

MIAMI-DADE EXPRESSWAY AUTHORITY (MDX)

BOARD MEETING

TUESDAY, JUNE 24, 2014

4:00 PM

**WILLIAM M. LEHMAN MDX BUILDING
3790 NW 21ST STREET
MIAMI, FLORIDA 33142**

Members Present:

Maurice A. Ferré, Chair
Maritza Gutierrez, Vice Chair
Carlos R. Fernandez-Guzman, Treasurer
Gus Pego, P. E., District VI Secretary
Alfredo L. Gonzalez, Esq.
Jose M. Hevia
Robert W. Holland, Esq. –via phone
Louis V. Martinez, Esq. –via phone
Rick Rodriguez Piña
Shelly Smith Fano
Javier L. Vázquez, Esq.
Luz Weinberg– via phone (not in attendance for election of officers)

Members Absent:

Staff:

Javier Rodriguez, Executive Director
Juan Toledo, P.E., Director of Engineering
Marie Schafer, Chief Financial Officer
Helen Cordero, Manager of Procurement and Contracts Administration
Ivan Del Campo, Chief Information Officer/Manager of ITS
Mario Diaz, Public Information Manager
Maria Luisa Navia Lobo, Board Secretary

Consultants:

Legal: Richard Weiss, WSH
Matthew Pearl, WSH
Transportation: Albert Sosa, HNTB (GEC-A)
Rick Crooks, EAC Consultants (GEC-B)
Tere Garcia, Bermello Ajamil (GEC-A)
Finance: Randy Topel, First Southwest Co.
Tony Villamil, Washington Economics Group

CALL TO ORDER & ROLL CALL

Chair Ferré called the meeting to order. Ms. Navia Lobo called the roll and announced a quorum of the MDX Board was present.

PLEDGE OF ALLEGIANCE

Chair Ferré asked Ms. Gutierrez to lead in the Pledge of Allegiance.

APPROVAL OF AGENDA

Mr. Ferré requested a motion to approve the agenda.

Ms. Gutierrez moved to approve the agenda and Mr. Fernandez-Guzman second the motion. The agenda was unanimously approved.

DECLARATIONS OF VOTING CONFLICTS

Mr. Weiss asked Members if there were any voting conflicts regarding any of the items on the Board Agenda for this meeting. Mr. Vazquez declared a conflict with agenda item IX. B “MDX Procurement/Contract Number RFP-09-01; Transportation Asset Maintenance”.

[a copy of Mr. Vazquez’s declaration of conflict for is attached to these minutes]

CITIZEN COMMENT

No Comments.

APPROVAL OF SUMMARY MINUTES

- Board Meeting of May 27, 2014

Mr. Fernandez-Guzman moved to approve the summary minutes. Mr. Gonzalez seconded the motion. The motion was unanimously approved.

EXECUTIVE DIRECTOR’S REPORT

Mr. Rodriguez reported on the following topics of interest since the last Board Meeting.

- Staff have made presentations and served on panels of various associations; The Florida Engineering Society, the Cuban American Association of civil Engineers, Engineer Contractors Association of South Florida and the League of Cities Transportation Committee.
- Participated at the Greater Miami Chamber of Commerce Goals Conference. along with Secretary Pego, participated in the Critical Issues Transportation panel
- Meeting with Deputy mayor Alina Hudak regarding asset maintenance
- Met with Mia Aviation department regarding the MIC
- Emergency/Hurricane preparedness plan in place for the season.
- Meeting with former State Representative Mike Horner, who was hired by TEAMFL to coordinate legislative agendas of all the transportation toll agencies.
- Meeting with Rene Garcia at MDX. It was agreed to continue having conversations, overall a very good meeting.
- General Counsel Recruitment.
- In response to the request of having all committee meeting on video. This item will be referred to the committee due to the high cost.

GENERAL COUNSEL'S REPORT

No report.

MPO REPRESENTATIVE REPORT

Mr. Ferré reported the meeting was short and the important matters were accelerated and adopted without discussion.

TREASURER'S REPORT

• **Washington Economics Group Presentation**

Mr. Fernandez-Guzman informed members that Mr. Villamil will present the economic impact of MDX on the Community and Ms. Schafer will present the Series 2014A Revenue Bonds.

