

AUDIT COMMITTEE

**A RESOLUTION OF THE ORLANDO-ORANGE COUNTY
EXPRESSWAY AUTHORITY AMENDING ITS AUDIT
COMMITTEE CHARTER**

WHEREAS, the Orlando-Orange County Expressway Authority ("OOCEA"), has previously adopted a policy creating the Audit Committee and its Charter; and

WHEREAS, at its meeting on October 23, 2012; the Audit Committee recommended a change in its Charter regarding the Chair of the Committee and the term of the Community member,

NOW, THEREFORE, BE IT RESOLVED BY THE ORLANDO-ORANGE COUNTY EXPRESSWAY AUTHORITY, the following Amendment is hereby adopted by the governing Board of the Orlando-Orange County Expressway Authority.

Section 1. The section in the existing Charter entitled: "Organization" is hereby amended as follows:

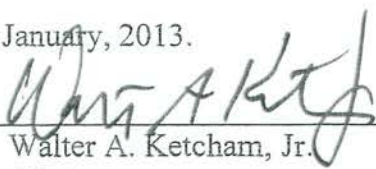
The Audit Committee shall elect a Chair who shall be a member of the Authority Board, for a two-year term, so long as the individual remains an Audit Committee member.

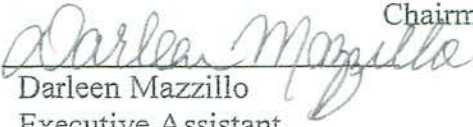
The terms of the appointment for the Board members and representatives from the City and County shall be for three years, renewable for an unlimited number of terms. The community member recommended by the Authority Board Chairman shall serve no more than one three-year term with an option for two one year renewals subject to reappointment by the Chairman, approval by the Board and acceptance by the Community member.

Section 2. The revised Charter is attached in its entirety as Exhibit "A."

Section 3. This amendment shall take effect upon adoption.

ADOPTED this 23rd day of January, 2013.


Walter A. Ketcham, Jr.
Chairman

ATTEST: 
Darleen Mazzillo
Executive Assistant

Approved as to form and legality

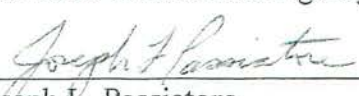

Joseph L. Passiatore
General Counsel

EXHIBIT "A"

ORLANDO-ORANGE COUNTY EXPRESSWAY 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

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 voting members as follows:

- two members of the Authority Board, each of which shall be nominated by an Authority Board member and appointed by majority vote of the Authority Board, which appointment may not be delegated;
- an employee of the City of Orlando appointed by the Mayor of the City of Orlando and approved by a majority vote of the Authority Board;
- an employee of Orange County appointed by the Mayor of Orange County and approved by a majority vote of the Authority Board;
- a member of the community recommended by the Authority Board Chairman and approved by a majority vote of the Authority Board.

The representatives from the City and County should have financial expertise in governmental accounting. However, the member appointed by the Board Chairman shall not be an officer or employee of any local or state level government (excluding educational institutions), must reside in or be employed by a business located within the Greater Orlando Metropolitan Statistical Area, must possess sufficient experience in reviewing financial statements and audit reports and shall be free from any conflicts of interest (i.e. shall not engage in any business with the Authority).

The Audit Committee shall elect a Chair who shall be a member of the Authority Board, for a two-year term, so long as the individual remains an Audit Committee member.

The terms of the appointment for the Board members and representatives from the City and County shall be for three years, renewable for an unlimited number of terms. The

community member recommended by the Authority Board Chairman shall serve no more than one three-year term with an option for two one year renewals subject to reappointment by the Chairman, approval by the Board and acceptance by the Community member.

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.

