

MIAMI-DADE EXPRESSWAY AUTHORITY (MDX)

BOARD OF DIRECTORS MEETING
Tuesday, September 27, 2016
4:00 PM

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

SUMMARY MINUTES

Members Present

Louis V. Martinez, Esq., Chair
Shelly Smith Fano, Vice Chair (vía pone)
Rick Rodriguez Piña, Treasurer
James Wolfe, P. E., District VI Secretary
Maurice A. Ferré
Maritza Gutierrez
Arthur J. Meyer
Javier L. Vázquez, Esq. (vía pone)
Cliff Walters
Luz Weinberg (vía pone)

Members Absent

Leonard Boord
Vincent T. Brown, Esq.
Alfredo L. Gonzalez, Esq.

Staff

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

Consultants

Finance: Randy Topel, First Southwest Co.
Underwriter: Doug Draper, RBC Capital Markets
Manuella de Barros, RBC Capital Markets
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 that a quorum of the MDX Board was present.

PLEDGE OF ALLEGIANCE

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

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.

APPROVAL OF AGENDA

The agenda was approved as presented.

CITIZEN COMMENT

There were no comments.

EXECUTIVE DIRECTOR'S REPORT

Mr. Rodriguez briefed Members on the following issues that occurred since that last Board meeting of August 30, 2016.

- Board Members: Ferré, Rodriguez Piña, Gonzalez, Brown and staff attended the IBTTA Annual meeting in Denver, CO.; Mr. Toledo was appointed to the IBTTA Board of Directors.
- Sept. 15 – MDX presented updates on the SR 874 extension and SR836 projects to the MPO Board. Discussion of the express bus service on SR 836, SR 874/SR878, Dolphin Park and Ride and showed the video of the SR 836 improvements and presented a preview of the future of the XT Lanes
- Sept. 17 - He rode a bicycle with the MPO Executive Director, the MDC Transit and Public Works Director and members of The Underline and Miami Foundation on the M-Path and future Underline. Brickell Station to SR 878.
- Sept 19-21 MDX held focus groups with the community. The goal is to come back with a comprehensive communications strategy. A full report will be addressed at the Public Communications Committee.
- Cash Back Toll Dividend Program – Item is on the agenda for approval.
- Sept. 22 – 11th Annual MDX Business Conference was held with 350 registered attendees, 28 exhibitors and guest speaker Grindley Johnson, Virginia Deputy Secretary of Transportation.

Mr. Martinez welcomed Ms. Weinberg and Ms. Smith Fano to the meeting in attendance via phone. No conflicts were declared.

Mr. Martinez modified the agenda and recommended moving the following agenda items to the Consent agenda. The amended Agenda was unanimously approved.

Approval of Summary Minutes

- Board Meeting of August 30, 2016
- General Counsel's Report
- MPO Representative Report
- Treasurer's Report
- Committee Reports
 - Joint Budget & Finance and Operations Committee, 9/20/16

CONSENT AGENDA

Travel Approval

- October 24-25, 2016, Trip to Bonita Springs, Florida by Board Member Weinberg and Mr. Rodriguez to attend the TEAMFL Quarterly Meeting

Ms. Gutierrez moved to approve the Consent Agenda. Mr. Meyer seconded the motion. The motion was unanimously approved.

Regular agenda item IX. B and C were addressed next and taken together. The items were endorsed by the Joint Budget & Finance and Operations Committee meeting.

REGULAR AGENDA

- B) MDX Work Program No. 87410; SR 874 Ramp Connector to SW 128th Street
- Approval of MDX Resolution 16-24 for the Purchase of Parcels 117, 701, 702 and 802. (Endorsed by the Joint Budget & Finance and Operations Committee on 9/20/16)
- C) MDX Work Program No. 87410; SR 874 Ramp Connector to SW 128th Street
- Approval of MDX Resolution 16-23 for the Purchase of Parcels 118 A, 118 B, 118 C, 118 D, 700 and 803. (Endorsed by the Joint Budget & Finance and Operations Committee on 9/20/16)

Mr. Meyer moved to approve MDX Resolutions No. 16-24 and No. 16-23. Mr. Rodriguez Piña seconded the motion. The motion was unanimously approved.

- A) Approval of the Fiscal Year 2016 Cash Back Toll Dividend (Endorsed by the Joint Budget & Finance and Operations Committee on 9/20/16)

Mr. Zaldivar read the agenda item for the record. Mr. Martinez asked for a vote prior to the full presentations while quorum of the Board was present. Ms. Smith Fano moved to approve the FY 2016 Cash Back Dividend. The Cash Back Toll Dividend was unanimously approved.

