

**U.S. DEPARTMENT OF TRANSPORTATION  
MARITIME ADMINISTRATION**

**GRANT AGREEMENT UNDER THE  
FISCAL YEAR 2019 PORT INFRASTRUCTURE DEVELOPMENT PROGRAM (PIDP)  
GRANTS**

MARAD FY 2019 PIDP Grant No. 693JF71910015

70X17130DG 2021 1AM1910015 0000150002 41010 61006600 — \$15,893,543

This agreement is between the United States Department of Transportation Maritime Administration (“**MARAD**”) and the City of Milwaukee, acting by and through its Board of Harbor Commissioners as the Port of Milwaukee (the “**Recipient**”).

This agreement reflects the selection of the Recipient to receive a PIDP Grant for the Agricultural Maritime Export Facility.

The parties therefore agree to the following:

**Article 1  
GENERAL TERMS AND CONDITIONS**

**1.1 General Terms and Conditions.**

- (a) In this agreement, “**General Terms and Conditions**” means the content of the document titled “General Terms and Conditions Under The Fiscal Year 2019 Port Infrastructure Development Program Grants,” dated September 1, 2020, which is available at <https://maritime.dot.gov/sites/marad.dot.gov/files/2020-09/FINAL.FY2019%20PIDP%20Grant%20Agreement%20template%20general%20terms%20and%20conditions.pdf>. Articles 8 – 24 are in the General Terms and Conditions. The General Terms and Conditions are part of this agreement.
- (b) The Recipient states that it has knowledge of the General Terms and Conditions.
- (c) The Recipient acknowledges that the General Terms and Conditions impose obligations on the Recipient and that the Recipient’s non-compliance with the General Terms and Conditions may result in remedial action, terminating of the PIDP Grant, disallowing costs incurred for the Project, requiring the Recipient to refund to MARAD the PIDP Grant, and reporting the non-compliance in the Federal-government-wide integrity and performance system.

**Article 2**  
**APPLICATION, PROJECT, AND AWARD**

**2.1 Application.** The application for funding was dated September 16, 2019, and titled “Agricultural Maritime Export Facility.” It contained Standard Form 424 and all information and attachments submitted with that form through Grants.gov.

**2.2 Project.** In this agreement, the “**Project**” means the project proposed in the application identified in Section 2.1 as modified by the negotiated provisions of this agreement, including Article 3 and Attachments A-E.

**2.3 Federal Award and Federal Obligation.**

MARAD hereby awards a PIDP Grant to the Recipient in the amount of \$15,893,543 and obligates that amount for the budget period.

**2.4 Award Dates.**

Budget Period End Date:	September 15, 2024
Period of Performance End Date:	December 30, 2027
Estimated Closeout Date:	December 30, 2028

**2.5 Federal Award Identification Number.** MARAD identifies this award with the following federal award identification number: **693JF71910015**

**Article 3**  
**SUMMARY PROJECT INFORMATION**

**3.1 Summary of Project’s Statement of Work.** (See Attachment A for additional details).

Located at the Port of Milwaukee, the grant will be used to develop an under-utilized parcel of land at the port into an export facility for agricultural commodities. Work includes demolition of an existing structure, construction of a transloading facility to accommodate cargo by rail and truck, a fabric building to store material awaiting shipment, and, if required, refurbishment of the mooring infrastructure.

**3.2 Project’s Estimated Schedule.**

<b>Milestone</b>	<b>Schedule Date</b>
Planned Construction Start Date:	April 15, 2021

<b>Milestone</b>	<b>Schedule Date</b>
Planned Construction Substantial Completion Date:	May 15, 2023

**3.3 Project’s Estimated Budget.** (See Attachment B for additional details).

<b>Eligible Project Costs</b>	
PIDP Grant Amount:	\$15,893,543
State Funds (WISDOT):	\$4,715,414
Local Funds (City of Milwaukee):	\$5,700,000
Other Funds (DeLong & Other Eligible Sources):	\$8,439,087
<b>Total Eligible Project Cost:</b>	<b>\$34,748,044</b>

