

Annual Public Meeting

Thursday, February 11, 2016

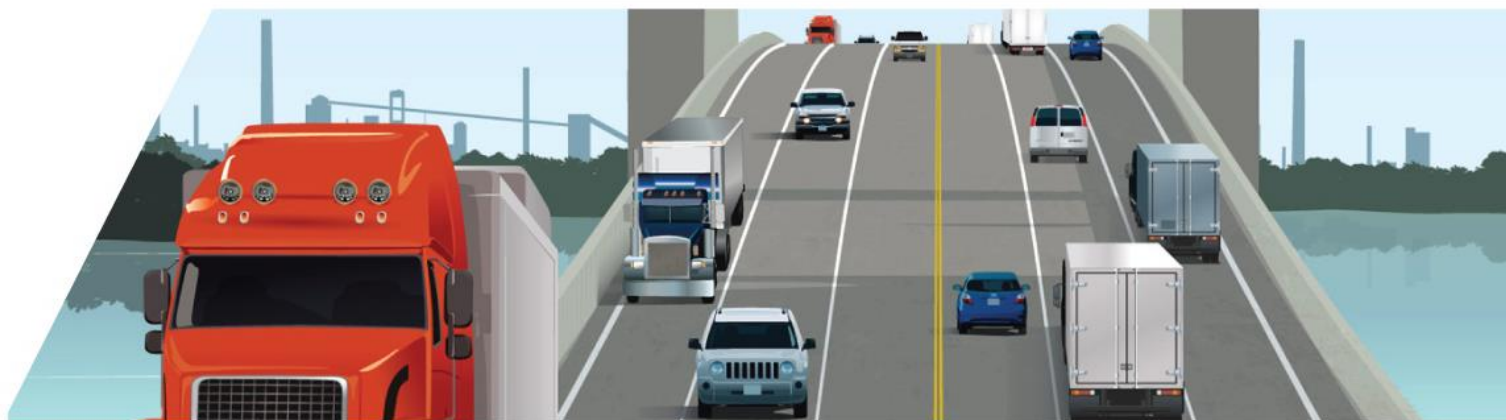


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Annual Public Meeting
Mackenzie Hall Cultural Centre
Windsor, Ontario
2:00 pm - 3:00 pm
Thursday, February 11, 2016

Interim Chairperson of the Board – Dwight Duncan
Opening remarks

President and CEO – Michael Cautillo
Report on activities and results of the Corporation

Question Period

Assemblée publique annuelle
Mackenzie Hall Cultural Centre
Windsor (Ontario)
14h00 – 15h00
Jeudi, le 11 février 2016

Président intérimaire du Conseil d'administration – Dwight Duncan
L'allocution d'ouverture

Premier dirigeant – Michael Cautillo
Compte rendu sur les activités et accomplissements de la Société

Période de questions





INTERIM CHAIRPERSON'S MESSAGE

I am honoured to have been asked by the Government of Canada to serve as Interim Chair of the Board of Directors for the Windsor-Detroit Bridge Authority (WDBA), effective January 1, 2016.

As a Canadian Crown corporation, the WDBA reports to Parliament through the Minister of Infrastructure and Communities and was created to manage the public-private partnership (P3) procurement process for the Gordie Howe International Bridge and provide oversight.

The Windsor-Detroit gateway is Canada's busiest land border crossing. In fact, over twenty-five per cent of all goods carried by truck between Canada and the United States cross at Windsor-Detroit. The new Gordie Howe International Bridge will facilitate the movement of people, goods and services by ensuring that there is sufficient border crossing capacity to handle projected growth in cross-border trade and traffic in this vital bi-national corridor.

It will also provide a much-needed crossing alternative, create thousands of construction jobs and long-term employment opportunities on both sides of the border, and support national security and public safety priorities in Canada and the United States.

I want to take this opportunity to thank the WDBA Board of Directors, Mr. Michael Cautillo, Mr. William Graham, Ms. Caroline Mulrone Lapham, Mr. Craig Rix and our past Chair, Mr. Mark McQueen for their exemplary work in seeing the organization through its initial days. I commend them for their effort and proficiency in launching the organization and the procurement process to secure a P3 partner.

