

# LYNX Oversight Committee Agenda

Meeting Date: 12/5/2019  
Meeting Time: 10:30 AM

Central Florida Regional Transportation Authority  
455 N. Garland Ave.  
2nd Floor Open Space  
Orlando, FL 32801

As a courtesy to others, please silence all electronic devices during the meeting.

## 1. Call to Order

## 2. Approval of Committee Minutes



Oversight Committee Minutes 10-23-19

Pg 4

## 3. Public Comments

- Citizens who would like to speak under Public Comments shall submit a request form to the Assistant Secretary prior to the meeting. Forms are available at the door.

## 4. Chief Executive Officer's Report




## 5. Finance & Audit Committee Report

## 6. Consent Agenda


### A. Request for Proposal (RFP)

- i.  Authorization to Release a Request for Proposal (RFP) for Payroll and Human Resource Information Systems (HRIS) Pg 8










### B. Award Contracts

- i.  Authorization to Negotiate and Execute Contract #20-C37 for Vanpool Support Pg 10
- ii.  Authorization to Negotiate and Execute Contract #20-C34 to Mansfield Oil Company for Fuel Delivery of Ultra Low Sulfur Diesel Through the End of FY2020 Pg 12
- iii.  Authorization to Negotiate and Execute Contract #20-C36 to PAPCO, Inc. for Fuel Delivery of 87 Octane Unleaded Gasoline Through the End of FY2020 Pg 14










### C. Extension of Contracts

- i.  Authorization to Exercise the First Option Year of Contract #17-C05 with Helping Hand Lawn Care Pg 16

## D. Miscellaneous

- i.  Authorization to Submit Grant Applications to the Florida Department of Transportation (FDOT) for the Enhanced Mobility of Seniors and Individuals with Disabilities Section 5310 Program, the Formula Grants for Rural Areas 5311 Program and the Bus and Bus Facilities Section 5339 Program in the Total Amount of \$4,675,000 Pg 17  
-Attachments 
- ii.  Authorization to Purchase Sixty Three (63) Paratransit and Fifteen (15) Neighborlink Replacement Vehicles and Amend the Previous Purchase Authorization from the July 25, 2019, Board of Directors Meeting Pg 22
- iii.  Authorization to Increase the Not-to-Exceed Amount for the Cherry Bekaert, LLP Contract #15-C12 by \$56,400 from \$522,500 to \$578,900 Pg 24
- iv.  Authorization to Transfer Two Revenue Vehicles to The Osceola Council on Aging Pg 26
- v.  Authorization to Auction Surplus Capital Items & Obsolete Parts Pg 28  
-Attachments 
- vi.  Authorization to Reappoint Pension Trustee Albert J. Francis II Pg 31  
-Attachments 

## 7. Action Items

- A.  Authorization to Award a Contract for Legal Services - General Counsel Pg 34
- B.  Authorization to Award a Contract for Legal Services - Workers' Compensation Pg 36
- C.  Authorization to Award a Contract for Legal Services - Labor/Employment Pg 38
- D.  Authorization to Award a Contract for Legal Services - Tort & General Liability Pg 40
- E.  Authorization to Award a Contract for Legal Services - Pension Pg 42
- F.  Authorization to Implement December 15, 2019 Proposed Service Changes Pg 44
- G.  Approval of the LYNX Oversight Committee Meeting Dates for 2020 Pg 47
- H.  Proposed Amendments to Administrative Rule 2 Establishing Auditor Selection Committee Pg 48  
-Attachments 

## 8. Other Business

Section 286.0105, Florida Statutes states that if a person decides to appeal any decision made by a board, agency, or commission with respect to any matter considered at a meeting or hearing, he will need a record of the proceedings, and that, for such purposes, he may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based.

In accordance with the Americans With Disabilities Act of 1990, persons needing a special accommodation at this meeting because of a disability or physical impairment should contact Benjamin Gonzalez at 455 N. Garland Ave, Orlando, FL 32801 (407) 254-6038, not later than three business days prior to the meeting. If hearing impaired, contact LYNX at (407) 423-0787(TDD).

**LYNX**  
**Central Florida Regional Transportation Authority**  
**Oversight Committee Meeting Minutes**

**PLACE:**      **LYNX Central Station**  
                 **455 N. Garland Avenue**  
                 **2<sup>nd</sup> Floor, Open Space Conference Room**  
                 **Orlando, FL 32801**

**DATE:**        **October 23, 2019**

**TIME:**        **10:30 a.m.**

**Members in Attendance:**

Viviana Janer, Chair, Osceola County  
Billy Hattaway, City of Orlando  
Renzo Nastasi, Orange County  
Jo Santiago, FDOT

**Staff Members in Attendance:**

James E. Harrison, Chief Executive Officer  
Tiffany Homler-Hawkins, Chief Administrative Officer  
Bert Francis, Chief Financial Officer  
William Slot, Chief Innovation and Sustainability Officer  
Leonard Antmann, Director of Finance

**Members Absent:**

Lee Constantine, Seminole County

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**1.    Call to Order**

The meeting was called to order at 10:32 p.m.

**2.    Approval of Minutes**

A motion to approve the September 30, 2019 Oversight Committee meeting minutes was made by Billy Hattaway and seconded by Renzo Nastasi. Motion carried unanimously.

**3.    Public Comments**

No one requested to address the committee.

**4.    Chief Executive Officer's Report**

Jim Harrison, Chief Executive Officer announced that discussion items 7.D. and 7.C. will be swapped with each other.

Mr. Harrison stated that LYNX staff has met with Seminole and Orange Counties regarding the 2020 census, so that we can ensure an accurate count of residents. We have been advised by our advertising contractor about a national ad buy day. This would consist of advertising on the buses and the shelters.

SunRail changed their schedule on October 14, 2019. LYNX is currently working on schedule changes for December to correlate with these changes.

Mr. Harrison attended the APTA conference last week. He congratulated Tomika Monterville, Director of Planning & Development, on her graduation from the Leadership APTA program. He will speak in more detail at the Board meeting this afternoon.

Finally, the “One Blood Bus” is here today, so anyone may give blood right after this meeting.

## **5. Finance & Audit Committee Report**

Michelle McCrimmon, Finance and Audit Vice-Chair reported that the Finance and Audit met on Thursday, October 17, 2019. There were no items on the Consent Agenda. There were several discussion items including: the FY2019 Audit Plan from Cherry Bekaert, a short operational update on mobility services regarding letter that went out to participants, and a discussion on the Auditor selection committee.

## **6. Committee Consent Agenda Items**

Chair Janer requested Mr. Harrison give a brief overview of the Consent Agenda before there is a motion to approve consent agenda items 6.A. through 6.F.

