

MIAMI-DADE EXPRESSWAY AUTHORITY (MDX)

**BOARD MEETING
TUESDAY, MARCH 24, 2015
4:00 PM**

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

SUMMARY MINUTES

Members Present:

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

Members Absent:

Staff:

Javier Rodriguez, Executive Director
Carlos Zaldivar, General Counsel
Marie Schafer, Chief Financial Officer
Steve Andriuk, Director of toll Operations
Juan Toledo, P.E., Director of Engineering
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)
Tere Garcia, Bermello Ajamil (GEC-A)

CALL TO ORDER & ROLL CALL

Chair Gutierrez 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 Gutierrez asked Secretary Pego to lead in the Pledge of Allegiance.

APPROVAL OF AGENDA

Chair Gutierrez requested a motion to approve the agenda. Mr. Martinez moved to accept the agenda as presented and Mr. Gonzalez seconded the motion. The agenda was unanimously approved.

DECLARATIONS OF VOTING CONFLICTS

Mr. Zaldivar asked Members if there were any voting conflicts regarding the items on the Board Agenda. No conflicts were declared.

Ms. Gutierrez welcomed the newly appointed members and asked them to introduce themselves.

CITIZEN COMMENT

There were no comments

APPROVAL OF SUMMARY MINUTES

Board Meeting of February 24, 2015

Mr. Martinez moved to approve the Summary Minutes for the February 24, 2015 meeting. Mr. Gonzalez seconded the motion. The motion was unanimously approved.

EXECUTIVE DIRECTOR'S REPORT

Mr. Rodriguez welcomed newly appointed Boards members Jose "Pepe" Cancio and Cliff B. Walters appointed by the Governor and Arthur J. Meyer appointed by the Board of County Commissioners. Mr. Rodriguez recognized and thanked Mr. Fernandez-Guzman with a proclamation for his exceptional leadership and contributions during his tenure as a Member of the MDX Board.

Mr. Rodriguez briefed Members on the provisions and status of HB 989 and companion SB 1276.

For the new Members, Mr. Rodriguez highlighted the commitments made to the community in the last two years. Five mayor projects; four in construction and one in design

Projects update:

- Project award for SR 836/57th Ave. – 17th Ave. approximately \$149 million

- Project to be awarded today for SR 874 extension along 128 Street to the Miami Executive Airport
- Approved to advertise the design work of the Gratigny Parkway Extension West from the Palmetto Expressway to the Turnpike approximately \$11.7 million dollars.
- MDX Project No. 83629 Interchange of 87th Ave and SR 836. Direct access to the cargo west area on to the Expressway System bypassing NW 12th Street and improving the intersection of 87th Avenue and SR 836. To be let for construction in the summer of 2015.
- MDX Project No. SR 83611 from 17th Avenue to I-95, improving the access to I95 with entrances on the right hand side. Widening, the bridge over the Miami River to four lanes in each direction. MDX is working with FDOT to let the project together for a joint construction as MDX did in the SR826/SR836 Interchange - Section Five Project.

Mr. Rodriguez briefed Members on the traffic data gathered from July 2014 – February 2015. The traffic summary reflects that on the MDX System there are 3 million more transactions than prior to November 2014; and specifically on SR 836 from December 2014 to February 2015 there are 1 million more transactions. A traffic summary report will be provided on a monthly basis to keep Members informed. The System-wide Traffic Summary report was distributed at the meeting.

Mr. Rodriguez informed Members that he will be travelling to Washington, D.C in his capacity as IBTTA President to attend the Washington Briefing, Advocating the Federal Government for passing of a long term Federal Transportation Bill. MAP 21 the current bill was extended to May 2015.

Mr. Rodriguez distributed two presentations, “AASHTO, “Transportation Revenue Options and Recent State Initiative” and NCSL, “Sustainable State Transportation Funding and Spending”

[The presentations are filed with the Board Secretary]

Mr. Vazquez and Mr. Meyer recognized Mr. Fausto Gomez for his representation of MDX in front of the Senate Transportation Committee.

Ms. Gutierrez tasked Mr. Andriuk to come back to the Board with a statistical overview of ten people and what are the maximum amounts of tolls being paid on the Authority’s system.

GENERAL COUNSEL’S REPORT

Mr. Zaldivar reminded Members of the Shade Meeting at the end of the agenda.

He also informed Members that the mediation for the MCM bid protest is scheduled for April 1, 2015.

MPO REPRESENTATIVE REPORT

Mr. Ferré reported the last MPO meeting was cancelled. He informed Members that there is search committee for the recruitment of a new MPO Executive Director.

TREASURER’S REPORT

Ms. Schafer informed Members the Treasurer's Report is a comparisons of actuals results year-to-date to the budget. Revenue is made up of ninety-eight percent toll and fee revenues. Revenue is recognized in a different methodology that the traffic performance. Toll by plate transactions are not recognized until a bill is generated.

