

CENTRAL FLORIDA EXPRESSWAY AUTHORITY

MINUTES CENTRAL FLORIDA EXPRESSWAY AUTHORITY BOARD MEETING September 8, 2016

Location: Central Florida Expressway Authority
4974 ORL Tower Road
Orlando, FL 32807
Board Room

Board Members Present:

Commissioner Welton G. Cadwell, Lake County (Chairman)
Commissioner S. Scott Boyd, Orange County (Vice Chairman)
Commissioner Brenda Carey, Seminole County (Treasurer)
Commissioner Fred Hawkins, Jr., Osceola County
Andria Herr, Gubernatorial Appointment
Mayor Teresa Jacobs, Orange County
Jay Madara, Gubernatorial Appointment
S. Michael Scheeringa, Gubernatorial Appointment

Board Member Not Present:

Mayor Buddy Dyer, City of Orlando

Non-Voting Advisor Not Present:

Diane Gutierrez-Scaccetti, Florida's Turnpike Enterprise

Staff Present at Dais:

Laura Kelley, Executive Director
Joseph L. Passiatore, General Counsel
Darleen Mazzillo, Executive Assistant/Recording Secretary

A. CALL TO ORDER

The meeting was called to order at 9:07 a.m. by Chairman Welton Cadwell.

B. PUBLIC COMMENT

There was no public comment.

C. APPROVAL OF MINUTES

A motion was made by Commissioner Boyd and seconded by Commissioner Hawkins to approve the August 11, 2016 Board Meeting Minutes as presented. The motion carried with seven (7) members present and voting AYE by voice vote. Mr. Scheeringa and Mayor Dyer were not present.

D. APPROVAL OF CONSENT AGENDA

The Consent Agenda was presented for approval.

CONSTRUCTION

1. Approval of Construction Contract Modifications on the following contracts:

a) Contract No. 429-204	Southland Construction, Inc.	\$1,059,386.88
b) Contract No. 599-738	Air Mechanical & Service Corp.	(\$17,655.36)
c) Contract No. 253F	Lane Construction Corp.	\$48,839.47
d) Contract No. 599-729	United Signs & Signals, Inc.	(\$2,932.62)
2. Authorization to award contract to Traffic Control Devices, Inc. for Systemwide E-PASS Signage Improvements – Contract No. 001203/Project No. 599-624 (Agreement Value: \$351,900)
3. Authorization to advertise for construction bids for Systemwide Logo Panel Replacement & Service Signage – Project No. 599-626/Contract No. 001238

ENGINEERING

4. Approval of Supplemental Agreement No. 7 with URS Corporation Southern for S.R. 408/S.R. 417 Ultimate Interchange Improvements – Project No. 253F/Contract No. 000818 (Agreement Value: \$79,270.88)
5. Approval of Supplemental Agreement No. 1 with Metric Engineering, Inc. for S.R. 408 Eastern Extension PD&E Study – Project No. 408-254/Contract No. 001064 (Agreement Value: Not-to-Exceed \$1,000,000)

INFORMATION TECHNOLOGY (IT)

6. Approval of contract renewal with 4 Corner Resources LLC for Information Technology Services – Contract No. 000895 (Agreement Value: \$450,000)
7. Approval of Purchase Order to Oracle for Software Update Licenses and Support (Purchase Order amount: \$61,103.08)

LEGAL

8. Acceptance of Special Warranty Deed from Emerson Point Phase II and grant of Quitclaim Deed from CFX to City of Apopka as part of Marden Road/SR 414 Interchange Project
9. Approval of Joint Motion for Stipulated Final Judgement for the taking of Parcels 827 and 727 (Joint Motion in the amount of \$29,480, resolving all claims for compensation)

MAINTENANCE

10. Approval of contract renewal with Groundtek of Central Florida, LLC for Landscape Maintenance Services – Contract No. 000965 (Agreement Value: \$1,928,234.82)

OPERATIONS

11. Approval of Maintenance Agreement with Avaya for CFX Voice Messaging and Call Center Telephone Maintenance and Support Service – Contract No. 001226 (Agreement Value: \$94,215.60)
12. Approval of Resolution Adopting and Approving a Fiber Optic Network Connection Policy

A motion was made by Commissioner Boyd and seconded by Mr. Madara to approve the Consent Agenda as presented. The motion carried with seven (7) members present and voting AYE by voice vote. Mr. Scheeringa and Mayor Dyer were not present.