For the WDBA Board of Directors, our focus is on the immediate priority of completing the procurement process to select a successful private-sector partner to deliver the Gordie Howe International Bridge. From the Board's perspective, this phase will involve us overseeing WDBA's operations and providing strategic insight and guidance through a governance system that includes the policies, procedures, internal controls, and risk management measures necessary to instill stakeholder confidence, enabling the Corporation to deliver the greatest value to the public and to Canadian taxpayers.



The WDBA Board of Directors looks forward to working with the WDBA senior management team as we advance the Corporation's mandate while maintaining accountability and transparency, an outstanding corporate reputation, and the highest level of public confidence.

Together we shall build the bridge to our future.

Dwight Duncan



PRESIDENT AND CHIEF EXECUTIVE OFFICER'S MESSAGE

The Windsor-Detroit Bridge Authority (WDBA) was created in October 2012, with staffing and operations beginning in August 2014.

In August 2014, I was appointed as President and CEO of WDBA and became WDBA's first employee. The challenge was to not only advance the project but, as well, to establish WDBA as a Crown corporation.

With these goals in mind, during its first year of operations in 2014-15, WDBA was driven by two parallel strategic priorities: to transition and operationalize the corporation, and build its capacity; and, to undertake pre-procurement activities enabling the WDBA to move toward launching the public-private partnership (P3) procurement to build the Gordie Howe International Bridge.

WDBA first developed a staffing strategy, taking into account need and urgency and, by the end of the fiscal year, March 31, 2015, had hired 19 full-time employees. Policies, including those required to manage human resources, were also developed. A pension and benefits package was secured and financial controls put into place. WDBA acquired computers, office equipment, furnishings and moved into its permanent office space in Windsor.

WDBA also contracted key external advisors, including a P3 Financial and Transaction Advisor, Capital Markets Advisor, P3 Legal Advisor, and a P3 Fairness Monitor. Of particular note, the corporation awarded a contract for a General Engineering Consultant (GEC), one of the largest technical services contracts that WDBA will issue. The GEC provides, and continues to provide a range of professional engineering services to prepare for the P3 procurement process. The work includes project management, engineering studies, technical design, utility relocation, and development of the specifications for all components of the crossing project on both sides of the border.

To launch the P3 procurement process in fiscal 2015-2016, WDBA built on the Government of Canada's work and undertook a wide range of key pre-procurement activities. These activities included starting a Right-of-Way Plan so Michigan could proceed with land acquisition and also site preparation at the Canadian Port of Entry. It also started work on drafting the framework necessary for the Early Works contract to be awarded in fiscal 2015-2016.

Many of these preparatory tasks were overseen by the International Authority (IA), a joint Canada-Michigan governance entity established to oversee key steps in the P3 process and to ensure WDBA's compliance with the Crossing Agreement. The IA will continue to play a significant role in our activities moving forward.



Two significant announcements in fiscal 2014-2015 allowed the WDBA to move forward. In November 2014, Canada announced the final appointments to the WDBA Board of Directors and the International Authority. In February 2015, the governments of Canada, the United States and Michigan announced that Canada had signed an Arrangement regarding the funding of the US Port of Entry (POE). Under the terms of the Arrangement, the US POE will be procured as part of the P3 to design, finance, construct, operate and maintain the project. The cost of the entire project will be repaid from future toll revenues.

In the upcoming year, WDBA will continue to advance its priorities. Much work is yet to be done, but I am confident that with the dedication of the WDBA staff, our partners, external advisors and contractors and with the guidance of the WDBA Board of Directors and the International Authority, we will be able to deliver the Gordie Howe International Bridge project.

Thank you,

Michael Cautillo

Windsor-Detroit Bridge Authority – An Overview

Overview

Created in 2012, the Windsor-Detroit Bridge Authority (WDBA) is a not-for-profit Canadian Crown corporation which reports to Parliament through the Minister of Infrastructure and Communities. As such, WDBA is wholly owned by the Government of Canada Crown but is structured like a private company and operates independently from government.

