

Minutes - Standing Policy Committee on Finance - September 15, 2016

REPORTS

**Item No. 6 Southwest Rapid Transitway (Stage 2) and Pembina Highway
Underpass – Financial Status Project No. 4230010514) Report No. 7
for the Period Ending June 30, 2016**

STANDING COMMITTEE DECISION:

The Standing Policy Committee on Finance concurred in the recommendation of the Winnipeg Public Service, and received as information the financial status of the Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass project (“the Project”), as contained in the report.

Minutes - Standing Policy Committee on Finance - September 15, 2016

DECISION MAKING HISTORY:

Moved by Councillor Gillingham,

That the recommendation of the Winnipeg Public Service be concurred in.

Carried

ADMINISTRATIVE REPORT

Title: Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass – Financial Status (Project No. 4230010514) Report No. 7 for the Period Ending June 30, 2016

Critical Path: Standing Policy Committee on Finance

AUTHORIZATION

Author	Department Head	CFO	CAO
S. Payne	D. Wardrop	M. Ruta	D. McNeil

RECOMMENDATIONS

That the financial status of the Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass Project (“the Project”), as contained in the report, be received as information.

REASON FOR THE REPORT

Administrative Standard No. FM-004 requires quarterly reporting to the Standing Policy Committee on Finance.

EXECUTIVE SUMMARY

The Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass Public-Private Partnership Project (P3) is comprised of significant infrastructure components in the southwest quadrant of Winnipeg including: the completion of Stage 2 of the Southwest Transitway, the addition of active transportation infrastructure, the renewal and expansion of the Pembina Underpass, and connections to the University of Manitoba and Investors Group Field.

The project will help accommodate anticipated population growth in southwest Winnipeg that is expected to lead to an estimated 40 percent traffic increase on Pembina Highway by 2030. Once completed, the project improvements, which are consistent with the Council-approved Transportation Master Plan (2011), will allow for transportation options (buses, active transportation, cars, and trucks) to operate in a more sustainable and integrated manner. These benefits will begin upon project completion and last well into the future.

IMPLICATIONS OF THE RECOMMENDATIONS

None.

HISTORY

In October 2004, the Mayor appointed the Rapid Transit Task Force. It commenced its work in December 2004 and completed its final report in September 2005.

On February 22, 2006, Council adopted an administrative report entitled *Implementation Plan for Rapid Transit Task Force Recommendations* which outlined a transit improvement plan to be implemented over subsequent years. This plan included the completion of design work for Stage 1 of the Southwest Rapid Transit Corridor.

On October 22, 2008, Council adopted the plan for the Southwest Rapid Transit Corridor – Stage 1 in the amount of \$138,000,000 which was commissioned in April 2012.

On November 16, 2011, Council adopted the Transportation Master Plan, which includes the provision for the expansion of the Pembina Highway Underpass and five new transit corridors, the first being the southwest corridor.

On December 14, 2012, preliminary design for the Pembina Highway Underpass was completed.

On March 20, 2013, Council approved an amendment to the Transportation Master Plan which identifies Alignment 1B (through the Parker Lands and the Manitoba Hydro corridor) as the preferred alignment.

On June 25, 2014, Council approved the report submitted by the Transit Department entitled Capital Integration Project – Southwest Transitway (Stage 2) and Pembina Highway Underpass in which:

- A 2014 capital project was approved in the amount of \$590 million, subject to confirmation of federal and provincial funding.
- The Project was authorized to proceed based on a Design-Build-Finance-(Operate)-Maintain (DBF(O)M) Public-Private Partnership delivery model.
- The Chief Administrative Officer (CAO) was authorized to approve, issue and award the Request for Qualifications (RFQ) and the Request for Proposals (RFP) for the Project.

Project funding is being provided by all three levels of government. A portion of the funding will be financed through the private partner and paid back over 30 years. Annual service payments are expected to commence in 2020 for both the financing and maintenance of the project.

In September 2014, the CAO approved the release of the RFQ with responses received in November 2014.