E. REPORTS

1. CHAIRMAN'S REPORT

Chairman Cadwell mentioned that the performance evaluations of the Executive Director and General Counsel are on the dais for the Board members' perusal.

2. TREASURER'S REPORT

Commissioner Carey reported that toll revenues for July, the first month of the new fiscal year, were \$32,585,096 which is 7% above projections and 9% above prior year. CFX's total revenues were \$34.9 million for the month.

Total OM&A expenses were \$2.1 million for the month, which is 6% under budget.

After debt service the total net revenue available for projects was \$18.5 million for July. (Mr. Scheeringa arrived during the Treasurer's Report.)

3. EXECUTIVE DIRECTOR'S REPORT

Executive Director Laura Kelley provided the Executive Director's Report in written form. She elaborated briefly on some of the items in the report.

F. REGULAR AGENDA ITEMS

1. APPROVAL OF THE TWENTY-FIRST SUPPLEMENTAL BOND RESOLUTION AND SUPPORTING DOCUMENTS FOR THE ISSUANCE OF THE 2016B AND 2016C REFUNDING REVENUE BONDS

CFO Lisa Lumbard gave an overview of the Twenty-First Supplemental Bond Resolution:

- Authorizes issuance of Senior Lien Refunding Revenue Bonds, Series 2016B and 2016C
- Authorizes sale of the bonds by negotiated sale and direct placement
- Approves the forms of the primary bond documents
- Refunds portions of CFX Series 2007A, 2010A, 2010B, 2010C and 2013C Series Bonds
- Authorization contingent upon achieving minimum net present value savings to CFX of 6% for the advanced refundings and 3% for the current refundings

Ms. Lumbard presented the financing schedule, which anticipates closing of the 2016B and 2016C Bonds at the end of October/beginning of November 2016.

Ms. Lumbard requested adoption of the Twenty-First Supplemental Bond Resolution authorizing the issuance of the Series 2016B and 2016C Bonds, together with the forms of the Bond Purchase Agreement, Preliminary Official Statement, Continuing Disclosure Agreement, Trustee, Paying Agent and Registrar Agreement and Escrow Deposit Agreement and authorization of the sale of bonds by negotiated sale or direct placement.

A motion was made by Mayor Jacobs and seconded by Commissioner Carey to adopt the Twenty-First Supplemental Bond Resolution as presented by staff. The motion carried with eight (8) members present and voting AYE by voice vote. Mayor Dyer was not present.

2. SATISFACTION OF OUTSTANDING LEASE-PURCHASE AGREEMENT BALANCE

CFO Lisa Lumbard reported that the agency entered into a Lease-Purchase Agreement (LPA) with the Florida Department of Transportation in December 1985. The LPA obligated FDOT to operate and maintain the original plazas and portions of CFX's system, which includes the Conway, Airport Main and Beachline Plazas. The cost incurred by FDOT was treated as long-term debt due to FDOT from CFX after all our bonds were paid off (approximately year 2042). In May 2012 CFX

and FDOT entered into a Wekiva Memorandum of Understanding. In exchange for FDOT building a portion of the Wekiva Parkway, CFX agreed to pay \$20 million annually towards the long term debt, with the last payment being in year 2024. The Wekiva agreement also gave CFX the right to prepay the debt and would no longer be obligated to obtain the consent of FDOT to issue additional funding.

