



**INVITATION TO SUBMIT EXPRESSIONS OF INTENT TO ENTER INTO A TERMINAL OPERATING
AGREEMENT TO OPERATE A CARGO TERMINAL AT THE PORT OF MIAMI, FLORIDA**

Miami-Dade County (the "County"), through its Seaport Department ("PortMiami"), hereby invites submittals of expressions of intent ("EOI") to enter into a cargo terminal operating agreement (the "Terminal Operating Agreement") with the County. This invitation is extended to entities with experience in the operation of cargo terminals, including but not limited to terminal operators, shipping lines, and joint ventures.

1. The Terminal Area and PortMiami Facilities.

Terminal Area

The Terminal Operating Agreement will cover approximately 74 acres of PortMiami, within the general boundaries depicted on the aerial photograph attached to this Invitation as Exhibit 1 ("Terminal Area"). The Port reserves the right to make some adjustments to the Terminal Area boundaries if deemed necessary by the Port. Of the 74 acres, 7.9 acres will not be available until 2017 as identified on Exhibit 1. Existing Terminal Area improvements include paving, high mast lighting, security fencing, fiber optic wiring, and over 300 electric power outlets for refrigerated containers. Interested persons may request a site visit of the Terminal Area by contacting Richard de Villiers at (305) 347-4823 or via e-mail at EOIMiami@miamidade.gov, PortMiami's project representative (the "Project Representative"). Additionally, interested entities are strongly encouraged to monitor the Port of Miami's website at <http://www.miamidade.gov/procurement/contracts.asp> for potential additional announcements regarding this solicitation.

Significant Port Infrastructure and Transportation Facilities

Deep Water Channel and Berthing Areas. Approximately 2,200 feet of the Terminal Area is adjacent to the Port's southern berthing areas, which span approximately 11,458 lineal feet, approximately 6,100 feet of which currently has a navigable depth of -42 feet MLLW. The U.S. Army Corps of Engineers has commenced preliminary work on PortMiami's Phase III harbor deepening project, which, when completed, will deepen the Port's main access channel, seven wharves, and two turning basins to a depth of -50 feet MLLW. Assuming actual Phase III excavation work commences in 2013, it is anticipated PortMiami's -50 MLLW deepening project can be completed in 2015, to coincide with the opening of the Panama Canal expansion project. Upon completion of the Port's Phase III deepening project, Miami will be the closest deep water port on the U.S. Eastern Seaboard to the expanded Panama Canal. The County gives no assurance as to when anticipated Phase III deepening operations will be commenced or completed.

Gantry Crane Facilities. PortMiami's wharves are currently served by nine (9) gantry cranes: seven (7) Post-Panamax cranes and two (2) Super Post-Panamax cranes. By the end of 2013, PortMiami expects to receive and install four (4) additional new Super Post-Panamax gantry cranes, each with a capacity of 65 LT and a reach of 23 rows. All gantry cranes are electrified.

Road Access. The Port currently has a six lane bridge for truck access to the Port. The bridge connects to downtown Miami, which has entry points onto Interstate 95 and the Dolphin Freeway (SR 836). By



late spring 2014, the Port expects to have completed its tunnel project, which will allow for direct non-stop truck access to and from Interstate 95 and the Dolphin Freeway.

Rail Access. The Port, in conjunction with the Florida East Coast Railway, is currently restoring and augmenting Port rail service by, among other things, installing three parallel tracks of approximately 3000 feet in length each. Completion is expected by the fall of 2014. The County gives no assurance that as to when the rail improvements will be completed.

Further information regarding PortMiami facilities and infrastructure and/or the Terminal Area may also be obtained by contacting the Project Representative.

2. The proposed POMTOC extension. The Terminal Area is currently being occupied and operated by Port of Miami Terminal Operating Company, LLC ("POMTOC") pursuant to the terms of a terminal operating agreement which expires in September, 2014. POMTOC has tentatively proposed to the County a fifteen (15) year extension to its existing terminal operating agreement with two (2) five (5) year renewal options whereby POMTOC would occupy the Terminal Area and conduct the terminal operations which are the subject of this Invitation ("Proposed POMTOC Extension"). The material economic terms of the Proposed POMTOC Extension are summarized in the term sheet attached as Exhibit 2 ("Term Sheet"). The current draft of the Proposed POMTOC Extension is available by contacting the Project Representative.

