MIAMI-DADE EXPRESSWAY AUTHORITY (MDX)

BOARD OF DIRECTORS MEETING

TUESDAY, AUGUST 25 2015 4:00 PM

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

SUMMARY MINUTES

Members Present

Members Absent

Louis V. Martinez, Esq., Chair Shelly Smith Fano, Vice Chair Rick Rodriguez Piña, Treasurer Gus Pego, P. E., District VI Secretary Jose "Pepe" Cancio Maurice A. Ferré Alfredo L. Gonzalez, Esq. – via phone Maritza Gutierrez Robert W. Holland, Esq. Arthur J. Meyer Javier L. Vázquez, Esq. Cliff Walters Luz Weinberg

<u>Staff</u>

Juan Toledo, P.E., Director of Engineering (Designee, Executive Director) Carlos Zaldivar, General Counsel Marie Schafer, Chief Financial Officer Steve Andriuk, Director of toll Operations Helen Cordero, Manager of Procurement and Contracts Administration Mario Diaz, Public Information Manager Francine Steelman, Associate General Counsel Maria Luisa Navia Lobo, Board Secretary

Consultants

Finance:	Randy Topel, First Southwest Co.
Transportation:	Albert Sosa, HNTB (GEC-A) Rick Crooks, EAC Consultants (GEC-B)

CALL TO ORDER & ROLL CALL

Chair Martinez called the meeting to order. Ms. Navia Lobo called the roll and announced a quorum of the MDX Board was present. The Executive Director, Javier Rodriguez designated Juan Toledo. P.E. to serve as interim Executive Director for this meeting.

PLEDGE OF ALLEGIANCE

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

APPROVAL OF AGENDA

The agenda was unanimously approved as presented.

DECLARATIONS OF VOTING CONFLICTS

Mr. Zaldivar asked Members if there were any voting conflicts regarding the items on the Board Agenda. Mr. Walters declared a conflict with agenda item IX. A - MDX Procurement/Contract Number RFQ-15-07; MDX Work Program No. 83629.051; Construction Engineering and Inspection (CE&I) Services for SR 836 Interchange Modifications at 87th Avenue.

[a copy of the completed Form 8B is attached to this Summary of Minutes]

CITIZEN COMMENT

No comments

APPROVAL OF SUMMARY MINUTES

• Board Meeting of June 30, 2015

Mr. Ferré moved to approve the Summary Minutes. Ms. Gutierrez seconded the motion. The motion was unanimously approved.

EXECUTIVE DIRECTOR'S REPORT

No report

GENERAL COUNSEL'S REPORT

Mr. Zaldivar reported on the following:

- ETCC trial begins on September 8, 2015
- MCM Bid Protest litigation.

MPO REPRESENTATIVE REPORT

Mr. Ferré reported that there was no MPO meeting since the last MDX Board Meeting. Two ongoing items are the selection of a new MPO Executive Director and the bus rapid transit (BRT) study of four corridors.

TREASURER'S REPORT – Deferred to September 2015

The report was deferred to September 29th meeting

COMMITTEE REPORTS

• Operations Committee Meeting, 8/18/15 The Committee reports were waived.

CONSENT AGENDA

- A) Travel Approval and Ratification:
- August 18, 2015 trip to Orlando, Florida by Executive Director Rodriguez to participate in a panel discussion for HNTB's "THINK Infrastructure Forum"
- September 21, 2015, trip to Orlando, Florida by Executive Director Rodriguez to attend the Florida Transportation Commission Tolling Workshop.
- October 18-20, 2015, trip to Cleveland, Ohio by MDX Board Member Weinberg and Executive Director Rodriguez to attend the IBTTA New Media, Communications & Human Resources Workshop.
- B) September 24–25, 2015 The P3 Pipeline: A Forum for the Private Sector attendance by Board Member Walters

The Consent agenda was unanimously approved.

REGULAR AGENDA

- A) MDX Procurement/Contract Number RFQ-15-07; MDX Work Program No. 83629.051; Construction Engineering and Inspection (CE&I) Services for SR 836 Interchange Modifications at 87th Avenue
- Approval of the Technical Evaluation Committee's (TEC) recommendation to select the number one ranked Proposer <u>A2 Group Inc.</u> and authorize staff to negotiate and enter into a contract for a not-to-exceed amount of \$5,789,541.00.

Mr. Zaldivar read the agenda item into the record. Mr. Toledo informed Members that the item was thoroughly discussed at the Operations Committee and endorsed at its meeting of August 18, 2015. Ms. Gutierrez moved to approve the TEC recommendation to select the number one ranked proposed A2 Group, Inc. and authorize Staff to negotiate and enter into a contract. Mr. Rodriguez Piña seconded the motion. The motion was unanimously approved.

B) MDX Procurement/Contract Number RFQ-15-05; MDX Work Program No. 83628.069; Materials Engineering and Testing Services for SR 836 Operational, Capacity and Interchange Improvements Project • Approval of Technical Evaluation Committee's recommendation to select the number one ranked Proposer Amec Foster Wheeler Environment & Infrastructure, Inc. and direct Staff to negotiate unit prices and enter into a contract for a not-to-exceed contract amount of \$747,880

Mr. Zaldivar read the agenda item into the record. Mr. Toledo informed Members that the item was thoroughly discussed at the Operations Committee and endorsed at its meeting of August 18, 2015.