Ms. Schafer reported for the month of February 2015 overall revenue was \$104.7 million below the forecast by approximately six percent due to the delay on the implementation of ramps, which was included in the forecast as well as the delay in the billing generation.

Expenses are broken down into three components; Operations, Maintenance and Administration. Overall expenses are approximately five-percent below the forecast.

Interest expense is seven percent below the budget due to the refunding of the variable debt in September 2014.

Overall net revenues posted for the seven month period was \$38 million

Mr. Andriuk and Ms. Schafer entertained questions from Members.

Ms. Fano moved to extend the Advantage Program open enrollment registration deadline to April 30, 2015. Mr. Martinez seconded the motion. The motion was unanimously approved.

The Advantage Program was thoroughly discussed.

The Treasurer's Report was unanimously approved as presented.

COMMITTEE REPORTS

A) Operations Committee, 3/17/15

Committee reports were waived

CONSENT AGENDA

A) Travel Approval:

- May 7-8, 2015 Trip to Jacksonville, FL by Board Members and Executive Director Rodriguez to attend the TEAMFL Quarterly Meeting

Mr. Martinez moved to approve the Consent agenda. Mr. Vazquez seconded the motion. The motion was unanimously approved.

REGULAR AGENDA

A) MDX Procurement/Contract Number RFP-15-02; MDX Work Program No. 87410; SR 874 Ramp Connector to SW 128th Street (Endorsed by the Operations Committee 3/17/15)

- Approval of Eminent Domain Parcel Resolutions No. 15-01 through Resolution No. 15-13

Mr. Zaldivar read the Agenda item into the record. Mr. Toledo introduced the item and explained the MDX Board adopted Resolution No. 14-06, which declared that construction of Project 87410 (SR 874 Ramp Connector to SW 128th Street) would serve a public purpose by providing additional mobility and transportation connectivity. Resolution No. 14-06 also declared that to construct Project 87410 along a preferred route and at the recommended location, it is necessary to acquire interests in real property pursuant to the Miami-Dade Expressway Authority Property Acquisition Policy. MDX, through its staff and consultants,

are currently negotiating with the property owners of the above listed Parcels. The adoption of these Eminent Domain Parcel Resolutions will facilitate the acquisition of real property necessary to construct the SR 874 Ramp Connector to SW 128th Street.

Mr. Martinez moved to approve Resolution No. 15-01- 15-13. Mr. Vazquez seconded the motion. The motion was unanimously approved.

B) MDX Procurement/Contract Number RFP-15-02; MDX Work Program No. 87410.030; Design-Build Services for SR 874 Ramp Connector to SW 128th Street (\$41,204,000.00) (Endorsed by the Operations Committee 3/17/15)

- Approval of Contract Award

Mr. Zaldivar read the agenda item into the record. Mr. Cordero briefed Members on the procurement process; she explained MDX released a Request for Proposal (RFP) soliciting qualified firms to provide Design-Build Services for SR 874 Ramp Connector to SW 128th Street.

Five (5) Proposals were received in response to the RFP from the following firms:

- Condotte America, Inc.
- Munilla Construction Management, LLC d/b/a MCM
- Odebrecht Construction, Inc.
- Prince Contracting, LLC.
- The De Moya Group, Inc.

All Proposals were found to be responsive with the requirements of the RFP and forwarded to the Technical Evaluation Committee (TEC) for evaluation. Price Proposals were received March 3, 2015.

The TEC met on March 5, 2015 to finalize the evaluation and score the Technical Proposals. At this same meeting the Price Proposals were opened. As detailed in the RFP, the ranking was based on the lowest Adjusted Score that was calculated using Technical Proposal Scores and the Design-Build Price Proposal.

The De Moya Group, Inc. was ranked as the number one (1) firm with the Lowest Adjusted Score.

Staff conducted compliance review of the two (2) highest ranked Proposers and found the Price Proposals to be in compliance. In addition, a Price Proposal analysis was performed by the General Engineering Consultant (GEC). The GEC Price Proposal Analysis attached hereto concludes that the Price Proposal submitted by the De Moya Group, Inc. is reasonable to complete the Project.

This Contract includes a fifteen percent (15%) Small Business Participation Requirement and a fifteen percent (15%) Local Business Participation Requirement.

The Project has a Contract Time of One Thousand, Ninety-Five (1095) Calendar Days and a not-to-exceed amount of \$41,204,000.00.

Mr. Meyer asked staff what is the cost savings for this project. Mr. Rodriguez explained that

cost savings is the essence of a design-build bidding method. MDX creates a base project and allows the industry to offer creative and efficient methods for building-out the project, which has specific design criteria that must be satisfied.

Mr. Martinez moved to approve the contract award to the number one ranked Proposer The De Moya Group Inc. Mr. Ferré seconded the motion. The motion was unanimously approved.

C) Election of Authority Treasurer

Mr. Zaldivar briefed Members on the elections process and opened the election for nominations.