WDBA was created to manage the procurement process for the design, construction, financing, operation and maintenance of the Gordie Howe International Bridge between Windsor, Ontario and Detroit, Michigan through a public-private partnership (P3). The WDBA is also responsible for project oversight.

WDBA is led by a President and Chief Executive Officer (CEO) and governed by a board of directors who are responsible for overseeing the business activities and other affairs of WDBA. The WDBA Board of Directors is comprised of up to five members, including the President and CEO. All directors are approved by the Government of Canada with the Chair and President and CEO holding office for five years and the directors holding office for up to four years. The WDBA's first board members and President and CEO were appointed in 2014.

The International Authority is a joint Canada-Michigan governance entity established to oversee and approve key steps in the P3 procurement process for the Gordie Howe International Bridge. It is also responsible for monitoring compliance of WDBA with the Crossing Agreement signed by Canada and Michigan.

The International Authority consists of six members with equal representation from Canada and Michigan. Two members are appointed by Canada, one appointed by WDBA and three appointed by Michigan. The appointment terms for members of the International Authority will last until one year after the bridge opening. The members of the International Authority were appointed in 2014.

Progress and Results

WDBA made significant progress on the Gordie Howe International Bridge project over the 2014-2015 fiscal year and in the time since then.

Fiscal Year 2014-2015	WDBA offices up and running
	Selection of key advisor firms to assist with technical and legal work
	Contract award for Intelligent Transportation Systems (ITS) and tolling systems
	Contract award for the General Engineering Consultant to provide engineering work and technical advice
	Selection of fairness monitor to oversee P3 procurement process
	Announcement of WDBA Capital Markets Advisory Panel with four respected Canadian financial executives as members
Since the first year of operations	Official naming of the Gordie Howe International Bridge
	P3 procurement process started with issuance of Request for Qualifications (RFQ)
	Contract award for Early Works activities at Canadian Port of Entry followed by construction start
	Six response submissions to the RFQ received for further evaluation
	Three Short-Listed Respondents announced to move forward to the next stage of the procurement process
	Staffing of over 40 positions filled to date



Gordie Howe International Bridge Project – An Overview

History

In 2008, a new border transportation system for the Windsor-Detroit gateway was identified through the bi-national Detroit River International Crossing (DRIC) study. Its five components included an Ontario access road – now known as the Rt. Hon. Herb Gray Parkway, a Canadian Port of Entry, a river crossing – now known as the Gordie Howe International Bridge, a US Port of Entry, and the Michigan Interchange to Interstate-75 (I-75).

The goal of a new crossing for the Windsor-Detroit gateway is to provide a safe, efficient and secure end-to-end border crossing system directly connecting Highway 401 in Windsor and I-75 in Detroit.

The new crossing will address four key regional transportation and mobility needs:

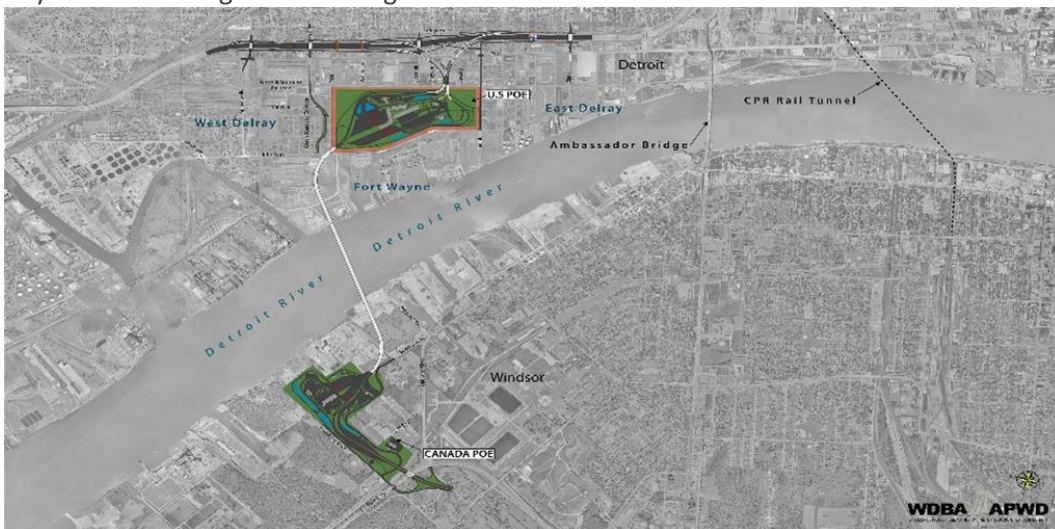
- provide new border crossing capacity to meet increased long-term travel demand
- improve system connectivity to enhance the continuous flow of people and goods
- improve operations and processing capabilities at the border
- provide reasonable and secure crossing options (i.e. network redundancy).