**Article 4  
CRITICAL MILESTONE DEADLINES**

**4.1 Critical Milestone Deadlines.**

<b>Milestone</b>	<b>Deadline Date</b>
Begin Construction:	April 15, 2022
Execution of a Port Performance Data Sharing Agreement with USDOT:	30 days from the execution date of the Grant Agreement
MARAD receives first reimbursement request:	June 15, 2022
Construction substantially completed:	May 15, 2024

**Article 5  
PARTY INFORMATION**

**5.1 Recipient’s Unique Entity Identifier.**

Recipient’s Unique Entity Identifier: 0064342110000

**5.2 Recipient Contact(s).**

Adam Tindall-Schlicht  
Director  
Port Milwaukee  
2323 S. Lincoln Memorial Drive  
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and

Brian Kasprzyk  
Chief Engineer  
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and

Jackie Q. Carter  
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and

Steven L. Mahan  
Director of Community Development Grants Administration  
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**5.3 Recipient Key Personnel.**

None. The parties have not identified any individuals as key personnel for this award.

**5.4 MARAD Project Contact(s).**

Wilbur Turner

Grants/Contracting Officer, Office of Acquisition  
DOT – Maritime Administration  
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and

Robert Bouchard  
Director, Office of Port Infrastructure Development  
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## **Article 6 MARAD ADMINISTRATIVE INFORMATION**

### **6.1 Payment System.**

MARAD Payment System: Delphi eInvoicing System

### **6.2 Office for Subaward and Contract Authorization.**

MARAD Office for Subaward and Contract Authorization: None

**Article 7**  
**SPECIAL GRANT TERMS**

There are no special terms for this award.

## **ATTACHMENT A STATEMENT OF WORK**

The proposed Agricultural Maritime Export Facility (“**AMEF**”) project will be comprehensively designed as a bulk product transloading facility, allowing for the acceptance, storage, and loading of various agricultural products from trucks and/or rail to cargo vessels. The project will consist of the following location components:

- Parcel 1: Comprised of approximately 2.50 acres on the South Harbor Tract of Port Milwaukee; located at 1711 S. Carferry Drive.
- Parcel 2: Comprised of approximately 1.20 acres on the South Harbor Tract of Port Milwaukee; located at 1801 S. Carferry Drive.
- Parcel 3: Comprised of approximately 0.54 acres on the South Harbor Tract of Port Milwaukee; located at 1790 S. Carferry Drive.

The overall AMEF will be comprised of approximately 4.24 acres constituting the above mentioned three parcels at Port Milwaukee. Two major components will be developed:

### **COMPONENT 1: AGRICULTURAL MARITIME EXPORT FACILITY**

Activities that will be completed as part of this component include the following:

- Site survey, permitting, materials, and soil testing of the site.
- Demolition of existing out-of-date structure, including subgrade and above-grade foundation removal for new construction.
- Construction of the AMEF, including:
  - Mobilization/Demobilization
  - Civil Site Preparation/Finishing
  - Subsurface Pilings and Geo Piers
  - Concrete Structural Foundation
  - Receiving buildings and the flat storage fabric building with associated doors, windows, and plumbing
  - Electrical Control/HVAC
  - Equipment Installation
  - Installation of 14 new mooring bollards and concrete foundations

## **COMPONENT 2: PORT RAIL**

- Subgrade and above-grade infrastructure work is required to construct an unloading track, storage track, and run-around track for rail connectivity to the AMEF. Key rail features include:
  - New Rail: 12,000 track feet
  - Rail Turnouts: 16
  - Rail Switch Machines: 11
  - Optional Rail: 10,000 track feet (as included in the budget)



**ATTACHMENT B  
ESTIMATED PROJECT BUDGET**

**1. Supplementary Fund Source Table(s)**

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<b>Non-PIDP Previously Incurred Costs</b>	
State Funds (WisDOT):	\$184,586
Other Funds (DeLong):	\$118,218
<b>Total:</b>	<b>\$302,804</b>

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<b>Agricultural Maritime Export Facility Eligible Costs</b>	
PIDP Funds:	\$15,893,543
State Funds (WISDOT):	\$4,715,414
Local Funds (City of Milwaukee):	\$5,700,000
Other Funds (DeLong & Other Eligible Sources):	\$8,439,087
<b>Total:</b>	<b>\$34,748,044</b>

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Reserved. This Attachment B does not contain any supplementary fund source tables.

