

CENTRAL FLORIDA EXPRESSWAY AUTHORITY

MINUTES CENTRAL FLORIDA EXPRESSWAY AUTHORITY BOARD MEETING April 9, 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
Walter A. Ketcham, Jr., Gubernatorial Appointment
Jay Madara, Gubernatorial Appointment
S. Michael Scheeringa, Gubernatorial Appointment

Board Member Not Present

Mayor Teresa Jacobs, Orange County

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

Leonel Masci of Masci General Contractor, Inc. made comments regarding Consent Agenda item #19 later in the meeting.

APPROVAL OF MINUTES

A motion was made by Commissioner Carey and seconded by Commissioner Boyd to approve the March 12, 2015 Board Meeting Minutes as presented. The motion carried unanimously with eight (8) members present and voting AYE by voice vote; Mayor Jacobs was not present.

APPROVAL OF CONSENT AGENDA

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

CONSTRUCTION & MAINTENANCE

1. Authorization to Award Contract to Preferred Materials, Inc. for S.R. 417 Milling and Resurfacing from S.R. 50 to Orange/Seminole County Line – Project No. 417-731A (Contract Amount: \$6,343,774.06)
2. Authorization to Award Contract to Arazoza Brothers Corporation for S.R. 429/S.R. 414 Systems Interchange Landscape Improvements – Contract No. 001078 (Contract Amount: \$1,711,071.60)
3. Approval of Contract Renewal with John Brown & Sons for Clearing Right of Way Fence – Contract No. 001031 (Contract Amount: \$100,000)
4. Approval to Award Contract to Prince Contracting, LLC for S.R. 429 from US 441 to North of Ponkan Road – Project 429-202 (Contract Amount: \$56,152,429)
5. Approval of Construction Contract Modifications for the following contracts:
 - a) Contract 417-304 Southland Construction, Inc. (\$429,589.02)
 - b) Contract 417-110 Masci General Contractor, Inc. \$13,841.82
6. Approval of Contract Renewal with Infrastructure Corporation of America (ICA) for S.R. 429 and S.R. 414 Roadway and Bridge Maintenance Services (Contract Amount: \$1,950,471.24)

ENGINEERING

7. Approval of Final Ranking and Authorization to enter into fee negotiations with DRMP, Inc. for S.R. 408 Widening from S.R. 417 to Alafaya Trail – Contract No. 001066

EXPRESSWAY OPERATIONS

8. Approval of Final Ranking and Authorization to enter into fee negotiations with URS Corporation for Design Consultant Services for Single Line Dynamic Message Sign (DMS) Upgrade – Project 599-525
9. Authorization to Advertise for Request for Proposals for Maintenance of ITS Infrastructure System – Contract No. 001113

FINANCE & ACCOUNTING

10. Adoption of Revised Debt Policy and Resolution
11. Adoption of Revised Interest Rate Risk Management Policy and Resolution
12. Approval of the substitution of the Credit Facility for the \$131,025,000 Subseries 2008B-1 Bonds with a Credit Facility provided by Barclays Bank PLC and related amendments to the Authority's Ninth Supplemental Authorizing Resolution

INFORMATION TECHNOLOGY

13. Approval of Purchase Order to Extreme Networks authorized vendor, Carousel Industries for Switches for Local Area Network Communications and Support (Purchase Order Amount: \$79,549.34)
14. Approval of Purchase Order to Great Lakes Computer for Toll Transactions Database Repository (Purchase Order Amount: \$70,722.50)

TOLL OPERATIONS

15. Authorization to Award Contract to TC Delivers for Toll Operations Printing and Mailing Services – Contract No. 001085 (Contract Amount: \$537,967.92)
16. Approval of Supplemental Agreement No. 15-01 with TransCore, LP for Allegro Transponder Replacement – Contract No. 000178 (Supplemental Agreement Amount: Not-to-exceed \$4,496,000)

