

CENTRAL FLORIDA EXPRESSWAY AUTHORITY

MINUTES CENTRAL FLORIDA EXPRESSWAY AUTHORITY BOARD MEETING March 12, 2015

Board Members Present:

Commissioner Welton G. Cadwell, Lake County (Chairman)
Commissioner S. Scott Boyd, Orange County (Vice Chairman)
Commissioner Brenda Carey, Seminole County (Secretary-Treasurer)
Mayor Buddy Dyer, City of Orlando
Commissioner Fred Hawkins, Jr., Osceola County
Mayor Teresa Jacobs, Orange County
Walter A. Ketcham, Jr., Gubernatorial Appointment
Jay Madara, Gubernatorial Appointment
S. Michael Scheeringa, Gubernatorial Appointment

Non-Voting Advisor Present:

Diane Gutierrez-Scaccetti, Florida's Turnpike Enterprise

Staff Present at Dais:

Joseph A. Berenis, Deputy Executive Director
Joseph L. Passiatore, General Counsel
Darleen Mazzillo, Recording Secretary/Executive Assistant

CALL TO ORDER

The meeting was called to order at 9:00 a.m. by Chairman Welton Cadwell.

PUBLIC COMMENT

Mr. R.J. Mueller talked about SR 408/SR 50 traffic issues.

APPROVAL OF MINUTES

A motion was made by Mayor Dyer and seconded by Commissioner Carey to approve the January 8, 2015 Revised Board Meeting Minutes, February 12, 2015 Board Meeting Minutes and February 12, 2015 Board Workshop Minutes as presented. The motion carried unanimously with all nine members present and voting AYE by voice vote.

APPROVAL OF CONSENT AGENDA

The Consent Agenda was presented for approval (Exhibit A).

CONSTRUCTION & MAINTENANCE

1. Authorization to Advertise for Fence Repair and Replacement Services in advance of Wekiva Parkway construction projects – Contract No. 001106
2. Authorization to Advertise for construction bids for Guide Signing Improvements on S.R. 408, S.R. 417 and S.R. 429 – Project No. 599-729
3. Authorization to Advertise for Construction Bids for S.R. 417/Landstar Boulevard Intersection Improvements – Project No. 417-129
4. Authorization to Advertise for Construction Bids for S.R. 429/CR 535 South Off Ramp Improvements – Project No. 429-654C
5. Authorization to Advertise for Bids for Systemwide Coating/Painting Application – Project No. 599-734
6. Approval for Award of Contract to Target Engineering Group, Inc. for Miscellaneous Construction Engineering & Inspection (CEI) Services – Contract No. 001054 (Contract Amount: Not-to-Exceed \$3,500,000)
7. Approval of Construction Contract Modifications on the following contracts:
 - a) Contract No. 599-725 Ranger Construction Ind. (\$354,693.94)
 - b) Contract No. 417-301C SEMA Construction \$664,207.00
8. Approval for Award of Contract to Covalt Group, Inc. for Construction Contractor Compliance Consultant Services for the Wekiva Parkway – Contract No. 001072 (Agreement Amount: Not-to-Exceed \$925,000)

ENGINEERING

9. Approval of Supplemental Agreement No. 5 with HNTB Corporation for Post Design Services on S.R. 429, Wekiva Parkway – Project No. 429-202 (Supplemental Agreement Amount: Not-to-Exceed \$725,000)
10. Approval of Supplemental Agreement No. 5 with Dewberry Engineers, Inc., d/b/a Dewberry/Bowyer-Singleton for Post Design Services on S.R. 429, Wekiva Parkway – Project No. 429-203 (Supplemental Agreement Amount: Not-to-Exceed \$580,000)
11. Approval for Award of Contract to Metric Engineering, Inc. for Project Development and Environmental Study (PD&E) Study on S.R. 408 Eastern Extension – Contract No. 001064 (Contract Amount: \$2,200,000)
12. Approval for Award of Contract to TLP Engineering Consultants, Inc. for S.R. 408 Widening from Good Homes Road to Hiawassee Road – Contract No. 001065 (Contract Amount: \$1,550,000)

MISCELLANEOUS

13. Approval of Amendment to the Interlocal Agreement for Creation of the Metroplan Planning Organization d/b/a Metroplan Orlando
14. Approval of Intergovernmental Coordination and Review and Public Transportation Coordination Joint Participation Agreement

TOLL OPERATIONS/INFORMATION TECHNOLOGY

15. Authorization to Advertise for E-PASS Customer Service Center Operations and Violation Enforcement Operations
16. Authorization to Renew Agreement with TransCore, LP for System Hardware Maintenance – Contract No. 000178 (Agreement Amount: \$6,328,877.35)
17. Authorization to Renew Agreement with TransCore, LP for System Software Maintenance – Contract No. 000179 (Agreement Amount: \$1,381,194.36)

