

# CENTRAL FLORIDA EXPRESSWAY AUTHORITY

MINUTES  
CENTRAL FLORIDA EXPRESSWAY AUTHORITY  
BOARD MEETING  
August 13, 2015  
Location: CFX Boardroom

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Board Members Present:

Commissioner Welton G. Cadwell, Lake County (Chairman)  
Commissioner Brenda Carey, Seminole County (Secretary-Treasurer)  
Commissioner S. Scott Boyd, Orange County (Vice Chairman)  
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 Not Present:

Diane Gutierrez-Scaccetti, Florida's Turnpike Enterprise

Staff Present at Dais:

Laura Kelley, 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

There were no comments from the public.

APPROVAL OF MINUTES

A motion was made by Mr. Ketcham and seconded by Commissioner Carey to approve the July 9, 2015 Board Meeting Minutes as presented. The motion carried unanimously with seven (7) members present and voting AYE by voice vote; Mayor Jacobs and Commissioner Boyd were not present.

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## APPROVAL OF CONSENT AGENDA

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

### CONSTRUCTION & MAINTENANCE

1. Authorization to advertise for construction bids for S.R. 429 (Wekiva Parkway) from the Systems Interchange East to Mt. Plymouth Road – Project No. 429-205
2. Authorization to advertise for construction bids for S.R. 429 (Wekiva Parkway) from the Lake County Line to S.R. 46 – Project 429-206
3. Authorization to award contract to Air Mechanical & Services Corporation for Headquarters Building Computer Room Heating Ventilation & Air Conditioning and Uninterruptable Power Supply Upgrade – Project No. 599-732 (Contract Amount: \$455,836)
4. Approval of contract modifications on the following construction projects:
  - a) Project No. 800-903D Preferred Materials, Inc. (\$492,197.27)
  - b) Project No. 417-110 Masci General Contractor, Inc. (\$213,913.89)
  - c) Project No. 417-301C SEMA Construction \$155,757.62
5. Approval of contract modifications on the following maintenance contracts:
  - a) Contract No. 000689 ICA (\$69,923.86)
  - b) Contract No. 000761 JCS \$1,097.03

### ENGINEERING

6. Authorization to advertise for Letters of Interest for General Engineering Consultant Services for Planning, Engineering and Design – Contract No. 001145
7. Authorization to award contract to Parsons Brinckerhoff, Inc. for Design Services for S.R. 528/Econlockhatchee River Bridge Replacement – Contract No. 001098 (Contract Amount: \$1,200,000)
8. Authorization to award contract to DRMP, Inc. for Design Services for S.R. 408 Widening from S.R. 417 to Alafaya Trail – Contract No. 001066 (Contract Amount: \$4,650,000)
9. Authorization to execute a Reimbursement Agreement with Sprint for the cost of performing relocation of the fiber optic duct bank between Curry Ford Road and S.R. 408 – Project 253F (Contract Amount: Not-to-Exceed \$124,000)
10. Approval of Supplemental Agreement No. 2 to First Renewal of Agreement with WBQ Design & Engineering, Inc. for Miscellaneous Design Consultant Services – Contract No. 000817 (Contract Amount: Not-to-Exceed \$600,000)

### EXECUTIVE

11. Approval of contract renewal with Southern Strategy Group, Inc. for Legislative Advocacy and Consultant Services – Contract No. 000894 (Contract Amount: \$125,000)

### EXPRESSWAY OPERATIONS

12. Authorization to execute agreement with the University of Central Florida for Wrong-Way Driving Study Phase III – Allocating & Evaluating Countermeasures on CFX Roadway Network - Contract No. 001143 (Contract Amount: Not-to-Exceed \$200,000)
13. Authorization to advertise for Letters of Interest for General Engineering Consultant Services for Technology and Intelligent Transportation System (ITS) Needs – Contract No. 001144
14. Approval of Purchase Order to Wavetronix for Conductor Cable for Traffic Monitoring System (Purchase Order Amount: \$100,604.28)

### FINANCE & ACCOUNTING

15. Adoption of Revised Invoice Processing Policy and Resolution
16. Adoption of Revised Expenditure Control Policy and Resolution
17. Approval for Disposal of Inventory Items

### LEGAL

18. Adoption of Resolution for the acquisition of Parcel 827/727 for the construction of State Road 453 (Wekiva Parkway) Project 429-206
19. Adoption of Resolution for the acquisition of Parcel 100 Part A and Part B for Project 599-1260 (Improvements at the Interchange of S.R. 417 and S.R. 528 and along S.R. 528)
20. Adoption of Resolution for the acquisition of Parcels 108/808 for the construction of the S.R. 528 Multimodal Corridor - Project 528-1240
21. Amendment to Right of Way Committee Charter removing voting abstention requirement for official business between governments

(Commissioner Boyd arrived at this time.)

