



## SUPPLEMENTAL AGREEMENT NO. 3 TO PROFESSIONAL SERVICES AGREEMENT

MDX PROCUREMENT/CONTRACT NO.: RFP-15-05

MDX WORK PROGRAM NO.: N/A

MDX PROJECT/SERVICE TITLE: INVESTMENT ADVISORY SERVICES

THIS SUPPLEMENTAL AGREEMENT NO. 3 TO PROFESSIONAL SERVICES AGREEMENT (as "SA #3") is made and entered into this 26<sup>th</sup> day of October January 2021 (the "Effective Date"), by and between the **Greater Miami Expressway Agency** ("GME"), a body politic and corporate, a public instrumentality and an agency of the State of Florida, existing under Florida Statutes Chapter 348, Part I, as amended, acting by and through its Governing Board, and **Hilltop Securities Asset Management, LLC**, (the "Consultant"), a Delaware corporation located at **717 N. Harwood Street, Suite 3400, Dallas, Texas 75201** and duly authorized to conduct business in the State of Florida, Federal I.D. No. **75-2397709** (collectively, referred to herein as the "Parties" to this SA #3).

### WITNESSETH

WHEREAS, MDX competitively procured for all Services necessary to provide **Investment Advisory Services** (the "Services"), and subsequently on **October 27, 2015** entered into Professional Services Agreement MDX Procurement/Contract No. **RFP-15-05** with First Southwest Asset Management, LLC to perform the Services (the "Agreement" or "Contract"); and

WHEREAS, effective **December 21, 2018** the corporate name "First Southwest Asset Management, LLC" changed its corporate name to Hilltop Securities Asset Management, LLC, a Delaware limited liability partnership and that continues to be duly authorized to transact business in the State of Florida; and

WHEREAS, the term of the Agreement is for five (5) years with an option to renew for up to two (2) years; and

WHEREAS, on **June 1, 2021**, the Parties entered into *Supplemental Agreement No. 1* to exercise the extension period allowed for in the Agreement to extend the Agreement until **May 31, 2023**; and

WHEREAS, on **March 21, 2023**, the Parties entered into *Supplemental Agreement No. 2* to extend the contract for one (1) year until May 31, 2024 or through re-procurement of a new contract whichever occurred first; and

WHEREAS, during the 2023 Regular Legislative Session, the Florida Legislature clarified the legal status, ownership, and control of the roads that constitute the expressway system in Miami-Dade County and portions of northeast Monroe County. (348.03031(1), Fla. Stat); and



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**WHEREAS**, the Legislature clarified the authority of the Greater Miami Expressway Agency (GMX) and dissolved the Miami-Dade Expressway Authority (MDX) (*Chapter 2019-169, Laws of Florida; 348.03031(4), Fla. Stat., and 2019-169, Laws of Florida*).

**NOW THEREFORE**, in accordance with Section 8.3 *Approval Authority of Agreements and Supplemental Agreements* of the Procurement Policy; incorporated herein and in consideration of the mutual promises and covenants contained herein, and for such other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties do hereby agree as follows:

1. The foregoing recitations are true and correct and are incorporated herein by reference.
2. All references to "Miami Dade County Expressway Authority and/or MDX" are hereby dissolved and replaced with ***Greater Miami Expressway Agency*** and/or ***GMX***.
3. The MDX Procurement/Contract No. RFP-15-05 is hereby replaced with ***GMX Procurement/Contract No. RFP-15-05***.
4. The MDX Project/Service Title Investment Advisory Services is hereby replaced with the ***GMX Project/Service Title Investment Advisory Services***.
5. The defined terms used herein, unless otherwise defined in this SA #3, shall have the meanings ascribed to them in the Contract Documents.
6. Except as expressly provided herein, all of the terms, conditions, covenants, agreements and understandings contained in the Contract Documents shall remain unchanged and in full force and effect, and the same are hereby expressly ratified and confirmed by the Parties.
7. This SA #3 shall not alter or change in any manner the force and effect of the Contract except insofar as the same is altered and amended by this SA #3. Wherever the terms of this SA #3 and the terms of the Contract Documents are in conflict, the terms of this SA #3 shall govern and control.
8. The Parties hereby agree the consideration expressed in this SA #3, that the monetary sum(s) agreed to herein constitute a full and complete settlement of all the matters relating to and set forth herein, including, but not limited to, all direct costs for equipment, manpower and materials, as well as indirect costs, expenses and profit (inclusive of overhead of any kind) and delay damages relating to the issues set forth in this SA #3. The settlement outlined herein, is limited to and applies only to any claims arising out of or on account of the matters described and set forth in this SA #3 which constitutes the totality of SA #3.

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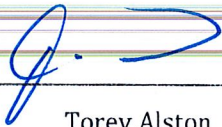
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IN WITNESS WHEREOF, the Parties have caused this SA #3 to be executed by their respective and duly authorized officers as of the Effective Date defined herein.

GREATER MIAMI EXPRESSWAY AGENCY

HILLTOP SECURITIES ASSET MANAGEMENT, LLC.

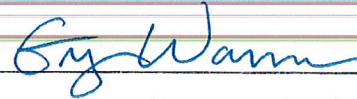
By: \_\_\_\_\_



1/26/24

Torey Alston  
Interim Executive Director

By: \_\_\_\_\_



Signature of Authorized Officer

Greg Warner

Print Name of Authorized Officer

Managing Director

Title of Authorized Officer