

## AUDIT COMMITTEE

**A RESOLUTION OF THE  
CENTRAL FLORIDA EXPRESSWAY AUTHORITY  
AMENDING ITS  
AUDIT COMMITTEE CHARTER  
TO ADD CITIZEN REPRESENTATIVE**

WHEREAS, the Central Florida Expressway Authority (CFX) is Central Florida's regional expressway authority duly authorized by state law to maintain and operate an expressway system in Lake, Orange, Osceola and Seminole counties; and

~~WHEREAS, the Central Florida Expressway Authority assumed the governance and control of the Orlando-Orange County Expressway Authority; and~~

WHEREAS, ~~the Authority~~ CFX previously adopted a policy creating the Audit Committee and its Charter; and

WHEREAS, the governing Board wishes to add a citizen representative to the Committee. update the Audit Committee Charter to reflect the transition from the Orlando-Orange County Expressway Authority to the Central Florida Expressway Authority; and

~~WHEREAS, at its workshop on August 14, 2014; the Board directed changes to Audit Committee membership and changes to the method of Committee Chair selection;~~

NOW THEREFORE, BE IT RESOLVED BY THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY, the following amendments are hereby adopted by the governing Board:

~~Section 1. Throughout the Audit Committee Charter, "Orlando-Orange County Expressway Authority" is replaced with "Central Florida Expressway Authority".~~

Section ~~21~~. The ~~first four paragraphs in the~~ section entitled: "Organization" is hereby ~~replaced amended as with the follow~~sing;

The Audit Committee shall be composed of ~~five~~ the following voting members ~~as follows~~:

1. Orange County staff member appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;



4. Osceola County staff member appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
5. Seminole County staff member appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.
6. A citizen representative appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointment shall be for two years commencing January 1, 2016 which term may be renewed. In the event of continued absenteeism, the Chair may recommend to the Board alternate appointments.

Committee member appointments may not be delegated. The Committee members will serve at the pleasure of their respective jurisdictions. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representative shall serve at the pleasure of the CFX Board. Committee members should have financial expertise in governmental-general accounting principles and experience reviewing financial statements and audit reports.

The Audit Committee will be chaired on an annual, rotating basis beginning on the effective date of this amendment, in the following order:

Orange County Representative  
City of Orlando Representative  
Seminole County Representative  
Osceola County Representative  
Citizen Representative  
Lake County Representative

The Audit Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

Section ~~32~~. The revised Charter is adopted in its entirety as Exhibit "A".

Section ~~43~~. This Resolution shall become effective upon adoption.

ADOPTED this ~~11<sup>th</sup>~~ day of ~~September~~October, 201~~5~~.

\_\_\_\_\_  
Welton G. Cadwell  
Chairman

ATTEST: \_\_\_\_\_  
Darleen Mazzillo  
Executive Assistant

Approved as to form and legality:

\_\_\_\_\_  
Joseph L. Passiatore  
General Counsel

## EXHIBIT "A"

# CENTRAL FLORIDA EXPRESSWAY AUTHORITY BOARD AUDIT COMMITTEE CHARTER

~~Adopted October 27, 2004~~

~~Revised and Adopted January 24, 2007~~

~~Revised and Adopted November 19, 2008~~

~~Revised and Adopted July 24, 2009~~

~~Revised and Adopted October 27, 2010~~

~~Revised and Adopted January 23, 2013~~

~~Replaced and Adopted September 11, 2014~~

## PURPOSE

The Audit Committee's primary function is to assist the Authority Board in fulfilling its oversight responsibilities by reviewing the financial information, systems of internal control which Management has established, the audit process, the process for monitoring compliance with laws and regulations and the Code of Ethics. In doing so, it is the responsibility of the Audit Committee to provide an open avenue of communication between the Authority Board, Management, the Internal Auditor, and external auditors. The Audit Committee is provided specific authority to make recommendations to the Chief Financial Officer, the Executive Director and the Authority Board.

## ORGANIZATION

The Audit Committee shall be composed of ~~five~~the following voting members ~~as follows~~:

1. Orange County staff member appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member appointed by the Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
5. Seminole County staff member appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.
- 5-6. A citizen representative appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointment shall be for two years commencing January 1, 2016 which term may be renewed. In the event of continued absenteeism, the Chair may recommend to the Board alternate appointments.

