

MIAMI-DADE EXPRESSWAY AUTHORITY (MDX)

BOARD MEETING

**TUESDAY, JANUARY 25, 2011
4:00 PM**

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

SUMMARY MINUTES

Members Present:

Felix Lasarte, Esq., Chair
Louis V. Martinez, Esq., Vice Chair
Jorge M. Vigil, Esq., Treasurer
Gus Pego, P. E., District VI Secretary
Shelly Smith Fano
Maurice Ferré
Maritza Gutierrez
Robert W. Holland, Esq.
Nick A. Inamdar
Al Maloof, Ph.D.
Gonzalo Sanabria
Yvonne Soler McKinley
Norman Wartman

Members Absent:

Staff:

Javier Rodriguez, Executive Director
Pamela Leslie, General Counsel
Steve Andriuk, Director, Toll Operations
Marie Schafer, Chief Financial Officer
Alfred Lurigados, Director of Engineering
Helen Cordero, Manager of Procurement and Contracts Administration
Cindy Polo, Communications Manager
Maria Luisa Navia Lobo, Board Secretary

Consultants:

Transportation: Mary Conway, HNTB (GEC-A)
Chris Bucknor, EAC Consultants (GEC-B)
Finance: Randy Topel, First Southwest Co.
Lakshmi McGrath, First Southwest Co.

CALL TO ORDER & ROLL CALL

Chair Lasarte called the meeting to order and asked Ms. Navia Lobo to call the roll and announced that a quorum was present.

PLEDGE OF ALLEGIANCE

Chair Lasarte asked Mr. Vigil to lead in the Pledge of Allegiance.

DECLARATION OF CONFLICTS

As customary, Ms. Leslie asked if Members present had any conflicts of interest to declare in regards to the agenda. Mr. Lasarte declared a conflict with Regular Agenda item IV. E. “*MDX Procurement/Contract No. RFQ 11-02 – Bond Counsel/Financial Legal Services and General Counsel Support Services*”. No other conflicts were declared

[a copy of Mr. Lasarte’s conflict form is attached to these minutes.]

APPROVAL OF SUMMARY MINUTES

- Board Meeting of December 14, 2010

Mr. Lasarte referred to the Summary Minutes of the December 14, 2010 Board Meeting. Ms. Soler McKinley moved to approve the summary minutes. Mr. Martinez seconded the motion. The motion was unanimously approved.

EXECUTIVE DIRECTOR’S REPORT

Mr. Rodriguez reported on the following issues since the last Board Meeting.

- December 15, 2010 meeting with OOCEA and THEA in Orlando regarding Governor Scott’s transition and FDOT agency review and the upcoming Legislative session. A follow-up meeting on January 20, 2011 took place prior to the TEAMFL meeting which Mr. Andriuk attended.
- December 17, 2010, addressed the Miami-Dade Legislative Delegation advocating for transportation funding.
- January 5, 2011 – with Chair Lasarte, MDX briefing with the new incoming District 2 Commissioner Monestine. Highlighted the upcoming projects in his district and explained the PD&E process.

GENERAL COUNSEL’S REPORT

- Private Attorney Client Meeting relating to Community Asphalt Corp. v. MDX.

Following the shade meeting, Ms. Leslie reported on the following items of interest.

- Interviews are ongoing for the position of associate attorney/risk manager.
- Attending the IBTTA Leadership academy February 13-18, 2011
- Attended Transportation Research Board (TRB) annual meeting in Washington, DC January 22-25, 2011.

MPO REPRESENTATIVE'S REPORT

The next MPO Board meeting is scheduled for Thursday, January 27, 2011.

TREASURER'S REPORT

Mr. Vigil reported MDX continues to have strong revenue numbers and expenses continue to be below budget. He referred to the report "Financials at a Glance" as of December 2010. The second quarter revenue numbers came in at approximately \$32.5 million which represents a positive variance of approximately 4% over the budgeted amount. Year to date revenues report at \$63 million which is 2.45% above budget. Expenses are below the budgeted amount year to date by approximately 7%.

Mr. Vigil informed Members of an item discussed at the Budget and Finance committee. The Securities and Exchange Commission proposed regulation amendment to Rule 15B. The amendment would require appointed Board members to comply with SEC proposed regulations related to municipal advisory services.

