

CENTRAL FLORIDA EXPRESSWAY AUTHORITY

**MINUTES
CENTRAL FLORIDA EXPRESSWAY AUTHORITY
BOARD MEETING
November 9, 2017**

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

Board Members Present:

Mayor Buddy Dyer, City of Orlando (Chairman)
Commissioner Fred Hawkins, Jr., Osceola County (Vice Chairman)
Jay Madara, Gubernatorial Appointment (Treasurer)
Commissioner Jim Barfield, Brevard County
Andria Herr, Gubernatorial Appointment
Commissioner Sean Parks, Lake County
S. Michael Scheeringa, Gubernatorial Appointment
Commissioner Jennifer Thompson, Orange County

Board Member Participating by Phone

Commissioner Brenda Carey, Seminole County

Board Member Not Present:

Mayor Teresa Jacobs, Orange County

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
Mimi Lamaute, Recording Secretary

A. CALL TO ORDER

The meeting was called to order at 9:00 a.m. by Chairman Buddy Dyer.

B. PUBLIC COMMENT

The following members of the public commented on an interchange on the Wekiva Parkway at CR 435:

1. Mr. Charles Lee
2. Ms. Deborah Gree
3. Mr. Joe Kilsheimer
4. Mr. Nancy Prine
5. Mr. Scott Taylor
6. Ms. Pam Meharg

7. Mr. J.D. Humpherys thanked staff for their collaboration on the Innovation Way Interchange.

Chairman Dyer requested that at the December board meeting staff provide a presentation on the background of the Wekiva Parkway and Protection Act.

C. APPROVAL OF MINUTES

A motion was made by Commissioner Hawkins and seconded by Ms. Herr to approve the October 7, 2017 Board Meeting Minutes as presented. The motion carried unanimously with eight (8) members present voting AYE by voice vote and one (1) member, Commissioner Carey voting AYE telephonically; Mayor Jacobs was not present.

D. APPROVAL OF CONSENT AGENDA

The Consent Agenda was presented for approval.

COMMUNICATIONS AND PUBLIC OUTREACH

1. Approval of Contract Award for Public Information Services to Quest Corporation of America, Inc., Contract No. 001298 (Agreement Value: \$1,305,752.36)

CONSTRUCTION

2. Approval of Contract Renewal No. 2 with Ardaman & Associates, Inc. for Systemwide Materials Testing & Geotechnical Services, Contract No. 000974 (Agreement Value: \$500,000.00)
3. Approval of Contract Renewal No. 2 with Page One Consultants, Inc. for Systemwide Materials Testing & Geotechnical Services, Contract No. 000975 (Agreement Value: \$350,000.00)

4. Approval of Contract Renewal No. 2 with Mehta & Associates, Inc. for Construction Engineering & Inspection Services, Contract No. 000976 (Agreement Value: \$2,000,000.00)
5. Approval of Construction Contract Modifications on the following projects:
 - a. Project 253F The Lane Construction Corp. \$60,957.12
 - b. Project 429-202 Prince Contracting, LLC \$163,717.75
 - c. Project 429-204 Southland Construction, Inc. \$138,430.27

ENGINEERING

6. Approval of Final Ranking and Authorization for Fee Negotiations for Lake/Orange Connector Feasibility/Project Development and Environmental Study, Contract No. 001344
7. Approval of Contract Award for S.R. 528/S.R. 417 Interchange LED Lighting Conversion to United Signs and Signals, Inc., Project No. 599-137A, Contract No. 001304 (Agreement Value: \$4,446,257.63)
8. Approval of Contract Award for S.R. 408 Milling & Resurfacing from S.R. 50 to Ortman Drive to Preferred Materials, Inc., Project No. 408-742A, Contract No. 001355 (Agreement Value: \$8,590,671.59)

LEGAL

9. Approval of Contract Renewal No. 1 with Nabors, Giblin & Nickerson, P.A., for Disclosure Counsel Services, Contract No. 001057 (Agreement Value: \$200,000.00)
10. Authorization to Advertise for Request for Proposals for Right of Way Counsel Services, Contract No. 001363
11. Approval for Offer of Judgment for Parcels 311/811, Wekiva Parkway Project, Project Number 429-206 (Offer of Judgment Amount: \$1,805,000.00)
12. Approval for Offer of Judgment for Parcel 328, Wekiva Parkway Project, Project Number 429-206 (Offer of Judgment Amount of \$618,000.00)
13. Approval of Addendum to Second Agreement for Appraisal Services by Pinel & Carpenter, Inc., for Wekiva Parkway, Project Numbers 429-203, 429-204, 429-205, and 429-206 (Agreement Value: \$100,000.00)
14. Approval of Second Agreement for Engineering Expert Witness Consulting Services by Landon, Moree & Associates, Inc. for Wekiva Parkway Project, Project Numbers 429-203, 429-204, 429-205, and 429-206 (Agreement Value: \$50,000.00)