**A motion was made by Mayor Dyer and seconded by Commissioner Carey to approve the Consent Agenda as presented. The motion carried unanimously with eight (8) members present and voting AYE by voice vote; Mayor Jacobs was not present.**

### **CHAIRMAN'S REPORT**

- 1) Chairman Cadwell reported that the Resolution for the General Counsel position provides for an annual performance review. He has asked Joe Passiatore to prepare a report on the General Counsel office and his expectations for the future to present at the September Board meeting. The Chairman feels that the review should be a Board function and therefore asked for the Board's preference regarding the evaluation process. Commissioner Carey suggested that the evaluation forms used in their respective counties be used as a template to create a form for CFX. Chairman Cadwell asked the Board members to send their evaluation forms to Laura Kelley to assimilate.
- 2) Beginning with next month's meeting, we will have brief presentations from CFX departments to showcase the interworkings of the department and introduce the departments' staff.
- 3) The Chairman and Executive Director will be making a presentation tomorrow on the 2040 Master Plan at the Kissimmee/Osceola County Chamber of Commerce.

### **TREASURER'S REPORT**

Commissioner Carey noted that all the numbers for June, which is the last month of our fiscal year, are subject to year-end accruals and therefore, the numbers reported today are not final. She reported that toll revenues for June were \$29,584,010 which is 11% above projections and 13% above prior year. CFX's total revenues were \$31.6 million for the month.

Total OM&A expenses were \$9.6 million for the month and \$59.6 million year-to-date, which is 6.1% under budget.

After debt service the total net revenue available for projects was \$10.1 million for June and \$158.2 million year-to-date.

### **EXECUTIVE DIRECTOR'S REPORT**

Laura Kelley provided the Executive Director Report in written form (Exhibit "B"). In addition, she reported on the following items:

- For the fifth year in a row our Procurement Department has received the National Procurement Institute Achievement of Excellence Award for last year.
- The CFX Public Relations Department has received the Golden Image Award and the Judge's Award from the Florida Public Relations Association for the S.R. 417/S.R. 429 speed limit change outreach program.

- Ms. Kelley reported on the 2040 Master Plan schedule:
  - September 2015 Workshop
    - Current CFX System Expansion/Improvements
    - Other Toll Opportunities within CFX Jurisdictional Boundaries
    - All Electronic Toll Collection Policy
    - Project Analysis Profile
  - October 2015 Retreat
    - CFX Multimodal Opportunities
    - BRT Parking Facilities
    - Rail
    - Maglev
    - Other
  - Draft Master Plan document review by the end of the calendar year
- On August 11 the first discounts were given to our beltway commuters.

(Mayor Jacobs arrived at this time.)

Ms. Kelley showed a 5 minute video created by the CFX Public Relations Department to showcase the mission and achievements of the agency.

### **REGULAR AGENDA ITEMS**

#### **1. FLORIDA TRANSPORTATION COMMISSION'S TRANSPORTATION AUTHORITY MONITORING AND OVERSIGHT REPORT FOR FY 2014**

Laura Kelley explained that the Florida Transportation Commission is charged with oversight responsibilities of the Florida Department of Transportation, transit agencies and toll agencies.

Ms. Kelley showed a summary of the results of the performance measures for CFX (Exhibit "C"). CFX achieved 16 out of 17 performance measures. The one measure we did not attain was for a consultant management contract. She explained that during design of the S.R. 417/Boggy Creek Road Interchange Osceola County asked us to pause and redesign the project for future consideration, which caused us to go over the 5% cost threshold.

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

**2. UPDATE ON THE PURCHASE OF THE BELTWAY IN SEMINOLE AND OSCEOLA COUNTIES AND THE URBAN PORTION OF THE BEACHLINE**

Commissioner Carey reported that yesterday she and Laura Kelley met with FDOT Secretary Jim Boxold and FDOT Sr. Policy Advisor Tom DiGiacomo to discuss the purchase of the Beltway in Seminole and Osceola Counties and the urban portion of the Beachline. Secretary Boxold is willing to discuss an exchange, however, he has been advised by their bond counsel that their bond covenants allow for an exchange, but not for an outright sale of a performing asset. Secretary Boxold presented them with a valuation methodology for a swap opportunity. He proposed to exchange S.R. 417 and the two sections of S.R. 429 for S.R. 528. Commissioner Carey suggested that we evaluate the facts and figures in order to determine whether to move forward or not.