In February 2015, three shortlisted proponents from the RFQ were approved by the CAO. The following three shortlisted proponents will be responding to the RFP that was issued on July 17, 2015;

- Red River Infrastructure Group
- WinnCity Transportation Partners
- Plenary Roads Winnipeg

On February 25, 2015, the Administrative report titled *Expropriation of Lands – Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass Project* was approved by Council. Expropriation hearings to acquire the necessary project lands (referred to as the “Parker Lands”) were held between August 4, 2015 and September 4, 2015.

On July 15, 2015, Council approved additional borrowing authority of up to \$112 million to ensure sufficient funds are available at substantial completion to make the required payments.

On July 17, 2015, the CAO approved the release of RFP 201-2014B to the three shortlisted pre-qualified parties. The RFP open period will be approximately six months, with an award to the successful proponent expected in mid-2016.

On October 28, 2015, Council approved the report submitted by the Transit Department entitled *Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass – Project Authority* in which:

- The City of Winnipeg enter into agreements with the University of Manitoba, Triple B Stadium Inc. and the Winnipeg Football Club for the implementation of proposed works related to the Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass project, and
- The authority be delegated to the CAO to negotiate and approve the terms and conditions of the agreements.

On January 27, 2016, Council approved the report submitted by the Standing Policy Committee on Property and Development, Heritage and Downtown Development entitled *Expropriation of Lands - Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass*, in which:

- The expropriation of lands for the Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass Project, approved at the February 25, 2015 Council Meeting, be confirmed as outlined in the Declaration of Expropriation submitted on March 25, 2015 with the exception of Holdings #15, #16, #17 which will be removed from the expropriation and Holdings #22 and #23 which have had the required takings reduced in size.
- The four recommendations proposed by the Inquiry Report not be endorsed.
- That Council acknowledge sections 354, 356 and 357 of the Inquiry Report.
- That the Director of Legal Services/City Solicitor be instructed to initiate Manitoba Court of Queen’s Bench proceedings, if necessary, to obtain an order extending the time under The Expropriation Act for Council to confirm the expropriation.
- That the Proper Officers of the City be authorized to do all things necessary to implement the intent of the foregoing.

On March 4, 2016, the City received technical proposals from the three pre-qualified project proponents.

On March 22, 2016, Council approved:

- That Recommendation two of the report entitled “Capital Integration Project – Southwest Transitway (Stage 2) and Pembina Highway Underpass” dated May 9, 2014, approved

by Council on June 25, 2014, be amended to add the following language at the end of such recommendation:

“and that such delegation to the Chief Administrative Officer include all necessary power and authority to:

- i. identify the Preferred Proponent in accordance with the Request for Proposal (RFP No. 201-2014 B); and
- ii. award the Project to the Preferred Proponent.”

- That the City execute, deliver and perform the agreement to Design, Build, Finance, (Operate) and Maintain the City of Winnipeg’s Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass (the “Project Agreement”) and all such other agreements ancillary to the Project Agreement as deemed necessary by the Director of Legal Services and City Solicitor (the “Ancillary Agreements”), and that authority be delegated to the Chief Administrative Officer to approve the terms and conditions of, and deliver, the Project Agreement and all Ancillary Agreements.
- That the Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass capital project be updated to reflect confirmed P3 Canada funding of up to \$137.3 million.
- That the Proper Officers of the City be authorized to do all things necessary to implement the foregoing.

On May 13, 2016, the CAO identified Plenary Roads Winnipeg, the proponent with the highest overall proposal score, as the preferred proponent.

On June 21, 2016, the City and Plenary Roads Winnipeg reached commercial close.

On June 24, 2016, the City and Plenary Roads Winnipeg reached financial close and the CAO awarded Plenary Roads Winnipeg the contract to Design, Build, Finance, (Operate) and Maintain the City of Winnipeg’s Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass project.

On July 28, 2016, the Province of Manitoba denies all appeals related to the projects City’s Environmental Act Licence and ends the appeal process.

On August 2, 2016, the Province of Manitoba’s office of Sustainable Development approved the City’s Species at Risk Report and provides authorization to proceed with construction with the mitigation plan.