15. Approval of Addendum to Second Agreement for Appraisal Services by Durrance & Associates, P.A., for Wekiva Parkway Project, Project Numbers 429-203, 429-204, 429-205, and 429-206 (Agreement Value: \$100,000.00)
16. Approval of Second Agreement for Appraisal Review Services by Consortium Appraisal, Inc., for Wekiva Parkway Project, Project Numbers 429-203, 429-204, 429-205, and 429-206 (Agreement Value: \$75,000.00)
17. Approval of Proposed Negotiated Settlement Agreement in the amount of \$192,300.00 with Charles and Kim Chapman and Chapman's Orchids, Inc. for Parcel 219, Wekiva Parkway Project, Project 429-203
18. Approval of Resolution Declaring CFX Property as Surplus Property Available for Sale, S.R. 417, Project 455, Parcel 45-501 (Partial) and Limited Access Rights
19. Approval of Sale of Surplus Parcel to the Boggy Creek Improvement District for Public Road Right of Way Purposes at the Appraised Value of \$115,000.00

MAINTENANCE

20. Approval of Dive-Tech International, Inc. as Subconsultant for the Roadway and Bridge Maintenance Services Contract with Jorgensen Contract Services, LLC, Contract No. 001151
21. Confirmation and Approval of Declaration of Emergency for Surface Depression Repair on S.R. 429 at Independence Mainline Plaza (Agreement Value: \$1,200,000.00)

TOLL OPERATIONS/TECHNOLOGY

22. Approval of Purchase Order to Planet Technologies, Inc. for Microsoft Office 365 Migration Services & Licensing, Project No. 599-533 (Agreement Value: \$87,314.00)
23. Approval of Purchase Order to Dasher Technologies, Inc. for Server Virtualization Project, Project No. 599-533 (Agreement Value Not-to-Exceed: \$305,831.65)
24. Approval of DRMP as Subconsultant for the Toll System Upgrade Project Contract with TransCore, Contract No. 001021

A motion was made by Commissioner Parks and seconded by Commissioner Thompson to approve the Consent Agenda as presented. The motion carried unanimously with eight (8) members present voting AYE by voice vote and one (1) member, Commissioner Carey voting AYE telephonically; Mayor Jacobs was not present.

E. REPORTS

1. CHAIRMAN'S REPORT

- The Chairman reported that as CFX continues to evaluate opportunities to partner with other agencies and municipalities for multi-modal transit in our right of way, CFX's participation in Bike to Work Day was a natural fit.
- It was great to see some familiar CFX faces at Bike to Work Day as part of Central Florida Mobility Week.
- Conversations with Governor Scott continue regarding the purchase of several sections of the regional beltway that are currently owned by the State. Acquiring these pieces of the system would streamline and simplify the driving experience of CFX customers.
- During the Executive Director's report, Ms. Kelley will provide information about partnership opportunities for CFX between CFX's system and other systems.

The Chairman requested that the December meeting start at 9:30 am as opposed to 9:00 a.m. By consensus the Board agreed to start at 9:30 a.m.

2. TREASURER'S REPORT

Mr. Madara reported that toll revenues for September were \$18.5 million which is 45% below projections and a 44% decline versus the prior year with results negatively impacted by Hurricane Irma and the suspension of tolls for approximately 16 days during the month.

Total Operating Expenses were \$4 million and \$11.3 million year-to-date which is 26% under budget.

Our projected year-end senior lien debt service ratio is 2.23 which is right in line with the budgeted ratio.

In terms of the full year net revenue budget, if 1) given July and August favorability; 2) our current trafficking related revenue pacing hold; and 3) expenses are continued to be prudentially managed we are still projected to hit the full year budget despite the Irma impacts.

3. EXECUTIVE DIRECTOR'S REPORT

Laura Kelley announced that a tax reform was revealed last Friday which may impact CFX. She requested to add an item to the Board Agenda. The Board by consensus agreed to consider this item.

APPROVAL OF TWENTY-SECOND SUPPLEMENTAL REVENUE BOND RESOLUTION AUTHORIZING THE ISSUANCE OF REFUNDING REVENUE BONDS, SERIES 2017 IN ONE OR MORE SERIES OR SUBSERIES

CFO Lisa Lumbard is requesting the Board's approval of the Twenty-Second Supplemental Revenue Bond Resolution Authorizing the Issuance of Refunding Revenue Bonds, Series 2017 in one or more Series or Subseries, provided to the Board this morning.

