

MINUTES
CENTRAL FLORIDA EXPRESSWAY AUTHORITY
BOARD MEETING
July 10, 2014

Board Members Present:

Commissioner S. Scott Boyd, Orange County
Mayor Buddy Dyer, City of Orlando
Commissioner Welton G. Cadwell, Lake County
Commissioner Fred Hawkins, Jr., Osceola County
Mayor Teresa Jacobs, Orange County
Walter A. Ketcham, Jr.
Diane Gutierrez-Scaccetti, Florida's Turnpike Enterprise (Non-voting Member)

Board Member Participating by Phone:

Commissioner Brenda Carey, Seminole County

Staff Present:

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 9:30 a.m. by Deputy Executive Director Joseph Berenis. Mr. Berenis welcomed everyone to the first meeting of the Central Florida Expressway Authority.

OPENING REMARKS

Senator Andy Gardiner, Senator David Simmons and Representative Bryan Nelson, whose vision led to the creation of the Central Florida Expressway Authority, gave opening remarks.

OPENING REMARKS BY BOARD MEMBERS

The Board Members provided their remarks.

DISCUSSION AND ELECTION OF INTERIM BOARD CHAIRMAN, VICE-CHAIRMAN AND SECRETARY TREASURER

General Counsel Joseph Passiatore explained that it is the Board's prerogative as to the term of the initial slate of officers. He offered three options for the Board's consideration: 1) elect officers for this meeting only, 2) elect officers for a definite or indefinite term and 3) no elections today.

A motion was made by Mayor Jacobs and seconded by Commissioner Boyd to hold interim elections today and to hold elections again after all three gubernatorial appointments are made. The motion carried unanimously with six members present and voting AYE by voice vote and with Commissioner Carey voting AYE by phone.

Chairman

Nominations were made for Walter Ketcham and Mayor Dyer as Chairman. The nominations failed for lack of majority votes.

There was discussion regarding Mr. Ketcham's right to serve on the CFX Board. Mr. Passiatore has reviewed the new statute and his opinion is that Mr. Ketcham may sit as a CFX Board member pending his appointment by the Governor or the Governor's selection of someone to replace him. Mr. Passiatore also addressed his communication with the Governor's Office regarding this matter.

Commissioner Cadwell was nominated by Mayor Jacobs. **By unanimous vote, Commissioner Cadwell was elected Chairman of the Central Florida Expressway Authority.**

Vice-Chairman

Commissioner Boyd was nominated by Walter Ketcham for Vice-Chairman. **By unanimous vote, Commissioner Boyd was elected Vice-Chairman of the Central Florida Expressway Authority.**

Secretary/Treasurer

Commissioner Carey was nominated by Mayor Jacobs for Secretary/Treasurer. **By unanimous vote, Commissioner Carey was elected Secretary/Treasurer.**

PUBLIC COMMENT

Ms. Sally Baptiste voiced her opposition to tolls and lack of public trust. She requested to make a 60 minute presentation at the next Board meeting regarding highway gridlock and regionalism.

APPROVAL OF MINUTES OF JUNE 9, 2014 BOARD MEETING

A motion was made by Commissioner Boyd and seconded by Commissioner Hawkins to approve the minutes of the June 9, 2014 OCEA Board Meeting. The motion carried unanimously with six members of the Board present and voting AYE by voice vote and Commissioner Carey voting AYE via phone.

APPROVAL OF CONSENT AGENDA

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

1. Adoption of Resolution of necessity for the acquisition of Parcel 254 for the construction of the Wekiva Parkway, Project 429-204
2. Adoption of Resolution of necessity for the acquisition of Parcel 256 for the construction of the Wekiva Parkway, Project 429-204
3. Adoption of Resolution of necessity for the acquisition of Parcel 275 for the construction of the Wekiva Parkway, Project 429-204
4. Adoption of Resolution of necessity for the acquisition of Parcel 279 for the construction of the Wekiva Parkway, Project 429-204
5. Approval of Contract Award to Stantec Consulting Services, Inc. for Construction Management (Contract No. 001033)
Contract Value: Not-to-Exceed \$3,000,000
6. Approval of Agreement with Trustwave Holdings, Inc. for Compliance Validation Services for Payment Card Industry Data Security Standard
Agreement Value: \$86,932.36
7. Approval of Supplemental Agreement No. 7A with Dewberry Engineers, Inc. d/b/a Dewberry Bowyer-Singleton for Post Design Services on S.R. 417/Boggy Creek Road Interchange Phase III (Project 417-301)
Agreement Value: \$152,199.00
8. Approval for Disposal of Inventory Items

Commissioner Carey had questions regarding Consent Agenda items #5 and #7. Those two item were pulled for discussion.

A motion was made by Mayor Dyer and seconded by Commissioner Boyd to approve the Consent Agenda with the exception of items #5 and #7. The motion carried unanimously with six members present and voting AYE by voice vote and Commissioner Carey voting AYE by phone.

Consent Agenda item #5

Commissioner Carey asked questions about the selection process and contract terms for the project. Mr. Ben Dreiling, Director of Construction and Maintenance, answered Commissioner Carey's questions.