Committee member appointments may not be delegated. The Committee members will serve at the pleasure of their respective jurisdictions. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the



two year term, the citizen representative shall serve at the pleasure of the CFX Board.  
Committee members should have financial expertise in governmental-general accounting principles and experience reviewing financial statements and audit reports.

The Audit Committee will be chaired on an annual, rotating basis beginning on the effective date of this amendment, in the following order:

Orange County Representative  
City of Orlando Representative  
Seminole County Representative  
Osceola County Representative  
Citizen Representative  
Lake County Representative

The Audit Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

The Internal Audit Director and the external auditors shall have direct and independent access to the Audit Committee and individually to members of the Audit Committee. The Committee shall have unrestricted access to employees and relevant information. The Committee may retain independent counsel, accountants or others to assist in the conduct of its responsibilities, subject to the Authority's procurement policy.

## MEETINGS

The Audit Committee shall meet at least quarterly. Meetings may be called by the Authority Board Chairman, the Audit Committee Chair, or any two Committee members. Public notice shall be provided in accordance with State law.

A quorum at any meeting shall require the physical presence of at least four Committee members. A quorum shall be required for the conducting of all official business. The vote of the majority of the members present at a meeting where a quorum exists (with at least four members casting an affirmative vote) shall be necessary for any action taken by the Committee.

~~Whenever possible, the~~ agenda will be prepared by the Internal Audit Director and approved by the Chair and provided in advance to members, along with appropriate briefing materials. In the absence of any objection, the Chair or any Committee member may add or subtract agenda items at a meeting. In the event of objection, a majority vote shall decide.

The Committee meeting minutes and any Committee recommendations shall be submitted to the Authority Board for consideration.

## RESPONSIBILITIES

### Financial Reporting Oversight

1. Review with Management and the external auditors:
  - The annual financial statements and related footnotes;
  - The external auditors' audit of the financial statements and their report;
  - Management's representations and responsibilities for the financial statements;
  - Any significant changes required in the audit plan;

- Information from the external auditors regarding their independence;
  - Any difficulties or disputes with Management encountered during the audit;
  - The organization's accounting principles;
  - All matters required to be communicated to the Committee under generally accepted auditing standards.
2. Review with Management, the Authority's financial performance on a regular basis.

#### Internal Control and Risk Assessment

3. Review with Management the effectiveness of the internal control system, including information technology security and control.
4. Review with Management the effectiveness of the process for assessing significant risks or exposures and the steps Management has taken to monitor and control such risks.
5. Review any significant findings and recommendations of the Internal Auditor and external auditors together with Management's responses, including the timetable for implementation of recommendations to correct any weaknesses.

#### Compliance

6. Review with Management the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.

#### Code of Ethics

7. Review with Management and monitor adequacy, administration, and compliance with the Authority's Code of Ethics.
8. Review the procedures for the anonymous and confidential submission of complaints and concerns regarding matters such as accounting, internal controls, auditing, waste, abuse, fraud, conflicts of interest, or other Code of Ethics violations.

#### Internal Audit

9. Recommend to the Board the appointment or removal of the Internal Audit Director.
10. Review and approve the annual internal audit plan and all major changes to the plan.
11. Review the internal audit budget and submit to the Finance Committee.
12. Review and approve the Internal Audit Department Charter.
13. Review internal audit reports and recommend transmittal and acceptance of the audit for filing with the governing Board which shall be accomplished by separate item on the Consent Agenda at a regularly scheduled meeting.
14. Review annually the performance of the Internal Audit Director.
15. Review annually the effectiveness of the internal audit function.

#### External Audit

16. Appoint an Audit Committee Member to serve on the Selection Committee for all external audit services.
17. Recommend to the Authority Board the external auditors to be appointed and the related compensation.
18. Review and approve the discharge of the external auditors.
19. Review the scope and approach of the annual audit with the external auditors.
20. Approve all non-audit services provided by the external auditors.

#### Other Authority and Responsibilities

21. Conduct other activities as requested by the Authority Board.



22. Conduct or authorize investigations into any matter within the Committee's scope of responsibilities.
23. Address any disagreements between Management and the Internal Auditor or external auditors.
24. Annually evaluate the Committee's and individual member's performance.
25. Review the Committee's formal Charter annually and update as needed.
26. Confirm annually that all responsibilities outlined in this Charter have been carried out.