LEGAL

17. Approval of Settlement Agreement with the Florida Department of Transportation (FDOT) for Reimbursement of \$72,683.93 for Electrical Services at S.R. 429 and Seidel Road
18. Adoption of Resolution Adopting and Approving Schematic Landscape Designs for State Roads 429, 528, 408 and 417
19. Authorization to suspend Masci General Contractor, Inc. from bidding on or participating in any further Authority projects for one year
20. Approval of Settlement Release with National Interstate Insurance Company for repairs on S.R. 408 caused by collision on westbound S.R. 408
21. Adoption of Resolution for the acquisition of Parcel 285 for the construction of the Wekiva Parkway Project 429-205
22. Approval of Mediated Settlement Agreement with Felipe Villagomez-Arriaga for the acquisition of Parcel 177 for the construction of the Wekiva Parkway Project 429-203 (Settlement Amount: \$61,200)
23. Approval of Mediated Settlement Agreement with James V. Cravey for the acquisition of Parcel 180 for the construction of the Wekiva Parkway Project 429-203 (Settlement Amount: \$170,000)
24. Approval of Mediated Settlement Agreement with Jack V. Cravey and Joyce A. Cravey for the acquisition of Parcel 189 for the construction of the Wekiva Parkway Project 429-203 (Settlement Amount: \$570,100)
25. Approval of Mediated Settlement Agreement with Jack V. Cravey, Joyce A. Cravey and James V. Cravey for the acquisition of Parcel 190 for the construction of the Wekiva Parkway Project 429-203 (Settlement Amount: \$345,000)

26. Approval of Settlement/Purchase Agreement with Henry J. and Kathleen R. Dubel for the acquisition of Parcel 237 for the construction of the Wekiva Parkway Project 429-204 (Settlement Amount: \$454,846.75)
27. Approval of Addendum No. 1 to Utility Relocation Agreement with Duke Energy Florida, Inc. for relocation of Duke Energy's Transmission and Distribution Facilities along Projects 429-201 and 429-202
28. Approval of Settlement with Charles and Marian Revell for the acquisition of Parcels 106/806 for the construction of the Wekiva Parkway Project 429-202 (Settlement Amount: \$160,312)
29. Approval of Settlement with Glen M. Revell for the acquisition of Parcels 107/807 for the construction of the Wekiva Parkway Project 429-202 (Settlement Amount: \$106,016)
30. Approval of Settlement with Reinco, Inc. for the acquisition of Parcel 144 for the construction of the Wekiva Parkway Project 429-202 (Settlement Amount: \$3,000)

Consent Agenda #19 was pulled for discussion, which occurred later in the meeting.

A motion was made by Mr. Boyd and seconded by Mayor Dyer to approve the Consent Agenda with the exception of item #19. The motion carried unanimously with eight (8) members present and voting AYE by voice vote; Mayor Jacobs was not present.

CHAIRMAN'S REPORT

Chairman Cadwell gave an update on the TIFIA loan:

- Laura Kelley and the team went to Washington to sign the closing documents.
- The loan is at a historically low interest rate of 1.23%.
- The loan will move up the construction schedule by 18 months.
- Construction on the first section will start this summer.

Director of Public Affairs and Communication Michelle Maikisch presented a Resolution for adoption in support of the FL DNT TXT+DRIVE COALITION.

A motion was made by Mr. Scheeringa and seconded by Commissioner Hawkins to adopt the Resolution in support of the FL DNT TXT+DRIVE COALITION. The motion carried unanimously with eight (8) members present and voting AYE by voice vote; Mayor Jacobs was not present.

Commissioner Carey suggested that we combine our efforts with local partners to get the message out.

TREASURER'S REPORT

Commissioner Carey reported that toll revenues for February were \$27,534,914 which is 9.2% above projections and 11.6% above prior year. The Authority's total revenues were \$29.7 million for the month.

Total OM&A expenses were \$5.1 million for the month and \$35.1 million year-to-date, which is 14% under budget.

After debt service the total net revenue was \$12.6 million for February and \$100.3 million year-to-date.

STAFF'S REPORT

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

REGULAR AGENDA ITEMS

1. UPDATE ON REGIONAL TRANSPORTATION PROJECTS

- a) FDOT District Five
Frank O'Dea, P.E., Director of Transportation Development, presented an overview of the District 5 Work Program.

- b) Florida's Turnpike Enterprise
Ms. Shannon Estep, MPO Liaison, presented an overview of the Florida's Turnpike Enterprise Work Program.

Commissioner Carey mentioned the poor timing of the SR 417 Widening Project from Aloma Ave. to SR 434 in FY 2016, considering it will be an alternative during the construction of the I-4 Ultimate Project.