Public-Private Partnership

The Gordie Howe International Bridge project will be delivered using a public-private partnership (P3) model. The P3 model is a contractually binding commitment by the private sector to deliver infrastructure at a pre-determined price and fixed date with meaningful penalties in case of contract defaults. This provides financial certainty to Windsor-Detroit Bridge Authority (WDBA) and to taxpayers. It also offers guarantees that the infrastructure will be well maintained for a long period of time. The private partner will design, build, finance, operate, and maintain the project for a specified period of time.

Project Components

There are the four components of the Gordie Howe International Bridge project – the Canadian Port of Entry, the bridge, the US Port of Entry and the Michigan Interchange.



The Bridge

The project includes a six-lane bridge, providing three Canada-bound lanes and three US-bound lanes over the Detroit River. Two bridge types were considered under the DRIC study – cable stayed and suspension. The bridge will have a clear span of 850 metres/2788 feet across the Detroit River with no piers in the water. Two approach bridges (one on each side) will connect the main span to the Canadian Port of Entry and the US Port of Entry. The crossing will be approximately 2.5 kilometres/1.5 miles in length.



Cable Stayed (conceptual illustration only)



Suspension (conceptual illustration only)

The Canadian Port of Entry

The Canadian Port of Entry will be situated on an approximately 53 hectare/130 acre site that will include such features as Canadian inbound border inspection facilities for both passenger and commercial vehicles, Canadian outbound inspection facilities, tolling operation for both the US-bound and Canada-bound traffic, and maintenance facilities. Once constructed, this port will be the largest Canadian port along the Canada-US border and one of the largest anywhere in North America.

The US Port of Entry

The US Port of Entry will be situated on an approximate 60 hectare/145 acres site that will include such features as US inbound border inspection facilities for both passenger and commercial vehicles, US outbound inspection facilities, and commercial exit control booths.

Michigan Interchange

The Michigan Interchange will consist of the primary connecting ramps to and from the US Port of Entry and associated local road improvements required to fit the new ramps into the interstate system. The Michigan Interchange includes four new crossing road bridges, five new pedestrian bridges, four long bridges crossing the railway and connecting I-75 to the US Port of Entry, and local road improvements.



Public-Private Partnership Procurement Process

What is a P3?

A public-private partnership (P3) is a long-term performance-based approach to procuring public infrastructure where the private sector assumes a major share of the risks in terms of financing and construction and ensuring effective performance of the infrastructure, from design and planning, to long-term maintenance.

Why use the P3 model?

A P3 is a co-operative venture between a public-sector entity and a private-sector partner for the provision of infrastructure or services. The partnership is built on the expertise of each partner that best meets clearly defined public needs, through the most appropriate allocation of resources, risks, and rewards.

The benefits of a P3 include:

- The model allows for an appropriate sharing of risks between the government and the private sector. For instance, cost overruns and delays to projects are shifted from the taxpayer to the private sector.
- A 'whole life' approach is used in the delivery of the project with the private sector having responsibility for the design and delivery of the project and also the long-term operations and maintenance.
- The private sector's expertise, efficiencies and innovation are utilized in delivering large-scale infrastructure projects as specified by the public sector.
- The private sector is paid only on performance, aligning financial incentives for on-time, on-budget delivery and for the achievement of performance standards during the useful life of the asset.