Ms. Gutierrez nominated Mr. Rodriguez Piña for the position of Treasurer. Mr. Ferré seconded the motion. Mr. Rodriguez Piña accepted the nominations. The nomination was put to vote and Mr. Rodriguez Piña was elected Treasurer.

D) Resolution 15-15.

Ms. Gutierrez introduced a resolution that affirms MDX's financing plan and policies declaring no further toll rate increases except as provided in the resolution. Ms. Gutierrez asked Ms. Schafer to read the resolution into the record.

The resolution reaffirms as follows

Section 1. *It is declared that toll rates in effect on the date of this Resolution shall remain in effect without further toll rate increase, except in the following enumerated circumstances:*

- a. As may be required under MDX's Trust Indenture and/or its Debt Management Policy Senior Coverage requirement of 1.50; or*
- b. System maintenance and safety projects necessary for public safety and/or for maintenance of the System in a condition of repair as required by the Authority's Trust Indenture and the Florida Transportation Commission's standards; or*
- c. Consumer Price Index (CPI) adjustments. CPI will not be applied until July 1, 2019. The index for adjustment to be utilized will be similar to the CPI used by the State of Florida as enacted by the Florida Legislature; or*
- d. Pursuant to the provisions of Section 4 below.*

Section 2. *MDX confirms that the projects in the construction phase of the Authority's current Five Year Work Program will be completed. In addition, MDX reaffirms the current financing plan funds all projects within the construction phase of the Authority's current Five Year Work Program through the use of the Series 2014A Bonds proceeds and net revenues.*

Section 3. *MDX affirms that upon completion of projects of the Authority's current Five Year Work Program in the construction phase, all net revenues remaining after principal and interest payments, reserves, renewal and replacement and payment of any other obligations pursuant to the Trust Indenture and other debt obligations will be when economically prudent directed to the retirement of the Authority's outstanding debt; and*

Section 4. *Projects that add center lane miles and/or lane miles to the MDX System that are not currently funded for construction as of the date of this Resolution shall be funded with tolls collected on that segment, and/or a combination of any federal, state or local funds. The funding shall be established in amounts sufficient to fund the principal and interest along with the operation and maintenance costs attributable to the new facility or additionally constructed vehicular movement within 5 years of opening the new facility for vehicular movement; and*

MDX will seek an expression of support from Miami-Dade County or the local municipality where the project is located, prior to moving forward with the project and associated new tolling points and/or toll rate adjustments on the existing system. Should this expression of support not be provided, no further efforts will be made to move the project forward to construction.

Section 5. *The provisions of and effect of this Resolution are specifically determined to act as a modification to MDX's Toll Rate Policy currently in effect.*

Section 6. *If any section, paragraph, clause or provision of this Resolution shall be held to be invalid or ineffective for any reason, the remainder of this Resolution shall continue in full force and effect, it being expressly found and declared that the remainder of this Resolution would have been adopted despite the invalidity or ineffectiveness of such section, paragraph, clause, or provision.*

Section 7. *This Resolution shall take effect immediately upon its adoption, and any provisions of any previous resolutions or Authority Policies in conflict with the provisions contained herein are hereby superseded.*

Mr. Topel and Ms. Schafer entertained questions from Members.

The resolution was thoroughly discussed.

Mr. Holland moved to approve Resolution No. 15-15. Mr. Vazquez seconded the motion. Mr. Cancio opposed the motion. The motion was approved.

INFORMATIONAL ITEMS

- A) Procurement Report
- B) Communications Report

ATTORNEY CLIENT PRIVILEGED MEETING

- Shade Meeting regarding ETCC Litigation

Chair Gutierrez informed Members of the Attorney Client privileged meeting regarding the ETCC Litigation. She informed Members there might be an Action Item considered after the meeting:

Chair Gutierrez read into the record:

Attorney Client Privileged Meeting, Shade Meeting regarding ETCC Litigation Electronic Transaction Consultants Corporation v. Miami-Dade County Expressway Authority, Case No. 12-46272 CA 40, is pending in the 11th Judicial Circuit, Miami-Dade County, Florida.

The proceedings will be recorded by a certified court reporter. The session is estimated to take approximately 30 minutes.

In Attendance:

MDX Board of Directors present and in attendance via phone
Javier Rodriguez, Executive Director
Joseph H. Serota, Legal Counsel
Michael D. Ehrenstein, Legal Counsel
Carlos Zaldivar, MDX General Counsel
Francine Steelman, Associate General Counsel

The Board Meeting was recessed for the privileged Shade-Attorney Client Meeting.

The Board Meeting reconvened and Chair Gutierrez announced that the Shade-Attorney Client meeting has concluded.

CHAIR'S COMMENTS

Ms. Gutierrez thanked all the Members and congratulated Mr. Rodriguez Piña

ANNOUNCEMENTS

- Board Meeting, 4/21/15 at 4:00 p.m., William M. Lehman MDX Building

ADJOURNMENT

Chair Gutierrez adjourned the Meeting.

Summary Minutes prepared by Maria Luisa Navia Lobo, Board Secretary