


## MEMORANDUM

**TO:** Central Florida Expressway Authority Board  
**FROM:**  Joseph L. Passiatore, General Counsel  
**DATE:** April 5, 2016  
**SUBJECT:** Revised Committee Charters

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Attached are the revisions to the Audit, Finance, Operations and Right of Way Committee charters as prepared in accordance with the Board's direction at the March 10, 2016 meeting.

The changes allow each gubernatorial Board appointee to nominate a citizen representative to each of the Committees.

JLP/ml  
Attachment: Revised Charters

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

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

WHEREAS, the governing Board wishes to add a up to three (3) citizen representatives to the Committee, as may be nominated by the Board's gubernatorial appointed members.

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

Section 1. ~~The section entitled: "Organization" is hereby amended as follows:~~

The Operations Committee shall be composed of the following voting members:

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

One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.

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 representatives shall serve at the pleasure of the CFX Board. Committee members should have operations and management experience.

Section 2. Chairman Selection: The Operations Committee will be chaired on an annual, rotating basis beginning September 11, 2014, in the following order:

City of Orlando Representative  
Seminole County Representative  
One of Citizen Representatives  
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 3. Quorum. If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of eight members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of seven members and a quorum shall be four members present. If only one appointment is made the Committee shall consist of six members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.

Section ~~42~~. The revised Charter is adopted in its entirety as Exhibit "A".

Section ~~53~~. This Resolution shall become effective upon adoption.

ADOPTED this \_\_\_\_\_ day of ~~October, 2015~~ April 2016.

\_\_\_\_\_  
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 the following voting members:

1. Orange County staff member or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies;

6. Up to three (3) A citizen representatives appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing January 1, 2016 upon appointment which term may be renewed. One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.

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 representatives 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.

### **CHAIRMAN SELECTION**

The Operations Committee will be chaired on an annual, rotating basis beginning September 11, 2014, in the following order:

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

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

### **QUORUM**

If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of eight members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of seven members and a quorum shall be four members present. If only one appointment is made the Committee shall consist of six members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.

### **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.



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

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

WHEREAS, the governing Board wishes to add a up to three (3) citizen representatives to the Committee, as may be nominated by the Board's gubernatorial appointed members.

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

Section 1. ~~The section entitled: "Organization" is hereby amended as follows:~~

The Audit Committee shall be composed of the following voting members:

1. Orange County staff member or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.
6. Up to three (3) A citizen representatives appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing January 1, 2016 upon appointment which term may be renewed. ~~In the event of continued~~

~~absenteeism, the Chair may recommend to the Board alternate appointments. One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.~~

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 representatives shall serve at the pleasure of the CFX Board. Committee members should have financial expertise in general accounting principles and experience reviewing financial statements and audit reports.

Section 2. Chairman selection. The Audit Committee will be chaired on an annual, rotating basis beginning September 11, 2014, in the following order:

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

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

Section 3. Quorum. If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of eight members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of seven members and a quorum shall be four members present. If only one appointment is made the Committee shall consist of six members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.

Section ~~24~~. The revised Charter is adopted in its entirety as Exhibit "A".

Section ~~35~~. This Resolution shall become effective upon adoption.

ADOPTED this \_\_\_\_\_ day of ~~April 2016~~October, 2015.

\_\_\_\_\_  
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

**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 the following voting members:

1. Orange County staff member or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.
6. Up to three (3) A citizen representatives appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing January 1, 2016 upon appointment which term may be renewed. ~~In the event of continued absenteeism, the Chair may recommend to the Board alternate appointments. One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.~~

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 representatives shall serve at the pleasure of the CFX Board. Committee members should have financial expertise in general accounting principles and experience reviewing financial statements and audit reports.

## **CHAIRMAN SELECTION**

The Audit Committee will be chaired on an annual, rotating basis beginning September 11, 2014, in the following order:

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

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

## **SUPPORT STAFF**

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.