MAJOR CAPITAL PROJECT STEERING COMMITTEE

Administrative policy for projects with capital costs exceeding \$20 million requires formation of a Major Capital Project Steering Committee. This threshold was approved by Council on October 28, 2015. Any project reporting to SPC Finance under the previous \$10 million threshold will continue to report. The Committee has been formed and its members are:

Michael Ruta, Chief Financial Officer
Michael Jack, Chief Operating Officer
Lester Deane, Director of Public Works
John Kiernan, Director of Planning, Property and Development
Dave Wardrop, Director of Transit
Jason Ruby, Manager of Capital Projects, Corporate Finance

Moira Geer, Acting Director of Water and Waste
Scott Payne, Manager, Asset Management Office, Transit

The Committee has reviewed this report and recommends that the report be sent to the Standing Policy Committee on Finance.

OVERALL PROJECT STATUS

The project is within budget and on time.

DESCRIPTION OF PROJECT

Southwest Transitway Stage 2 – Project Overview

Stage 2 of the Southwest Transitway (SWT) will be a dedicated corridor that will extend from Pembina Highway and Jubilee Avenue to the University of Manitoba and Markham Road. The alignment of Stage 2 will extend westward through the Parker Lands, then southeast along a Manitoba Hydro right-of-way, crossing McGillivray Boulevard, Clarence Avenue, and Chevrier Boulevard before crossing the CN Letellier Subdivision. The transitway will then run parallel to the CN railway as it crosses Bishop Grandin Boulevard and Chancellor Drive. An access to Southpark Drive will allow some routes to enter the University of Manitoba/Investors Group Field via the Southwood Lands. The transitway will extend as far south as Markham Road, where routes serving Waverley West, Fort Richmond, Richmond West and St. Norbert will enter/exit the transitway.

In addition to nine new Rapid Transit stations, the Project is proposed to include the following new transitway grade separations:

- an overpass of Pembina Highway
- an underpass of the CN Letellier Subdivision rail lines near Jubilee Avenue
- an overpass of McGillivray Boulevard
- a grade separation at the CN Letellier Subdivision south of Chevrier Boulevard
- an overpass of Bishop Grandin Boulevard

To make way for the construction of the Transitway, track relocations of the CN Letellier Subdivision and CN Rivers Subdivision will be necessary in the vicinity of Jubilee Avenue. Relocation of the CN Letellier Subdivision track 5.6 metres to the west, between Plaza Drive and Markham Road, is also required to construct the Transitway alignment. Reconstruction of the track bed, upgraded rail, ties, and ballast, and construction of a noise attenuation wall on the west side of the CN Letellier Subdivision south of Bishop Grandin Boulevard, are expected to reduce railway noise and vibrations below existing levels for adjacent residents.

Pembina Highway Underpass Widening – Project Overview

Combined with the construction of the Transitway will be the widening of the Pembina Highway underpass which will include the following roadway improvements: addition of third northbound traffic lane to allow for three lanes in each direction; increased lane width; improved left turn lane; and the construction of bicycle and pedestrian facilities on both sides of Pembina Highway through the Pembina Highway underpass.

To accommodate the widening of the Pembina Highway underpass, associated railway works will include the relocation of the existing CN rail bridge over Pembina Highway and track relocation on the CN Letellier Subdivision and the CN Rivers Subdivision near Jubilee Avenue.

PROJECT SCHEDULE

Project Timeline

Construction is proposed to begin in summer of 2016 and conclude in late 2019. The Transitway would then be introduced into service in early 2020, following a period of commissioning and training.

Construction of the IGF Station and service roads (Early Access Works) will be the first element of work undertaken by the contractor and is scheduled to start August 8, 2016. The following activities are anticipated in the next four weeks:

- Early Access Works mobilization (compound setup, utility locates, pond dewatering, security fencing, etc.) – August 5 to 23, 2016.
- Early Access Work construction (waterline relocation, NHL semi-trailer access ramp, land drainage installation, misc. tree removal, excavation, etc.) – August 8 to September 9, 2016.