Ms. Schafer presented the MDX Financial Statements for Fiscal Year 2016. The item was endorsed by the Joint Budget & Finance and Operations Committee.

This is the second consecutive year for the Cash Back Toll Dividend (CBTD) Program, which requires that MDX's financial objectives and commitments are satisfied and that both a dollar amount and the percentage of the overall toll amount paid per transponder be declared on an annual basis. Bondholders remain in Senior

Lien position; and all required obligations and reserves must be satisfied prior to declaring any dividends.

Ms. Schafer provided the financial highlights for FY 2016 as follows:

- Financial statements prepared on the accrual basis of accounting
 - Revenue reported as earned
 - Expenses reported as incurred
- External Auditors
 - Moore Stephens Lovelace, P.A.
 - Audit Opinion – Financial Statements
 - Single Audit – Compliance
- External Filings
 - Security Exchange Commission
 - Bank of New York Trustee
 - State of Florida Auditor General
 - Swap Counter Parties
 - Single Audit Division of State
 - Florida Transportation Commission
 - Rating Agencies

The Year end results for FY 2016 are as follows:

- Senior Debt Coverage above Policy greater than 1.5x
- Financing Plan Projected 1.98
- Actual Senior Debt Coverage 2.18
- Strong Liquidity Position
- Fiscal Year 17 work program funded
- MDX Ratings
 - Moody's A2 Positive Outlook
 - Fitch and Standard & Poor's A Stable Outlook

In order to be considered for a CBTD, customers must register their transponders. This year, the registration period was opened from January 2, 2016 until March 31, 2016. Those who registered their transponders in the first year of the program were automatically re-enrolled. The number of registered transponders increased from those registered in 2015 from 83,000 to 112,000. To qualify for a CBTD, customers must meet all terms and conditions of the Program, which requires that, a minimum payment of \$100 in tolls during the fiscal year on MDX roads with the registered transponder. Approximately 54,000 transponders qualified for the CBTD in FY 16. Those who did not qualify paid less than \$100 annually (or \$8 monthly) in MDX tolls.

For Fiscal Year 2016, CBTD eligible participants will be paid 30% of the tolls paid during July 1, 2015 through June 30, 2016. The cumulative CBTD is approximately \$5.5 million.

All financial requirements and conditions of the CBTD Program have been satisfied. Therefore, Staff recommends approval of the FY 2016 Cash Back Toll Dividend amount.

Members thoroughly discussed the item. The CBTD was unanimously approved.

[The FY2016 Financial Statements Report was filed with the Board Secretary]

Mr. Martinez went back to on the Agenda to address the previously not addressed and moved to the Consent Agenda

GENERAL COUNSEL'S REPORT

Mr. Zaldivar asked Members to let him know if there were any specific topics they would like to address as part of their Ethics Training sessions.

MPO REPRESENTATIVE REPORT

Mr. Ferré informed Members that while attending IBTTA in Denver, CO he took the time to look at the transit system.

TREASURER'S REPORT

Ms. Schafer reported for the two-month period ending August 31, 2016, revenues posted at \$39 million. Expenses posted \$8.3 million, which is below the budget by approximately \$800,000. Mr. Rodriguez informed Member s that a report/dashboard of the five roadways performance will be presented in the coming months.

Mr. Draper and Ms.de Barros presented the Bonds Series 2016A results.

[The presentation was filed with the Board Secretary]

Due to lack of quorum, Mr. Martinez recommended taking the Summary Minutes to the next meeting for approval.

INFORMATIONAL ITEMS

- A) Procurement Report
- B) Communications Report
- C) IT Initiatives for Fiscal Year 2017

Mr. Toledo presented the IT Initiates for FY 2017 and highlighted the following:

- Preparing MDX infrastructure for the future
- Connected Vehicle Applications, Safety benefits, Mobility benefits
- Bluetooth/Wi-Fi Applications

- MDX Smart Road Deployment and Road Designation of SR 836 from MIC to 137th Avenue
- Working with partners to create a Smart Network
- Timeline – Resolution for approval at the next Board Meeting to designate SR 836 – Smart Road

Mr. Toledo answered questions from Members.

CHAIR'S COMMENTS

ANNOUNCEMENTS

- Policy & Planning Committee Meeting, 10/20/17, 10:00 a.m., William M. Lehman MDX Building – Board Room
- Operations Committee Meeting, 10/20/16, 11:00 a.m., William M. Lehman MDX Building – Board Room
- Board of Directors Meeting, 10/25/16 at 4:00 p.m., William M. Lehman MDX Building, MDX Board Room

ADJOURNMENT

Chair Martinez adjourned the Meeting.

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