## **QUORUM**

If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of eight members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of seven members and a quorum shall be four members present. If only one appointment is made the Committee shall consist of six members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee. 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.

## **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.

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.

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

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

WHEREAS, the governing Board wishes to add a up to three (3) citizen representatives to the Committee, as may be nominated by the Board's gubernatorial appointed members.

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

Section 1. ~~The section entitled: "Organization" is hereby amended as follows:~~

The Finance Committee shall be composed of the following voting members:

1. Orange County staff member or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.
6. Up to three (3) A citizen representative appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing January 1, 2016 upon appointment which term may be renewed. ~~In the event of continued absenteeism, the Chair may~~



~~recommend to the Board alternate appointments. One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.~~

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 representatives shall serve at the pleasure of the CFX Board. Committee members should have financial management expertise in governmental accounting and experience in public finance.

**Section 2. Chairman Selection.** The Finance Committee will be chaired on an annual, rotating basis beginning September 11, 2014, in the following order:

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

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

**Section 3. Quorum.** ~~If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of eight members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of seven members and a quorum shall be four members present. If only one appointment is made the Committee shall consist of six members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.~~

Section ~~42~~. The revised Charter is adopted in its entirety as Exhibit "A".

Section ~~53~~. This Resolution shall become effective upon adoption.

ADOPTED this \_\_\_\_\_ day of ~~October, 2015~~ April 2016.

\_\_\_\_\_  
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  
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 the following voting members:

1. Orange County staff member or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies;
6. Up to three (3) A citizen representative appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing January 1, 2016 upon appointment 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 representatives shall serve at the pleasure of the CFX Board.

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

### **CHAIRMAN SELECTION**

The Finance Committee will be chaired on an annual, rotating basis beginning September 11, 2014, in the following order:

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

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

### **SUPPORT STAFF**

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.

### **QUORUM**

If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of eight members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of seven members and a quorum shall be four members present. If only one appointment is

made the Committee shall consist of six members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.

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

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

WHEREAS, CFX has created a Right of Way Committee to advise its Board on all real property acquisition and disposition matters to come before its Board;

WHEREAS, the governing Board wishes to add a up to three (3) citizen representatives to the Committee, as may be nominated by the Board's gubernatorial appointed members.

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

Section 1. ~~The section entitled: "Organization," is hereby amended as follows:~~

The Right of Way Committee shall be composed of the following voting members:

1. Orange County staff member or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative 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. Up to three (3) A-citizen representatives appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing ~~January 1, 2016~~ upon appointment -which term may be renewed. One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.

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 representatives 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.

Section 2. Chairman Selection. The Right of Way Committee will be chaired on an annual, rotating basis beginning on September 11, 2014, in the following order:

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

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

Section 3. Quorum. If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of eight members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of seven members and a quorum shall be four members present. If only one appointment is made the Committee shall consist of six members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.

Section ~~24~~. The revised Charter is adopted in its entirety as Exhibit "A".

Section ~~35~~. This Resolution shall become effective upon adoption.

ADOPTED this \_\_\_\_\_ day of ~~October, 2015~~ April 2016.

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 voting members:

1. Orange County staff member or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative 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 or citizen representative 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. Up to three (3) A-citizen representatives appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing January 1, 2016 upon appointment -which term may be renewed. One nomination per

gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.

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 representatives 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.

### **CHAIRMAN SELECTION**

The Right of Way Committee will be chaired on an annual, rotating basis beginning on September 11, 2014, in the following order:

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

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

### **SUPPORT STAFF**

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.

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.

## **QUORUM**

If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of eight members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of seven members and a quorum shall be four members present. If only one appointment is made the Committee shall consist of six members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.