The overall Project timelines are:

- Early Access Works completion – May 30, 2017
- Substantial Completion – October 1, 2019
- Total Completion – November 30, 2019

RISK AND MITIGATION STRATEGIES

Risk Matrix	
Risk Statement and Explanation	Mitigation
Lands values for the expropriated properties continues to be negotiated.	The City will continue to negotiate the expropriated land transactions. Properties that fail to reach a settlement are tabled at the Land Value Appraisal Commission (LVAC)
Property acquisitions where the City does not have the ability to exercise its rights as an Expropriation Authority (i.e., Canadian National Railways, other levels of Government).	Enter and Construct Agreements have been entered into with all of the affected property owners in which the City does not have the ability to expropriate. Agreements in principle on the Purchase/Sale of these properties have been reached with all of the affected owners, however, the acquisition(s) still require the approval of the Standing Committee of Council and/or execution of Purchase/Sale Agreement(s).
Innovative designs proposed by Project Co must be approved by the authorities having jurisdiction.	Project Co. must follow pre-defined plan review and approval processes.
The timeline for the completion of the early access works at IGF station for the Canada Summer Games is aggressive.	Project Co. has focused all of their attention on this element of work and has undertaken a portion of the design and planning ahead of receiving award of the contract. The City has in place liquidated damages in the event this work is not completed on schedule.

The NHL Heritage Classic requires access and use of a portion of the project lands from October 9 to 25, 2016 for the event operations.	The City, PCL Construction and BAM Productions (NHL) have developed a plan and schedule to accommodate the access and land requirements necessary for the NHL Heritage Classic. All parties continue to meet and plan the event.
The Province of Manitoba has not formally approved the operating budget that supports the ongoing maintenance and operations of the Transitway.	The Administration continues to work with the Province of Manitoba to finalize the operating budget agreement.
Stakeholder interests in changing or opposition to, the project scope. (scope creep)	Project Co. is required to set up a joint Communications Committee with representation from Project Co. and the City, to management public information and continue stakeholder engagement.
The City's capacity to provide timely plan reviews and approvals necessary to meet our contractual obligations. The volume and complexity of the reviews will be in addition to the normal City plan review workloads.	Transit has been meeting with the affected departments providing information and developing processes for the review and approvals. Plan review and tracking software has been implemented to assist with the City's obligation.
The project is required to coordinate and obtain approvals from the Winnipeg Football Club and Triple B Stadium Inc. for work activities adjacent to and in support of the stadium operations.	Both the City and Project Co. meet with the Winnipeg Football Club and Triple B Stadium Inc. to provide designs for their review.
The project requires the Utility companies' timely participation in plan approvals and the relocation of existing infrastructure necessary for the project alignment.	The City has identified to all affected utilities the relocation requirements and their participation in the project. The City has where possible entered into agreements with utilities to pre-design much of the relocation works. The City's Owners Advocate will monitor the progress of the Utilities during the life of the project and the City will intervene when problems occur.
Public concerns over construction noise are anticipated.	Project Co. must follow the City of Winnipeg Noise bylaw.

PROJECT FUNDING

On February 9, 2015, the Federal Government, through PPP Canada, announced its commitment to the project in the amount of \$137.3 million to be provided at substantial completion.

Provincial funding of \$225 million was originally announced in 2014 and the details regarding the timing and method of this funding were agreed upon on July 9, 2015. The Province will provide a combination of \$18 million toward upfront costs, \$95 million at substantial completion, and \$112 million post construction.

On March 23, 2015, Council approved \$31 million of interim financing. The project currently has a total of \$10.55 million in cash, contributed from the Southwest Rapid Transit Corridor Reserve and the Province of Manitoba.

Combined with the \$31 million of interim financing, and additional Provincial funding expected, sufficient authority exists to fund the upfront costs estimated at \$51.55 million.

On July 15, 2015, Council approved additional borrowing authority of up to \$112 million to ensure sufficient funds are available at substantial completion to make required payments to the P3 Proponent. This additional borrowing authority is part of an agreement with the Province of Manitoba to bridge the Province's financial contribution to the project. The interest costs

associated with the additional borrowing authority will be fully funded by the Province of Manitoba.

On May 12, 2016, the City and Province of Manitoba signed the Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass Project Contribution Agreement. The City is continuing to work with the Federal Government on finalizing their project funding agreement.

Based on current forecasted project costs, the funding share of all three partners will be reduced from the maximum amounts committed above.