How is a private-sector partner selected?

To select a private-sector partner to deliver the project components WDBA is running a rigorous, fair, open and transparent procurement process. The procurement process is made of two main stages – the Request for Qualifications (RFQ) and the Request for Proposals (RFP). To ensure the procurement process is rigorous, fair, open and transparent, a Fairness Monitor has been engaged. The Fairness Monitor observes the process including sessions with respondents and evaluation, provides advice as needed and reports back to WDBA.

Stage 1: Request for Qualifications (RFQ)

The purpose of the RFQ is to pre-qualify teams to design, build, finance, operate and maintain the Gordie Howe International Bridge project. RFQ submissions are evaluated on the respondents' demonstrated experience and qualifications to deliver and finance large and complex infrastructure projects. Only teams short-listed from this process are invited to respond to a RFP.

Stage 2: Request for Proposals (RFP)

The RFP sets out the conditions and specifications required to undertake the project. It is issued to only pre-qualified proponents selected through the RFQ stage. Proponents will submit binding technical and financial proposals, including a fixed price and schedule. Once the RFP closes and all proposals have been received, the RFP submissions are rigorously evaluated and a preferred proponent is selected. Subject to reaching Financial Close and to receiving appropriate approvals, this team will become WDBA's private-sector partner to deliver the Gordie Howe International Bridge project.



Current Activities

Activities in Canada

Early Works

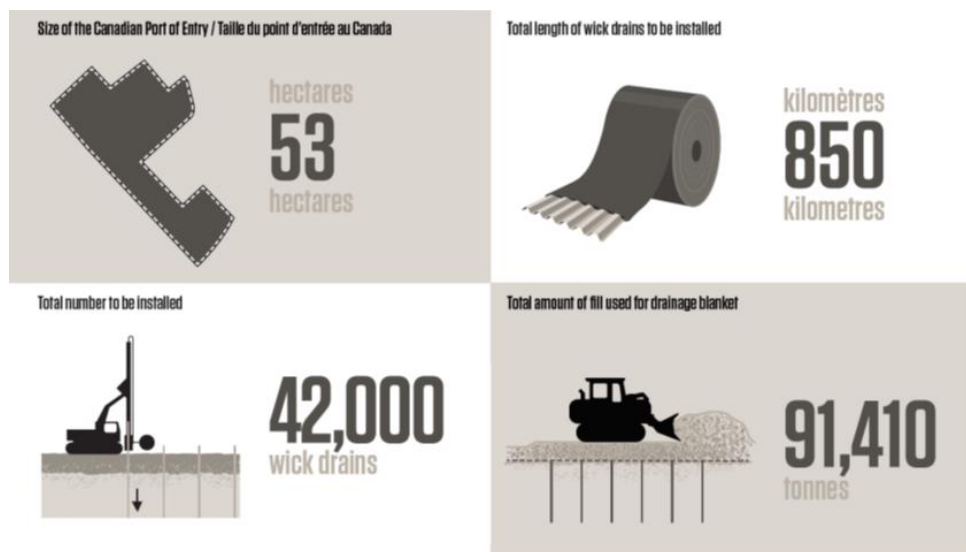
The Windsor-Detroit Bridge Authority (WDBA), through a competitive procurement process, selected a local contractor to complete the Early Works on the site of the Canadian Port of Entry (POE). The Early Works activities will prepare the Canadian POE site for the work to be undertaken by the private-sector partner to be identified through the public-private partnership (P3) procurement process.

Included in this project is:

- *construction of a perimeter access road (PAR)* – four kilometre road to provide access to Canadian POE and adjacent properties and allow closure of existing Sandwich Street and Broadway Street located within the footprint of the Canadian POE
- *utility relocation* – all utilities to be relocated within the PAR right-of-way and clear of the POE site
- *the placement of fill, grading and drainage* – existing ground has highly compressible soils requiring wick drains and pre-loading to reduce the effects of settlement on future structures, reducing schedule and technical risk for P3 contract.