# FINANCE COMMITTEE



**A RESOLUTION OF THE  
CENTRAL FLORIDA EXPRESSWAY AUTHORITY  
AMENDING ITS  
FINANCE COMMITTEE CHARTER  
TO ADD CITIZEN REPRESENTATIVE**

WHEREAS, the Central Florida Expressway Authority (CFX) is Central Florida's regional expressway authority duly authorized by state law to maintain and operate an expressway system in Lake, Orange, Osceola and Seminole counties; and

~~WHEREAS, the Central Florida Expressway Authority assumed the governance and control of the Orlando-Orange County Expressway Authority; and~~

WHEREAS, ~~the Authority~~ CFX previously adopted a policy creating the Finance Committee and its Charter; and

WHEREAS, the governing Board wishes to add a citizen representative to the Committee. ~~update the Finance Committee Charter to reflect the transition from the Orlando-Orange County Expressway Authority to the Central Florida Expressway Authority; and.~~

~~WHEREAS, at its workshop on August 14, 2014; the Board directed changes to Finance Committee membership and changes to the method of Committee Chair selection;~~

NOW THEREFORE, BE IT RESOLVED BY THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY, the following amendments are hereby adopted by the governing Board.

~~Section 1. Throughout the Finance Committee Charter, "Orlando-Orange County Expressway Authority" is replaced with "Central Florida Expressway Authority".~~

Section ~~21~~. The ~~first three paragraphs in the~~ section entitled: "Organization" is hereby amended as follows ~~replaced with the following~~:

The Finance Committee shall be composed of five the following voting members ~~as follows~~:

1. Orange County staff member appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;

5. Seminole County staff member appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.

6. A citizen representative appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointment shall be for two years commencing January 1, 2016 which term may be renewed. In the event of continued absenteeism, the Chair may recommend to the Board alternate appointments.

5.

Committee member appointments may not be delegated. The Committee members will serve at the pleasure of their respective jurisdictions. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representative shall serve at the pleasure of the CFX Board. Committee members should have financial management expertise in governmental accounting and experience in public finance.

The Finance Committee will be chaired on an annual, rotating basis beginning on the effective date of this amendment, in the following order:

Seminole County Representative  
Osceola County Representative  
Lake County Representative  
Citizen Representative  
Orange County Representative  
City of Orlando Representative

The Finance Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

Section ~~32~~. The revised Charter is adopted in its entirety as Exhibit "A".

Section ~~43~~. This Resolution shall become effective upon adoption.

ADOPTED this ~~11<sup>th</sup>~~ day of ~~September~~October, 201~~5~~.

ATTEST:

Darleen Mazzillo  
Executive Assistant

\_\_\_\_\_  
Welton G. Cadwell  
Chairman

Approved as to form and legality:

\_\_\_\_\_  
Joseph L. Passiatore  
General Counsel



EXHIBIT "A"

**CENTRAL FLORIDA EXPRESSWAY AUTHORITY BOARD  
FINANCE COMMITTEE CHARTER**

**PURPOSE**

The Finance Committee's primary function is to assist the Authority Board in fulfilling its responsibilities by providing financial and budgetary oversight and guidance.

**RESPONSIBILITIES**

The Finance Committee is responsible for conducting reviews and associated recommendations to the Board regarding capital budgeting, debt structure and issuance, liquidity, credit management, financial forecasting and interest rate risk management.

**ORGANIZATION**

The Finance Committee shall be composed of five-the following voting members-as follows:

1. Orange County staff member appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
5. Seminole County staff member appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.
6. A citizen representative appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointment shall be for two years commencing January 1, 2016 which term may be renewed. In the event of continued absenteeism, the Chair may recommend to the Board alternate appointments.

Committee member appointments may not be delegated. The Committee members will serve at the pleasure of their respective jurisdictions. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representative shall serve at the pleasure of the CFX Board.

Committee members should have financial management expertise in governmental accounting and experience in public finance.

The Finance Committee will be chaired on an annual, rotating basis beginning on the effective date of this amendment, in the following order:

Seminole County Representative  
Osceola County Representative  
Lake County Representative  
Citizen Representative  
Orange County Representative  
City of Orlando Representative

The Finance Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

The Central Florida Expressway Authority Chief Financial Officer shall serve as an advisor to the Committee and may retain independent consultants to assist in the conduct of Authority responsibilities, subject to the Authority's procurement policy and budget.