PROJECT DETAIL

Total contracts awarded for upfront costs including all change orders and excluding applicable taxes to June 30, 2016.

Sub-Project	Description	Contract Awards to Date	Estimated Completion Date	Total Contract Amount
1	Technical & Procurement Advisor	Dillon Consulting Limited	June 2016	\$3,013,346
2	Fairness Monitor	P1 Consulting Inc.	June 2016	\$67,500
3	Legal Advisor	Blakes, Cassels, Graydon LLP	June 2016	\$740,624
4	Environmental Act Licence	Manitoba Hydro	December 2015	\$200,000
5	Hydro Early Works Geotechnical Studies & Design Work	Manitoba Hydro	January 2015	\$300,000
6	Hydro Early Works Construction	Manitoba Hydro	June 2016	\$6,255,000
7	Capital Markets Advisor	JCRA Financial LLC	June 2016	\$314,799
8	Tree Removal at University of Manitoba	Green Drop Ltd.	March 2016	\$35,000
9	Legal Opinion	Aikins, MacAulay & Thorvaldson LLP	March 2016	\$20,000
	Total Issued Contract Value			\$10,946,269

FINANCIAL ANALYSIS

Project Component	Budget	Value/Cost Estimate	Variance Budget to Contract Value/Cost Estimate	Change in Variance from Last Report
Upfront Costs				
Professional Services	\$13,000,000	\$11,306,366	\$1,693,634	-
Property and Utilities	23,000,000	33,000,000	(10,000,000)	(10,000,000)
Other	5,550,000	7,243,634	(1,693,634)	-
Total Upfront Costs	\$41,550,000	\$51,550,000	(\$10,000,000)	(\$10,000,000)
Construction Costs	\$476,750,000	\$346,750,000	\$130,000,000	\$130,000,000
Contingency	\$69,000,000	\$69,000,000	-	-
Total Costs	\$587,300,000	\$467,300,000	\$120,000,000	\$120,000,000

- 'Other' costs have been updated to include interim financing costs. This adjustment can be accommodated by reducing the budget for Professional Services with no overall change to the project budget.
- Property and Utilities costs have been updated to reflect increased estimate for land acquisitions.
- Construction costs have been updated to reflect award of contract to Plenary Roads Winnipeg and expected final construction costs.

Summary

Contracts Issued to Date
\$10,946,269

Unawarded Amounts:
\$40,603,731

Forecast for Upfront Costs:
\$51,550,000

FUNDING SOURCES

(Based on forecasted expenditures)

Cost Estimates are in \$ millions	2015	2016	2017	2018	2019	2020 and Beyond	Total
Federal Government (all cash)							
- PPP Canada, Completion Payment					\$ 88.5		\$ 88.5
Province of Manitoba							
- Upfront Cost & Project Payments		\$ 13.5	\$ 2.0	\$ 2.0	\$ 99.2	\$ 72.7	\$ 189.4
City of Winnipeg							
- Cash to Project	\$ 4.2						\$ 4.2
- Interim Financing		\$ 12.5	\$ 4.6	\$ 7.7	\$ 42.8	-\$ 67.6	\$ -
- Debt					\$ 185.2		\$ 185.2
Total Estimated Project Costs							\$ 467.3

* Annual Service Payments for 2020 is estimated to be \$14.46 million, with the City share of \$13.45 million

* On July 15, 2015 Council approved additional borrowing authority of up to \$112 million.

* Operation and Maintenance P3 Payments increase with inflation.

* Province expected to cost share 50% of Transit related Operation and Maintenance P3 payments.

* P3 lease payments are for 30 years.

The project cash flow is included in Appendix 1 (attached).

FINANCIAL IMPACT

Financial Impact Statement

Date: August 23, 2016

Project Name:

Southwest Rapid Transitway (Stage 2) and Pembina Highway Underpass – Financial Status
(Project No. 4230010514) Report No. 7 for the Period Ending June 30, 2016

Comments:

There is no financial impact as this report is for information only.

Original signed by:

Tanis Yanchishyn, CPA, CA

Manager of Finance & Administration

CONSULTATION

In preparing this Report there was consultation with:

None

OURWINNIPEG POLICY ALIGNMENT

02-2 Environment

“Our environment is the foundation for our economic and social health, and collectively, we need to continue to take responsibility for it. Our actions should contribute to the protection of the natural environment locally, regionally and globally, both for our own well-being and for future generations.”