- c) Osceola County Expressway Authority
Atlee Mercer, Chairman of the Osceola County Expressway Authority and Chairman of TEAMFL, presented a map of the projects in the Osceola County Expressway Authority 2040 Master Plan and a video made by TEAMFL entitled, "Tolling – A Proven Mobility Option."
- d) Wekiva Parkway
Mary Brooks, QCA, Joint Agency Public Information Officer, made a presentation regarding the Wekiva Parkway Project.

2. ACCEPTANCE OF DHSMV DATA SECURITY REPORT

During the period of December 1, 2015 to December 18, 2014 CFX's Internal Auditor, Protiviti performed a Data Security Assessment of the Department of Highway Safety and Motor Vehicles (DHSMV) data within the CFX environment.

Mr. David Taylor of Protiviti reported that Internal Audit identified zero (0) observations that should be addressed in order to enhance CFX's Driver's License or Motor Vehicle Data Exchange process. The CFX Audit Committee has reviewed and accepted the Report.

A motion was made by Commissioner Carey and seconded by Mr. Madara to accept the DHSMV Data Security Report as presented. The motion carried unanimously with eight (8) members present and voting AYE by voice vote; Mayor Jacobs was not present.

3. UPDATE ON EXECUTIVE DIRECTOR SEARCH

Michael Scheeringa gave an update on the Executive Director Search.

Highlights:

- We are on track with the schedule that was initially laid out.
- We are at the end of the candidate filtering phase.
- As of today, we have six (6) qualified candidates who have affirmed their desire to participate in the process.
- There are 12 – 15 additional qualified candidates that have not yet affirmed their desire to participate in the process.
- April 17 is the deadline for affirmation by all candidates.
- We are abiding by Florida's Government in the Sunshine Laws.

Schedule:

- After April 17 the committee will down-select to 5 or 6 candidates.
- On April 23 and 24 the committee will hold interviews with the 5 or 6 candidates.
- The committee will further down-select to 2 or 3 candidates.
- The Board Members will interview the 2 or 3 candidates in the first week of May.
- A recommendation will be made at the May 14 Board meeting.

(The following item was taken out of agenda order.)

APPROVAL OF CONSENT AGENDA ITEM #19 - AUTHORIZATION TO SUSPEND MASCI GENERAL CONTRACTOR, INC. FROM BIDDING ON OR PARTICIPATING IN ANY FURTHER AUTHORITY PROJECTS FOR ONE YEAR

Director of Construction & Maintenance Ben Dreiling explained the circumstances in this matter. In summary, Masci certified under oath that it had paid Peteco almost \$1.4 million, when in fact it had only paid Peteco roughly \$230,000. Masci's conduct is a material breach of the terms of the Contract for several reasons, including failing to maintain accurate records of payments, subletting work without the Authority's prior approval, and failing to provide documentation supporting a good faith effort to meet the stated M/WBE objective. (See attached Exhibit "B" – CFX Memorandum and supporting documents.)

Staff recommends that the Board suspend Masci General Contractor, Inc. from bidding on or participating in any further Authority projects for one year commencing from the date of Board approval.

Leonel Masci of Masci General Contractor, Inc. provided his comments on this matter. (See attached Exhibit "C" - letter from Leonel A. Masci dated April 3, 2015.)

A motion was made by Commissioner Hawkins and seconded by Commissioner Boyd to approve the staff's recommendation to suspend Masci General Contractor, Inc. from bidding on or participating in any further Authority projects for one year. The motion carried unanimously with eight (8) members present and voting AYE by voice vote; Mayor Jacobs was not present.

Commissioner Carey suggested that staff look at our policy regarding interrelated companies to make sure we have sufficient checks and balances in place.

4. APPROVAL OF ATTORNEYS AND EXPERTS FOR S.R. 528 CORRIDOR ACQUISITION

General Counsel Joseph Passiatore presented three procurement matters for the S.R. 528 corridor acquisition.

a) Cooperative Purchase Agreement with Mateer & Harbert, P.A.

Board approval is requested to execute an agreement with Mateer & Harbert, P.A. in the not-to-exceed amount of \$975,000 for an initial three-year term to provide right-of-way support services including pre-condemnation counseling, pre-order of taking and order of taking services, post order of taking, pretrial and trial services and other related services as needed. The Right-of-Way Committee recommended approval of this agreement on March 25, 2015.