Ms. Schafer reported year to date \$117 million for the 11 month period through May 2014.

It is anticipated by year-end to be at \$127million. On the expenses, a savings is reflected due to the operational side transition. Coverage ratios overall should come in at a 1.53 -1.55 as projected on the Bond documents and public workshop.

Mr. Villamil presented the Economic impacts of the MDX FY 2015-2019 Five-Year Work Program: Providing Mobility Solutions to the Miami Dade County Community. He summarized the estimated impacts from the MDX FY 2015-2019 Five Year Work program and employment impacts. The increases in economic activity generated by the MDX Five-Year Work Program investments produce significant Fiscal Revenues for Federal State and Local governments.

He further stated the Five-Year Work Program invests approximately \$856 million in a prioritized ranking of Capital Improvement Projects. Over five years, the capital project investments generate in Miami-Dade County:

- 10,426 new jobs in a variety of occupations, mostly high-wage positions
- \$551 million in additional Household Income for Miami-Dade residents
- Total Economic Impact of \$1.5 billion – an important contribution to Miami-Dade County's economic activity

Mr. Fernandez-Guzman encouraged Members using the report as an informational and educational tool to achieve further education of the community if permissible under the contract with Washington Economic Group,

1. The report be submitted to all elected officials at the County and State level as a matter of information on the impact of MDX on the community from an economic perspective
2. Consider using advertisement to communicate to the MDX users in media what the highlights of the work program are. An opportunity to use a fact based study to showcase what MDX is all about.

Ms. Weinberg recommended the report be uploaded to the MDX website. Ms. Gutierrez stated there is an opportunity to present the report to the elected official while briefing them on the MIC.

[The Washington Economics Group report and PowerPoint presentation are filed with the Board Secretary.]

• **Series 2014A Bonds update**

Mr. Topel presented the MDX Revenue Bonds, Series 2014A update. He summarized the three

rating agencies, Moody's, S&P and Fitch affirmations on May 16, 2014. Overall the rating agencies had a very easy time affirming the Authority's credit rating. Mr. Topel highlighted the Authority's Capital Plan – Work Program 2015-2017 total funding costs and funding sources. The historical bond issuances and outstanding revenue and refunding bonds as of June 30, 2014 were thoroughly discussed. Mr. Fernandez-Guzman acknowledged J.W. Howard from Morgan Stanley.

[The First Southwest Co. PowerPoint presentation is filed with the Board Secretary.]

COMMITTEE REPORTS

A) Operations Committee, 6/17/14

B) Budget & Finance Committee, 6/20/14

The Committee reports were waived

CONSENT AGENDA

Travel Approval:

- July 16-18, 2014 Trip to Orlando, Florida by Board Member Weinberg to attend the FBT/TEAMFL Transportation Summit
- Trip to Austin, TX. by Board Members and Executive Director Rodriguez to attend IBTTA Board and Governance Meetings (September 11-13, 2014) and IBTTA 82th Annual Meeting and Exhibition (September 14-17, 2014)

Mr. Rodriguez informed members that there is an IBTTA Summit on all Electronic tolling, managed lanes and interoperability, July 20-22, 2014. Several staff members will be attending. If any members are interested in attending, please contact the Board Secretary.

Ms. Gutierrez moved to approve the Consent Agenda. Ms. Smith Fano seconded the motion. The motion was unanimously approved.

REGULAR AGENDA

A) Approval of Resolution 14-02 Authorizing Transfer and Funds to Miami Intermodal Center

Mr. Weiss read the regular agenda item for the record. The item was endorsed by the Budget & Finance Committee on June 201, 2014. Mr. Weiss recommended removing the third whereas clause which contemplated that the MIC property had already been transferred, since the transfer has been delayed, the resolution will be approved as amended removing the third whereas clause.

Mr. Fernandez-Guzman moved to approve MDX Resolution No. 14-02 as amended. Ms. Gutierrez seconded the motion. The motion was unanimously approved.

B) MDX Procurement/Contract Number RFP-09-01; Transportation Asset Maintenance (\$4,656,091.90 Including MIC Services of \$250,000)

- Approval of a Contract Assignment and Extension for a term not to exceed Nine (9) months through March 31, 2015 and a Contract Amount increase of \$4,656,091.90.