3. Purpose of the Invitation. Contracting for terminal operations and lease of Port Miami facilities are not subject to competitive bidding, and no competitive bidding is intended by this invitation or anticipated. Nevertheless, the County, through PortMiami, wishes to elicit and consider serious market interest in the Terminal Area before the Mayor makes any recommendation to the Board of County Commissioners regarding which entity should operate the Terminal Area in the future and under what business terms. To serve this purpose, the County invites experienced cargo terminal operators, shipping lines, joint ventures, and/or any other entity interested in the Terminal Area to submit a written EOI to enter into a cargo terminal operating agreement with the County on terms better than those set forth in the Proposed POMTOC Extension or Term Sheet summarizing same. The County anticipates that any transaction that will result from this Invitation will be on terms and conditions more favorable to the County than those offered in the Proposed POMTOC Extension. Prior cargo terminal operating experience at the Port of Miami is not required to participate in this Invitation, nor will prior Port of Miami cargo terminal operating experience be treated more favorably than similar experience at other major ports. Further, a proposer's state of incorporation and principal places of business will not be considered in evaluating EOIs.

4. EOI Content; Evaluation Factors. The EOI should contain sufficient information for the County to evaluate the factors identified in this invitation. Any submitted EOI shall offer a better value to the County than those offered in the Proposed POMTOC Extension, as determined in the sole discretion of the County. The EOI shall state, at a minimum, the proposed financial return to the County (including the proposed square footage rental rate for the Terminal Area, the annual TEU throughput guarantee per acre, the initial and future TEU



box rates); demonstrate the proposer's financial wherewithal to meet the throughput and revenue terms; the ability to generate business activities to benefit the County (including a marketing plan) demonstrating the ability to meet a guarantee of cargo container ("TEU") throughput minimums; a record of performance and safety that will ensure the needs of the PortMiami cargo line customers are met; and any other information proposers deem appropriate. PortMiami may also consider, without limitation, the following transportation factors in evaluating each submitted EOI:

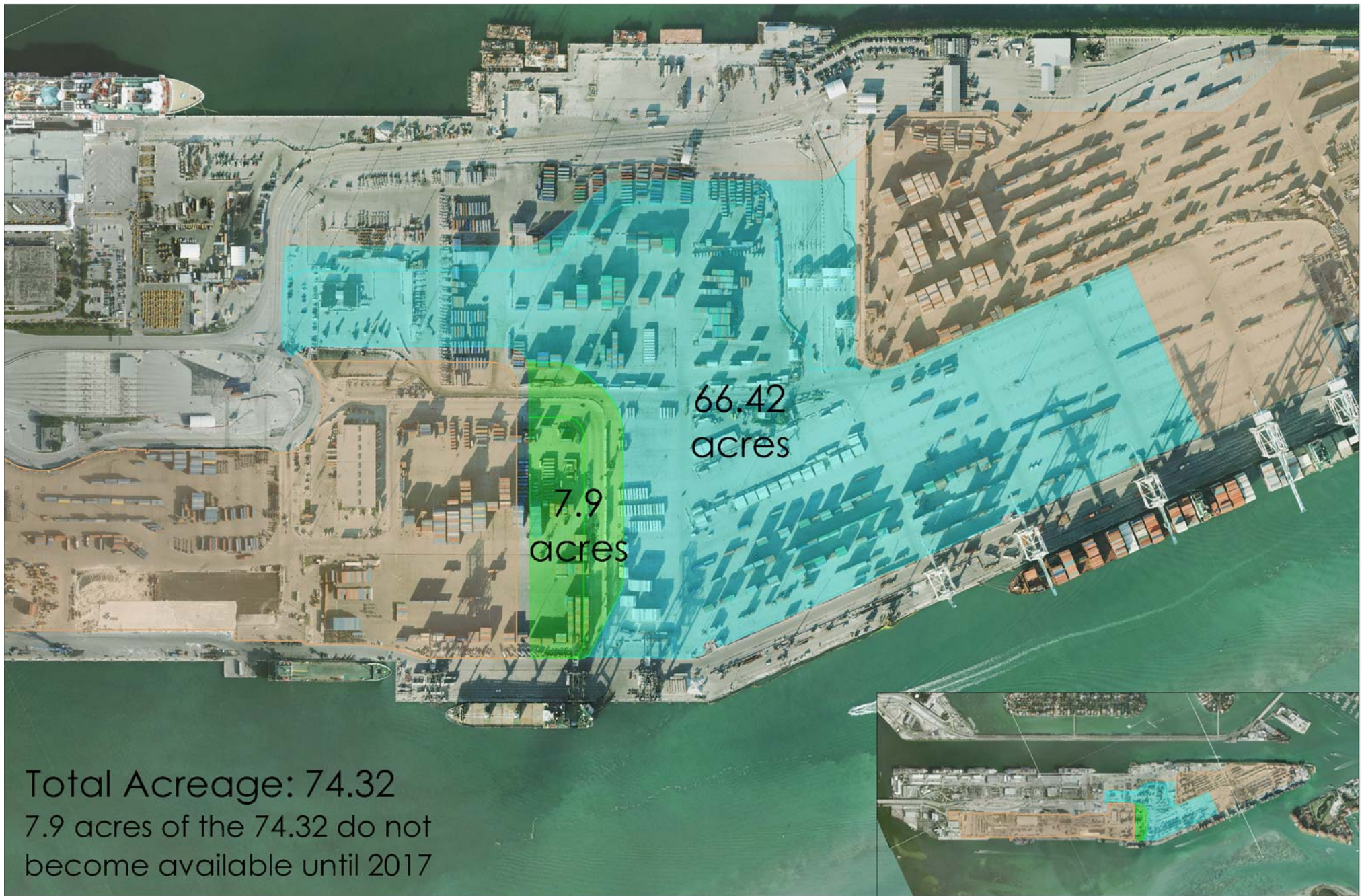
- Proposer's experience successfully managing similar sized (or larger) cargo terminals and maximizing cargo throughput through such facilities
- Proposer's submitted marketing plan detailing how proposer intends to market PortMiami to cargo line customers
- Proposer's submitted operational plan detailing how proposer plans to maximize cargo terminal capacity, productivity, efficiency, safety, and throughput, including, without limitation, identification of: (i) proposed cargo terminal equipment; (ii) proposed terminal operating systems to be employed; and (iii) any terminal improvements (*e.g.*, rubber tired gantry systems, terminal operating systems, facilities or equipment to enhance rail access, etc.) the proposer commits to make and when such improvements will be made
- Proposer's submitted business terms and proposal's aggregate Minimum Annual Revenue Commitment to the County (both annually and throughout the entire agreement term)
- Nature and quality of Proposer's Financial Pledge Securitizing Proposed Payment Obligations to the County
- Overall Quality of Proposal (including, among other factors, likelihood proposer can successfully meet and deliver proposed commitments, strength of proposer's team and/or joint venture partners (if applicable), affiliations with or commitments from cargo lines, alliances, affiliation with or participation in vessel sharing and/or slot charter agreements, and/or other credible indicia of proposer's ability to generate and maximize cargo terminal throughput and resulting Port revenues)
- Proposer's willingness and/or ability to enter into a contract within available time frames currently stated in the Proposed POMTOC Extension and specified in Paragraph 2 above



The County, in its sole discretion, may evaluate any or all of these criteria in making its determination of best option to the County. At a minimum, the EOI shall propose superior overall economic terms than those specifically identified in the Term Sheet attached as Exhibit 2. Additionally, the EOI shall not propose to operate a reduced or different terminal area than the Terminal Area identified on Exhibit 1. Further, the EOI must acknowledge that a terminal operating agreement entered into by the County will provide that any stevedore with a PortMiami Permit issued pursuant to Chapter 28A of the Code of Miami-Dade County will be able to provide stevedoring services (not terminal services) to shipping lines utilizing the Terminal Area. Any proposed negative deviation from the economic terms of the Term Sheet may result in the proposal not being evaluated further.

5. Submittal Requirements and Deadline. The EOI shall be submitted in writing to the County at the following address: 1015 N. America Way, 2nd Floor Miami, Florida 33144 USA Attention: Richard de Villiers. The DEADLINE FOR SUBMITTAL at the aforementioned address is 5:00 pm E.S.T. on November 15, 2013. The EOI(s) received will be opened and considered as soon as possible after the submittal deadline. Any EOI received after the stated deadline may be rejected. The County reserves the right to seek any clarification of any EOI, in writing or orally. For that purpose, the EOI shall identify a contact person with the authority to make the necessary representations and commitments on behalf of the proposer. Five copies of the EOI shall be submitted, at least one bearing the signature of a representative authorized to bind the proposer to any contract which may result from the EOI.

