

# Memorandum



**Date:** August 1, 2014

**To:** Lester Sola, Director  
Internal Services Department

**From:** Juan Kuryla, Director  
PortMiami

**Subject:** Recommendation for Non-exclusive Professional Services Agreement for Management Financial Consulting and Bond Engineering Services; Contract No. E14-SEA-01R, Project No. S2013-043

Your assistance in reviewing this request and forwarding the attached recommendation to the Division of Small Business Development (SBD) for consideration is respectfully requested.

It is recommended that SBD review the attached request for Community Business Enterprise (CBE) and Small Business Enterprise (SBE) measures for this project, in order to proceed with the advertisement and subsequent bidding of the project.

**Professional Services Agreement (PSA) for Management Financial Consulting and Bond Engineering Services:** The Consultant shall provide professional services, which includes, but shall not be limited to: bond engineering services, value analysis studies [in accordance with Section 2-10.4 of the Miami-Dade County (County) Code], management financial consulting services, and any supportive tasks ancillary to the primary scope of services. For additional details, please refer to the Scope of Work.

## SCOPE OF WORK:

1. The Consultant will perform Bond Engineering Services, including, but not limited to the following:
  - a. Inspecting PortMiami facilities, providing reports on condition of aforementioned facilities, noting deficiencies and needs relevant to PortMiami's long range plans, as well as evaluating financial and budgetary records for;
  - b. Preparing the annual bond engineering report, which includes providing recommendations, approvals and certifications, rate studies, feasibility studies and financial forecasts as required under the Seaport Master Bond Ordinance No. 88-66;
  - c. Providing 40-year certification reports;
  - d. Reviewing and setting forth recommendations as to any necessary revisions of rates and port tariff structures;
  - e. Reviewing port facility designs by others for consistency with facility requirements, relevance to PortMiami's long range master plan, and adherence to requirements of funding sources, property values for insurance coverage, and facilities reserve for maintenance;

- f. Evaluating the alignment and timing of facility investments to support projected revenue sources; and
  - g. Reviewing new Capital Development projects to ensure conformity to current and future operational requirements, estimated impact on revenues, and relational changes in maintenance and operations expenses.
2. The Consultant will perform Value Analysis studies, including, but not limited to the following:
- a. Gathering and tabulating information concerning the facility as designed, to evaluate the specific use or functional requirements of the items under study and their alignment to PortMiami plans;
  - b. Developing alternative recommendations that fulfill the facility's basic required function(s), in accordance with best practices and standards;
  - c. Incorporating analysis and work products of other PortMiami consultants within business case deliverables;
  - d. Business case analysis evaluating, critiquing, ranking and prioritizing feasible best alternatives developed in (b) above. An estimated dollar value shall be developed and applied to all feasible alternatives and a determination made of the alternatives that offer the greatest potential for savings or net benefit to PortMiami;
  - e. Presenting written value analysis study, which incorporates the best alternatives, to County staff for approval;
  - f. Providing assistance and recommendation in incorporating the selected alternatives into a project. The costs considered in the value analysis shall include initial construction costs as well as start-up, financing and continuing operational costs. Where continuing costs are analyzed, the value analysis shall include life cycle costing; and
  - g. Providing value analysis services, upon request of PortMiami, for additional or changed work required after award of a project to the Contractor.
3. The Consultant will perform highly specialized Management Financial Consulting Services, which represent 40% of the contract amount. Services include, but are not limited to the following:
- a. Evaluating the ability PortMiami to generate revenues sufficient to satisfy debt service coverage requirements (i.e., analyzing the economic base, forecasting passenger and cargo traffic, forecasting revenues and expenditures, etc.). Such evaluation shall be in the form of a financial feasibility report;
  - b. Participating in preparation of the Preliminary Official Statement and the Official Statement and related documents for each bond issuance;
  - c. Participating in investment rating agency, credit insurer and investor presentations and responding to inquiries by such groups;