Mr. Harrison stated that there are no changes to the Consent Agenda, and he recommends approval of all items.

- A. Authorization to Release a Request for Proposal (RFP) for Security Services or Piggyback with an Existing Contract
- B. Authorization to Extend Piggybacking Agreement for Security Guard Services with G4S Secure Services USA, Inc. through June 15, 2020
- C. Authorization to Exercise Option Term 2 on Contract #15-C13 with DoubleMap, Inc.
- D. Authorization to Execute a Piggybacking Agreement from Orange County Contract Number Y19-1032 for Healthcare Benefits Consultant Services
- E. Authorization to Exercise the First Option Year for Third Party Claims Administration Services Contract 17-C10 Preferred Government Claims Solutions (PGCS) and Increase the Contract Not-to-Exceed Amount (NTE) to \$915,000
- F. Authorization to Execute MetroPlan Orlando's FY2019-2020 Unified Planning Work Program (UPWP) Pass-Thru Funding Agreement for Transit Planning Projects and the Florida Commission for Transportation Disadvantaged Funding in the Amount of \$700,000

Billy Hattaway moved to approve Committee Consent Agenda items 6 A through 6.F.  
Renzo Nastasi seconded. Motion passed unanimously.

## **7. Committee Discussion Items**

### **A. New Legislation Regarding Auditor Selection**

Tiffany Homler-Hawkins presented this item. The legislature adopted new legislation at the 2019 session that changes the way that auditors are selected, requiring an “Audit Selection Committee”. She stated that LYNX staff may not sit on the committee. A member of the

Board must “Chair” the committee, which must have at least three members. We will have to create a new administrative rule for this committee. This committee will have one function – to select the auditor.

Chair Janer suggested that the Finance & Audit Committee would be a better forum for this committee. Michelle McCrimmon stated that the Finance & Audit Committee discussed this at their meeting the previous week. They would be willing to participate in the Auditor Selection Committee.

## **B. Cherry Bekaert Presentation on FY2019 Audit Plan**

Ron Conrad, from Cherry Bekaert made the presentation. The internal control analysis was completed in August with no findings. The Information Technology review will be completed in November. The year-end audit procedures will be completed by February. The Federal Transit Administration requires an agreed upon procedures report, and they now require six areas for the audit. The reports should be completed in March. We will come back to the committee for updates, once the audit is complete.

## **D. Presentation of Mobility Services Policy Level Options for FY2020 Budget Mitigation**

Norman Hickling, Director of Mobility Services, made the presentation. He discussed operational and policy level service mitigation alternatives for paratransit operations regarding the Americans with Disabilities Act (ADA) and the State of Florida Transportation Disadvantaged program (TD). Several options regarding mobility services were discussed. All options presented were for discussion purposes.

We will start our “Free Pass” program on November 1, 2019. This will allow one person to ride our fixed-route system, for free, with an ADA or TD eligible passenger. The goal is to have one trip, per passenger, per month shift to our fixed-route system. Discussion ensued regarding changing the hours of service for the mobility services trips.

## **C. Pass Program Policy**

Tomika Monterville, Director of Planning & Development made the presentation. The pass program that we have entitles non-profit organizations a ten percent discount when purchasing transit media. We have compared our program with other agencies programs. Rates are negotiated with each partner individually. All of the programs vary. We need to determine if we would like to have a universal pass program, or if we should keep our college pass program. We would like to establish a policy surrounding this program.

Staff needs direction from the Board to be able to develop a policy regarding a universal bus pass. This would take about six months to establish.

The Oversight Committee was thankful for the information, however, they were looking for more information about the cost analysis of our current college pass program, what programs are in place, if the programs are effective and, they would like to know if the one dollar per student is covering the cost of the service.

## **8. Other Business**

No other business was discussed.

**The meeting adjourned at 11:44 a.m.**

### **Certification of Minutes:**

I certify that the foregoing minutes of the October 23, 2019 Oversight Committee meeting are true and correct, approved by the Oversight Committee.

**X**

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Assistant

# LYNX Oversight Committee Agenda

## Consent Agenda Item #6.A. i

**To:** LYNX Oversight Committee

**From:** **Leonard Antmann**  
Director Of Finance  
**Terri Setterington**  
(Technical Contact)  
**Warren Hersh**  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6125

**Item Name:** Authorization to Release a Request for Proposal (RFP) for Payroll and Human Resource Information Systems (HRIS)

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Directors' authorization for the Chief Executive Officer (CEO) or designee to release a Request for Proposal (RFP) for Payroll and Human Resource Information Systems (HRIS). The contract term will be for an initial three (3) year period with two (2) one (1) year options.

### **BACKGROUND:**

The current contract #18-C132 with Ceridian, approved by the Board for a three-year period on May 24, 2018, included implementation to the new HRIS platform Dayforce. The current platform will not be supported after December 31, 2020. The current transition is not proceeding as planned including significant delays in implementation dates, therefore staff is seeking to implement another solution.

Staff will continue to work with the Ceridian team, including engaging additional support and consulting team members. However, given the critical nature of this project and the length of lead time necessary, staff also is recommending authorization to move forward with an RFP should these efforts not indicate a high likelihood of success.

Additionally, the Finance & Audit Committee reviewed this item and provided comments during their meeting on November 21, 2019, noting that other funding partners had encountered similar issues when implementing a new system and a separate contractor was necessary for their successful implementation.

The application's primary focus will include employee records, applicant tracking, employee history, employee benefit administration and tracking, new hire reporting, payroll processing,



# LYNX Oversight Committee Agenda

check distribution, employee garnishments, labor distribution reporting, pension reporting and general ledger services.

The proposed timeline for the RFP process is as follows:

- Release RFP December 13, 2019
- Response due January 16, 2020
- SEC Evaluation on February 7, 2020
- Authorization to Award Contract March 26, 2020
- Effective date October 1, 2020

## **DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION:**

This contract is to be funded with operational dollars, therefore no specific DBE goal is applicable.

## **FISCAL IMPACT:**

The FY2020 Approved Operating Budget included \$145,600 for Payroll and HR services.

# LYNX Oversight Committee Agenda

## Consent Agenda Item #6.B. i

**To:** LYNX Oversight Committee

**From:** Matthew Friedman  
Director Of Marketing Comm  
Matthew Friedman  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6206

**Item Name:** Authorization to Negotiate and Execute Contract #20-C37 for Vanpool Support

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

LYNX Staff is requesting the Board of Directors' authorization for the Chief Executive Officer (CEO) or designee to negotiate and execute Contract #20-C37 for Vanpool Support for Three (3) years with the Option to extend Two (2) One (1) year periods.