6. Evaluation. POMTOC may, submit a better proposal than the Proposed POMTOC Extension through the EOI process. In addition, the County may, but shall not be required to, allow POMTOC to improve its offer to the County at any time, including after submittal of any and all EOIs. The Director of PortMiami, with the assistance of such members of his staff as he may require, shall determine in his sole discretion which proposal or offer, including any EOI, the Proposed POMTOC Extension, or any revised offer which POMTOC may submit, represents the best option to Miami-Dade County. The Director of PortMiami shall make his recommendation to the County Mayor who shall then determine in his discretion the appropriate contract recommendation to the Board of County Commissioners. The decision of the County Commissioners whether to award a Terminal Area operating agreement, and, if so, to whom and on what terms, shall be in the sole discretion of the Board of County Commissioners and shall be final. The decisions of the County, and its officers, provided for in this invitation, shall not be subject to protest or appeal.



* Above numbers are approximations
* Exact acreage subject to future legal survey of areas

PORT MIAMI

1015 North America Way
Miami, Florida 33132

Project:

Drawing:

Exhibit 1

Date: 9/05/13

Drawn by:

Scale: N.T.S.

Page:



Term Sheet of Material Economic Terms

Analysis Commencing as of October 1, 2014; FY 2014/15

	Current Proposal
Acres	74.32*
Initial Square Foot Rate (increasing 3% per year compounded)	\$1.54 per square foot
Initial Land Rent Total Revenue (increasing 3% per year compounded)	\$4,985,563.66 (Based on 74.32 Acres)
Initial Minimum TEU Throughput Guarantee Per Acre (increasing 2% per year compounded)	3,159
Initial TEU Rate (increasing 3% per year compounded)	\$34.44
Initial Terminal TEU TIER Discount Rates (based on annual TEU cargo volumes)	Attached
Initial Crane Rate (per hr, increasing 3% per year compounded)	\$780.98 (Tariff Rate as of FY 2014/15)
Crane Hour Guarantee	0
Term	15 Year Initial Contract, plus two (2) five (5) year extensions (15+5+5)
Term Expiration Date (Year)	2029 (Initial Contract; without extensions)
Total Guaranteed Revenues to Port (For FY 2014/15)	13071279.41 (Based on 74.32 Acres)

*At least 66.42 acres available initially/74.32 acres expected to be available 2017

*Subject to certain terms and conditions, PortMiami Tariff 010 provides rebates to shipping lines exceeding certain annual TEU throughputs per year with an additional rebate to the Terminal Operator handling the line's TEUs. Please see PortMiami Tariff at <http://www.miamidade.gov/portmiami/tariff.asp>.

*Exhibit 1 Total Leasable Acreage

Port Investments to Terminal Area & Early Contract Termination Penalties

	Current Proposal
Total Infrastructure Invested by the Port to Terminal (\$ amount)	<p>The Port has not budgeted for any capital improvements to the Terminal Area as of now, all day-to-day terminal maintenance and repairs will be handled by the operator unless otherwise specified by the Port.</p>
Early Termination Penalties	<p>90 days notice. Payment of any charges or fees owed through the effective date of such termination. As well as, the sum equal to the lesser of (i) the sum of three (3) years of Land Rental payments plus three (3) years of MAG TEU Throughput Revenue payments, or (ii) the sum of aggregate Land Rental payments and MAG TEU Throughput Revenue payments that would have been due for and through the period remaining on the Initial Term.</p>

TEU TIER DISCOUNT RATES

1 Year Analysis as of October 1, 2014 (FY 2014/15)

			DISCOUNT RATES			
			10%	20%	30%	40%
	ANNUAL MINIMU M TEU THROUGH PUT GUARANT EE (per acre)	MINIMU M THROUGH PUT TEU RATE	MIN to MIN + 1000	MIN + 1001 to MIN + 2000	MIN + 2001 to MIN+ 3000	MIN + 3001 to ALL
Proposed TIER Discounts	3,159	\$34.44	\$30.99	\$27.55	\$24.11	\$20.66