~~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.~~

## **NOMINATIONS FOR CITIZEN REPRESENTATIVES ON CFX COMMITTEES**

### **Audit Committee**

(Tamrin Mahon appointed to Audit Committee 3/10/16)

### **Finance Committee**

Jason Bates – nominee submitted by Jay Madara

### **Operations Committee**

Mark Meyer - nominee submitted by Jay Madara

Rob Panepinto - nominee submitted by Andria Herr

### **Right of Way Committee**

Brendon Dedekind - nominee submitted by Michael Scheeringa

Christopher Murvin – nominee submitted by Jay Madara



**Jason A. Bates**

**Executive Vice President and Chief Investment Officer, Parkway Properties**

**Finance Committee Appointment Request by Jay Madara**



Jason A. Bates is Executive Vice President & Chief Investment Officer for Parkway Properties, an Orlando, Florida based owner and operator of high quality office buildings throughout the Southeast and Southwest US. In his current role, Jason is responsible for handling the Company's acquisition and disposition activities, including sourcing, underwriting and closing the transactions. Jason is also responsible for the firm's development activity. Since joining Parkway, Jason has led over \$4.5bn of real estate transactions.

Mr. Bates joined Parkway Properties in 2011 as Vice President of Investments. Prior to joining Parkway, Jason was Vice President of Finance and Investments for Cogdell Spencer, a publicly traded REIT focused on healthcare property development and acquisition. During his tenure there, Jason was responsible for its capital markets and M&A activity, joint venture structuring and all capital decisions, including its developments efforts, as part of the Investment Committee. Prior to joining Cogdell Spencer, Jason was in the Real Estate Investment Banking group at Banc of America Securities. During his tenure there, Jason successfully completed \$7.0bn of real estate capital markets activity. This included public and private equity offerings, corporate M&A, portfolio sales and corporate debt transactions.

Mr. Bates is a member of the Urban Land Institute. Additionally, Jason has held various designations, including Broker in the state of North Carolina and LEED Green Associate. Jason graduated Magna Cum Laude from Virginia Tech in Blacksburg, Virginia.

**Mark Meyer**

**Director, CNL Real Estate and Development**

**Operations Committee Appointment submitted by  
Jay Madara**



Mark Meyer is Project Director for CNL. Meyer is responsible for providing leadership in the development and investment services platform throughout the US, including the overall process from sourcing real estate opportunities, project management and asset management, including long-range planning, new business development and financial reporting. Meyer previously served in several CNL companies with corporate services, brokerage, tenant representation, project and operations management. Additionally, as a Senior Project Manager for CNL Community Development and CNL Real Estate Services.

Over 29 years practicing real estate development across multiple industry sectors in both public and private workplaces, Meyer began his professional career as a licensed general contractor in the Midwest and is a member of the Urban Land Institute, YMCA Development Board, National Association of Industrial and Office Professionals. He is a visiting lecturer at University of Florida and Valencia Collage on various real estate topics.

Meyer earned a Master's degree from the University of Florida and while attending taught as an adjunct professor, and a bachelor's degree from Western Illinois University in Engineering Technology and Business Administration. He lives in Orlando with his wife and two children.

## **Rob Panepinto**

### **President, Florentine Strategies**

#### **Operations Committee Appointment Request by Andria Herr**

Rob is currently President of Florentine Strategies. Florentine provides board support, strategic consulting, and investment capital for healthcare, social enterprise and technology companies. In that role, Rob is a Strategic Advisor and Advisory Board member to CTW (Clean the World) Global, Florida's first Benefits Corporation. He is also the Executive Chair of Health Hero; a Florida based early stage healthcare technology company as well as a Senior Advisor to Leavitt Partners, a leading healthcare consulting firm founded by former Utah Governor and HHS Secretary, Mike Leavitt.

Previously, Rob was part of the Founding Executive team for Connexions, helping it grow from a small manufacturing and logistics company to a \$200M+ innovative leader in healthcare technology and business processing solutions. Connexions was recapitalized through New Mountain Capital in 2006, and was fully acquired by Optum Health, part of UnitedHealth Group, in 2011.