The main points of the Bond Resolution include:

- Authorizes a not-to-exceed amount of \$410,000,000 of Series 2017 Refunding Revenue Bonds.
- Bonds would be used to advance refund all or a portion of the outstanding Series 2007A, 2010A, 2010B and 2010C Bonds.
- The Series 2017 Bonds would only be issued if they satisfy the net present value savings threshold that is in CFX's debt policy.
- The Resolution authorizes the following documents:
 - Bond Purchase Agreement
 - Preliminary Official Statement
 - Continuing Disclosure Agreement
 - Trustee, Paying Agent and Registrar Agreement
 - Escrow Deposit Agreement

The forms of these documents were previously approved by the Board in connection with the issuance of the 2016B Bonds last fall.

- It delegates authority, subject to the parameters of the Resolution, to the Chairman, Vice Chairman, Executive Director, Chief Financial Officer, General Counsel and other officers to review, approve and execute transactional documents and authorize the issuance of the Series 2017 Bonds.
- The Resolution rescinds the authority to issue the Series 2017 Bonds if federal tax legislation is passed by December 1, 2017 with the effect of preserving the ability to advance refund bonds for tax purposes.

A motion was made by Commissioner Barfield and seconded by Mr. Madara to approve the Twenty-Second Supplemental Revenue Bond Resolution Authorizing the Issuance of Refunding Revenue Bonds, Series 2017 in one or more Series or Subseries. The motion carried unanimously with eight (8) members present voting AYE by voice vote and one (1) member, Commissioner Carey voting AYE telephonically; Mayor Jacobs was not present.

EXECUTIVE DIRECTOR'S REPORT CONTINUED

Laura Kelley provided the Executive Director's Report in written form.

In addition, Ms. Kelley discussed the following:

- Wekiva Parkway repairs;
- Sale of KnightPass at UCF bookstores; and
- Commissioner Parks and members of CFX staff attended TeamFL meeting in Jacksonville.

Commissioner Parks commented on his attendance at TeamFL.

Ms. Kelley reported on the results of the CFX Chili Cook-off event and presented category winners with trophies.

F. REGULAR AGENDA ITEMS

1. ACCEPTANCE OF FY 2017 FINANCIAL STATEMENTS

CFO Lisa Lumbard introduced Dan O'Keefe and Joel Knopp of Moore Stephens Lovelace, P.A. They presented the findings of the financial statements ending June 30, 2017. They provided an audit overview and financial highlights and issued an unmodified opinion of the financial statements.

A motion was made by Commissioner Barfield and seconded by Mr. Madara for acceptance of the FY 2017 Audited Financial Statements. The motion carried unanimously with eight (8) members present voting AYE by voice vote and one (1) member, Commissioner Carey voting AYE telephonically; Mayor Jacobs was not present.

2. PARTNERSHIP OPPORTUNITIES

Ms. Kelley presented a new partnership opportunity with E-ZPass Group. The partnership will enable E-ZPass customers to use their transponders on the CFX system.

A motion was made by Ms. Herr and seconded by Mr. Madara for approval of agreements and annual dues allowing CFX to become a member of the E-ZPass Group. The motion carried unanimously with eight (8) members present voting AYE by voice vote and one (1) member, Commissioner Carey voting AYE telephonically; Mayor Jacobs was not present.

3. INNOVATION WAY UPDATE

Director of Construction Ben Dreiling provided the Board with a status update on the S.R. 528/Innovation Way Interchange and thanked CFX's partners.

(This item was for informational purposes. No action was taken.)

G. BOARD MEMBER COMMENT

- Mr. Scheeringa is requesting the following information from CFX management and staff:
 - Report on the Brightline implications;
 - Information on possibly lobbying the legislature for a change in the right of way/ eminent domain law. Could there be a benefit in changing the legislation to control right-of-way acquisition costs? Perhaps a cap on right of way costs.
 - A matrix or snapshot of procurement activity and renewals. Perhaps a score card on how much business CFX has done with local vendors, state vendors and minority vendors.

H. ADJOURNMENT

Chairman Dyer adjourned the meeting at 9:58 a.m.



Buddy Dyer
Chairman
Central Florida Expressway Authority



Mimi Lamaute
Recording Secretary
Central Florida Expressway Authority

Minutes approved on Dec. 14, 2017.

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