By consensus, the Board agreed move forward with an evaluation of an exchange with FDOT.

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

**3. OSCEOLA PARKWAY AND POINCIANA PARKWAY ELECTRONIC TOLL COLLECTION**

Commissioner Hawkins reported that CFX has processed Osceola Parkway's electronic tolls since 2003 and that Osceola County pays CFX approximately \$300,000 per year for the processing. Since Osceola County is now part of CFX's jurisdiction, Commissioner Hawkins recommended that the Interoperability Agreement with Osceola County be amended to allow CFX to process the tolls free of charge.

**A motion was made by Commissioner Hawkins and seconded by Commissioner Boyd to amend the Interoperability Agreement with Osceola County to allow CFX to process Osceola Parkway's electronic tolls free of charge. The motion carried unanimously with nine (9) members present and voting AYE by voice vote.**

Commissioner Hawkins reported that Poinciana Parkway will eventually transfer to CFX. He requested that CFX process the electronic tolls for the Poinciana Parkway free of charge.

**A motion was made by Commissioner Hawkins and seconded by Mayor Jacobs to direct CFX staff to work with the Osceola County Expressway Authority for the processing of electronic tolls for the Poinciana Parkway free of charge. The motion carried unanimously with nine (9) members present and voting AYE by voice vote.**

**4. CONSIDERATION TO APPROVE RECOMMENDED ORDER IN THE FANEUIL, INC. V. CFX AND URS ENERGY AND CONSTRUCTION, INC. BID PROTEST OF TOLL OPERATIONS CONTRACT AWARD**

General Counsel Joseph Passiatore outlined the specifics of the bid protest filed by Faneuil, Inc. for the award of the Toll Operations and Management Services Contract to URS Energy and Construction, Inc. The primary bases for the protest was that URS did not comply with the material terms of the RFP, that the Evaluation Committee was misled as to the identity of the proposer and that URS received a competitive advantage during the process.

An evidentiary hearing was held on July 22 and 23. The Hearing Officer considered the oral testimony of four CFX witnesses as well as two URS employees to formulate the findings of material facts in the Recommended Order (Exhibit "D"). The Order recommends dismissal of the protest. The Hearing Officer also recommends that CFX return the cost of the protest bond in total, without assessing the costs of the hearing. Mr. Passiatore estimates the hearing costs to be approximately \$60,000. Mr. Passiatore recommends waiving the costs only if no further appeals are filed on this matter.

CFX staff believes that the Recommended Order is well reasoned, consistent with the evidence and testimony and correctly applies the law. Staff recommends adoption of the August 3, 2015 Recommended Order with the caveat that, in the event of further appeal by Faneuil, Inc., the recoverable costs of the protest hearing shall not be waived.

Mr. Mike Riley of Gray Robinson, representing Faneuil and Ms. Shelly Ewald, representing URS Energy & Construction spoke on their clients' behalf.

The board members asked questions, which were answered by staff.

A motion was made by Mr. Scheeringa and seconded by Commissioner Carey to adopt the Recommended Order in the Faneuil, Inc. v. CFX and URS Energy & Construction, Inc. Bid Protest of the Toll Operations Contract Award with the caveat that in the event of further appeal by Faneuil, Inc. the recoverable costs of the protest hearing shall not be waived. The motion carried unanimously with nine (9) members present and voting AYE by voice vote.

**5. APPROVAL OF AMENDED AND RESTATED CONTRACT OF SALE AND PURCHASE OF RAIL LINE EASEMENTS WITH ALL ABOARD FLORIDA**

Director of Engineering Glenn Pressimone showed the location of the particular parcels and the path for the All Aboard Florida project.

General Counsel Joseph Passiatore highlighted the Amended and Restated Agreement with All Aboard Florida:

- Restates the entire Agreement
- Extends closing date to Dec. 31, 2015
- Clarifies the Property Description
  - Easement Rights over Northern 50' of Southern 100' of the Super Corridor
  - License for the Maintenance Access Road, Slopes and Ponds
- Modifies Purchase Price
- Requires Ongoing Contributions from AAF
- Adds Condemnation

Purchase Price:

- |                                     |                     |
|-------------------------------------|---------------------|
| • Payment towards Ranch Property    | \$ 4,000,000        |
| • % for Additional Ranch Property   | TBD                 |
| • Use of Existing CFX Property      | \$ 250,099          |
| • Loss of Toll Revenues             | \$ 4,003,848        |
| • Innovation Way/SR 528 Interchange | <u>\$12,100,000</u> |
| • Total                             | \$20,353,947        |
| • Mattamy Easement                  | \$ 1,404,690        |
| • +40% of Additional Property Costs | TBD                 |

