

MIAMI-DADE EXPRESSWAY AUTHORITY (MDX)

BOARD MEETING

TUESDAY, DECEMBER 13, 2011
4:00 PM

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

Members Present:

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

Members Absent:

Robert W. Holland, Esq.

Staff:

Javier Rodriguez, Executive Director
Pamela Leslie, General Counsel
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: John Martel, HNTB (GEC-A)
Chris Bucknor, EAC Consultants (GEC-B)
Finance: 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. Inamdar 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. No conflicts were declared.

CITIZEN COMMENT

There were no requests this month for the opportunity to make comment to the Board.

APPROVAL OF SUMMARY MINUTES

- Board Meeting of October 25, 2011

Mr. Lasarte referred to the summary minutes. Mr. Martinez moved to approve the summary minutes corresponding to the October 25, 2011 meeting. Mr. Pego seconded the motion. The summary minutes were unanimously approved.

EXECUTIVE DIRECTOR'S REPORT

Mr. Rodriguez reported on a couple of items of interest since the last Board meeting.

- A public hearing for MDX Project 87410 was held on December 8, 2011.
- SR 924-West project. The agreements with Miami-Dade County on the jurisdictional transfer of NW 138 th street to MDX were approved by the Board of County Commissioners on December 6, 2011. The next step is to complete the PD&E. The Project Team is currently finalizing an Interchange Justification report and State modification report for the Interchange at I-75 and the Palmetto Expressway. He stated that NW 138th street is part of the preferred alternative to connect the Turnpike to the Gratigny Parkway.
- There is a bill proposed in Tallahassee on texting and driving. Mr. Lasarte recommended drafting a resolution in support of the legislation on texting and driving. Mr. Ferré recommended providing the previously adopted resolution.
- November 30 – December 1, travelled to Washington, DC with Board member Maloof to meet with certain leadership to advocate for two TIGER Grant applications in which MDX is participating : 1) Partnership with Florida International University and the City of Sweetwater called “University City” and 2) SR 836 enhanced bus service where MDX is partnering with Miami-Dade Transit. Meeting with the Federal Transit Administration, Director of Technology.
- Met with MDX’s Federal Advocacy team and laid out the 2012 plan.
- Presentation at the Greater Miami Chamber of Commerce on the Port of Miami. He recommended having Port staff make the same presentation at the next Operations Committee.

- Completed and clean audit for FY 2011
- Scan tour of various electronic toll systems.
- Draft FY 2103-2017 Five Year Work Program included in the agenda package
- MDX 15th anniversary of the transfer agreement.

Mr. Rodriguez entertained questions from Members.

GENERAL COUNSEL'S REPORT

Ms. Leslie reported on two on-going litigation items; the first is the Superior Landscaping case that went to mediation and unfortunately impassed so we are on the March trial calendar. A motion for summary judgment has been filed and is set to be heard on February 6th.

We do not yet have an order from the judge in the Community Asphalt litigation.

MPO REPRESENTATIVE REPORT

Ms. Gutierrez reported on items of interest at the last MPO Board meeting.

- FDOT made a presentation on I-395.
- TriRail- Legislation related to Board downsizing. MPO approved a resolution in support of maintaining the same board structure.

This item was thoroughly discussed.

TREASURER'S REPORT

Mr. Vigil reported year to date thru October 31, 2011, revenue was \$42.1 million which is 68% below the forecast. Expenses are approximately \$35.1 Million, which is 3.38% below the forecast. Tolls and fees revenue was approximately \$41 million, or .49% below the forecast. SunPass® accounts for approximately 80% or \$32 Million. Cash accounts for \$4.5 Million which is 11% of revenues and Toll by Plate is \$3.7 Million which is 9% of revenues. Accounts receivable as of end of October is \$7.7 million.

Mr. Sanabria recommended MDX consider utilizing local banks and requested a potential structure and outline for the next Budget & Finance Committee meeting. This item was thoroughly discussed.

COMMITTEE REPORTS

- A) Budget & Finance Committee, 11/29/11
- B) Policy and Planning Committee, 11/29/11
- C) Operations Committee, 12/6/11

The Committee reports were waived.

CONSENT AGENDA

- A) Travel Ratification and Approval

- November 30 – December 1, 2011, Trip to Washington, D.C. by Board member Maloof and Mr. Rodriguez to meet with Federal Advocacy Legislative Teams
- December 1-2, 2011, Trip to Denver, Colorado by Mr. Rodriguez to attend Florida & Georgia Agencies Scan Tour (MDX, FTE, THEA, OOCEA, GA, STRA) Denver E-470.
- January 19-20, 2012, Trip to Orlando, Florida By Board Member Wartman to attend the TEAMFL Quarterly Meeting

Mr. Sanabria stated he might be attending the TEAMFL quarterly meeting in Orlando.