The Budget & Finance Committee recommended MDX submit a letter opposing the rule.

Mr. Vigil moved to direct MDX staff to draft a letter and comment opposing the proposed regulations amending Rule 15B as it relates to appointed members of boards. Ms. Soler McKinley seconded the motion.

Mr. Maloof recommended reaching out to TEAMFL to see how they are responding. Mr. Ferre' recommended a friendly amendment to the motion to include the signatures of the MDX Chair, Treasurer, Executive Director, and General Counsel. The amendment to the motion was unanimously approved.

Ms. Schafer entertained questions from Members.

COMMITTEE REPORTS

A) Budget & Finance Committee, 1/25/11

B) Operations Committee, 1/25/11

The Committee reports were waived.

CONSENT AGENDA

A) Travel Approval:

- March 6-8, 2011, Trip to Washington, D.C. by MDX Board Members to attend the IBTTA Legislative Conference

Ms. Soler McKinley moved to approve the Consent Agenda. Mr. Wartman seconded the motion. The motion was unanimously approved.

Mr. Lasarte recommended addressing Regular Agenda item IX. E. next. He passed the gavel to Vice Chair Martinez because the Chair declared a conflict with the item and excused himself from the dais.

REGULAR AGENDA

- E) MDX Procurement/Contract No. RFQ 11-02 – Bond Counsel/Financial Legal Services and General Counsel Support Services
- Approval of recommendation from Technical Evaluation Committee to select the number one ranked firm, Squire, Sanders & Dempsey L.L.P. & Knox-Seaton, for Bond Counsel / Financial Legal Services and enter into Contract Negotiations.
 - Approval of recommendation from Technical Evaluation Committee to select the number one ranked firm, Weiss Serota Helfman Pastoriza Cole & Boniske, P.L., for General Counsel Support Services and enter into Contract Negotiations.

Ms. Leslie informed Members she was a TEC member evaluating the proposals and asked Ms. Cordero to brief Members on the procurement.

Ms. Cordero read the Regular Agenda item for the record and informed members that the Policy & Planning Committee at its meeting of November 29, 2010 approved that the recommendation from the Technical Evaluation Committee for final selection be presented directly to the Board for consideration and approval. Ms. Cordero further informed Members that a total of fourteen Proposals were received; five proposals for Bond Counsel / Financial Legal Services and nine proposals for General Counsel Support Services.

Two of the proposers were found non-responsive to the requirements of the RFQ. At its meeting of October 12, 2010, the Policy and Planning Committee approved to deem the proposers non-responsive and waive the minor irregularities from the remaining proposals.

On November 17, 2010, the TEC met to evaluate the remaining Proposals. The recommendations were forwarded to the Policy & Planning Committee and action was taken at its meeting of November 29, 2010 for the five proposers for Bond Counsel/Financial Services and the four highest ranked Proposers for General Counsel Support Services to move forward to Oral Presentations/Interviews.

The oral presentations and interviews were then conducted on January 11, 2011 for the Bond Counsel/Financial Services. The TEC discussed all presentations and finalized their scores. The TEC scores were not tabulated at this meeting, but were sealed by each member of the TEC to be tabulated after all oral presentations and Interviews were conducted the following week.

On January 18, 2011 the oral presentations were conducted for the General Counsel Support Services. After all proposers had presented, the TEC discussed the presentations and finalized their scores. The scores were then tabulated for both services and the number one rank firm for each of the services was determined as follows

- Squire, Sanders & Dempsey L.L.P. & Knox-Seaton for Bond Counsel/Financial Legal Services; and
- Weiss Serota Helfman Pastoriza Cole & Boniske, P.L for General Counsel Support Services

Mr. Sanabria moved to approve the TEC recommendation to select the number one ranked firm Squire, Sanders & Dempsey L.L.P. & Knox-Seaton, for Bond Counsel / Financial Legal Services and Weiss Serota Helfman Pastoriza Cole & Boniske, P.L., for General Counsel Support Services and enter into Contract Negotiations. Ms. Soler McKinley seconded the motion. Mr. Lasarte abstained. The motion was unanimously approved.