### **BACKGROUND:**

At the August 21, 2019, Board of Directors meeting, staff received authorization to release RFP #19-R09. Enterprise Holdings was the only responder to the RFP.

LYNX Vanpool Program was developed 26 years ago to provide additional commuter options for the Central Florida community to get to work. The vanpool program offers individuals who live and work in the same area a reliable and affordable rideshare transportation. LYNX is the Program Administrator while the services are managed day to day by a supplier.

The Vanpool Program consists of rideshare matching process, assisting employers with the implementation of commuter programs and formation of vanpool groups as well as maintaining ridership and vanpool participation.

The contract includes fleet maintenance and insurance coverage.

To date, in our Vanpool program, we have approximately one hundred and eighty seven (187) vans. The program remains to be popular and has good growth potential. This program remains a revenue generating opportunity for LYNX as well as a benefit to the Central Florida Community.

# LYNX Oversight Committee Agenda

## **DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION:**

This contract is to be funded with operational dollars, therefore no specific DBE goal is applicable.

## **FISCAL IMPACT:**

The FY2020 Approved Operating Budget included \$225,000 in anticipated revenue.

# LYNX Oversight Committee Agenda

## Consent Agenda Item #6.B. ii

**To:** LYNX Oversight Committee

**From:** Leonard Antmann  
Director Of Finance  
Warren Hersh  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6125

**Item Name:** Authorization to Negotiate and Execute Contract #20-C34 to Mansfield Oil Company for Fuel Delivery of Ultra Low Sulfur Diesel Through the End of FY2020

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Directors' authorization for the Chief Executive Officer (CEO) or his designee to negotiate and execute the contract for fuel delivery of Ultra Low Sulfur Diesel to Mansfield Oil Company through September 30, 2020.

### **BACKGROUND:**

On June 28, 2019, LYNX staff released an Invitation for Bid (IFB) for the delivery of Ultra Low Sulfur Diesel, 87 Octane Unleaded, and Biodiesel. The bids were due back July 25, 2019; with eleven (11) suppliers' submitting responses.

The cost of Ultra Low Sulfur Diesel (ULSD) is determined by the daily settlement price of US Gulf Coast Platts (USGCP). The 30 day average settlement price for ULSD was \$1.7873 for October 2019. LYNX's annual consumption of ULSD is approximately 3.50M gallons.

The invitation to bid requested suppliers provide an "add-on fee" to transport and deliver fuel. A fuel "add-on fee" is composed of a standard transportation cost per gallon and a fixed per delivery pump off fee for above ground tanks.

SEI Fuel Services was awarded the contract beginning October 1, 2019. However, SEI admitted misunderstanding in their pricing methodology and requested a discontinuation of service based on this error. The second lowest bidder, PS Energy Group Inc., was contacted and also misquoted their bid. The third lowest bidder, Mansfield was contacted. Mansfield confirmed their bid and reiterated their willingness to provide ULSD fuel delivery services at the quote presented in the IFB.

# LYNX Oversight Committee Agenda

The invitation to bid results are as follows:

## Ultra Low Sulfur Diesel

Company	Ultra Low Sulfur Diesel	Pump off Fee
SEI Fuel Services INC	-0.010498	\$45.00
PS Energy Group Inc.	0.0325	\$0.01
Mansfield Oil Company	0.1256	\$55.00
Colonial Oil Industry	0.1276	\$100.00
Indigo Energy	0.1438	\$60.00
Petroleum Traders	0.1462	\$75.00
Palmdale Oil Company Platts	0.1478	\$0.00
Papco	0.1478	\$60.00
Lynch Oil Company	0.16	\$25.00
TV Guy Orlando, LLC dba MDB Services	0.2469	\$75.00
World Energy Downstream LLC	No Bid	\$0.01

Therefore, LYNX requests board approval to award ULSD delivery services to Mansfield through September 30, 2020.

## DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION:

This contract is to be funded with operational dollars, therefore no specific DBE goal is applicable.

## FISCAL IMPACT:

The FY2020 Approved Operating Budget included \$12,160,726 for all fuel purchases.

# LYNX Oversight Committee Agenda

## Consent Agenda Item #6.B. iii

**To:** LYNX Oversight Committee

**From:** **Leonard Antmann**  
Director Of Finance  
**Warren Hersh**  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6125

**Item Name:** Authorization to Negotiate and Execute Contract #20-C36 to PAPCO, Inc. for Fuel Delivery of 87 Octane Unleaded Gasoline Through the End of FY2020

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Directors' authorization for the Chief Executive Officer (CEO) or his designee to negotiate and execute the contract for fuel delivery of 87 Octane Gasoline to PAPCO, Inc. through September 30, 2020.

### **BACKGROUND:**

On June 28, 2019 LYNX staff released an Invitation for Bid (IFB) for the delivery of Ultra Low Sulfur Diesel, 87 Octane Unleaded, and Biodiesel. The bids were due back July 25, 2019; with eleven (11) suppliers' submitting responses.

The cost of 87 Octane Gasoline is determined by the daily settlement price of US Gulf Coast Platts (USGCP). The 30 day average settlement price for 87 Octane Gasoline was \$1.6343 for October 2019. LYNX's annual direct consumption of 87 Octane Gasoline is approximately 1.3M gallons.

The invitation to bid requested suppliers provide an "add-on fee" to transport and deliver fuel. The fuel "add-on fee" is composed of a standard transportation cost per gallon and a fixed per delivery pump off fee for above ground tanks.

SEI Fuel Services was awarded the contract beginning October 1, 2019. However, SEI admitted misunderstanding in their pricing methodology and requested a discontinuation of service based on this error. The second lowest bidder, PS Energy Group Inc., was contacted and also misquoted their bid. The third lowest bidder, PAPCO, Inc. was contacted. PAPCO, Inc. confirmed their bid and reiterated their willingness to provide 87 Octane Gasoline fuel delivery services at the quote presented in the IFB.

# LYNX Oversight Committee Agenda

## 87 Octane Gasoline

Company	87 Octane Gasoline	Pump off Fee
SEI Fuel Services INC	-0.012974	\$45.00
PS Energy Group Inc.	0.0325	\$0.01
PAPCO, Inc.	0.0409	\$60.00
Mansfield Oil Company	0.0562	\$55.00
Petroleum Traders	0.1055	\$75.00
Indigo Energy	0.1194	\$60.00
Palmdale Oil Company Platts	0.1206	\$0.00
Colonial Oil Industry	0.1443	\$100.00
Lynch Oil Company	0.16	\$25.00
TV Guy Orlando, LLC dba MDB Services	0.2061	\$75.00
World Energy Downstream LLC	No Bid	\$0.01

Therefore, LYNX requests board approval to award 87 Octane Gasoline delivery services to PAPCO, Inc. through September 30, 2020.