## MEETINGS

The Finance Committee shall meet as required to review financial and budgetary matters and provide guidance to Authority staff and consultants. Meetings may be called by the Executive Director, Chief Financial Officer or the Finance Committee Chair.

A quorum at any meeting shall require the physical presence of at least four Committee members. A quorum shall be required for the conducting of all official business. The vote of the majority of the members present at a meeting where a quorum exists (with at least four members casting an affirmative vote) shall be necessary for any action taken by the Committee.

Public notice shall be provided in accordance with state law.

An agenda will be prepared by the Executive Director and the Chief Financial Officer and provided in advance to members, along with appropriate briefing materials.

Committee recommendations for financial and budgetary actions shall be submitted to the Board for approval. Draft committee meeting minutes and any other Committee actions shall be submitted to the Authority Board for information and/or approval.



# OPERATIONS COMMITTEE

**A RESOLUTION OF THE  
CENTRAL FLORIDA EXPRESSWAY AUTHORITY  
AMENDING ITS  
OPERATIONS COMMITTEE CHARTER  
TO ADD CITIZEN REPRESENTATIVE**

WHEREAS, the Central Florida Expressway Authority (CFX) is Central Florida's regional expressway authority duly authorized by state law to maintain and operate an expressway system in Lake, Orange, Osceola and Seminole counties; and

~~WHEREAS, the Central Florida Expressway Authority assumed the governance and control of the Orlando-Orange County Expressway Authority; and~~

WHEREAS, ~~the Authority~~ CFX previously adopted a policy creating the Operations Committee and its Charter; and

~~WHEREAS, the governing Board wishes to update the Operations Committee Charter to reflect the transition from the Orlando-Orange County Expressway Authority to the Central Florida Expressway Authority; and~~

WHEREAS, ~~the governing Board wishes to add a citizen representative to the Committee at its workshop on August 14, 2014; the Board directed changes to Operations Committee membership and changes to the method of Committee Chair selection;.~~

NOW THEREFORE, BE IT RESOLVED BY THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY, the following amendments are hereby adopted by the governing Board.

~~Section 1. Throughout the Operations Committee Charter, "Orlando-Orange County Expressway Authority" is replaced with "Central Florida Expressway Authority".~~

Section ~~21~~. The section entitled: "Organization" is hereby ~~replaced~~ amended as ~~with the following~~ sing:

The Operations Committee shall be composed of the following five ~~voting members as follows~~:

1. Orange County staff member appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;



3. Lake County staff member appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
5. Seminole County staff member appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies;
6. A citizen representative appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointment shall be for two years commencing January 1, 2016 which term may be renewed.

Committee member appointments may not be delegated. The Committee members will serve at the pleasure of their respective jurisdictions. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representative shall serve at the pleasure of the CFX Board. Committee members should have operations and management experience.

The Operations Committee will be chaired on an annual, rotating basis beginning on the effective date of this amendment, in the following order:

City of Orlando Representative  
Seminole County Representative  
Citizen Representative  
Osceola County Representative  
Lake County Representative  
Orange County Representative

The Operations Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

Section ~~32~~. The revised Charter is adopted in its entirety as Exhibit "A".

Section ~~43~~. This Resolution shall become effective upon adoption.

ADOPTED this ~~11<sup>th</sup>~~ \_\_\_\_\_ day of ~~October~~ September, 201~~5~~.

\_\_\_\_\_  
Welton G. Cadwell  
Chairman

ATTEST: \_\_\_\_\_  
Darleen Mazzillo  
Executive Assistant

Approved as to form and legality:

\_\_\_\_\_  
Joseph L. Passiatore  
General Counsel

## EXHIBIT "A"

# CENTRAL FLORIDA EXPRESSWAY AUTHORITY BOARD OPERATIONS COMMITTEE CHARTER

## PURPOSE

The Operations Committee's primary function is to assist the Authority Board in fulfilling its responsibilities by reviewing operational information, toll collection and violation processing functions, and established agency performance indicators to monitor agency operations. The Operations Committee has the specific responsibility and authority to make recommendations to the Executive Director and the Authority Board regarding operational issues.

