

MIAMI-DADE EXPRESSWAY AUTHORITY (MDX)
SPECIAL BOARD OF DIRECTORS MEETING

MARCH 6, 2018
12:00 PM

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

AGENDA
SUMMARY MINUTES

Members Present

Shelly Smith Fano, Chair
Leonard Boord, Treasurer
Carlos A. Gimenez
Maritza Gutiérrez
Louis V. Martinez, Esq.
Arthur J. Meyer
Cliff Walters

Members Absent

Audrey M. Edmonson, Vice Chair
James Wolfe, P. E., District VI Secretary

Staff

Javier Rodriguez, P.E., Executive Director
Carlos Zaldivar, Esq., General Counsel
Marie T. Schafer, CPA, Deputy Executive Director
Juan Toledo, P.E., Director of Engineering
Steve Andriuk, Director of Toll Operations
Francine Steelman, Esq., Associate General Counsel
Helen Cordero, Manager of Procurement and Contracts Administration
Maria Luisa Navia Lobo, Board Secretary

Consultants

Randy Topel, First Southwest Co.
Kirk De Leon, Legal Counsel, De Leon & De Leon
Luis Reiter, Bond Counsel Squire Patton Boggs
Albert Sosa, HNTB (GEC-A)
Rick Crooks, EAC Consultants (GEC-B)
Tere Garcia, Ajamil & Partners, Inc. (GEC-A)

CALL TO ORDER

Chair Smith Fano called the meeting to order at 12:10 p.m.

PLEDGE OF ALLEGIANCE

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

ROLL CALL

Ms. Navia Lobo called the roll and announced that a quorum of the MDX Board was present.

DECLARATIONS OF VOTING CONFLICTS

No conflicts were declared.

CITIZEN COMMENT

No comments.

DISCUSSION ITEM

A) HB 141 – Pending Legislation

Chair Smith Fano informed Members that the reason for the meeting was to address pending legislation and openly and transparently discuss under Sunshine what can be done in developing a plan as a team regarding the pending legislation.

Chair Smith Fano welcomed Mayor Gimenez to the Meeting. Mayor Gimenez expressed concern with the scheduling of the Special Board Meeting due to a conflict with the Board of County Commissioners (BCC) meeting date. He requested to please take into consideration the BCC meeting schedule when scheduling future meetings.

Mr. Rodriguez referred to the bill analysis on the amendment to SB1012 as follows;

The Miami-Dade Expressway Authority (MDX) is created pursuant to the Florida Expressway Authority Act. In 2017, the Legislature required MDX, subject to bond covenants, to reduce its tolls for qualifying SunPass users. The bill requires the MDX to submit to the Governor, by October 1, 2018, information regarding the toll reduction required in s. 348.0004, F.S. If the reduction has not taken place, then the existing board is dissolved effective October 31, 2018, and a new board must be appointed by that date

Ms. Schafer presented the Capital Plan Debt Service Coverage Projections – with and without a 5% revenue reduction and 83618 Project and Automatic Annual CPI

Kirk DeLeon clarified the 2018 modification made the 2017 Legislation. Mr. DeLeon advised that the legislation impacts two main contracts that the MDX Board is obligated to adhere; the first is the Transfer Agreement which establishes MDX rights to regulate, establish, collect and receive tolls on the System. The Second is the Trust Indenture

Luis Reiter informed Members that the Trust Indenture is the contract with the bondholders which obligates MDX to pay the bondholders, set sufficient rates to meet the obligations of debt service, pay operations and maintenance and maintain renewal and replacement fund. The Trust Indenture is the key document

the bondholders look to as security. Board Members have the obligation to meet the requirements of the Trust Indenture.

Mr. Reiter further stated that in addition to the Transfer Agreement and the Trust Indenture, the Authority's enabling legislature was created to include a savings clause that provides that the State will take no action to the detriment to bondholders.

Mr. Reiter stated that Squire Patton Boggs will not be able to issue a clean bond opinion due to the conflict with MDX's agreements and the language/contents of legislation passed in 2017 & pending 2018.

Mr. Topel stated the only asset of the Authority is the ability to set and maintain tolls.

Ms. Gutierrez asked if a CPI is necessary. In response, Ms. Schafer indicated that with the current work program a CPI increase is not necessary and that the financial structure in place today is a sound model.

Ms. Schafer further stated the Traffic and Revenue consultant has been tasked to review various models to include discount/non-peak hours to include the Kendall Parkway. The report should be ready by April 2018.

Members thoroughly discussed the item.

[Copy of the bill analysis is filed with the Board Secretary]

ANNOUNCEMENTS

- Board of Directors Meeting, March 27, 2018, 4:00 p.m., William M. Lehman MDX Building – Board Room

ADJOURNMENT

Chair Smith Fano adjourned the Board Meeting.

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