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

REGULAR AGENDA

A) Approval of Fiscal Year 2011 Comprehensive Annual Financial Report

Ms. Leslie read the Regular agenda item for the record. She informed Members the item was endorsed by the Budget & Finance Committee on November 29, 2011.

Mr. Wartman moved to approve the Comprehensive Annual Financial Report for FY 2011. Ms. Smith Fano seconded the motion. The motion was unanimously approved.

B) Approval of Amendments to MDX Delegation of Authority Policy - Asset Disposal Section

Ms. Leslie read the Regular agenda item for the record. She informed Members the item was endorsed by the Budget & Finance Committee on September 19, 2011 and the Policy & Planning Committee on November 29, 2011.

Ms. Soler McKinley moved to approved amendment to the Delegation of Authority policy as it relates to the Asset Disposal Section. Ms. Gutierrez seconded the motion. The motion was unanimously approved.

C) Approval of MDX Local Preference in Procurement Policy by Removing Pilot Program designation

Ms. Leslie read the Regular agenda item for the record. She informed Members the item was endorsed by the Policy & Planning Committee on November 29, 2011. Staff recommend the pilot policy designation be removed and the Local preference in Procurement Policy be made a permanent Policy.

Ms. Gutierrez moved to approve the Local Preference in Procurement Policy. Ms. Soler McKinley seconded the motion. The motion was unanimously approved.

D) Approval of Amendments to MDX Amended and Restated Bylaws

Ms. Leslie read the Regular agenda item for the record. She informed Members the item was endorsed by the Policy & Planning Committee on November 29, 2011. The following amendments were discussed.

1. Approve proposal to modify notice requirements related to Special Meetings of the Board.
2. Approve proposal to streamline and update requirements related to Board and Committee Meetings conducted in association with the use of Communications Media Technology.

3. Approve deletion of obsolete references to rescinded Personnel Policy.
4. Approve amendment to authorize designation of no more than three Deputy Executive Directors.
5. Approve minor wording improvements.

Ms. Leslie clarified there was an error in the Agenda item report regarding Attendance of Members via telephone.

She explained that the Policy & Planning Committee recommended what was in the red-line document in the agenda package.

Ms. Soler McKinley expressed concern with the language as it relates to members attending Board meeting via Communications Media Technology as follows;

“Governing Board members may attend no more than two Governing Board meetings per fiscal year via Communications Media Technology. Those Board Members not physically present for at least eight (8) Board Meetings shall not be approved for reimbursement for MDX travel during the subsequent fiscal year”

Ms Soler McKinley stated that members are volunteers and at times may find it difficult to attend in person; Mr. Maloof was in favor of Members attending more than two Board meetings via Communications Media Technology in a fiscal year.

Ms. Gutierrez explained that the Policy & Planning Committee discussed and recommended members may attend no more than two Governing Board meetings per fiscal year via Communications Media Technology. She stated it is very difficult to listen and participate via phone due to the background noise and distraction. She further stated that it is in the best interest of the people’s money to attend and participate in person. This item was thoroughly discussed.

Mr. Gutierrez moved to approve the language discussed and recommended by the Policy & Planning Committee “Governing Board members may attend no more than two Governing Board meetings per fiscal year via Communications Media Technology. Those Board Members not physically present for at least eight (8) Board Meetings shall not be approved for reimbursement for MDX travel during the subsequent fiscal year,” Along with all the other proposed amendments to the MDX Bylaws. Ms. Smith Fano seconded the motion. Mr. Lasarte asked Ms. Navia Lobo to call the roll:

M. Ferré	-aye	G. Sanabria	-aye
M. Gutierrez	-aye	Y. Soler McKinley	-nay
N. Inamdar	-aye	J. Vigil	-nay
A. Maloof	-aye	N. Wartman	-aye
L. Martinez	-aye	S. Smith Fano	-aye
G. Pego	-aye	F. Lasarte	-aye

The motion was approved.

E) Approval of Amendments to MDX Code of Ethics Policy (Endorsed by the Policy & Planning Committee on 11/30/11)

Ms. Leslie read the Regular agenda item for the record. She informed Members the item was endorsed by the Policy & Planning Committee on November 29, 2011. Mr. Martinez moved to approve amendments to the MDX Ethics Policy. Ms. Smith Fano seconded the motion. The motion was unanimously approved.