### **DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION:**

This contract is to be funded with operational dollars, therefore no specific DBE goal is applicable.

### **FISCAL IMPACT:**

The FY2020 Approved Operating Budget included \$12,160,726 for all fuel purchases.

# LYNX Oversight Committee Agenda

## Consent Agenda Item #6.C. i

**To:** LYNX Oversight Committee

**From:** Elvis Dovalles  
Director Of Maintenance  
Eric Hale  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6239

**Item Name:** Authorization to Exercise the First Option Year of Contract #17-C05 with Helping Hand Lawn Care

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Directors' authorization for the Chief Executive Officer (CEO) or designee to exercise the first option year of Contract #17-C05 with Helping Hand Lawn Care for lawn maintenance. The annual not-to-exceed amount is \$78,500.

### **BACKGROUND:**

On May 26, 2016, the Board of Directors authorized the release of a Request for Proposal (RFP) for landscape maintenance. The RFP was released June 30, 2016 with proposal due on August 1, 2016.

On September 22, 2016, the Board of Directors authorized the award to Helping Hand Lawn Care for lawn maintenance for a period of three (3) years with two (2) one (1) year options.

Helping Hand Lawn Care provides landscaping services including mowing, grass trimming and minor tree trimming for the following properties: LYNX Operations Center, LYNX Central Station (LCS), LB McLeod - Paratransit, Colonial Plaza Super-stop, Apopka Super-stop and the Florida Department of Transportation lot adjacent to LCS.

### **DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION:**

This contract is to be funded with operational dollars, therefore no specific DBE goal is applicable.

### **FISCAL IMPACT:**

The FY2020 Approved Operating Budget included \$78,500 for landscape maintenance.



# LYNX Oversight Committee Agenda

## Consent Agenda Item #6.D. i

**To:** LYNX Oversight Committee

**From:** **Tiffany Homler Hawkins**  
Chief Administrative Officer  
**Belinda Balleras**  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6064

**Item Name:** **Authorization to Submit Grant Applications to the Florida Department of Transportation (FDOT) for the Enhanced Mobility of Seniors and Individuals with Disabilities Section 5310 Program, the Formula Grants for Rural Areas 5311 Program and the Bus and Bus Facilities Section 5339 Program in the Total Amount of \$4,675,000**

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Directors' authorization for the Chief Executive Officer (CEO) or designee to submit grant applications to the Florida Department of Transportation (FDOT) and authorize the Chairman to execute Resolution #19-011 attached hereto. This action also includes authorization for the Chief Executive Officer (CEO) or designee to execute Public Transportation Grant Agreements (PTGA) from FDOT originating from these programs, as well as any future amendments to the PTGA.

LYNX intends to submit grant applications for Section 5310 (Enhanced Mobility of Seniors and Individuals with Disabilities Program) funding to FDOT for approximately \$665,000 in capital and \$750,000 in rural operating funds, for Section 5311 (Formula Grants for Rural Areas) approximately \$1,000,000 in operating funds, and for Section 5339 (Bus and Bus Facilities Capital Program) for approximately \$2,260,000 in the FY2020-2021 FDOT funding cycle.

### **BACKGROUND:**

On November 14, 2019, the Florida Department of Transportation conducted an open house to announce its funding solicitation and guidance for FTA's Section 5310-Enhanced Mobility of Seniors and Individuals with Disabilities Program, Section 5311-Formula Grants for Rural Areas Program, and Section 5339-Bus and Bus Facilities Program under the FAST Act. These solicitations are due for submission January 24, 2020.

# LYNX Oversight Committee Agenda

The funding programs are described as follows:

- ***Enhanced Mobility of Seniors and Individuals with Disabilities Program (49 U.S.C. 5310):*** Provides formula funding to improve mobility for seniors and individuals with disabilities.

MAP-21, now the FAST Act, expanded the eligibility of the 49 U.S.C. 5310 program funds to be used for operating expenses, in addition to capital expenses, for transportation services addressing the needs of seniors and individuals with disabilities. Not less than 55 percent of the funds available for this program must be used for capital projects planned, designed, and carried out to meet the special needs of seniors and individuals with disabilities when public transportation is insufficient, inappropriate, or unavailable. Remaining funds may be used for operations, such as: public transportation projects that exceed the requirements of the ADA; public transportation projects that improve access to fixed-route service and decrease reliance by individuals with disabilities on complementary paratransit services; or develop alternatives to public transportation that assist seniors and individuals with disabilities.

The matching requirements for this program remain the same: capital assistance is provided on an 80% Federal share, 10% state share and 10% local share, with operating assistance requiring a 50 percent match.

LYNX intends to apply for both capital and operating projects; approximately \$665,000 for paratransit vehicles and approximately \$750,000 for rural NeighborLink and other contracted services for specialized transportation under the Mobility Management brokerage model. These operating projects are part of our continuing mobility initiatives to address paratransit needs with NeighborLink routes.

- ***Formula Grants for Rural Areas Program (49 U.S.C. 5311):*** The Rural Areas program provides formula funding for the purpose of supporting public transportation in areas with a population of less than 50,000. Funding may be used for capital, operating, planning, job access and reverse commute projects, and administration expenses.

LYNX intends to apply for operating projects, approximately \$1,000,000 of 49 U.S.C. 5311 to maintain provision of services in the rural areas. 49 U.S.C. Section 5311 operating funds are 50% federal and 50% non-Department of Transportation match.

- ***Bus and Bus Facilities (49 U.S.C. 5339):*** The Bus and Bus Facilities Program provides capital funding to replace, rehabilitate and purchase buses and related equipment and to construct bus-related facilities for services in the rural areas.

LYNX intends to apply for capital projects, approximately \$2,260,000 under the 49 U.S.C. 5339 program for buses with the necessary technologies and equipment. These capital purchases will support the provision of both fixed-route services that operate either entirely or predominately in rural areas. 49 U.S.C. Section 5339 capital funds are 80% federal and 20% non-federal share (FDOT will provide the required 20% match).

# LYNX Oversight Committee Agenda

## **DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION:**

No Disadvantaged Business Enterprise (DBE) goal was assessed for this grant application.

## **FISCAL IMPACT:**

LYNX staff will include the Section 5310, 5311, and 5339 project awards in future operating and capital budgets as appropriate.

