gas. Many circuits servicing the central business district emanate from the Waterman substation located immediately south of the US POE.

MDOT and WDBA have worked with DTE to finalize the plans and designs of the utility relocation and an agreement is expected to be reached in September 2016.

ITC Electric Transmission

ITC is required to relocate some of its underground utilities from the POE site. Construction has started mid-April 2016 and is well underway.

ITC also has an overhead transmission line. The relocation routing and easement requirements are presently being finalized in consultation with MDOT, WDBA and ITC.

AT&T

Relocation of AT&T facilities commenced in July 2015. AT&T construction works in the Michigan Interchange and the area surrounding the US POE are scheduled for completion by the end of 2016.

City of Detroit

DWSD Sewer and Water – Studies and analyses of sewerage and water usage and flows have been completed with recommendations for improvements to the existing trunk sewers in the US POE and waterman construction to support future US POE service requirements. It is expected that all design and construction work for these facilities would be done by the eventual private-sector partner.

PLD (Public Lighting Department) – Facilities include cable, wiring, duct work and street lights which need to be abandoned, relocated, replaced and/or adjusted consistent with current standards. The design and construction of these relocations and modifications will be undertaken by the eventual private-sector partner, with the exception of terminations and connections to be performed by the PLD. All costs will be borne by the Project.

5.5 Construction of Gordie Howe International Bridge

WDBA will work with the successful proponent to develop the final construction schedule for all components of the Gordie Howe International Bridge project. It is currently expected that the construction of the project will happen over a 48 month period.

Once the P3 contract is awarded WDBA will work with the successful proponent to finalize the construction schedule and design of the Gordie Howe International Bridge project. Construction will start shortly after.

6 FINANCIAL PLANNING AND ANALYSIS

6.1 Forecasted results - 2015-16

WDBA is forecasting a surplus of \$85.3 million at the end of 2015-16 on an accrual basis. This surplus is mostly due to capitalization of activities and funds in the escrow account related to the Michigan properties.

Appropriations

WDBA received \$138.5 million in appropriations in 2015-16, compared to a budget of \$461.1 million budgeted. A re-profile of \$216 million to 2016-17 has been approved.

Appropriations were lower than budgeted mostly due lower than anticipated funding requirement for the Michigan properties.

6.2 Projected Results 2016-17 to 2020-21

WDBA Salary and Operation Costs

WDBA Financial information Operating (000's)	2016/17 Estimate	2017/18 Estimate	2018/19 Estimate	2019/20 Estimate	2020/21 Estimate
WDBA Salary and Operating Costs	\$14,633	\$12,989	\$11,445	\$11,555	\$11,905

Over the next five years, WDBA anticipates that its salary and operating costs will peak in 2016/17 as it manages the P3 procurement process and continues to deliver on its other priorities.

After one year of operations, WDBA undertook a detailed review of its activities and resource requirements. Several meetings and discussions were held with the executive team to ensure the organization had a good understanding of its requirements and was properly resourced to deliver on its mandate.

Given the level of complexity of the project, it is anticipated that the resource requirements will be greater than originally planned over the next five years. The current plan is to increase WDBA's staffing complement in 2016/17. The additional employees will be mainly assigned to the management of the P3 procurement process and construction activities.

Michigan Properties

(000's)	2016/17 Estimate	2017/18 Estimate	2018/19 Estimate	2019/20 Estimate	2020/21 Estimate
Michigan Properties	\$381,919	\$78,746	\$77,627	\$0	\$0

WDBA is forecasting that all good faith offers and filing for condemnation will be completed in 2016-17. It is anticipated that funding will be required over the following two years as the acquisition process wraps up.

Project Costs

(000's)	2016/17 Estimate	2017/18 Estimate	2018/19 Estimate	2019/20 Estimate	2020/21 Estimate
Project Costs	\$170,023	\$167,180	\$238,785	\$70,110	\$37,317

Project Costs include the following costs:

- Utility relocation (Canadian and US)
- Legal costs
- Project Management costs
- Design & Construction costs
- Design & Big fees

Travel, Hospitality and Conferences

On July 16, 2015, Crown corporations were directed by the Governor in Council (GIC) to align their policies, guidelines and practices with Treasury Board policies, directives and related instruments on travel, hospitality, conference and event expenditures in a manner that is consistent with their legal obligations. WDBA has fulfilled these requirements.

In addition, Crown corporations were required to indicate the total annual expenditures for each of travel, hospitality, and conference fees over the last fiscal year and forecasted expenditures for each of these categories over the planning period following the implementation of the travel directive.

Table 5: Travel, Hospitality and Conference Fees

	2014/15 Actuals	2015/16 Estimate	2016/17 Estimate	2017/18 Estimate	2018/19 Estimate	2019/20 Estimate	2020/21 Estimate
Travel	\$50,452	\$125,000	\$151,000	\$155,530	\$160,196	\$165,002	\$169,952
Hospitality	\$731	\$5,000	\$27,000	\$27,000	\$5,000	\$5,000	\$5,000
Conference Fees	\$0	\$0	\$0	\$0	\$0	\$0	\$0

Travel expenses include trips to Toronto for Board meetings and meetings with utilities, to Ottawa for meetings with Central Agencies and Transport Canada/Infrastructure Canada. Hospitality is expected to be higher in 2016/17 and 2017/18 due to the P3 procurement process.

WDBA Pension Plan

As mentioned earlier, WDBA has implemented a defined contribution pension plan for its employees. As required by an Order in Council dated December 2014, WDBA is required to ensure its plan provides:

- a) a 50:50 current service cost-sharing ratio between employee and employer for pension contributions, to be phased in for all members by December 31, 2017, and,
- b) for any employee hired on or after January 1, 2015, that the normal age of retirement is raised to 65 years and that the age at which retirement benefits are available, other than those received at the normal age of retirement, corresponds with the age at which they are available under the Public Service Pension Plan.

The Corporation is in the process of phasing in the first requirement (a) by the required date. The second requirement (age of retirement) has already been addressed.

7 FINANCIAL INFORMATION: 2016-2017 TO 2020-2021

WDBA Financial Information (in thousands of dollars)

WDBA Financial information	2014/15 Actual	2015/16 Estimate	2016/17 Estimate	2017/18 Estimate	2018/19 Estimate	2019/20 Estimate	2020/21 Estimate
Operating							
WDBA Salary and Operating Costs	\$4,002	\$11,132	\$14,633	\$12,989	\$11,445	\$11,555	\$11,905
Michigan Properties	\$722	\$16,188	\$175,507	\$31,498	\$31,050	\$	\$
Project Costs	\$1,035	\$20,552	\$47,337	\$55,528	\$97,715	\$31,319	\$12,840
Total	\$5,759	\$47,872	\$237,478	\$100,016	\$140,210	\$42,874	\$24,746

WDBA Financial information	2014/15 Actual	2015/16 Estimate	2016/17 Estimate	2017/18 Estimate	2018/19 Estimate	2019/20 Estimate	2020/21 Estimate
Capital							
Michigan Properties	\$1,083	\$24,283	\$206,412	\$47,248	\$46,576	\$	\$
Project Costs	\$813	\$52,220	\$122,686	\$111,652	\$141,070	\$38,791	\$24,477
Total	\$1,896	\$76,503	\$329,097	\$158,900	\$187,647	\$38,791	\$24,477