Key Direction > Reduce the environmental impact of our activities, through strategies such as planning for sustainable energy use and greenhouse gas reduction.

05-1 Public Transit System

“Winnipeg has a high quality and efficient public transit system characterized by its focus on key corridors and incremental improvements to service. Sustainable Transportation will take these improvements to the next level, providing improved transit access across the city. We envision that public transit in Winnipeg will be structured into a hierarchy of three main categories: Rapid Transit, Transit Quality Corridors and Conventional Transit Service.”

Key Direction > The inclusion of rapid transit in this vision is necessary, since only rapid transit, with its high levels of service frequency and absence of congestion delays, can make public transit fast and convenient enough to compete with the private automobile. In a balanced transportation system, public transit should be an easy and convenient option for moving people.

SUBMITTED BY

Department:	Transit
Division:	Major Projects
Prepared by:	Scott Payne, Manager of Major Projects
Date:	August 23, 2016
File No.	TR_SWRT (Stage 2)_4230010514_2015QR4

Appendix I

SOUTHWEST RAPID TRANSITWAY (STAGE 2) & PEMBINA HIGHWAY UNDERPASS
TRANSIT DEPARTMENT
As of June 30, 2016

Project Component	Capital Budget	Capital Expenditure Forecast								Surplus (Deficit) From Revised	Variance Last Report	Change in Variance
		Actual Costs	Forecast						Total Forecast			
			To June 30, 2016	2016	2017	2018	2019	2020				
UPFRONT COSTS												
PROFESSIONAL SERVICES	\$ 13,000,000	\$ 3,235,733	\$ 2,139,201	\$ 1,977,144	\$ 1,977,144	\$ 1,977,144			\$ 11,306,366	1,693,634	1,693,634	-
PROPERTY AND UTILITIES	23,000,000	7,798,976	15,201,024	\$ 3,438,000	\$ 6,562,000				\$ 33,000,000	(10,000,000)	-	(10,000,000)
OTHER	5,550,000	671,244	1,274,783	\$ 1,641,674	\$ 1,689,045	\$ 945,340	\$ 1,021,548		\$ 7,243,634	(1,693,634)	(1,693,634)	-
TOTAL UPFRONT COSTS *	\$ 41,550,000	\$ 11,705,953	\$ 18,615,008	\$ 7,056,818	\$ 10,228,189	\$ 2,922,484	\$ 1,021,548		\$ 51,550,000	(10,000,000)	-	(10,000,000)
CONSTRUCTION COSTS	\$ 476,750,000	\$ -							\$ 346,750,000	130,000,000	-	130,000,000
CONTINGENCY	\$ 69,000,000	\$ -							\$ 69,000,000	-	-	-
TOTAL PROJECT COSTS	\$ 587,300,000								\$ 467,300,000	120,000,000	-	120,000,000
ANNUAL SERVICE PAYMENTS	719,547,000			350,000	350,000	1,780,000	14,460,000	476,160,000	\$ 493,100,000	226,447,000	-	226,447,000

Explanatory Notes

- In addition to the upfront costs, cash payments of approximately \$189.4 million from the Province of Manitoba and \$88.5 million from the federal government (P3 Canada) will be made. The remainder of the consideration towards project capital will be made by the City as \$4.2 million of cash and \$185.2 million of debt to be assumed by the City. The total forecasted capital value of the project is \$467.3 million which includes the upfront costs of \$51.55 million.
- Annual service payments on debt for 30 years starting in 2020. The Annual Service Payments will be funded by the City of Winnipeg for the amount related to debt repayment and jointly by the City and Province of Manitoba for the amount related to operation and maintenance. The forecasted amount for the Annual Service Payments in 2020 is \$14.46 million for debt service, operation and maintenance and other annual expenditures.
- Of the total forecast for Annual Service Payments of \$493.1 million, \$353.0 million relates to debt service payments, \$123.9 million relates to operation and maintenance of the corridor over the 30 years, and \$16.2 million relates to other annual expenditures.