**CFRTA RESOLUTION # 19-011**

**A RESOLUTION OF THE CENTRAL FLORIDA REGIONAL TRANSPORTATION AUTHORITY, dba LYNX;  
AUTHORIZING THE CHIEF EXECUTIVE OFFICER (CEO) TO SUBMIT GRANT APPLICATIONS WITH THE  
FLORIDA DEPARTMENT OF TRANSPORTATION (FDOT) FOR FY2020-2021 SECTION 5311 FEDERAL  
TRANSIT ADMINISTRATION FORMULA GRANTS FOR RURAL AREAS PROGRAM, FY2020-2021 SECTION  
5339 FEDERAL TRANSIT ADMINISTRATION FUNDS FOR RURAL AREA BUS AND BUS FACILITIES  
PROGRAM, AND FY2020-2021 SECTION 5310 FEDERAL TRANSIT ADMINISTRATION ENHANCED  
MOBILITY OF SENIORS AND INDIVIDUALS WITH DISABILITIES PROGRAM.**

**WHEREAS**, LYNX has satisfied the requirement to complete a Transportation Development Plan (TDP) for FY2020-2029 which has been submitted to FDOT in September 2019 and the TDP is consistent with the five-year Transportation Improvement Plan (TIP) and FDOT's State Work Program, and the projects identified in the TDP are consistent with METROPLAN Orlando's Year 2040 Long Range Plan and Five Year Transportation Improvement Plan (TIP).

**WHEREAS**, this is a resolution of the GOVERNING BOARD of the Central Florida Regional Transportation Authority (hereinafter BOARD), which hereby authorizes the signing and submission of the LYNX grant applications and supporting documents and assurances to the Florida Department of Transportation.

**NOW THEREFORE, BE IT RESOLVED THAT:**

1. The BOARD has the authority to authorize the submission of grant applications to the Florida Department of Transportation.
2. The BOARD has the authority to authorize the execution of Public Transportation Grant Agreements to be issued by FDOT in FY2020-2021.
3. The BOARD authorizes James E. Harrison, Esq., P.E., Chief Executive Officer, or designee to apply for and accept grants on behalf of the Central Florida Regional Transportation Authority, dba LYNX with the Florida Department of Transportation.
4. The BOARD authorizes James E. Harrison, Esq., P.E., Chief Executive Officer, or designee, to sign any and all agreements or contracts, which may be required in connection with the application, and subsequent agreements, with the Florida Department of Transportation for operating assistance for rural transportation services (5311), capital assistance for rural bus and bus facilities (5339), and transportation services for elderly person and persons with disabilities program funds (5310).
5. The BOARD authorizes James E. Harrison, Esq., P.E., Chief Executive Officer, or designee, to sign any and all assurances, reimbursement invoices, warranties, certifications and any other documents, which may be required in connection with the applications or subsequent agreements and supplements.
6. The BOARD authorizes James E. Harrison, Esq., P.E., Chief Executive Officer, or designee, to make purchases and/or expend funds pursuant to grant awards made by the Florida Department of

Transportation authorized by Chapter 341, Florida Statutes and/or by the Federal Transit Administration Act of 1964, as amended.

7. That the above authorizations shall be continuing in nature until revoked by the Chairman of the Governing Board.

**CERTIFICATION OF THE ADOPTION OF THE PROPOSED RESOLUTION APPROVING THE EXECUTION OF THE PUBLIC TRANSPORTATION GRANT AGREEMENTS WITH THE FLORIDA DEPARTMENT OF TRANSPORTATION FOR FY2020/2021 SECTION 5311 FEDERAL TRANSIT ADMINISTRATION FORMULA GRANTS FOR RURAL AREAS PROGRAM, FY2020/2021 SECTION 5339 FEDERAL TRANSIT ADMINISTRATION FUNDS FOR RURAL AREA BUS AND BUS FACILITIES PROGRAM, AND FY2020/2021 SECTION 5310 FEDERAL TRANSIT ADMINISTRATION ENHANCED MOBILITY OF SENIORS AND INDIVIDUALS WITH DISABILITIES PROGRAM.**

APPROVED AND ADOPTED this 5<sup>th</sup> day of December 2019, by the Governing Board of Directors of the Central Florida Regional Transportation Authority.

CENTRAL FLORIDA REGIONAL  
TRANSPORTATION AUTHORITY

By: Governing Board

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Lee Constantine, Chairman

ATTEST:

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Assistant Secretary

# LYNX Oversight Committee Agenda

## Consent Agenda Item #6.D. ii

**To:** LYNX Oversight Committee

**From:** Norman Hickling  
Director Of Mobility Services  
Selita Stubbs  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6169

**Item Name:** Authorization to Purchase Sixty Three (63) Paratransit and Fifteen (15) Neighborlink Replacement Vehicles and Amend the Previous Purchase Authorization from the July 25, 2019, Board of Directors Meeting

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Directors' authorization for the Chief Executive Officer (CEO) or designee to amend previously approved authorization to purchase twenty (20) Paratransit and ten (10) NeighborLink replacement vehicles at the Board of Directors' meeting on July 25, 2019. Staff is requesting the Board of Directors' authorization for the Chief Executive Officer (CEO) or designee to purchase a total of sixty three (63) Ford E350 6.8L Gas – Vanterra Paratransit vehicles and fifteen (15) E450 6.8L Gas - Odyssey NeighborLink replacement vehicles. These vehicles will be outfitted with appropriate lifts and seating securement systems to be ADA compliant.

The replacement vehicles will be procured for a not-to-exceed amount of \$6,700,000. The replacement Paratransit vehicles and NeighborLink vehicles will be purchased from Alliance Bus Group using the TRIPS-17-CA-ABG Transit Research Inspection Procurement Services Program (TRIPS) Contract.

### **BACKGROUND:**

On July 25, 2019, the Board of Directors authorized staff to procure twenty (20) Paratransit and ten (10) NeighborLink replacement vehicles. It was anticipated, at a subsequent Board of Directors meeting, staff would ask for authorization to procure an additional fifty-seven (57) paratransit vehicles and five (5) NeighborLink replacement vehicles to bring both fleets into a State of Good Repair. After the July Board of Directors meeting, Mobility Services staff was informed the proposed paratransit vehicles would no longer be manufactured after 2019. This information forced staff to stop all procurement activities and investigate alternative vehicles. The result of the investigation has led to proposed procurement submitted in this board letter.

# LYNX Oversight Committee Agenda

Currently, LYNX has an active fleet of one hundred sixty-four (164) paratransit vehicles and twenty-four (24) NeighborLink vehicles. Sixty three (63) Paratransit vehicles scheduled for replacement have exceeded their useful life, with an average of 280,837 miles per vehicle and over five years of service. The fifteen (15) NeighborLink vehicles to be replaced have an average of 307,845 miles per vehicle and over eight years of service.