## RESPONSIBILITIES

1. Review with Management:
  - Toll revenue collection results;
  - Toll violation reports;
  - Any proposed changes to operational policies;
  - Any proposed change to the Authority Operational Business Rules;
  - Any additions or changes to Authority interoperability agreements with other agencies.
2. Review with management the Authority's annual operational performance as reported by the FTC Transportation Authority Monitoring and Oversight report.
3. Review with management the results of the bi-annual customer service survey.
4. Review with management the performance of the toll collection and back office staffing of consultants.
5. Conduct other operational activities as requested by the Authority Board.

## ORGANIZATION

The Operations Committee shall be composed of ~~five~~ the following voting members ~~as follows~~:

1. Orange County staff member appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;



4. Osceola County staff member appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
5. Seminole County staff member appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.
6. A citizen representative appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. In the event of continued absenteeism, the Chair may recommend to the Board alternate appointments.

Committee member appointments may not be delegated. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representative shall serve at the pleasure of the CFX Board. The Committee members will serve at the pleasure of their respective jurisdictions. Committee members should have operations and management experience.

The Operations Committee will be chaired on an annual, rotating basis beginning on the effective date of this amendment, in the following order:

City of Orlando Representative  
Seminole County Representative  
Citizen Representative  
Osceola County Representative  
Lake County Representative  
Orange County Representative

The Operations Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

## MEETINGS

The Operations Committee shall meet as required to adequately fulfill Committee responsibilities. Meetings may be called by the Executive Director, the Authority Board Chairman, and/or the Operations Committee Chair.

A quorum at any meeting shall require the physical presence of at least four Committee members. A quorum shall be required for the conducting of all official business. The vote of the majority of the members present at a meeting where a quorum exists (with at least four members casting an affirmative vote) shall be necessary for any action taken by the Committee.

Public notice shall be provided in accordance with state law.

An agenda will be prepared by the Executive Director and provided in advance to members, along with appropriate briefing materials.

The draft Committee meeting minutes and Committee recommendations shall be submitted to the Authority Board for information and/or approval as required.

# RIGHT OF WAY COMMITTEE



**A RESOLUTION OF THE CENTRAL FLORIDA  
EXPRESSWAY AUTHORITY AMENDING ITS  
RIGHT OF WAY COMMITTEE CHARTER  
TO ADD CITIZEN REPRESENTATIVE**

WHEREAS, the Central Florida Expressway Authority (CFX) is Central Florida's regional expressway authority duly authorized by state law to maintain and operate an expressway system in Lake, Orange, Osceola and Seminole counties; and

~~WHEREAS, the Central Florida Expressway Authority assumed the governance and control of the Orlando-Orange County Expressway Authority; and~~

WHEREAS, ~~the Authority~~ CFX possesses the power of eminent domain in order to acquire real property to expand and operate the expressway system; and

~~WHEREAS, the Authority previously adopted a policy and associated Charter establishing a Right of Way Committee to make recommendations to the full Board on land acquisition and disposition; and~~

WHEREAS, the governing Board wishes to add a citizen representative to the Committee. ~~update the Right of Way Committee Charter to reflect the transition from the Orlando-Orange County Expressway Authority to the Central Florida Expressway Authority; and~~

~~WHEREAS, at its workshop on August 14, 2014; the Board directed changes to Right of Way Committee membership and changes to the method of Committee Chair selection;~~

NOW THEREFORE, BE IT RESOLVED BY THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY, the following amendments are hereby adopted by the governing Board:

~~Section 1. Throughout the Right of Way Committee Charter, "Orlando-Orange County Expressway Authority" is replaced with "Central Florida Expressway Authority".~~

Section ~~21~~. ~~The first five paragraphs in the~~ section entitled: "Organization" is hereby amended as replaced with the following:

The Right of Way Committee shall be composed of five the following voting members ~~as follows~~:

1. Orange County staff member and a designated substitute to serve in their absence, appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;

2. City of Orlando staff member and a designated substitute to serve in their absence, appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member and a designated substitute to serve in their absence, appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member and a designated substitute to serve in their absence, appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
5. Seminole County staff member and a designated substitute to serve in their absence, appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.
6. A citizen representative appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointment shall be for two years commencing January 1, 2016 which term may be renewed.