## 2. Cost Classification Table

<b>Cost Classification</b>	<b>Total Costs</b>	<b>Non-PIDP Previously Incurred Costs</b>	<b>Eligible Costs</b>
Administrative and legal expenses	\$12,184	\$12,184	\$0
Land, structures, rights-of-way, appraisals, etc.	-	-	-
Relocation expenses and payments	-	-	-
Architectural and engineering fees	\$1,062,442	\$118,218	\$944,224
Electrical	\$1,653,480	-	\$1,653,480
Other architectural and engineering fees (e.g. geotechnical, material testing and site surveying)	\$431,046	\$172,402	\$258,644
Project inspection fees (e.g. in engineering fees)	\$0	-	\$0
Civil/Pilings/Foundations/Site Work	\$10,469,655	-	\$10,469,655
Demolition and removal	\$540,000	-	\$540,000
Port Rail	\$5,100,000	-	\$5,100,000
Construction e.g. structures and buildings)	\$3,785,985	-	\$3,785,985
Equipment	\$8,557,600	-	\$8,557,600
Miscellaneous	-	-	-
Contingency	\$3,438,456		\$3,438,456
<b>Project Total</b>	<b>\$ 35,050,848</b>	<b>\$302,804</b>	<b>\$34,748,044</b>

**ATTACHMENT C  
OUTCOME PERFORMANCE MEASUREMENT TABLE**

**Study Area:** Port Milwaukee will leverage two study areas to monitor the performance of the AMEF following completion of the project: (i) overall exports of agricultural product from the AMEF and (ii) number of vessel calls at the AMEF.

**Pre-project Measurement Date:** January 31, 2021

**Pre-project Report Date:** April 31, 2021

**Project Outcomes Report Date:** January 31, 2027

**Table 1: Outcome Performance Measurement Table**

<b>Measure</b>	<b>Description and Category of Measure</b>	<b>Measurement Period</b>	<b>Reporting Period</b>
Gross Tons	<p style="text-align: center;">Economic Competitiveness</p> <p>The movement of gross tonnage (in metric tons) of freight in the area defined by the project study area.</p>	<p><b>Baseline Measurement:</b> Annual average, accurate as of the Pre-project Measurement Date</p> <p><b>Post-construction Performance Measures:</b> Accurate as of the first full quarter after Construction Substantial Completion Date</p>	<p><b>Baseline Measurement:</b> Pre-project Report Date</p> <p><b>Post-construction Performance Measures:</b> For a period of 3 years (12 consecutive quarters), beginning the first full quarter after Construction Substantial Completion Date</p>
Vessel Calls	<p style="text-align: center;">Economic Competitiveness</p> <p style="text-align: center;">Vessel type and/or freight</p>	<p><b>Baseline Measurement:</b> Annual average, accurate as of</p>	<p><b>Baseline Measurement:</b> Pre-project Report Date</p> <p><b>Post-construction</b></p>

	<p>capacity of the vessels calling to the area defined in the project study area</p>	<p>the Pre-project Measurement Date</p> <p><b>Post-construction Performance Measures:</b></p> <p>Accurate as of the first full quarter after Construction Substantial Completion Date</p>	<p><b>Performance Measures:</b></p> <p>For a period of 3 years (12 consecutive quarters), beginning the first full quarter after Construction Substantial Completion Date</p>
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**ATTACHMENT D  
MATERIAL CHANGES FROM APPLICATION**