This vehicle replacement is part of LYNX Transit Development Plan (TDP) and sustainability goals. The proposed vehicles will provide an immediate 18% to 20% improvement in fuel efficiency and lower overall maintenance costs once they are adopted into the fleet. In addition, the vehicles will have the capability to undergo a future conversion to operate on Compressed Natural Gas (CNG), based upon operational needs and business practices.

Upon arrival of the replacement vehicles, LYNX will retire a like amount of vehicles in accordance with Federal Transit Administration (FTA) guidelines.

<b>Paratransit Vehicles</b>	<b>Quantity</b>	<b>Cost</b>	<b>Total</b>
TurtleTop Vanterra XLT	63	\$74,000	\$4,662,000
Standard Seats(2), Foldaway Seats(8), Q'Straint QRTMAX(3), 1000 lb. Lift(1), Freedman Tie-Downs System(3), Mobile Data Terminal(1), Gaseous Engine Prep(1)	63	11,000	693,000
<b>Paratransit Vehicle Cost</b>			<b>\$5,355,000</b>

<b>NeighborLink Vehicles</b>	<b>Quantity</b>	<b>Cost</b>	<b>Total</b>
TurtleTop Odyssey	15	\$75,000	\$1,125,000
Standard Seats(8), Foldaway Seats(4), Q'Straint QRTMAX(2), 1000 lb. Lift(1), Freedman Tie-Downs System(2), Electronic Destination Sign(1), Gaseous Engine Prep(1)	15	10,000	150,000
<b>NeighborLink Vehicle Cost</b>			<b>\$1,275,000</b>

## **DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION**

LYNX' DBE program requires that each transit vehicle manufacturer, as a condition to bid for or propose on FTA-assisted vehicle procurements, must provide certification of compliance with Federal DBE regulations requiring an established annual overall percentage DBE participation goal approved by FTA. DBE requirements are monitored by the Federal Transit Administration (FTA).

## **FISCAL IMPACT:**

The FY2020 Approved Capital Budget included \$5,390,000 for the purchase of Paratransit vehicles and \$1,800,000 for the purchase of NeighborLink replacement vehicles.

# LYNX Oversight Committee Agenda

## Consent Agenda Item #6.D. iii

**To:** LYNX Oversight Committee

**From:** **Leonard Antmann**  
Director Of Finance  
**Tellis Chandler**  
(Technical Contact)  
**Warren Hersh**  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6125

**Item Name:** Authorization to Increase the Not-to-Exceed Amount for the Cherry Bekaert, LLP Contract #15-C12 by \$56,400 from \$522,500 to \$578,900

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Directors' Authorization for the Chief Executive Officer (CEO) or designee to approve an increase to the not-to-exceed for the Cherry Bekaert, LLP contract, #15-C12 by \$56,400 from \$522,500 to \$578,900. The purpose of the increase is to (1) provide support services related to the LYNX business control assessment and (2) perform an internal control and data security audit as required by the memorandum of understanding with the Florida Department of Highway Safety and Motor Vehicles.

### **BACKGROUND:**

At the July 23, 2015 Board of Directors' meeting, Cherry Bekaert, LLP was awarded Contract #15-C12 to provide general audit services.

The purpose of this Board item is to increase the not-to-exceed amount for additional professional services as follows:

- To assist LYNX on matters relating to conducting its internal business control assessment. LYNX is in the process of conducting a high level assessment and Cherry Bekaert will provide technical support and staff augmentation as needed. Some of the key aspects of the assessment is to review key LYNX business functions relative to the economy, efficiency, and effectiveness of operations including the business risks and key controls in place; the identification of improvement opportunities; and determining next steps.
- To perform an internal control and data security audit as required by the memorandum of understanding with the Florida Department of Highway Safety and Motor Vehicles.



# LYNX Oversight Committee Agenda

LYNX provides driver license data for all employees on a daily basis to identify on a real-time basis potential issues, e.g., suspensions, expirations, violations, etc. The purpose of the audit is to assess the internal control and data security over the use and dissemination of personal data in light of the requirements of the MOU and applicable laws and that the controls are adequate to protect the personal data from unauthorized access, distribution, use, modification, or disclosure.

The services identified in this Board item are in accordance with the scope of services included in the Cherry Bekaert, LLP contract which included providing periodic reviews and technical assistance. The original contract not-to exceed amount approved by the Board only addresses the external audit services portion of the services.

## **DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION:**

This contract is to be funded with operational dollars, therefore no specific DBE goal is applicable.

## **FISCAL IMPACT:**

The FY2020 Approved Operating Budget included \$56,400 for professional services to support the additional work, as well as the funding for the initial audit services.

# LYNX Oversight Committee Agenda

## Consent Agenda Item #6.D. iv

**To:** LYNX Oversight Committee

**From:** **Leonard Antmann**  
Director Of Finance  
**Warren Hersh**  
(Technical Contact)  
**Edward Velez**  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6125

**Item Name:** Authorization to Transfer Two Revenue Vehicles to The Osceola Council on Aging

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Directors' authorization for the Chief Executive Officer (CEO) or designee to transfer two (2) revenue vehicles to The Osceola Council on Aging, a 501(c) (3) non-profit, private charitable organization which provides health care services to Seniors.

### **BACKGROUND:**

LYNX maintenance staff has identified two (2) revenue vehicles for utilization by one of our Section 5310 awarded agencies, to The Osceola Council on Aging. Through this vehicle transfer, The Osceola Council on Aging will provide the unique and specialized transportation of their clients directly at their expense. This vehicle transfer is included in the application submitted by to The Osceola Council on Aging in our Section 5310 -Enhanced Mobility of Seniors and Individuals with Disabilities Program.

This vehicle transfer affords LYNX the opportunity to leverage partnerships with our coordinated agency and improve efficiency in the delivery of services for specialty medical needs. The vehicles will be used to transport seniors to and from medical appointments. The transportation service is door-to-door for ambulatory and wheelchair residents. The Osceola Council on Aging can effectively handle their client trips at their own expense, for significantly less than our paratransit one-way trip cost.

The transfer of two (2) revenue vehicles will not require Federal Transit Administration (FTA) approval as there is no federal share remaining on the vehicles and the fair market value of each is below \$5,000. These vehicles are being transferred "as is".

# LYNX Oversight Cmmittee Agenda

## FISCAL IMPACT:

The net book value of the revenue vehicles and related components is \$0.