LEGAL

18. Approval of Utility Relocation Agreement with Duke Energy Florida, Inc. for relocation of transmission and distribution facilities along S.R. 429-201 and S.R. 429-202 corridors (Agreement Value: \$2,572,054.68)
 19. Approval of Settlement with John and Cynthia Miller for the acquisition of Parcel 154 for the Wekiva Parkway Project 429-202 (Settlement Amount: \$438,989)
 20. Approval for payment of Business Damages Claim and Expert Costs Claim made by Korus Orchid Corporation, the owner of Parcel 120, Wekiva Parkway Project 429-202 (Claim amount: \$3,698,975.50)
 21. Authorization to execute Cooperative Purchase Agreement with GAI Consultants, Inc. for Right of Way Support Services – Contract No. 001100 (Contract Amount: Not-to-Exceed \$300,000)
 22. Authorization to declare Parcel 7 on S.R. 528 as surplus
 23. Approval of Agreement with City of Apopka for Subordination of Right of Way and for Maintenance of Traffic at Yothers Road during the development of the Wekiva Parkway, Project 429-202
 24. Approval of Fourth Amendment to Contract of Sale and Purchase between Suburban Land Reserve, Inc., Farmland Reserve, Inc. and Central Florida Expressway Authority extending inspection period to June 1, 2015
 25. Approval of increase in Contract Amount with Lowndes, Drosdick, Doster, Kantor & Reed, P.A. for acquisition of Wekiva Parkway Parcel Nos. 197, 230, 257 and 267 – Project No. 429-203 (Contract increase of \$150,000 and extension of term to 12/31/15)
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26. Approval of Second Addendum to Agreement for Engineering Expert Witness Consulting Services with Donald W. McIntosh Associates, Inc. for Wekiva Parkway Project Numbers 429-203, 429-204, 429-205 and 429-206 (Addendum amount: \$200,000)

A motion was made by Commissioner Boyd and seconded by Mayor Jacobs to approve the Consent Agenda as presented. The motion carried unanimously with all nine members present and voting AYE by voice vote.

CHAIRMAN'S REPORT

Chairman Cadwell deferred to Congressman Webster to make an announcement on the TIFIA Loan.

TREASURER'S REPORT

Commissioner Carey reported that toll revenues for toll revenues for January were \$28,038,440 which is 7.3% above projections and 9.6% above prior year. The Authority's total revenues were \$29.9 million for the month.

After debt service the total net revenue was \$14.4 million for January and \$87.7 million year-to-date.

STAFF'S REPORT

Deputy Executive Director Joseph Berenis provided the Staff Report in written form.

REGULAR AGENDA ITEMS

1. Wekiva Parkway/TIFIA Loan

Congressman Daniel Webster announced that CFX has been approved for the USDOT Transportation Infrastructure Finance and Innovation Act (TIFIA) loan to build the last leg of the Beltway. Congressman Webster talked about the benefits of the TIFIA loan arrangement and commented that he would like to see the CFX program used as a model for future TIFIA loan programs around the State.

2. Adoption of Master Junior Lien Resolution and Adoption of First Supplemental Junior Lien Bond Resolution Authorizing the issuance of Junior Lien Revenue Bonds, Series 2015 in connection with the TIFIA Loan Agreement for the Wekiva Parkway Project (Authority Segments)

Interim CFO Lisa Lumbard and Bond Counsel Joseph Stanton presented information regarding two Resolutions in connection with the TIFIA Loan Agreement for the Wekiva Parkway (Authority segments).

Master Junior Lien Resolution

- Closely follows the Senior Lien Resolution regarding Authority covenants and agreements
- Subordinate/Junior Pledge of System Pledged Revenues
- Allows for future issuance of Junior Lien Bonds using a consistent structure

First Supplemental Resolution

- Authorizes Series 2015 Bonds for the TIFIA Loan
- Authorizes the execution and delivery of the TIFIA Loan Agreement
- Authorizes the appointment of a Trustee, Paying Agent and Registrar
- Authorizes the Chairman and other Authorized Officers to execute documents and take actions necessary to close the TIFIA Loan

Staff requests adoption of the Master Junior Lien Resolution and the First Supplemental Junior Lien Resolution, together with the forms of the Series 2015 Junior Lien Bonds, TIFIA Loan Agreement and Trustee, Paying Agent and Registrar Agreement.

A motion was made by Mayor Jacobs and seconded by Commissioner Carey to adopt the Master Junior Lien Resolution and the First Supplemental Junior Lien Resolution, together with the forms of the Series 2015 Junior Lien Bonds, TIFIA Loan Agreement and Trustee, Paying Agent and Registrar Agreement. The motion carried unanimously with all nine members present and voting AYE by voice vote.

3. Update on Executive Director Search

Mr. Scheeringa reported on the executive director search. As approved at the last Board meeting, we have entered into an agreement with the executive search firm, Harris Rand Lusk (HRL).