Ms. Lumbard requested authorization to pay off the outstanding balance of CFX's Lease-Purchase Agreement with the Florida Department of Transportation (approximately \$151 million) and to issue the Junior Lien Series 2012A Bonds in compliance with CFX's Master Junior Lien Resolution.

Commissioner Carey and Mr. Madara asked questions, which were answered by Ms. Lumbard and Mr. Joe Stanton of Broad and Cassel.

A motion was made by Commissioner Carey and seconded by Mayor Jacobs for authorization to pay off the outstanding balance of CFX's Lease-Purchase Agreement with the Florida Department of Transportation in the amount of approximately \$151 million and to issue the Junior Lien Series 2012A Bonds in compliance with CFX's Master Junior Lien Resolution. The motion carried with eight (8) members present and voting AYE by voice vote. Mayor Dyer was not present.

3. APPROVAL OF INTERLOCAL AGREEMENT WITH OSCEOLA COUNTY, OSCEOLA COUNTY EXPRESSWAY AUTHORITY AND CFX

Executive Director Laura Kelley requested Board approval of the Interlocal Agreement between CFX, Osceola County and Osceola County Expressway Authority to transfer the lead for the Osceola County Expressway Authority Master Plan development activities to CFX. If approved, CFX will conduct concept and feasibility studies over the next 18 months on the unbuilt Osceola County Expressway Authority Master Plan projects to determine if any are viable and fundable in accordance with CFX policies and procedures.

Commissioner Hawkins commented that approval of this agreement would be a proactive move for future regional transportation.

A motion was made by Mayor Jacobs and seconded by Commissioner Hawkins for approval of the Interlocal Agreement between CFX, Osceola County and Osceola County Expressway Authority. The motion carried with eight (8) members present and voting AYE by voice vote. Mayor Dyer was not present.

4. RECOMMENDATION FOR GENERAL COUNSEL QUARTERLY REPORTS TO BOARD

Board Member Jay Madara stated that the General Counsel annual report received last month is very helpful, but not frequent enough. He proposed that General Counsel provide quarterly reports to the Board members in the future.

A motion was made by Mr. Madara and seconded by Commissioner Carey to direct General Counsel to provide quarterly reports to the Board members. The motion carried with eight (8) members present and voting AYE by voice vote. Mayor Dyer was not present.

5. CFX MULTIMODAL INVESTMENT ASSESSMENT PRESENTATION

Mr. Stephen Reich, with the Center for Urban Transportation Research (CUTR), University of South Florida, gave a status report on the Multimodal Investment Assessment they are conducting for CFX.

Observations, Early Findings:

- Revenue authority model is regionally tailored
- Organizational structure can/should evolve as region's needs evolve
- Recent trend seems to show spinning off economic development roles
- Total multi-modal integration models reserved for densely developed areas with no ability or appetite for additional highway capacity – mature urbanized areas
- Transit demand is high in areas with heavy multi-modal involvement
- Current CFX Work Plan uses much of the financial capacity indicating an on-going need for expressways
- Strong regional sense for CFX to be more engaged in multimodal – wide spectrum of opinion on how best
- Several examples of trading revenue authority sustainability for short-term expediency
 - Sale of asset
 - Mandatory diversion
 - Direct subsidy

The schedule calls for a final report and presentation to the Board in November.

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

6. MAINTENANCE DEPARTMENT PRESENTATION

Director of Maintenance Claude Miller gave an overview of the CFX Maintenance Department.

Mr. Miller's presentation included a listing of the maintenance contracts, introduction of the department team, transportation network, and activities and achievements over the past fiscal year.


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

G. BOARD MEMBER COMMENT

Discussion took place regarding the SR 408 Extension Project.

H. ADJOURNMENT

Chairman Cadwell adjourned the meeting at 9:51 a.m.


Commissioner Welton G. Cadwell
Chairman
Central Florida Expressway Authority


Darleen Mazzillo
Recording Secretary/Executive Assistant
Central Florida Expressway Authority

Minutes approved on Oct. 13, 2016.

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