### Vehicle Listing

System Number	Asset ID	Acquisition Date	Class	Description	Estimated Life	Acquisition Value	Net Book Value
13763	NC-5385	4/30/2011	RV	Turtle Top Odyssey Bus Paratransit	4	\$72,575	\$0
13766	NC-5394	4/30/2011	RV	Turtle Top Odyssey Bus Paratransit	4	\$72,575	\$0
<b>Totals</b>						<b>\$145,150</b>	<b>\$0</b>

# LYNX Oversight Committee Agenda

## Consent Agenda Item #6.D. v

**To:** LYNX Oversight Committee

**From:** **Leonard Antmann**  
Director Of Finance  
**Warren Hersh**  
(Technical Contact)  
**Edward Velez**  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6125

**Item Name:** Authorization to Auction Surplus Capital Items & Obsolete Parts

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Directors' authorization for the Chief Executive Officer (CEO) or designee to retire, transfer, recycle or sell, at public auction, surplus and obsolete capital items as identified in the following detailed list.

### **BACKGROUND:**

It is LYNX' policy to hold a quarterly auction to dispose of Board approved surplus and obsolete items. This year's auction is scheduled for January 2020. The following surplus items require authorization for retirement and disposal at the public auction:

#### **Computer Equipment:**

Surplus and obsolete computer equipment, including desktop computers and monitors with a total net book value of \$0.

#### **Furniture, Fixtures and Equipment:**

Surplus and obsolete furniture, fixtures, equipment, and shop equipment with a total net book value of \$0.

#### **Support Vehicles**

Nine (9) support vehicles with a total net book value of \$0

# LYNX Oversight Committee Agenda

## Categorical Totals

Category	Acquisition Value	Net Book Value
Computer Equipment	\$27,421	\$0
Furniture and Fixtures	\$53,317	\$0
Other Vehicles	\$226,653	\$0
<b>GRAND TOTAL</b>	<b>\$307,391</b>	<b>\$ 0</b>

## FISCAL IMPACT:

The total net book value of the surplus items is \$0. The higher of the net book value or the net proceeds from this sale may be due to the Federal Transit Administration (FTA) in FY2020.

System Number	Asset ID	Acquisition Date	Class	Description	Estimated Life	Acquisition Value	Net Book	Due to FTA
11012	7350	8/31/2006	CE	Server, PowerEdge 2950	5	\$7,027	0	0
13268	9297	12/4/2009	CE	Dell PowerEdge R710	5	\$9,039	0	0
13270	9299	12/4/2009	CE	Dell SQL Server	5	\$10,673	0	0
14606	10437	8/22/2012	CE	Dell Computer 3010	5	\$682	0	0
				<b>Computer Equipment</b>		<b>\$27,421</b>		
12145	7846	9/30/2007	FE	Gator TS Golf Cart Vehicle #133	5	\$6,119	0	0
15572	10788	5/1/2013	FE	BUS SCAFFOLDING AC SHOP-MAINTEN	5	\$43,510	0	0
15924	10853	4/17/2013	FE	SAMSUNG 46 INCH LED TV	5	\$2,032	0	0
8104	3891	11/6/2003	FE	Camera - Digital Video	5	\$450	0	0
8511	4220	12/20/2004	FE	Recorder DVD/VCR	5	\$307	0	0
12343	8421	3/31/2008	FE	Seon Reader	5	\$300	0	0
12344	8422	3/31/2008	FE	Seon Reader	5	\$300	0	0
12345	8777	3/31/2008	FE	Seon Reader	5	\$300	0	0
				<b>Furniture and Fixtures</b>		<b>\$53,317</b>		
9026	24285	5/16/2005	OV	Van - 2005 Dodge Caravan	4	\$18,569	0	0
9159	24621	7/15/2005	OV	VAN 2005 DODGE CARAVAN	4	\$18,549	0	0
10903	25566	6/1/2006	OV	Van, 2006 Ford E-350 10 Passenger	4	\$25,077	0	0
11189	26296	9/30/2006	OV	Van, 2006 Ford E-350 12Passenger	4	\$26,325	0	0
12550	126	1/31/2008	OV	Ford Escape Hybrid	7	\$24,654	0	0
12553	28242	1/31/2008	OV	Ford Econoline Van	4	\$27,000	0	0
12554	28244	1/31/2008	OV	Ford Econoline Van	4	\$28,300	0	0
12555	28471	1/31/2008	OV	Ford Econoline Van	4	\$28,200	0	0
14686	35748	9/30/2012	OV	2012 Ford E350 Van 10 Passenger	5	\$29,979	0	0
				<b>Other Vehicles</b>		<b>\$226,653</b>		
				<b>Totals</b>		<b>\$307,391</b>		

# LYNX Oversight Committee Agenda

## Consent Agenda Item #6.D. vi

**To:** LYNX Oversight Committee

**From:** Terri Setterington  
Director Of Human Resources  
Terri Setterington  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6106

**Item Name:** Authorization to Reappoint Pension Trustee Albert J. Francis II

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Directors' adoption of Resolution #19-009 to reappoint Mr. Albert J. Francis II, Chief Financial Officer, as Management Appointee to the Board of Trustees for the Amalgamated Transit Union (ATU) Local 1596 Pension Plan (Defined Benefit Plan).

### **BACKGROUND:**

Employees who are members of ATU Local 1596 participate in a defined benefit retirement plan. The plan has an oversight Trustee Board consisting of three Union and three Management employees. LYNX' Chief Executive Officer selects three Management employees to serve as Trustees with confirmation from the LYNX Board of Directors' and the Union's Executive Board appoints its representatives.

Each member serves a three-year term. Mr. Francis is being reappointed to serve his 2nd term. Management Trustees for this board are Employer-nominated trustees who serve a three year term and are given the authority to perform, in good judgement, all acts necessary or appropriate to manage, invest, and distribute the assets/funds in the plan.

### **FISCAL IMPACT:**

No fiscal impact.

**CFRTA RESOLUTION 19-009**

**A RESOLUTION OF THE CENTRAL FLORIDA REGIONAL TRANSPORTATION  
AUTHORITY TO, APPROVING THE APPOINTMENT  
OF A MANAGEMENT APPOINTEE TO THE BOARD  
OF TRUSTEES FOR THE  
AMALGAMATED TRANSIT UNION LOCAL 1596 PENSION PLAN**

**WHEREAS**, this is a resolution of the Governing Board of Central Florida Regional Transportation Authority, d/b/a LYNX (hereinafter BOARD), heretofore established a pension plan effective as of October 1, 1984, known as the Amalgamated Transit Union Local 1596 Pension Plan (the "Plan"); and

**WHEREAS**, Article II of the Plan authorizes the Employer to appoint three members to the Plan's Board of Trustees; and

**WHEREAS**, the Employer wishes to re-appoint Albert J. Francis II to the Board of Trustees of the Plan, effective, January 1, 2020.