Ms. Smith Fano moved to approve the TEC recommendation to select the number one ranked proposer Amec Foster Wheeler Environment & Infrastructure, Inc. and authorize Staff to negotiate and enter into a contract. Ms. Gutierrez seconded the motion. The motion was unanimously approved.

- C) MDX Procurement/Contract Number MDX-14-04; Toll Collection System: Call Center, Back Office and Collection Services Contract with Credit Protection Association, Inc.
- Approval of Contract Renewal for three (3) years with an estimated cost for services of not-to-exceed \$27,129,739

Mr. Zaldivar read the agenda item into the record. The Operations Committee endorsed the item at its meeting of August 18, 2015. Ms. Gutierrez moved to approve the contract renewal with Credit Protection Association, Inc. Mr. Meyer seconded the motion. The motion was unanimously approved.

- D) Joint Participation Agreement with FDOT for the Dolphin Park and Ride/Transit Terminal Facility Project (\$800,000)
- Approval of Supplemental Joint Partition Agreement Number One between FDOT and MDX for the funding by FDOT of Design and Project Development Services for the Dolphin Park and Ride/Transit Terminal Facility Project

Mr. Zaldivar read the agenda item into the record. The Operations Committee endorsed the item at its meeting of August 18, 2015. Mr. Toledo informed Members that FDOT and MDX have previously entered into this Joint Participation Agreement by which FDOT fully funded the \$300,000 conceptual planning and environmental study necessary for the Facility. The JPA is hereby amended to fully fund the Design and Project Development Services for the Facility for an additional \$800,000. It is also anticipated that, at a later date, MDX will enter into a construction phase agreement with FDOT and the County in which FDOT and the County will fund 100% of the construction costs. It's anticipated that the Facility will be substantially completed two years ahead of schedule.

Ms. Smith Fano moved to approve Supplemental Joint Participation Agreement No. 1 between FDOT and MDX for FDOT to provide \$800,000 to MDX for the Design and Project Development Phase of the Dolphin Park and Ride/Transit Terminal Facility Project. Ms. Gutierrez seconded the motion. The motion was unanimously approved.

E) Project Specific Agreement with FDOT for the Joint Procurement, CE&I and Design-Build Services for the SR 836, I-395 and Midtown Interchange Improvement Project (\$23,400,000) • Approval of the Project Specific Agreement (PSA) between FDOT and MDX for the SR 836, I-395 and Midtown Interchange Improvement Project

Mr. Zaldivar read the agenda item into the record. The Operations Committee endorsed the item at its meeting of August 18, 2015. Mr. Toledo informed Members the Project Specific Agreement (PSA) with FDOT is for the joint procurement, CE&I, and design build services for the SR 836, I-395 Interchange Improvements project. As part of the agreement, MDX agrees to provide funding to FDOT to provide for MDX's share of the project's CE&I and other costs that will be borne by FDOT.

Ms. Gutierrez moved to approve the Project Specific Agreement (PSA) between FDOT and MDX for the SR 836, I-395 and Midtown Interchange Improvement Project. Ms. Weinberg seconded the motion. The motion was unanimously approved.

Mr. Toledo informed Members there will be a special project presentation at the next Board Meeting.

INFORMATIONAL ITEMS

- A) Procurement Report
- B) Communications Report

Mr. Diaz entertained questions from Ms. Smith Fano.

Mr. Vazquez asked Mr. Diaz how many registration numbers are in the Dividends program. Mr. Diaz informed Members that to-date there have been approximately 52,000 transponders registered in the program. A full presentation will be presented at the next Board meeting in September.

Mr. Diaz informed Member that PR News Magazine selected MDX as one of the finalist for a Community Outreach Efforts award.

CHAIR'S COMMENTS

Mr. Martinez stated he was honored to be selected as the Board's Chair. He hopes to fulfill the promises made by the Authority to keep the dollars in Miami-Dade County. In the next five years more than, 10,000 jobs will be created in Miami-Dade County. By the end of the year five major projects will have been procured and/or are ongoing. He recognized Ms. Gutierrez for the creation of the Think Big Committee. Meetings with elected official are on-going in an effort to partner and work with Miami-Dade County.

Mr. Martinez congratulated Mr. Ferré on his 60th wedding anniversary.

ANNOUNCEMENTS

• Board Meeting, 9/29/15 at 4:00 p.m., William M. Lehman MDX Building

ADJOURNMENT

Chair Martinez 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	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE		
4000 TOWERSIDE TERRACE #2011	THE BOARD, COUNCIL, COMMISSION, AUTHORITY OR COMMITTEE ON WHICH I SERVE IS A UNIT OF:		
CITY COUNTY	NAME OF POLITICAL SUBDIVISION:		
DATE ON WHICH VOTE OCCURRED AUGUST 25, 2015			

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 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. Cliff WALTERS, hereby disclose that on AUGUST 25	, 20 <u>/5</u> :	
(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,		
<u>V</u> inured to the special gain or loss of <u>A</u> Сомруму	, 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 # IXA, I have a professional Relationship with OWE of The Compa INVOLVED IN This sullish tion	quies	
AUGUST 25, 2015 Date Filed		

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.