Mr. Passiatore explained that this will be a cooperative purchase (piggyback) agreement based on a contract between Mateer and the Orange County School Board (OCSB) for the same services, which will allow us to take advantage of the favorable rates already negotiated by OCSB. The response to the OCSB request for proposals was originally submitted by Wilson, Garber & Small, P.A. as a joint-ventured response with Swann, Hadley, Stump, Dietrich & Spears. The eminent domain portion of the contract was then transferred from Wilson, Garber to Mateer when Jay Small moved to the latter firm.

Discussion ensued amongst the Board Members, in particular regarding the cooperative purchase (piggyback) agreement and All Aboard Florida timing issues.

A motion was made by Commissioner Carey and seconded by Mr. Ketcham to approve the execution of a cooperative purchase agreement with Mateer & Harbert, P.A. in an amount not-to-exceed \$975,000 for an initial three-year term. The motion failed by a vote of 4 to 4 with Commissioner Carey, Mayor Dyer, Mr. Ketcham and Commissioner Hawkins voting AYE by voice vote and Commissioner Cadwell, Commissioner, Boyd, Mr. Madara and Mr. Scheeringa voting NO by voice vote; Mayor Jacobs was not present.

A motion was made by Commissioner Boyd and seconded by Commissioner Hawkins to instruct staff to issue an RFP immediately for right-of-way support services for the S.R. 528 corridor acquisition, go back through the Right-of-Way Committee and come back to the Board for approval at the June Board Meeting. The motion carried with seven (7) members voting AYE by hand vote and Commissioner Carey voting NO by hand vote; Mayor Jacobs was not present.

b) Addendum No. 1 to Contract No. 001092 with Hanson Real Estate Advisors, Inc.

On January 13, 2015 Contract No. 001092 was executed with Hanson Real Estate Advisors, Inc. to provide appraisal services to the Authority for four parcels associated with the rail corridor to be used by All Aboard Florida south of S.R. 528. The hiring of Hanson was an exempt procurement for the services as allowed by the Procurement Policy.

Staff requests Board approval of Addendum No. 1 to revise the scope of work to include the additional services and increase the amount of the contract by \$125,000 for the preparation of condemnation appraisal reports for those properties. The Right-of-Way Committee approved the increase at its meeting on March 25, 2015.

A motion was made by Commissioner Carey and seconded by Mayor Dyer to approve Addendum No. 1 to Contract No. 001092 with Hanson Real Estate Advisors, Inc. in an amount not-to-exceed \$125,000. The motion carried unanimously with eight (8) members present and voting AYE by voice vote; Mayor Jacobs was not present.

c) Task Order No. 1 for Planning Services for Kelly, Collins & Gentry, Inc. – Contract No. 001099

At the February 2015 meeting, the Board awarded Contract No. 001099 to Kelly, Collins & Gentry, Inc. (KCG) in the not-to-exceed amount of \$300,000 to provide right-of-way support services. Board approval is requested for Task Order No. 1 to that contract in the amount of \$64,726. This Task Order authorizes KCG to provide land planning, engineering support services and wetland support services involving the acquisition of parcels owned by BalBay Realty Ltd., Carlsbad Orlando LLC, Mattamy (Jacksonville) Partnership and B and M Investment LLC. The Right-of-Way Committee recommended approval of Task Order No. 1 on March 25, 2015.

A motion was made by Commissioner Carey and seconded by Mayor Dyer to approve Task Order No. 1 with Kelly, Collins & Gentry, Inc. in the amount of \$64,726. The motion carried unanimously with eight (8) members present and voting AYE by voice vote; Mayor Jacobs was not present.

BOARD MEMBER COMMENT

Mayor Dyer relayed comments from a colleague who had a very good experience with a toll collector at the Airport Toll Plaza upon his arrival to Orlando.

ADJOURNMENT

The Chairman adjourned the meeting at 10:25 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.

Pursuant to the Florida Public Records Law and CFX Records Management Policy, audio tapes of all Board and applicable Committee meetings are maintained and available upon request to the Records Management Liaison Officer at publicrecords@CFXWay.com or 4974 ORL Tower Road, Orlando, FL 32807. Additionally, video tapes of Board meetings commencing July 25, 2012 are available at the CFX website, www.expresswayauthority.com