F) MDX Procurement/Contract Number RFQ-09-08 A, B and C; Miscellaneous Construction Engineering and Inspection Services (CEI)(\$1,000,000/Year/Contract)

- Approval to waive the Task Authorization threshold cap to provide CE&I Services for the MDX Work Program Nos. 30021, 30026 and 30028 Renewal and Replacement grouping of projects on SR 836 – Dolphin Expressway.
- Approval of Early Contract Renewals

Ms. Leslie read the agenda item for the record. The item was endorsed by the Operations Committee on December 6, 2011. Mr. Toledo explained that currently there is a pool of three small business firms for miscellaneous construction services. At the December 6th Operations Committee meeting an advertisement for three Renewal and Replacement projects on SR 836 were approved. The intention was that the miscellaneous consultants oversee the projects. He further explained that by removing the task authorization dollar cap specifically and only for the Renewal and Replacement projects discussed, MDX can maximize the efficiencies of grouping three projects together while maintaining the original intent of distributing work to small businesses and the recommendation from staff as endorsed by the Operations Committee to exercise the option to renew all three Miscellaneous Construction & CEI Contracts for a one year term. Mr. Toledo entertained questions from members.

Ms. Soler McKinley moved to approve waiving the dollar threshold cap in the contract and early renewal of the contracts. Mr. Wartman seconded the motion. The motion was unanimously approved.

G) MDX Procurement/Contract Number ITB-08-04; Work Program No. 87404.060 Construction Services for SR 874/Killian Parkway Interchange Improvements (\$611,530.89) (Endorsed by the Operations Committee on 12/6/11)

- Approval of reallocation of \$5,619,900.00 from Optional Services #1 to Contract contingency; and
- Approval of allocation of additional \$611,530.89 to Contract contingency; and
- Approval of delegation of authority to the Executive Director to execute a Supplemental Agreement in an amount not to exceed \$6,231,430.89 to resolve all contract issues and claims with Condotte America, Inc.

Ms. Leslie read the agenda item for the record and explained the item was thoroughly discussed and endorsed by the Operations Committee on December 6, 2011. Ms. Soler McKinley read the following bullet points which summarize the discussion at the Operations Committee.

- The item is intended to close all pending issues on the contract consisting of overrun, underrun, owner requested changes and unforeseen project conditions
- The approval is for the reallocation of unused funds from base bid Option no. one back into the contract in the amount of \$5,619,900.00.
- The approval of an additional \$611,530.89 to the contract to settle all the items mentioned above.
- The total contract will be increased to \$70,606,336.24, which is 3.6% increase over the original Contract Amount.
- Staff has recognized that the item should have been brought to the attention of the Board sooner and has committed to provide informative updates on future projects.

Mr. Sanabria moved to approve the reallocation of \$5,619,900.00 from Optional Services #1 to Contract contingency; and the allocation of additional \$611,530.89 to Contract contingency; and the

delegation of authority to the Executive Director to execute a Supplemental Agreement in an amount not to exceed \$6,231,430.89 to resolve all contract issues and claims with Condotte America. Ms. Smith Fano seconded the motion. The motion was unanimously approved.

- H) MDX Procurement/Contract Number RFQ-12-01, MDX Work Program No. 87409.050 Construction Engineering and Inspection (CE&I) Services for the Design-Build Project for SR 874 Mainline Reconstruction
- Approval of TEC Recommendation of Final Selection and Contract Award

Ms. Leslie read the agenda item for the record. She informed members that the Operations Committee approved allowing staff to take the Technical Evaluation Committee recommendation for final selection and contract award directly to the Board for approval.

Ms. Soler McKinley moved to approve the TEC recommendation to enter into contract with the number one ranked firm of Network Engineering Services, Inc. Mr. Martinez seconded the motion. The motion was unanimously approved.

INFORMATIONAL ITEMS

- A) MDX FY 2013-2017 Five Year Work Program
- B) Procurement Report
- A) HNTB SBE/LB Utilization Report – Contract Year 2
- B) EAC SBE/LB Utilization Report-Contract Year 2
- C) MDX Contingency Release History Report

Mr. Andriuk gave a brief update on the status of ORT and vendor issues. Members asked Ms. Leslie for a brief update at the next meeting as it relates to what are the next steps.

CHAIR'S COMMENTS

Mr. Lasarte wished everyone a Happy Holiday Season.

Ms. Gutierrez stated that the amendments to the MDX Bylaws adopted earlier included authorization for the Executive Director to appointment up to three Deputy Directors. She asked Mr. Rodriguez to name the Deputy Directors for the record. He appointed Ms. Marie Schafer, Mr. Alfred Lurigados and Mr. Stephen Andriuk as Deputy Directors with the concurrence of the Board.

Mr. Ferré recognized individuals who have been part of MDX for the past fifteen years; he thanked them for their vision and hard work.

ANNOUNCEMENTS

- Board of Directors Meeting , 1/31/12, 4:00 p.m., William M. Lehman MDX Building

ADJOURNMENT

The meeting was adjourned by Mr. Lasarte. Summary Minutes prepared by Maria Luisa Navia Lobo, Board Secretary.