

CENTRAL FLORIDA EXPRESSWAY AUTHORITY

MINUTES CENTRAL FLORIDA EXPRESSWAY AUTHORITY Right of Way Committee Meeting January 22, 2020

Location: CFX Headquarters Boardroom
4974 ORL Tower Road
Orlando, Florida 32807

Committee Members Present:

Christopher Murvin, Citizen Representative, Committee Chairman
Neil Newton, Seminole County, Alternative Representative
Laurie Botts, City of Orlando Representative
Bob Babcock, Orange County Alternative Representative
Todd Hudson, Osceola County Representative
Brian Sheahan, Lake County Representative

Committee Members Not Present:

John Denninghoff, Brevard County Representative

CFX Staff Present at Dais:

Will Hawthorne, Director of Engineering
Diego "Woody" Rodriguez, General Counsel
Mala Iley, Recording Secretary

Item 1: CALL TO ORDER

The meeting was called to order at 2:03 p.m. by Chairman Christopher Murvin.

Item 2: PUBLIC COMMENT

There were no public comments.

Item 3: APPROVAL OF MINUTES

A motion was made by Ms. Botts and seconded by Mr. Hudson to approve the November 20, 2019 Right of Way Committee meeting minutes as presented.

Vote: The motion carried unanimously with six (6) members present and voting AYE by voice vote.

Item 4: AAF-CARGO ROAD/NARCOOSSEE DRAINAGE: REINSTATEMENT OF THIRD AMENDMENT TO PURCHASE AND SALE AGREEMENT
PROJECT: 429-205, PARCELS: 802B, 805 and 806, EASEMENT HOLDER: GOAA

CFX General Counsel is requesting the Committee's recommendation for Board's approval for the Reinstatement and Third Amendment to Purchase and Sale Agreement. General Counsel, Woody Rodriguez provided a brief history on the agreement.

Will Hawthorne, Director of Engineering was present to answer any questions the committee may have with the maps. Mr. Hawthorne provided detailed information regarding the easements and parcels on the maps to the Committee.

Mr. Rodriguez advised the Committee of the new terms.

The Original Agreement had a closing date of October 1, 2019. Virgin Train proposed an Alternate Technical Concept to GOAA that, if approved, would eliminate need for the Cargo Road Ramp Property and, as a result, CFX's need for a drainage easement in Easement Parcel 801. The parties have now negotiated new terms as part of a Third Amendment. There will be two separate closings with the first closing to take place by March 1, 2020, and a second closing in which GOAA and City will grant the easement in the "New Easement Parcels" to CFX. The second closing will occur by December 31, 2020, with Virgin Trains agreeing to fund the various transactions.

The requirement to sell the Cargo Road Ramp Property is tentative and would only be triggered if the FAA rejects the proposed alignment. All parties, including GOAA, are recommending the Alternative Technical Concept as the preferred alignment.

Mr. Murvin asked who would be financially responsible for costs. Mr. Rodriguez said Virgin Trains is accountable for this transaction.

Ms. Botts provided the Committee with a brief explanation on land issues between the City and GOAA.

Discussion ensued.

A motion was made by Mr. Hudson and seconded by Mr. Babcock to recommend the approval to the Board of the Reinstatement and Third Amendment to the Purchase and Sale Agreement and contingent upon other conditions as described in the Agreement.

Vote: The motion carried unanimously with six (6) members present and voting AYE by voice vote.

**Item 5: PARTIAL RELEASE AND AMENDMENT OF INDENTURE (AT&T)
PROJECT: 528-1240, LOCATION: ADJACENT TO 528**

CFX General Counsel is requesting the Committee's recommendation for Board's approval of the Partial Release and Amendment of Indenture.

Item 5 and Item 6 are intertwined with Virgin Trains.

AT&T has a two-part request a Partial Release and an Amendment to the Indenture. The original indenture was recorded in 1979 and will not be released until the new one has been constructed. Staff agrees that the removal or relocation of the old lines would cause significant disruption.

This will be an entire relocation for AT&T.

The parties agreed to use the as-built plans to establish the definitive location of the easement. The agreement will also allow AT&T to continue providing services in the existing locations until the new services are finalized. CFX staff and CFX outside consultants will be working closely with AT&T.

AT&T's concern is continuity of service for their customers.

Cost related to these transactions will be assumed by Virgin Trains. CFX will not be receiving any compensation or consideration from the relocation.

Discussion ensued.

A motion was made by Ms. Botts and seconded by Mr. Newton to recommend to the approval of the Partial Release and Amendment of Indenture with AT&T.

Vote: The motion carried unanimously with six (6) members present and voting AYE by voice vote.

**Item 6: AGREEMENT TO AMEND THE INDENTURE (SPRINT)
PROJECT: 528-1240, LOCATION: ADJACENT TO 528**

General Counsel requested the Committee's recommendation for Board's approval of the Agreement to Amend the Indenture. This is also similar to the AT&T agreement.

Mr. Rodriguez advised the Committee there is updated agreement on the dais that was provided to him the day before.

The original indenture was recorded in 1984. Only a portion of Sprint's system is being relocated. By amending the Indenture, CFX gives Sprint a right of entry while locating some portions of the existing system.

Sprint and their contractors will be working closely with CFX staff and CFX outside consultants to verify the location of the lines.

Sprint's primary concern is continuity of service for their customers.

CFX is indemnified in these transactions. Cost related to these transactions will be assumed by Virgin Trains including any liability.

Discussed ensued.

A motion was made by Mr. Babcock and seconded by Mr. Hudson to recommend to the Board approval of the Agreement to Amend the Indenture with Sprint.

Vote: The motion carried unanimously with six (6) members present and voting AYE by voice vote.

**Items 7: APPROVAL OF SETTLEMENT AGREEMENT FOR EXPERT FEES AND COSTS OF JURIS
CORP. AND SUPPLEMENTAL ATTORNEYS' FEES AND COSTS
PROJECT: 429-205, CASE NUMBER: 2013-CA-014398-O, PARCEL: 112 (PART A & B);712
OWNERS: CYNTHIA J. HENDERSON AND ROBERT S. HENDERSON**

General Counsel requested the Committee's recommendation for Board's approval of a Proposed Order on Expert Fees and Costs as to Juris Corporation.

Litigation regarding CFX and Cynthia and Robert Henderson are a result of the Wekiva Parkway project and has been ongoing for some time. The only remaining issue is the resolution of the amount of expert fees to be paid for one expert, Juris Corp., used by owner's counsel, Tom Callan.

General Counsel assumed negotiations, the latest offer presented to CFX was for \$89,000, all-inclusive which consisted of \$47,000 for Juris' invoices and over \$42,000 in supplemental attorney's fees. After further negotiations, parties reached a tentative agreement of \$56,000 inclusive of all supplemental fees and costs. General Counsel who also consulted with former counsel, Linda Brehmer Lanosa, and the amount is determined to be a good settlement to resolve this matter in its entirety.

Discussion ensued.

A motion was made by Mr. Newton and seconded by Mr. Hudson to recommend to the Board approval of the Subordination of Drainage Easement Agreement for Project 429-205.

Vote: The motion carried unanimously with six (6) members present and voting AYE by voice vote.

Item 8: OTHER BUSINESS

Mr. Murvin advised the Committee that next Right of Way Committee Meeting would be Wednesday, February 26, 2020 at 2:00 p.m.

Item 9: ADJOURNMENT

Chairman Murvin adjourned the meeting at approximately 2:43 p.m.

Minutes approved on APRIL 22,2020 .

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