Ongoing contributions from AAF:

- Advance Payments within 30 to 45 days of:
  - Closing, subject to AAF's consent to price
  - Order of Taking or Final Judgment, or
  - Invoice from CFX
- Advance payments are refundable
- AAF's payment of \$1.4M for the Mattamy Easement is nonrefundable

Condemnation Proceedings:

- Entirely new provision
- If voluntary acquisition is unsuccessful, CFX will consider condemnation
- AAF will provide testimony and support
- AAF will advance funds to CFX for:
  - Good Faith Deposits and Final Judgments
  - Experts and attorneys' fees and costs
  - CFX's fees and costs
  - Subject to reimbursement
- Title exceptions may be condemned if required in the reasonable determination of CFX and AAF

Staff recommends approval of the Amended and Restated Contract for Sale and Purchase of Rail Line Easements with All Aboard Florida.



A motion was made by Commissioner Boyd and seconded by Commissioner Carey to approve the Amended and Restated Contract for Sale and Purchase of Rail Line Easements with All Aboard Florida. The motion carried unanimously with nine (9) members present and voting AYE by voice vote.

6. APPROVAL OF PURCHASE AGREEMENT WITH BAL BAY REALTY, LTD. (PARCEL 102) AND CARLSBAD ORLANDO (PARCEL 105) FOR CONSTRUCTION OF THE S.R. 528 MULTIMODAL CORRIDOR, PROJECT 528-1240

Ms. Kelley showed the location of the Bal Bay Realty and Carlsbad Orlando properties in connection with the S.R. 528 Multimodal Corridor.

Parcel 102 (Bal Bay Realty, Ltd.) was appraised by Hanson Real Estate Advisors at \$3.3 million. Parcel 105 (Carlsbad Realty, Ltd.) was appraised by Hanson Real Estate Advisors at \$17.2 million. The appraised value of both parcels totals \$20.5 million. The settlement proposals from the owner valued the properties at \$40.2 million in total. Staff requests approval of both properties for a total amount of \$23.8 million, inclusive of all fees and costs, which is approximately 15% above appraisal.

Ms. Kelley stated that the only provision that the Right of Way Committee did not consider was an explicit prohibition of freight rail north of the Orlando International Airport. Staff is comfortable with the freight rail prohibition in this contract because it would be exceptionally challenging to put a freight line north of the airport. Director of Engineering Glenn Pressimone explained the freight constraints in more detail. Commissioner Carey mentioned that in her and Ms. Kelley's meeting with Secretary Boxold he advised them that FDOT's agreement with All Aboard Florida does not allow freight.

A motion was made by Commissioner Boyd and seconded by Commissioner Hawkins to approve the Purchase Agreement with Bal Bay Realty and Carlsbad Orlando for a total amount of \$23.8 million, inclusive of all fees and costs. The motion carried unanimously with nine (9) members present and voting AYE by voice vote.

7. PRESENTATION ON SR 408 EASTERN EXTENSION PROJECT DEVELOPMENT & ENVIRONMENTAL (PD&E) STUDY

A letter (Exhibit "E") was submitted by Mr. R.J. Mueller as public comment regarding the SR 408 Eastern Extension. Mr. Mueller was not able to attend the board meeting.

Director of Engineering Glenn Pressimone presented information on the Project Development & Environmental (PD&E) Study for the SR 408 Eastern Extension Project.

The Concept Development and Environment Study Report was completed in 2008. Corridor 3B meets the transportation need west of SR 520, providing the greatest relief of traffic congestion along SR 50. Mr. Pressimone showed the location of the corridors on the map.

Purpose and Need:

- Provide additional east-west lanes
- Provide additional emergency evacuation service
- Provide improved transportation connectivity
- Provide transit support

Schedule:

- Public kick off meetings: Sept. 2015
- Alternatives public workshop: Feb. 2016
- Public hearing: Aug. 2016
- Engineering analysis: June 2015 to April 2016
- Engineering documentation: Feb. 2016 to Oct. 2016
- Environmental analysis: June 2015 to March 2016
- Environmental documentation: Jan. 2016 to Oct. 2016
- Project approval: Oct. 2016

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

**BOARD MEMBER COMMENT**

There were no comments from the public.

**ADJOURNMENT**

The Chairman adjourned the meeting at 10:15 a.m.

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Commissioner Welton G. Cadwell  
Chairman  
Central Florida Expressway Authority

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Darleen Mazzillo  
Recording Secretary/Executive Assistant  
Central Florida Expressway Authority

Minutes approved on \_\_\_\_\_, 2015.

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