Mr. Weiss read the regular agenda item for the record. The item was endorsed by the Operations

Committee on June 17, 2014. Mr. Rodriguez informed member there was thorough discussion at the Operations Committee and further stated the only party pending the execution of the assignment and extension is MDX pending Board approval.

Mr. Hevia moved to approve the contract assignment and extension for a term not to exceed nine months. Ms. Gutierrez seconded the motion. Mr. Vazquez abstained. The motion was unanimously approved.

Mr. Ferré recommended taking the Discussion item next.

DISCUSSION ITEM

- General Counsel Recruitment

Mr. Rodriguez informed members

Mr. Martinez gave a brief update of the Adhoc committee discussions. He informed members the advertisement for the position has been advertised and of recommended changes in the years of experience requirements from eight-years to five-years. Mr. Vazquez informed members of his concern in regards to the organizational chart where the general counsel falls between the Board and the Executive Director position; perhaps this precludes qualified candidates from applying, because not only will they be reporting to the Executive Director but also be the ethics officer of the Authority. Mr. Vazquez asked members to discuss the repositioning of the position on the chart. Ms. Gutierrez expressed the importance of the in-house counsel to also respond to the needs of the Board. The position has two very distinct bosses, the policy makes and the Executive Director. Ms. Weinberg stated she is in agreement with the way the position is currently. Mr. Fernandez-Guzman clarified that the general counsel position reports to the Executive Director in an administrative level and the Executive Director makes recommendations to the Board. The item was thoroughly discussed and Members agreed to have the position remain as is on the organizational chart.

Mr. Ferre recommended that Mr. Weiss review the bylaws and report back to Mr. Martinez, chair of the Adhoc committee.

INFORMATIONAL ITEMS

- Procurement Report

The Informational item was not addressed.

Mr. Ferré thanked everyone he had the honor of working with for a common cause. He informed Members that the creation of the Strategic Master Plan is soon to be a mid-point. He thanked the Committee chairs and explained the importance of achieving the completion of the plan.

C) Election of Authority Officers

Mr. Weiss gave a brief summary of the election process. He confirmed Members in attendance via phone and moderated the elections. He informed Members that the outcome of the elections will take effect on July 1, 2014.

Chair

Mr. Weiss opened the nominations for the Office of Authority Chair.

Mr. Ferré moved to nominate Ms. Gutierrez for the office of Chair. Mr. Hevia seconded the motion. Ms. Gutierrez accepted the nomination. Mr. Ferré recommended electing Ms. Gutierrez Chair by acclamation. Mr. Holland seconded the motion. Ms. Gutierrez was elected Chair by acclamation.

Vice Chair

Mr. Weiss opened the nominations for the Office of Authority Vice Chair.

Mr. Hevia moved to nominate Mr. Ferré for the office of Vice Chair. Mr. Fernandez-Guzman seconded the motion. Mr. Ferré accepted the nomination.

Mr. Holland moved to nominate Mr. Rodriguez Piña for the office of Authority Vice Chair. Ms. Gutierrez seconded the motion. Mr. Rodriguez Piña accepted the nomination.

Mr. Weiss asked Members to fill out the ballots and submit to Ms. Navia Lobo. Mr. Holland, in attendance via phone voted for Mr. Rodriguez Piña. Mr. Martinez, in attendance via phone voted for Rick Rodriguez Piña.

Ms. Navia Lobo read the ballots for the record as follows:

Votes for Mr. Ferré: Votes for Mr. Rodriguez Piña

- | | |
|---------------------------|-----------------------|
| • Javier Vazquez | • Robert Holland |
| • Gus Pego | • Louis Martinez |
| • Carlos Fernandez-Guzman | • Shelly Smith Fano |
| • Jose Hevia | • Rick Rodriguez Piña |
| • Alfredo Gonzalez | |
| • Maritza Gutierrez | |
| • Maurice Ferré | |

Mr. Ferré was elected Vice Chair of the Authority.

Treasurer

Mr. Weiss opened the nominations for the Office of Authority Treasurer.