Whenever possible, the agenda will be prepared 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 Authority 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 ORLANDO-ORANGE
COUNTY EXPRESSWAY AUTHORITY, ADOPTING
A FINANCE COMMITTEE CHARTER**

WHEREAS, the Orlando-Orange County Expressway Authority ("OOCEA") has previously adopted a policy creating the Finance Committee and its Charter; and

WHEREAS, the governing Board of the OOCEA wishes to formalize the status of the Finance Committee by adopting its Charter as a permanent Rule; and

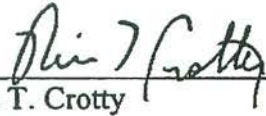
WHEREAS, the governing Board also wishes to clarify the duties, composition and procedures of the Finance Committee.

**NOW, THEREFORE, BE IT RESOLVED BY THE ORLANDO-ORANGE
COUNTY EXPRESSWAY AUTHORITY** as follows:

Section 1. The Finance Committee Charter attached hereto as Exhibit "A" is hereby adopted, ratified and confirmed as a Permanent Rule to be codified in the OOCEA Permanent Rules as Chapter 1-1.1 "Finance Committee Charter."


Section 2. EFFECTIVE DATE. This Rule shall take effect upon adoption by the OOCEA governing Board.

ADOPTED this 27th day of January, 2010.



Richard T. Crotty
Chairman

ATTEST:



Darleen Mazzillo
Executive Assistant

Approved as to form and legality



Joseph L. Passiatore
General Counsel

ORLANDO-ORANGE COUNTY 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 three voting members as follows:

- The Chair and the Secretary/Treasurer of the Authority Board;
- A member of the community recommended by the Authority Board Chairman and approved by a majority vote of the Authority Board. Said individual to be appointed within sixty days of the effective date of this Charter, with the Deputy Executive Director of Engineering, Operations and Maintenance continuing to serve as a member until the appointment is approved by the Board.

The community representative should have financial management expertise in the transportation industry, must reside within the Greater Orlando Metropolitan Statistical Area, must possess experience in public finance and shall be free from any conflicts of interest (i.e. shall not engage in any business with the Authority).

The Finance Committee shall elect a Chair for a one year term. The term of the community representative shall be for one year.

The Orlando-Orange County 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.

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 ORLANDO-ORANGE
COUNTY EXPRESSWAY AUTHORITY, ADOPTING
AN OPERATIONS COMMITTEE CHARTER**

WHEREAS, the Orlando-Orange County Expressway Authority ("OOCEA") has previously created the Operations Committee; and

WHEREAS, the governing Board of the OOCEA wishes to formalize the status of the Operations Committee by adopting its Charter as a permanent Rule; and


WHEREAS, the governing Board also wishes to clarify the duties, composition and procedures of the Operations Committee.

**NOW, THEREFORE, BE IT RESOLVED BY THE ORLANDO-ORANGE
COUNTY EXPRESSWAY AUTHORITY** as follows:

Section 1. The Operations Committee Charter attached hereto as Exhibit "A" is hereby adopted, ratified and confirmed as a Permanent Rule to be codified in the OOCEA Permanent Rules as Chapter 2-3 "Operations Committee Charter."

Section 2. EFFECTIVE DATE. This Rule shall take effect upon adoption by the OOCEA governing Board.

ADOPTED this 27th day of January, 2010.




Richard T. Crotty
Chairman

ATTEST: 

Darleen Mazzillo
Executive Assistant

Approved as to form and legality



Joseph L. Passiatore
General Counsel

ORLANDO-ORANGE COUNTY 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 consultants.
5. Conduct other operational activities as requested by the Authority Board.

ORGANIZATION

The Operations Committee shall be composed of three voting members as follows:

- Two members of the Authority Board, each of which shall be nominated by an Authority Board member and appointed by majority vote of the Authority Board, which appointment may not be delegated;
- A member of the community recommended by the Authority Board Chairman and approved by a majority vote of the Authority Board. Said individual to be appointed within sixty days of the effective date of this Charter, with the Deputy Executive Director of Engineering, Operations and Maintenance continuing to serve as a member until the appointment is approved by the Board.