Perimeter access road identified in red



Wick drain and drainage blanket installation infographic

Property Acquisition

WDBA provides support to Transport Canada, who is responsible for Canadian property acquisition. Most required land has been acquired and discussions continue on the remaining properties.



Activities in US

Documenting History

The Delray community has a rich history, hosting several historic sites, including Historic Fort Wayne. Current activities include documenting and recording information on Kovacs Bar and St. Paul AME Church.

Property Acquisition

On April 1, 2015, the International Authority approved Michigan Department of Transportation (MDOT) plan to begin property acquisition in Michigan. Michigan is responsible for all US property acquisition for the project. Properties necessary for the Michigan side of the project have been refined through a set of Marked Final Right of Way Plans. To date, MDOT has led a team of consultants, the Michigan Attorney General's office, and the Special Assistant Attorneys General in the purchase of a number of properties.



St. Paul AME Church

Utility Relocation

WDBA is working with utilities and other partner agencies to identify high priority areas where utilities require relocation. Relocation designs and schedules have commenced with DTE Energy, International Transmission Corporation (ITC) and Detroit Water and Sewage Department. Some relocations have already been completed. Other companies have begun or completed relocations of their utilities, including Sprint/Nextel and AT&T.



Ongoing Engagement

Hundreds of public and stakeholder meetings were held during the Detroit River International Crossing (DRIC) study. The input and feedback received at these meetings have informed the Gordie Howe International Bridge project. Through the DRIC study, Canada and the US committed to future communication and consultation with the public, indigenous peoples, regulatory agencies and stakeholders on various topics.

Commitments

The commitments made by both countries are slightly different because they address the unique needs and circumstances of each host community. Commitments made during the DRIC study will be fulfilled by the Windsor-Detroit Bridge Authority (WDBA) at the appropriate time during the design, build, operation and maintenance of the Gordie Howe International Bridge.

Canadian commitments are documented in the Canadian Screening Report and the Notice to Proceed. Commitments focus on the following topics: air quality, noise, waste, excavated materials, species at risk, vegetation, invasive species, wildlife, migratory birds, surface water, groundwater and fish/aquatic resources, stormwater, sediment and erosion, spills, urban landscape (aesthetics), archeology, and traffic.

US commitments are documented in the Environmental Impact Statement, Green Sheet, and Memorandum of Agreement. Commitments focus on the following topics: visual effects, noise, infrastructure, pedestrian and bicycle bridges, lighting, vibration, maintenance of traffic, local roads, air quality, tree removal/clearing and landscaping, water quality, urban landscape (aesthetics), and historical archaeology.

The Canadian and US environmental documents can be found at www.partnershipborderstudy.com. Commitments applicable to both countries have also been documented in the Crossing Agreement for the Gordie Howe International Bridge and the *Bridge to Strengthen Trade Act*.

Consultation



Public meeting held in
November 2015

Ensuring that the residents, business owners and governments of the region are engaged, kept informed and play a role in the planning and delivery of the Gordie Howe International Bridge is not only a top priority for WDBA but a commitment made during the DRIC study. WDBA will hold public meetings and, once the private-sector partner is selected, additional public meetings will be held allowing the public to be consulted on design features and construction approaches.



Stay Informed

The Windsor-Detroit Bridge Authority (WDBA) is engaging the community and its stakeholders as it works to build the Gordie Howe International Bridge project. There are many ways to stay connected with us. We encourage open dialogue and will work to answer your questions.

Windsor-Detroit Bridge Authority Website

The project website, www.wdbridge.com, is your main source for up-to-date information on the Gordie Howe International Bridge project. The site provides information on ongoing activities including Early Works at the Canadian Port of Entry site and the public-private partnership procurement process, in addition to current opportunities for employment and contracting, news, stories and reports.

Twitter, Facebook and LinkedIn

Follow the project on Twitter at www.twitter.com/wdbabridge, like us on Facebook at www.facebook.com/wdbabridge, and connect with us on LinkedIn at www.linkedin.com for updates on construction, procurement, meetings and events and other project details. You can tweet and post questions and comments on our feed or send us a private message. You will receive responses from the WDBA team. Use our hashtags #GordieHoweBridge and #WDBA.