Rob is passionate about the positive impact businesses and business leaders drive for their communities and is an active "civic entrepreneur" serving on multiple civic and nonprofit boards. He is the incoming Chair for Orlando, Inc for 2016 and serves on the Central Florida Partnership's Sources of Capital task force. He has also served as the Vice Chair for the Central Florida Foundation and founded and currently leads the Foundation's Entrepreneurs in Action program. EIA leverages the expertise of business and entrepreneurial leaders to help non profits and social enterprise explore new revenue generating business models. He is the Immediate Past Chair of the Central Florida Zoo. He is also a Board member at Canvs, a nonprofit shared working space supporting technology startups and for the Rollins Center for Advanced Entrepreneurship. He is also a member of the Young Presidents Organization.

Rob received his undergraduate degree from New York University and has a Masters degree from Fordham University.

Rob has been happily married to his wife, Stacey, for 25 years. Rob and Stacey have two daughters, Ali, 14, and Samantha, 12. They reside in Winter Park.

# BRENDON DEDEKIND

2101 Geronimo Trail, Maitland, FL 32751

Cell: (407) 495-0178 Email [brendon.dedekind@gmail.com](mailto:brendon.dedekind@gmail.com)

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## SKILLS

Adept at Networking, Negotiating and Overall Business Management  
Aptitude for Team Leadership, Multitasking, Project Management and performing well under pressure  
Advanced skills and proficient and comfortable with numerous computer programs and technology  
Fluent in English, German, Afrikaans and Zulu

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## EDUCATION

### The Florida State University ([www.fsu.edu](http://www.fsu.edu))

Bachelor of Science in Electrical Engineering, December 1999  
Cumulative GPA: 3.24, Dean's List 1999, 1996, 1995, ACC Honor Roll 1995, 1996  
Member – ODK (National Leadership Honor Society)

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## WORK EXPERIENCE

### Prologis ([www.prologis.com](http://www.prologis.com))

July 2014 – Present

VP, Market Officer: Responsibilities include overall market leadership, team leadership and management of an existing book of business and market growth.

### Signature Flight Support Corporation ([www.signatureflight.com](http://www.signatureflight.com))

Jun 2010 – June 2014

Director, Real Estate: Responsibilities included the overall ownership of corporate real estate policies, procedures, capital projects, M&A underwriting for real estate assets, lease administration and overall corporate real estate team function across a circa 40M SF airport ground lease portfolio, including 1M SF of terminal buildings, 10M SF of hangar buildings, millions of square feet of ramp and numerous fuel farms.

### Avalon Park Group Management ([www.avalonparkgroup.com](http://www.avalonparkgroup.com))

Mar 2008 – Jun 2010

Vice President of Acquisitions & Leasing: Responsibilities included the business development of venture capital investment opportunities, commercial real estate acquisitions as well as existing portfolio asset management Avalon Park commercial downtown district of numerous asset types including retail, office, medical office and apartments. Key involvement included continued deployment of capital to execute on the remaining entitlements, which included 1,431 multi-family units and more than half a million square feet of mixed use commercial space including retail, medical, office space and live-work units). Notable achievements included managing existing Tenants financial strains through the economic downturn while increasing the commercial occupancy from circa 70% to 90%. Further responsibilities included the management of IT systems and websites of the corporation.

### Lincoln Property Company ([www.lpc.com](http://www.lpc.com))

Jan 2005 – Feb 2008

Leasing Associate, Project Manager & Associate Developer: Team member in the management and implementation of ongoing planning, zoning and analysis of a prospective site/project, including the development of the budget, proforma and presentations to prospective equity partners and lenders. Project Manager on several projects to complete construction documents and management of design team, Owners Representative to the general contractors throughout construction implementing all projects on schedule, in budget and in quality. Additional roles included Landlord leasing associate on several office building assets, effectively marketing, securing prospective Tenants and negotiating business terms to finalize lease agreements in addition to Tenant Representation assignment that were self-sourced. Notable achievements; design of \$100M multi-use 32 story high rise, design and construction of several mid-rise Class A office buildings and successful Landlord management of significant office building portfolio in Orlando, FL.