- d. Performing due diligence and other services for port related financial transactions;
- e. Evaluating rate covenant compliance rents, fees and charges for PortMiami properties, facilities and services;
- f. Recommending rents, fees and charges for PortMiami's system (revenue infrastructure) in conjunction with each debt issuance;
- g. Notify PortMiami and make recommendations as to a revision of the rates, fees, or any changes needed if it is determined that the total net revenues are not sufficient to meet the terms of the Ordinance.
- h. Evaluating the financial impact of facilities constructed with third party funds or revenues and later absorbed by PortMiami to determine whether PortMiami still satisfies its debt services coverage requirements;
- i. Evaluating the financial impact of facilities constructed with third party funds or revenues and later absorbed by PortMiami to determine whether PortMiami satisfies its debt services coverage requirements;
- j. Developing long range pro forma financials beyond the five year net revenue estimates, required by the ordinance, for the greater of twenty-five years or the debt term being considered;
- k. Evaluating the Capital Investment Program in the Master Plan and determine the alignment of investments and investment timing to the cargo and revenue projections;
- l. Evaluating long-term cargo projections relative to PortMiami's existing market share within key Florida markets as well as more distant hinterland markets. Determine to what extent market share is likely to change within these respective locations by comparing the Port's competitive position relative to other Florida, East Coast and United States Ports. Validate cargo forecasts, to be developed by commodity, trade partner and US-County level;
- m. Based on cargo projections, evaluating long-term expansionary capital requirements for infrastructure and equipment (capital plan). This capital plan will also incorporate the typical lifecycle of infrastructure and equipment utilized at the port, to determine replacement timeline;
- n. Reviewing capital expenditure cost estimates, including inflation for future years, and providing an opinion on estimated cost relationships to industry norms to assist in the preparation of the annual capital budget;
- o. Evaluating existing operational expenses and providing recommendations for reductions and opportunities for efficiencies;
- p. In the performance of the required facility inspections, aligning the lifecycle of critical infrastructure components to their financial performance, noting any deficiency expectations over the pro-forma period;

- q. Evaluating the potential mix of funding sources relative to the strengthening of PortMiami's financial position, relationship to covenants in the ordinance, and positioning with the rating agencies;
- r. Evaluating best use of undeveloped areas on and off Port properties that support PortMiami long range plans; and
- s. Evaluating unsolicited proposals and Public Private Partnership proposals, and providing recommendations to PortMiami Senior Staff.

**A/E TECHNICAL CERTIFICATIONS REQUIRED:**

TC No.	Description	Percentage	Amount
5.01	Port & Waterway Systems – Engineering Design (Prime)	25%	\$ 825,000.00
14.00	Architecture (Prime)	24%	\$ 792,000.00
3.12	Highway Systems – Underwater Engineering Inspection	4%	\$ 132,000.00
<b>5.02</b>	<b>Port &amp; Waterway Systems – Architectural Design</b>	<b>2%</b>	<b>\$ 66,000.00</b>
<b>11.00</b>	<b>General Structural Engineering</b>	<b>1%</b>	<b>\$ 33,000.00</b>
<b>12.00</b>	<b>General Mechanical Engineering</b>	<b>1%</b>	<b>\$ 33,000.00</b>
<b>13.00</b>	<b>General Electrical Engineering</b>	<b>1%</b>	<b>\$ 33,000.00</b>
<b>16.00</b>	<b>General Civil Engineering</b>	<b>1%</b>	<b>\$ 33,000.00</b>
19.05	Value Analysis & Life Cycle Costing - Port and Waterway Systems	1%	\$ 33,000.00
N/A	Management Financial Consulting Services	40%	\$1,320,000.00
<b>Total Estimated Professional Fees</b>		<b>100%</b>	<b>\$3,300,000.00</b>

**EXPERIENCE AND QUALIFICATIONS:**

1. The prime consultant must hold Technical Certifications 5.01 – Port & Waterway Systems – Engineering Design and 14.00 – Architecture. Interested Professional Firms (Consultants) shall be certified by the County at the time of qualifications submittal in the Technical Certification Categories identified above.
2. The Prime and/or sub-consultant performing Technical Certification Category 3.12 Underwater Engineering Inspection shall have demonstrated performance of these services on at least 3 deepwater bulkheads over the past 7 years. Deep water bulkheads are composed of steel sheet pile/king pile combination with a concrete cap and an alongside water depth of at least 25 ft.
3. The Prime Consultant must have experience performing bond consulting services for comparable sized or larger revenue generating government entities.
4. Experience performing transportation asset valuation and revenue bond consulting services for comparable sized or larger revenue generating government entities is highly preferred (applies to the prime).
5. PortMiami debt issued in FY2013 and FY2014 is in excess of \$580 million and future debt issued over the term of the agreement is planned. Prime and/or sub-consultants providing management financial

consulting services, as outlined in Section 3 of the Scope of Work, require familiarity and a minimum of 10 years' experience with debt issuances in excess of \$100 million on which PortMiami can rely, including, but not limited to:

- Bond markets
  - Credit rating agencies
  - Drivers of credit ratings and strategies to sustain credit rating levels
  - Securities Exchange Commission provisions for municipal debt under the Dodd-Frank Act
  - \$100 million plus debt issuances
  - Review and insight into the generation of public offering statements (POS)
  - Interaction with bond counsel, disclosure counsel and the legal profession
  - Letter of credit and variable rate instruments
  - Funding strategies
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6. Within sixty days from Notice to Proceed, the Consultant must demonstrate ability to submit a draft report, meeting the requirements of Bond Ordinance No. 88-66, for review by the County to facilitate Fiscal 2014 needs. The draft report must meet the requirements as outlined in Bond Ordinance No. 88-66, and other requirements that may be provided from PortMiami's registered municipal advisor.
  7. Prime and/or sub-consultants with a current agreement or an open Work/Service Order with the County for design and/or construction management services for PortMiami will not be considered for award of a PSA under ISD Project No. E14-SEA-01R.
  8. In addition, firms currently in negotiations for design projects at PortMiami, and/or any team on which such firm is a proposed prime or sub-consultant, are precluded from responding to the NTPC for ISD Project No. E14-SEA-01R, unless that firm withdraws in writing, from negotiations, including withdrawal of the firm's proposal that led to negotiations. Firms and any team on which such firm is a proposed prime or sub-consultant will be found non-responsive if that firm submits a proposal in response to the NTPC for ISD Project No. E14-SEA-01R and fails to withdraw from negotiations for a design project at PortMiami, as outlined above.
  9. Finally, the prime consultant and/or sub-consultants selected for award of a PSA under ISD Project No. E14-SEA-01R will not be considered for any design projects for PortMiami advertised during the effective term of this Agreement.

The CBE Goal recommendation is 6.00% and the SBE Goal recommendation is 0.00%. PortMiami staff has evaluated the potential for SBE participation within the forty percent of the contract amount assigned to Management Financial Consulting Services. The services to be performed are highly specialized in nature and require a rigorous set of experience and qualifications as outlined above, that based on the professional expertise of PortMiami staff, an SBE firm cannot fulfill. The Agreement will be in the approximate amount of \$3,300,000.00, which includes 10% contingency, and shall remain in effect for a total of four (4) years.

Should you have any questions, please feel free to contact Elizabeth Ogden, R.A., LEED AP, Acting Assistant Director of Capital Development at (305) 347-5521.

Attachment

**DEPARTMENTAL INPUT  
CONTRACT/PROJECT MEASURE ANALYSIS AND  
RECOMMENDATION**

Contract/Project Title Management Financial Consulting and Bond Engineering Services  
 Contract/Project No. Contract No. E14-SEA-01R / Project No. S2013-043  
 Description See attached Scope of Work  
 Department Seaport Contact Elizabeth Ogden Phone (305) 347-5521  
 Estimated Cost 1 Agreement for \$3,300,000.00 Funding Source Seaport Revenues

**ANALYSIS**

Commodity/Service No. \_\_\_\_\_ SIC \_\_\_\_\_

Trade/Commodity/Service Opportunities

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Contract/Project History of Previous Purchases for Previous Three (3) years

Check Here  if this is a New Contract/Purchase with Previous History

	Existing	2 <sup>nd</sup> Year	1 <sup>st</sup> Year
Contractor _____	_____	_____	_____
Ethnicity/Race _____	_____	_____	_____
Gender _____	_____	_____	_____
Contract Value _____	_____	_____	_____
Comments _____	_____	_____	_____

**RECOMMENDATIONS**

<u>CBE GOAL</u>	<u>BID PREFERENCE</u>	<u>NO MEASURE</u>	
6.00%	N/A		
<u>SBE GOAL</u>	<u>BID PREFERENCE</u>	<u>NO MEASURE</u>	
	N/A	X	
<u>Analysis for Goal Recommendation</u>			
<u>Sub-Trade</u>	<u>Est. Cost</u>	<u>% of Item to Base Bid</u>	<u>Availability</u>
<u>5.01 Port &amp; Waterway Systems</u>			
Engineering Design (Prime)	\$ 825,000.00	25%	
14.00 Architecture (Prime)	\$ 792,000.00	24%	
<u>3.12 Highway Systems – Underwater</u>			
Engineering Inspections	\$ 132,000.00	4%	
<u>5.02 – Port &amp; Waterway Systems</u>			
Architectural Design	\$ 66,000.00	2%	>3
11.00 General Structural Engineering	\$ 33,000.00	1%	>3
12.00 General Mechanical Engineering	\$ 33,000.00	1%	>3
13.00 General Electrical Engineering	\$ 33,000.00	1%	>3
16.00 General Civil Engineering	\$ 33,000.00	1%	>3
19.05 Value Analysis & Life Cycle Costing			
Port & Waterway Systems	\$ 33,000.00	1%	
Management Financial Consulting	\$1,320,000.00	40%	
Total	\$3,300,000.00	100%	
Basis for Recommendation _____			
By: <u>Elizabeth Ogden</u>		Date: <u>8/1/14</u>	
By: Seaport Department		Date to SBA/DPM	