Committee member appointments may not be delegated. The Committee members will serve at the pleasure of their respective jurisdictions. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representative shall serve at the pleasure of the CFX Board. Committee members should have experience in Florida eminent domain matters or, possess sufficient experience in property acquisition and disposition.

The Right of Way Committee will be chaired on an annual, rotating basis beginning on the effective date of this amendment, in the following order:

Osceola County Representative  
Lake County Representative  
Orange County Representative  
City of Orlando Representative  
Seminole County Representative  
Citizen Representative

The Right of Way Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

Section 23. The revised Charter is adopted in its entirety as Exhibit "A".

Section 34. This Resolution shall become effective upon adoption.

ADOPTED this 11<sup>th</sup> day of September~~October~~, 2015.

ATTEST: \_\_\_\_\_  
Darleen Mazzillo  
Executive Assistant

\_\_\_\_\_  
Welton G. Cadwell  
Chairman

Approved as to form and legality:

\_\_\_\_\_  
Joseph L. Passiatore  
General Counsel



EXHIBIT "A"

**CENTRAL FLORIDA EXPRESSWAY AUTHORITY BOARD  
RIGHT OF WAY COMMITTEE CHARTER**

**PURPOSE**

The Right of Way Committee's primary function is to assist the Authority Board in fulfilling its responsibilities by providing oversight and control of the property acquisition and disposition process.

The Right of Way Committee shall oversee and assist the Central Florida Expressway Authority right of way activities. Delegation of authority for right of way acquisition activities recognizes the practical need to conduct negotiations for property acquisition, business damage claims and other matters pertinent to real estate transactions in confidence until such time as a settlement is reached.

**RESPONSIBILITIES**

The Right of Way Committee is responsible for conducting reviews and associated recommendations to the Board regarding property acquisition negotiations, proposed settlements, review of condemnation proceedings and mediation, and other matters related to acquisition negotiations and settlements.

**ORGANIZATION**

The Right of Way Committee shall be composed of the following five-voting members ~~as follows~~:

1. Orange County staff member and a designated substitute to serve in their absence, appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member and a designated substitute to serve in their absence, appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member and a designated substitute to serve in their absence, appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member and a designated substitute to serve in their absence, appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
5. Seminole County staff member and a designated substitute to serve in their absence, appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.
6. A citizen representative appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointment shall be for two years commencing January 1, 2016 which term may be renewed. In the event of continued absenteeism, the Chair may recommend to the Board alternate appointments.

Committee member appointments may not be delegated. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representative shall serve at the pleasure of the CFX Board. The Committee members will serve at the pleasure of their respective jurisdictions. Committee members should have experience in Florida eminent domain matters; or possess sufficient experience in property acquisition and disposition.

The Right of Way Committee will be chaired on an annual, rotating basis beginning on the effective date of this amendment, in the following order:

Osceola County Representative  
Lake County Representative  
Orange County Representative  
City of Orlando Representative  
Seminole County Representative  
Citizen Representative

The Right of Way Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

The Central Florida Expressway Authority General Counsel's office and Right of Way Counsel shall serve as advisors to the Committee. The Authority General Counsel's office shall provide support to the Committee and may retain independent consultants to assist in the conduct of Authority responsibilities, subject to the Authority's procurement policy and budget.

## **CONDUCT OF BUSINESS**

The Right of Way Committee shall conduct business in accordance with the Central Florida Expressway Authority Property Acquisition and Disposition Procedures Manual.

## **MEETINGS**

The Right of Way Committee shall meet as required to review negotiations and provide guidance to General Counsel, acquisition staff and consultants. Meetings may be called by the Executive Director, General Counsel or the Right of Way Committee Chair.

A quorum at any meeting shall require the physical presence of at least four Committee members. A quorum shall be required for the conducting of all official business. The vote of the majority of the members present at a meeting where a quorum exists (with at least four members casting an affirmative vote) shall be necessary for any action taken by the Committee.

Public notice shall be provided in accordance with state law.

An agenda will be prepared by General Counsel and provided in advance to members, along with appropriate briefing materials.

Committee recommendations for right of way acquisition and disposition shall be submitted to the Board for approval. Draft Committee meeting minutes and any other Committee recommendations shall be submitted to the Authority Board for information and/or approval.