Mr. Holland referred to the 15% Small Business Participation requirement. Squire, Sanders & Dempsey L.L.P. & Knox-Seaton has committed to 38% and Weiss Serota Helfman Pastoriza

Cole & Boniske, P.L. have committed to 31%. Mr. Holland thanked the law firms of Greenberg Traurig, Edwards & Associates and Mr. De Leon for the many years of service to MDX.

Mr. Ferré asked who would be the lead counsel on the contracts; for Bond Counsel and it was stated that lead counsel would be Louis Reiter and for General Counsel Support Mr. Joseph Serota. Ms. Leslie entertained questions from Members.

Mr. Martinez passed the gavel back to Mr. Lasarte.

Mr. Lasarte recommended addressing Regular Agenda Item IX. A next.

A) Approval of Amended and Restated Trust Indenture & Swap Counterparties Consent

Ms. Leslie read the regular agenda item for the record. The item was thoroughly discussed and endorsed by the Budget & Finance Committee at its meeting of January 25, 2011.

Ms. Soler McKinley moved to approve the amendment and Restated Trust Indenture and Swap Counterparties Consent. Ms. Smith Fano seconded the motion. The motion was thoroughly approved.

B) MDX Procurement/Contract No. RFQ-11-03 – External Auditing Services (Not-to-exceed \$350,000/3 Year) (to be endorsed by the Budget & Finance Committee on 1/25/11)

- Approve Contract Award to the number one ranked firm Moore Stephens Lovelace, P.A.
- Approval of Contract with Moore Stephens Lovelace, P.A. for Financial Auditing Services

Ms. Leslie read the regular agenda item for the record. The item was thoroughly discussed and endorsed by the Budget & Finance Committee at its meeting of January 25, 2011.

Mr. Holland moved to approve the contract award. Ms. Soler McKinley seconded the motion. The motion was unanimously approved.

C) MDX Procurement/Contract No.: RFP- 11-03 – Traffic & Revenue Consulting Services (\$2,000,000) (to be endorsed by the Operations Committee on 1/25/11)

- Approval of Recommendation from Technical Evaluation Committee to Select the Number One Ranked Firm

Ms. Leslie read the regular agenda item for the record. The item was thoroughly discussed and endorsed by the Operations Committee at its meeting of January 25, 2011.

Ms. Smith Fano moved to approve the TEC recommendation to select the number one ranked firm. Ms. Gutierrez seconded the motion. The motion was unanimously approved.

D) MDX Procurement Contract No.: RFP 09-03; Work Program No.: 97409.020 Design Engineering Services Contract with Kimley-Horn and Associates (to be endorsed by the Operations Committee on 1/25/11)

- Approval of Amendment #3

Ms. Leslie read the regular agenda item for the record. The item was thoroughly discussed and endorsed by the Operations Committee at its meeting of January 25, 2011.

Ms. Soler McKinley moved to approve amendment No. 3. Mr. Holland seconded the motion. The motion was unanimously approved.

INFORMATIONAL ITEMS:

A) Procurement Report

Mr. Holland acknowledged HNTB and EAC for complying with the small and local business participation requirements on their contracts.

B) South Florida East Coast Corridor Study – Requested by Chair Lasarte

Mr. Gerry O'Reilly presented the South Florida East Coast Corridor Study. A seven minute video was presented.

(a copy of the video is filed with the Board Secretary)

Mr. O'Reilly informed Members this is just an informational video to let the public know of the transportation project.

Ms. Gutierrez informed Members that the item was presented to the MPO Board and it was not approved because there are many unknowns that have not been addressed.

Members thoroughly discussed the Informational item.

Mr. O'Reilly informed Members he would be back with an update as the study progresses.

CHAIR'S COMMENTS

Mr. Lasarte asked persons requesting to address the Board to limit their comments to three minutes. The following individuals addressed the board:

- Mr. Carlos Garcia, representing rollbacktolls.com
- Mr. David Lyons, Representing Citizens Against non-concurrent Traffic (CANT)
- Mr. Lawrence Percival, West Kendall Community Activist.

ANNOUNCEMENTS:

- MDX Visioning Workshop – Session Two 2/8/11, 2:00 p.m., William M. Lehman MDX Building
- Board of Directors Meeting, 2/22/11, 4:00 PM, William M. Lehman MDX Building

ADJOURNMENT

The meeting was adjourned by Mr. Lasarte.

Summary Minutes prepared by Maria Luisa Navia Lobo, Board Secretary.