A meeting of the Executive Search Committee and Mr. Chris Boylan of HRL will be held this afternoon to finalize and prioritize the list of competencies for the Executive Director position.

Mr. Scheeringa reported that we have put forward an aggressive calendar. In approximately 30 days we expect a shortlist of candidates for the committee to vet. That shortlist would then be narrowed to a shorter list which the Board would interview in early May. A final candidate will be presented for the Board's consideration at the May 14 Board meeting.

(This item was presented for information only. No Board action was taken.)

4. Approval of Resolution Adopting Ethics Policy

Jo Thacker, Esquire explained the provisions of the proposed Ethics Policy, which incorporates:

- Chapter 112, Part III
- Section 348.753(6) to (15)
- Section 104.31 (Political Activity)

Ms. Thacker explained the Two-Year Look-Back/One-Year Look-Forward provisions and requested direction from the Board regarding its inclusion in the Ethics Policy.

A motion was made by Mayor Dyer and seconded by Commissioner Carey to approve the Ethics Policy as proposed.

An amended motion was made by Mayor Jacobs and seconded by Mr. Madara to approve the proposed Ethics Policy, with the inclusion of the Two-Year Look Back provisions.

There was discussion regarding the Two-Year Look Back provisions. Ms. Thacker read the Two-Year Look Back provisions into the record, as requested by the Board members.

The amended motion carried 7 to 2 with Commissioner Cadwell, Commissioner Boyd, Commissioner Hawkins, Mayor Jacobs, Mr. Ketcham, Mr. Madara, and Mr. Scheeringa voting AYE by voice vote and show of hands and Commissioner Carey and Mayor Dyer voting NO by voice vote and show of hands.

Ms. Thacker brought up the issue of Registered Lobbyists. She read the definition of Registered Lobbyists into the record. There was discussion and questions regarding the disclosure of Registered Lobbyists.

By consensus, the motion was amended to include the Registered Lobbyist provision in the Ethics Policy.

The amended motion to approve the proposed Ethics Policy, with the inclusion of the Two-Year Look-Back Provision and clarification regarding Definition of Lobbyist carried unanimously with all nine members present and voting AYE by voice vote.

5. Bus Toll Lanes Concept

Joe Waggoner, Executive Director of Tampa-Hillsborough County Expressway Authority, made a presentation on a concept combining transit and toll finance elements.

Board members suggested that Lynx and CFX staff get together to discuss this concept.

(This item was presented for information only. No Board action was taken.)

6. Federal Lobbyist Needs

Commissioner Hawkins talked about the need to have a federal lobbyist to represent CFX in applying for federal dollars for the upcoming national focus on new and existing transportation infrastructure.

By consensus, the Board members directed staff to prepare a Request for Qualifications (RFQ) for Federal Lobbyist Services for the Board's consideration.

Board members suggested that the RFQ provide that the firms list their current clients.

7. Commuter Relief and Outreach for I-4 Ultimate Project

As directed by the Board last month, Deputy Executive Director Laura Kelley and Director of Public Affairs and Communication Michelle Maikisch have designed a program to provide relief to commuters and provide an incentive to use the Expressway System during the construction of the I-4 Ultimate Project.

Ms. Kelley began with the benefits that our Expressway users currently experience through travel time savings and monthly CFX volume discounts.

Ms. Maikisch explained the proposed marketing plans as part of the Commuter Outreach Program:

- Print and online ads that speak to the efficiency, ease and benefits of the CFX system
- Traffic radio during the morning and afternoon commute reminding drivers of mobility options
- Distribute E-PASS information at cash toll lanes, in CFX service centers and with Unpaid Toll Notices (UTNs)
- Microsite concept
- Strategic placement of billboards along I-4
- Presentations to city and county municipalities, HOAs, local organizations and businesses
- Provide information to stakeholders
- Participation at local community events
- Monthly E-Newsletters to more than 24,000 subscribers
- Media stories
- Website links

Staff recommends the following incentives for E-PASS customers:

- Lower the required opening balance for E-PASS from \$25 to \$15 and lower the opening balance required for each additional E-PASS on the same account from \$25 to \$10.
- Create a 5% CFX Beltway Discount for 20+ tolls per month on the Beltway for 6 years beginning July 1, 2015 in every month with actual toll revenue exceeds the current projected revenue by 2+%.

A motion was made by Commissioner Hawkins and seconded by Commissioner Boyd to approve the staff recommendations for E-PASS incentives. The motion carried unanimously with all nine members present and voting AYE by voice vote.

BOARD MEMBER COMMENT

The Board Members provided comments on various issues.

ADJOURNMENT

The Chairman adjourned the meeting at 10:55 a.m.

Commissioner Welton G. Cadwell
Chairman
Central Florida Expressway Authority

Darleen Mazzillo
Recording Secretary/Executive Assistant
Central Florida Expressway Authority

Minutes approved on _____, 2015.

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