Ms. Gutierrez moved to nominate Mr. Fernandez-Guzman to the office of Treasurer. Mr. Martinez seconded the motion. Mr. Fernandez-Guzman accepted the nomination. Mr. Ferré moved to elect Mr. Fernandez-Guzman by acclamation. Mr. Hevia seconded the motion. Mr. Fernandez Guzman was elected Treasurer by acclamation.

Secretary

Mr. Ferré nominated Ms. Navia Lobo as Secretary. Ms. Gutierrez seconded the nomination. Ms. Navia Lobo was re-elected Secretary by acclamation.

Assistant Secretary

Ms. Smith Fano nominated Ms. Figueroa as Assistant Secretary. Mr. Hevia seconded the nomination. Ms. Figueroa was re-elected Assistant Secretary by acclamation.

ANNOUNCEMENTS:

Mr. Rodriguez informed member that the date of the next Board meeting will probably be in August due to the summer vacations and early August opening of schools. There will be no meetings in July and Members will be polled to establish quorum for the August meeting.

- Board of Directors Meeting, August TBD, William M. Lehman MDX Building, Board Room

ADJOURNMENT

Mr. Ferré adjourned the meeting.

Summary Minutes prepared by Maria Luisa Navia Lobo, Board Secretary

FORM 8B MEMORANDUM OF VOTING CONFLICT FOR COUNTY, MUNICIPAL, AND OTHER LOCAL PUBLIC OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME <i>Vasquez, Javier</i>	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE <i>MDX</i>
MAILING ADDRESS <i>1450 Brickell Ave.</i>	THE BOARD, COUNCIL, COMMISSION, AUTHORITY OR COMMITTEE ON WHICH I SERVE IS A UNIT OF: <input type="checkbox"/> CITY <input type="checkbox"/> COUNTY <input checked="" type="checkbox"/> OTHER LOCAL AGENCY
CITY COUNTY <i>Miami M-Dade</i>	NAME OF POLITICAL SUBDIVISION: <i>St. of Fla.</i>
DATE ON WHICH VOTE OCCURRED <i>6/24/14</i>	MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTIVE

WHO MUST FILE FORM 8B

This form is for use by any person serving at the county, city, or other local level of government on an appointed or elected board, council, commission, authority, or committee. It applies equally to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing the reverse side and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

A person holding elective or appointive county, municipal, or other local public office **MUST ABSTAIN** from voting on a measure which inures to his or her special private gain or loss. Each elected or appointed local officer also is prohibited from knowingly voting on a measure which inures to the special gain or loss of a principal (other than a government agency) by whom he or she is retained (including the parent organization or subsidiary of a corporate principal by which he or she is retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. Commissioners of community redevelopment agencies under Sec. 163.356 or 163.357, F.S., and officers of independent special tax districts elected on a one-acre, one-vote basis are not prohibited from voting in that capacity.

For purposes of this law, a "relative" includes only the officer's father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with the officer as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

* * * * *

ELECTED OFFICERS:

In addition to abstaining from voting in the situations described above, you must disclose the conflict:

PRIOR TO THE VOTE BEING TAKEN by publicly stating to the assembly the nature of your interest in the measure on which you are abstaining from voting; *and*

WITHIN 15 DAYS AFTER THE VOTE OCCURS by completing and filing this form with the person responsible for recording the minutes of the meeting, who should incorporate the form in the minutes.

* * * * *

APPOINTED OFFICERS:

Although you must abstain from voting in the situations described above, you otherwise may participate in these matters. However, you must disclose the nature of the conflict before making any attempt to influence the decision, whether orally or in writing and whether made by you or at your direction.

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

- You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the minutes of the meeting, who will incorporate the form in the minutes. (Continued on other side)

APPOINTED OFFICERS (continued)

- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION AT THE MEETING:

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF LOCAL OFFICER'S INTEREST

I, Javier Vargues, hereby disclose that on June 24, 2014:

(a) A measure came or will come before my agency which (check one)


- inured to my special private gain or loss;
- inured to the special gain or loss of my business associate, _____;
- inured to the special gain or loss of my relative, _____;
- inured to the special gain or loss of my firm, by whom I am retained; or
- inured to the special gain or loss of _____, which is the parent organization or subsidiary of a principal which has retained me.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

Item 9(b)

6/24/14

Date Filed



Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000.