The community representative should have business operations expertise in transportation related matters, must reside within the Greater Orlando Metropolitan Statistical Area, must possess sufficient experience in business management and shall be free from any conflicts of interest (i.e. shall not engage in any business with the Authority).

The Operations Committee shall elect a Chair for a one year term.

The terms of the appointment for the Board members and the community representative shall be for one year.

EXHIBIT "A"

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.

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 (“CFX”)
ADOPTING A CHARTER ESTABLISHING A
NEWLY CREATED RIGHT OF WAY
COMMITTEE**

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

WHEREAS, there currently exists a policy establishing a Right of Way Committee to make recommendations to the full Board of CFX on land acquisition and disposition; and

WHEREAS, the governing Board of CFX desires to reestablish the composition of the Right of Way Committee and otherwise set the parameters and guidelines for the operation of such Committee.

NOW THEREFORE, BE IT RESOLVED BY THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY as follows:

Section 1. ADOPTION AND REPEAL. The Central Florida Expressway Authority hereby adopts the following as its Charter for the CFX Right of Way Committee. The previous policy adopted pursuant to Resolution 2011-126 on February 23, 2011 is repealed, however, the current Committee and its members shall remain in place until the full membership to the new Committee is duly constituted and appointed.

Section 2. PURPOSE. The Right of Way Committee’s primary function is to assist the CFX governing Board in fulfilling its responsibilities by providing oversight and control of the property acquisition and disposal process. The Right of Way Committee is responsible for conducting reviews and associated recommendations to the Board regarding property acquisition and disposal negotiations, proposed settlements, review of condemnation proceedings and mediation, and other matters related to acquisition, negotiations and settlements.

Section 3. ORGANIZATION. The Right of Way Committee shall be composed of five voting members as follows:

- One member designated by each CFX Board Member representing the four counties and the City of Orlando (Orange County's two Board members shall make one appointment); and
- Said representative shall either be employed by the respective county or city or be a community representative residing in the geographical boundaries of the appointing county or City; and
- All representatives shall have experience in Florida eminent domain matters, possess sufficient experience in property acquisition/disposition and shall be free from any conflicts of interest (i.e. neither representing affected property owners or themselves engaging in any business with the Authority.).

Section 4. INTERNAL RULES. The terms of appointment for the Committee members shall be for one year with appointments made annually each January. The inaugural terms shall run from October 2014 until January 2016.

The Right of Way Committee shall elect a Chairman for each one year term.

Section 5. SUPPORT STAFF. The Right of Way Committee shall conduct business in accordance with the Central Florida Expressway Authority Property Acquisition and Disposition Procedures Manual to the extent said Manual does not conflict with this Charter which shall control in the event of any conflicting language.

The CFX General Counsel's office and outside Right of Way counsel shall serve as advisors to the Committee. The CFX General Counsel's office shall provide support to the Committee. The CFX Right of Way Acquisition Coordinator shall also attend all meetings and provide support to the Committee.

Section 6. MEETINGS. The Right of Way Committee shall meet as required to review negotiations and provide guidance to General Counsel, Right of Way Counsel, acquisition staff and consultants. Meetings may be called by the Executive Director, General Counsel or the Right of Way Committee Chair.

Public notice shall be provided and meetings conducted in accordance with state law. An agenda will be prepared by General Counsel and provided in advance to Committee members, along with appropriate briefing materials.

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

Section 7. CODIFICATION. This Right of Way Committee Charter is hereby adopted, ratified and confirmed as a Permanent Rule to be codified in the CFX Permanent Rules

numbered in discretion of the Executive Assistant and entitled as "CFX Right of Way Committee Charter."

Section 8. EFFECTIVE DATE. This Rule shall take effect upon adoption by the CFX governing Board.

ADOPTED THIS ____ DAY OF _____, 2014.

**CENTRAL FLORIDA
EXPRESSWAY AUTHORITY:**

By: _____
Welton G. Cadwell
CFX Board Chairman

Attest: _____
Darleen Mazzillo
Assistant Secretary

Approved as to form and legality

CFX General Counsel