A motion was made by Mayor Dyer and seconded by Mayor Jacobs to approve Consent Agenda item #5. The motion carried unanimously with six members present and voting AYE by voice vote and Commissioner Carey voting AYE by phone.

Consent Agenda item #7

Commissioner Carey asked questions regarding the supplemental agreement. Mr. Dreiling provided the information.

A motion was made by Mayor Dyer and seconded by Commissioner Hawkins to approve Consent Agenda item #7. The motion carried unanimously with six members present and voting AYE by voice vote and Commissioner Carey voting AYE by phone.

ADOPTION OF RESOLUTION OF THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY ACCEPTING TRANSFER OF ASSETS AND OBLIGATIONS OF THE FORMER ORLANDO-ORANGE COUNTY EXPRESSWAY AUTHORITY AND ADOPTING "CFX" AS ITS OFFICIAL SURNAME

General Counsel Joseph Passiatore presented a Resolution accepting transfer of assets and obligations of the former Orlando-Orange County Expressway Authority to the Central Florida Expressway and adopting "CFX" as its official surname.

A motion was made by Mayor Jacobs and seconded by Commissioner Boyd to adopt the Resolution as presented. The motion carried unanimously with six members present and voting AYE by voice vote and Commissioner Carey voting AYE by phone.

DRAFT RULES OF PROCEDURE FOR BOARD MEETINGS

Mr. Passiatore explained that staff has drafted Rules of Procedure for Board Meetings consistent with the provisions of SB 230 and the nine-member makeup of the new Board. The purpose is to provide an orderly process to conduct business and facilitate open exchange of ideas among Board members and the public.

By consensus, the Board members directed Mr. Passiatore to work with the county attorneys to develop Rules of Procedures for Board Meetings and to bring it back next month for the Board's consideration.

REVIEW OF COMMITTEE CHARTERS

The Board members expressed their opinions regarding committee structure. It was suggested that outside expertise, such as appropriate county and city personnel, serve on the committees. Some Board members were not in favor of Board members serving on the committees. It was also suggested that an approach other than committee structure be considered.

Mr. Ketcham brought up the fact that a Right-of-Way Committee meeting is scheduled for July 15. Mr. Passiatore stated that until new committee rules are established by the CFX Board, we will continue to operate under the current structure.

Staff was directed to bring back suggestions for committee structures at the next meeting.

REVIEW OF FY 2015 BUDGET

Interim CFO Lisa Lumbard presented the draft Fiscal Year 2015 Operations, Maintenance & Administration Budget for the Board's review and comment. Staff proposes having a workshop next month to explain the budget in more detail.

Ms. Lumbard began with an explanation of the budget process and cost centers. She noted that, since our fiscal year began on July 1, we are operating under last year's budget until a new budget is approved.

The proposed budget totals \$63,383,108, which is \$1,753,400 or 2.8% over the last fiscal year.

Ms. Lumbard explained the cost increases over the prior year.

The Goldenrod Extension Project is a non-system project. It was built through a partnership with the City of Orlando, Orange County, GOAA and OOCEA. The net revenues are returned on a pro-rata basis to the partners on an annual basis. The total operations and maintenance expense budget is \$352,763. The total revenue budget is \$1,240,000.

The debt service ratio for this budget is 1.91. Our planning target is 1.6. Board policy is 1.45. Bond covenants state we must maintain a 1.2 debt service ratio.

This item was presented for information only. No action was taken. The budget will be brought back to the Board at a workshop next month.

ADOPTION OF RESOLUTION AND REVISED EXPENDITURE CONTROL POLICY

Ms. Lumbard requested the Board's adoption of a Resolution amending the Expenditure Control Policy, which establishes the protocol for issuance of checks, wire transfers and debits.

A motion was made by Mayor Jacobs and seconded by Commissioner Boyd to adopt the Resolution amending the Expenditure Control Policy as presented. The motion carried unanimously with six members present and voting AYE by voice vote and Commissioner Carey voting AYE by phone.

EXECUTIVE DIRECTOR SEARCH

Deputy Executive Director Laura Kelley requested that the Board authorize staff to begin the selection process for a search firm as a first step in hiring for the Executive Director position.

The Board Members were in agreement with Ms. Kelley's request and also proposed that we discuss the qualifications and selection process as part of the workshop next month.

A motion was made by Mayor Dyer and seconded by Mayor Jacobs to move forward with the process to select a search firm for the Executive Director position. The motion carried unanimously with six members present and voting AYE by voice vote and Commissioner Carey voting AYE by phone.

OTHER BUSINESS/BOARD MEMBER COMMENT

Mayor Jacobs mentioned that the Authority has a strict set of rules concerning Board members who are running for political office. It appears that she is the only one running for office at this time.

Commissioner Boyd mentioned that it is his personal procedure to meet at his Orange County office with anyone from the public that requests a meeting with him.

Mayor Dyer's preference would be to schedule workshops before, during or after the monthly Board meetings. The other Board members were in agreement and preferred the cutoff to be noon, if possible.

ADJOURNMENT

The meeting adjourned at approximately 11:15 a.m.

Commissioner Welton G. Cadwell
Chairman
Central Florida Expressway Authority

Darleen Mazzillo
Recording Secretary/Executive Assistant
Central Florida Expressway Authority

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