### Siemens Westinghouse Power Company ([www.powergeneration.siemens.com](http://www.powergeneration.siemens.com))

Jun 2002 – Dec 2004

Area Manager: Business Development responsibility along the Eastern seaboard of the United States. Responsibilities included selling field services, factory repairs and new components for both Gas and Steam Turbines to the assets of large utility corporations. Sales & Marketing Training Program: Fourteen-month program featuring four rotational work assignments in Field Sales, Service Marketing and Strategic Marketing. The program consisted of three, two- week learning workshops at the company headquarters along with productive work under the guidance of experienced Sales or Marketing Representatives.

### Cosentini Information Technology ([www.cosentini.com](http://www.cosentini.com))

Apr 2001 – Jun 2002

Design Engineer: Designed and engineered the low voltage infrastructure in commercial buildings, projects included the Grand Lakes and Ritz Carlton in Orlando, FL. Additionally developed processes and templates to streamline team cooperation and implementation of future projects.

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## **HONORS/AWARDS**

Two time South African Olympian and Olympic Games Finalist – finishing 5<sup>th</sup> and 9<sup>th</sup> overall.  
Ranked as high as #1 in the World in Swimming – 50 Freestyle (Shortest/Fastest Race)  
Captained South African National Swim Squad for 5 years  
All Africa Games - South African Team Captain – approx. 500 athletes (Africa's version of the Olympics)  
Goodwill Games Gold Medalist  
Commonwealth Record Holder and Commonwealth Games Silver Medalist  
10 time South African National Champion and Record Holder  
2 Time NCAA Individual Champion  
21 Time All-American, 10 Time ACC Individual Champion, ACC Rookie of the year  
3 Time ACC Swimmer of the year, holder of numerous ACC and FSU School Records  
Inducted into the Florida State University Athletic Hall of Fame in 2004

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## **PROFESSIONAL/CIVIC/SOCIAL ORGANIZATIONS**

Active: Motivational Speaker, Active Board Member – City of Maitland - Parks, Recreation Advisory Board, Active Board Member - NAIOP.  
Former: Gift of Swimming Board Member, Pilot in Training, Heart of Africa Board Member, Cystic Fibrosis Foundation Volunteer/Fundraiser, Habitat for Humanity Board Member and Volunteer/Fundraiser, Florida State University Student Athlete Advisory Council



**Christopher R. Murvin**

**Senior Vice President Business Affairs and General Counsel, Golf Channel**

**Right of Way Committee Appointment Request by Jay Madara**



Christopher R. Murvin, as Senior Vice President of Business Affairs and General Counsel for Golf Channel, an NBC Sports Group Company, is responsible for managing all of the company's legal affairs, including management of the company's relationships with PGA TOUR, European Tour, LPGA, USGA, PGA of America, the R&A and Augusta National, as well the relationships with the company's international distributors. As a founding stockholder of Golf Channel, Murvin worked on the creation of Golf Channel from its inception in 1991 while in private practice in Birmingham, and relocated to Orlando in 1994 to prepare for its launch in 1995.

Murvin began his career at Price Waterhouse & Co. after graduating with honors from Auburn University in 1974 with a B.S. in Accounting. After attaining his CPA designation and practicing in the audit and tax areas for three years, Murvin enrolled at Cumberland School of Law where he graduated Magna Cum Laude in 1980 and after serving as Editor-in-Chief of the Cumberland Law Review.

While in private practice in Birmingham, Murvin focused on representing clients in the real estate development, cable television, cellular telephone, security monitoring, manufactured housing, resource extraction, computer peripheral, and automotive businesses by providing general corporate, M & A, private and public finance, tax and SEC compliance services.

Murvin is a member of the American Institute and Alabama Society of Certified Public Accountants, Alabama and Florida Bars, United States Tax Court, Florida Bar Association; Tax, Business Law and Intellectual Property Sections.