YouTube and Instagram

Watch project-related videos on the WDBA YouTube channel at www.youtube.com and view photos detailing the latest progress and news on Instagram at www.instagram.com/windsordetroitbridgeauthority.

Join the Email List

Join our electronic mailing by visiting www.wdbridge.com and receive up-to-date information delivered right to your inbox. Please be assured that your email address will be used by WDBA only and will not be shared with any third parties. You can unsubscribe at any time.

Public Inquiries

Have a question about the project? Not only can you message us through social media, you can call us at 519-946-3038 or email us at info@wdbridge.com. We will acknowledge your inquiry within one business day and, if we can't provide an immediate answer, we will strive to provide a full response to you within three business days.

Our Offices

WDBA is committed to communicating in a timely manner and exchanging information. We recognize the importance of talking with the public and are pleased to assist with providing information you are looking for. The public office provides a place where you can find information, talk to the WDBA team, ask questions and provide feedback. Our offices are located at 100 Ouellette Avenue, Suite 400, Windsor, ON N9A 6T3.



Board of Directors – Biographies



Dwight Duncan

Interim Chairperson

Mr. Duncan currently serves as a Senior Strategic Advisor at McMillan LLP and sits on the Boards of the MS Society of Canada Scientific Research Foundation; The Churchill Society for the Advancement of Parliamentary Democracy; the Management Advisory Board of the Odette School of Business at the University of Windsor and the Advisory Board of KTG Consultants.

Mr. Duncan has had a distinguished career in public service that spanned close to 25 years. He served as a member of the Legislative Assembly of Ontario from 1995 to 2013. He handled many high profile portfolios, including Finance, Energy, Revenue and Government Services and served as Deputy Premier for the Province of Ontario.



Michael Cautillo P. Eng., M.Eng

President, Chief Executive Officer and Director

Mr. Cautillo has close to 40 years of experience working in the transportation field and has been involved in the planning of the new crossing between Windsor, Ontario and Detroit, Michigan since 2005 in various capacities.

Mr. Cautillo also spent 23 years with the Ontario Ministry of Transportation where he acquired extensive experience in many infrastructure projects, such as major public-private partnerships, highway operations, railways, municipal transit, airport design and construction and toll highways, followed by 14 years at a professional services firm in the public-private partnership field.



William Graham

Director

Mr. Graham is President of South Winds Development Co. Inc., a land development company based in Komoka, Ontario.

Mr. Graham has over 45 years of board and business experience including directorships with London EcoPark; Habitat for Humanity; Air Ontario/Air Jazz; Ontario Aggregate Producers Association and the Bank of Canada. He is also a founding member of the London Heavy Construction Equipment Association.





Caroline Mulroney Lapham

Director

Mrs. Mulroney Lapham is Vice President of BloombergSen, an independent, partner-owned investment counselling firm. Prior to joining BloombergSen, she worked for Wellington Financial LP, a Toronto-based venture debt fund, in the area of corporate development; as a lawyer in the New York City offices of Shearman & Sterling; and as the Associate Director of the NYU Center for Law & Business.

Mrs. Mulroney Lapham is a graduate of Harvard College and has a J.D. from the New York University School of Law. She is the co-founder of the Shoebox Project for Shelters, a charitable organization with local chapters across Canada, serves as a member of the Board of Directors of the Hospital for SickKids Foundation and is also a Governor of the National Theatre School of Canada.



Craig S. Rix

Director

Mr. Rix is a partner with the law firm Hicks Morley Hamilton Stewart Storie LLP and, through his legal practice, has significant experience in human resources law and advocacy, strategic planning, governance and public policy.

Mr. Rix holds a Bachelor's degree in political science and a Master's degree in public policy/public administration, both from McMaster University.







For more information about WDBA and the Gordie Howe International Bridge project visit www.wdbridge.com. Follow us on Twitter at www.twitter.com/wdbabridge, like us on Facebook at www.facebook.com/wdbabridge and connect with us on LinkedIn at www.linkedin.com.