**Scope:** Since the grant application was submitted, the Port and DeLong have defined a more precise, but expanded, scope. An examination of the existing soil conditions on site indicate that additional expenditures are needed related to the subsurface pilings, foundation work, and other structural elements. Costs associated with needed equipment have also been better defined, given up-to-date market research. This includes the addition of an on-site switching locomotive, which will allow for the easier transfer of cars at the AMEF, an operational component which was not considered at the point of grant application. Additional vessel loader equipment has also been added to the project. Finally, the rail design has been updated and recalibrated to better increase the transload capacity of the AMEF. In sum, these changes are “market-driven,” reflecting updated input from future AMEF customers, including but not limited to, shippers and carriers who have provided the Port and DeLong with project concept feedback in recent months.

**Schedule:** The Planned Construction Start Date has advanced by three months; therefore, the project is scheduled to start in April 2021 rather than June 2021.

**Budget:** The budget has been updated to reflect scope-related changes, as specified above. Further, the Port has received additional funding, which has been legislatively and locally approved by the Milwaukee Common Council, to supplement the costs, particularly those associated with the rail design and demolition. The State of Wisconsin has also increased its contribution to the project; at the point of application, only one Harbor Assistance Program (HAP) grant supplement was anticipated, but two have since been received directly by DeLong.

In addition, the Port has incurred \$302,804 in non-PIDP previously incurred expenses for required analyses that had to take place in fair weather, such as design and engineering investigations and analyses specific to geotechnical, site foundation, existing structures, dock, and bollards. MARAD reviewed these costs and determined that they were included in the application as future eligible costs, were incurred after announcement of award of the PIDP grant, were for pre-construction activities, and complied with all applicable Federal requirements. Despite the incurrence of these costs, the Port’s non-Federal share has actually increased from the proposed 49.3% in the application to 54.7% due to the increase in scope described above.

<b>Fund Source</b>	<b>Application</b>		<b>Section 3.3 and Attachment B</b>	
	<b>\$</b>	<b>%</b>	<b>\$</b>	<b>%</b>
Total Project Cost	\$31,366,928	100%	\$35,050,848	100%
Non-PIDP Previously Incurred Cost	\$0	0%	\$302,804	1%
Federal Funds	\$15,893,543	50.7%	\$15,893,543	45%
Non-Federal Funds	\$15,473,385	49.3%	\$18,854,501	54%
Total Eligible Project Cost	\$31,366,928	100%	\$35,050,848	100%

<b>Fund Source</b>	<b>Application</b>		<b>Section 3.3 and Attachment B</b>	
	\$	%	\$	%
PIDP Funds	\$15,893,543	50.7%	\$15,893,543	45.3%
Other Federal Funds	\$0	0%	\$0	0%
Non-Federal Funds	\$15,473,385	49.3%	\$19,157,305	54.7%

**ATTACHMENT E**  
**APPROVED PRE-AWARD COSTS**

**None.** MARAD has not approved under this award any pre-award costs under 2 C.F.R. 200.458. Because unapproved costs incurred before the date of this agreement are not allowable costs under this award, MARAD will neither reimburse those costs under this award nor consider them as a non-Federal cost sharing contribution to this award. Costs incurred before the date of this agreement are allowable costs under this award only if approved in writing by MARAD before being included the project costs and documented in this Attachment E. See Section 19.2(b).

**RECIPIENT SIGNATURE PAGE**

The Recipient, intending to be legally bound, is signing this agreement on the date stated opposite that party's signature.

\_\_\_\_\_  
Date

By: \_\_\_\_\_  
Signature of Recipient's Authorized Representative

**Adam M. Tindall-Schlicht**

\_\_\_\_\_  
Name

**Director, Port Milwaukee**

\_\_\_\_\_  
Title



**MARAD SIGNATURE PAGE**

MARAD, intending to be legally bound, is signing this agreement on the date stated opposite that party's signature.

UNITED STATES DEPARTMENT OF  
TRANSPORTATION MARITIME  
ADMINISTRATION

\_\_\_\_\_  
Date

By: \_\_\_\_\_  
Signature of MARAD's Authorized Representative

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title