**NOW THEREFORE, BE IT RESOLVED THAT:**

**RESOLVED**, by the Governing Board that the Employer is authorized to re-appoint Albert J. Francis II to the Board of Trustees of the Plan effective as of January 1, 2020; and it is

**FURTHER RESOLVED**, by the Board of Directors that any employee classified as a senior officer of the Employer is authorized to prepare and execute, on behalf of the Employer, any documents necessary to effectuate the appointment to the Board of Trustees of the Plan, and perform any other acts necessary to implement the appointment to the Board of Trustees of the Plan.



**RESOLUTION CERTIFICATION**

**CERTIFICATION OF THE ADOPTION OF RESOLUTION #19-009 BY THE BOARD  
OF DIRECTORS OF CENTRAL FLORIDA REGIONAL TRANSPORTATION  
AUTHORITY d/b/a LYNX**

APPROVING THE APPOINTMENT OF A MANAGEMENT APPOINTEE TO THE BOARD  
OF TRUSTEES FOR THE

AMALGAMATED TRANSIT UNION LOCAL 1596 PENSION PLAN

APPROVED AND ADOPTED this day 5<sup>TH</sup> DAY OF December 2019, by the Governing Board  
of Directors of the Central Florida Regional Transportation Authority, d/b/a LYNX.

CENTRAL FLORIDA REGIONAL  
TRANSPORTATION  
AUTHORITY

By: Governing Board

\_\_\_\_\_  
Chairman

ATTEST:

\_\_\_\_\_  
Assistant Secretary

# LYNX Oversight Committee Agenda

## Action Agenda Item #7.A.

**To:** LYNX Oversight Committee

**From:** Tiffany Homler Hawkins  
Chief Administrative Officer  
Tiffany Homler Hawkins  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6064

**Item Name:** Authorization to Award a Contract for Legal Services – General Counsel

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Director's authorization for the Chief Executive Officer (CEO) or designee to negotiate and execute a contract with Akerman, LLP for General Counsel legal services. The recommended term of the agreement will be for two (2) years with three (3) one (1) year renewal options. Costs for these services are estimated to be approximately \$250,000 for the first contract year and \$200,000 for the second contract year. A not-to-exceed contract will be negotiated based on these estimates.

### **BACKGROUND:**

At the May 23, 2019 Board of Director's meeting, staff received authorization to issue a Request for Proposal (RFP) in the following legal services areas: General Counsel, Labor/Employment, Workers' Compensation, Tort/General Liability, Pension and Equal Employment Opportunity claims. The RFP for General Counsel legal services (#19-R05) was released on June 26, 2019, with responses due by 2:00 p.m. EST on September 11, 2019.

Three (3) responses from the following firms were received for the General Counsel legal services RFP. All proposals were considered responsive and forwarded to the Source Evaluation Committee (SEC) for review. The SEC public meeting was held on October 30, 2019 with the following results:

<b>Firm</b>	<b>Total Score</b>	<b>Ordinal Ranking</b>
Akerman LLP	452	6
Bryant Miller Olive	459	10
Burr Forman LLP	428	12

# LYNX Oversight Committee Agenda

It is the recommendation of the SEC to award a contract for General Counsel Legal Services to Akerman, LLP, based on the lowest ordinal ranking. The process whereby the firm would be awarded a contract was provided for in the RFP.

## **DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION:**

This contract is to be funded with operational dollars, therefore no specific DBE goal is applicable.

## **FISCAL IMPACT:**

The FY2020 Approved Operating Budget included \$1,571,820 for legal services. LYNX anticipates this will be sufficient to cover all legal expenses.

# LYNX Oversight Committee Agenda

## Action Agenda Item #7.B.

**To:** LYNX Oversight Committee

**From:** **Melanie Stanisic**  
Deputy Director Of Risk Mgmt  
**Yohelis Rodriguez Castillo**  
(Technical Contact)  
**Loretta Andrews**  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6167

**Item Name:** Authorization to Award a Contract for Legal Services - Workers' Compensation

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Director's authorization for the Chief Executive Officer (CEO) or designee to negotiate and execute a contract with Broussard, Cullen & Blastic, P.A. for Workers' Compensation legal services. The recommended term of the agreement will be for two (2) years with three (3) one (1) year renewal options. It is anticipated that the contract value of the first year will be for \$90,000 dollars and the second year will be for \$95,000 dollars. A not-to-exceed contract will be negotiated based on these estimates.

### **BACKGROUND:**

At the May 23, 2019 Board of Director's meeting, staff received authorization to issue a Request for Proposal (RFP) in the following legal services areas: General Counsel, Labor/Employment, Workers' Compensation, Tort/General Liability, Pension and Equal Employment Opportunity claims. The RFP for Workers' Compensation legal services (#19-R18) was released on August 19, 2019, with responses due by 2:00 p.m. EST on September 19, 2019.

Three (3) responses from the following firms were received for the Workers' Compensation legal services RFP. All proposals were considered responsive and forwarded to the Source Evaluation Committee (SEC) for review. The SEC public meeting was held on October 22, 2019, with the following results:

<b>Firm</b>	<b>Score</b>	<b>Ordinal Ranking</b>
Broussard, Cullen, Blastic P.A.	265	3
Dean Ringer Morgan Lawton, P.A.	234	7
Znosko and Reas, P.A.	231	8

# LYNX Oversight Committee Agenda

It is the recommendation of the SEC to award a contract for Workers' Compensation Legal Services to Broussard, Cullen & Blastic, P.A. based on the lowest ordinal ranking. The SEC also recommended if a contract with the lowest ordinal ranking firm could not be executed, the contract be awarded to the second lowest ordinal ranking firm, Dean Ringers, Morgan & Lawton, P.A. The process whereby the firm would be awarded a contract was provided for in the RFP.

For matters that are ongoing, staff will also negotiate with the current legal firm, Bolton Helm & Augustine, LLP, an appropriate transition of legal services based on complexity and legal timelines. At the Board of Director's meeting on May 23, 2019, the CEO was given the authority to extend the current legal firm's agreement by up to three (3) months. This is expected to provide sufficient time to transition the majority of legal services and cases over to the new firm. It should be noted that the modification that was approved provides for a reduction in the hourly rates by \$5 dollars per hour for the current legal firm during the extension time period.

## **DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION:**

This contract is to be funded with operational dollars, therefore no specific DBE goal is applicable.

## **FISCAL IMPACT:**

The FY2020 Approved Operating Budget included \$1,571,820 for legal services. LYNX anticipates this will be sufficient to cover all legal expenses.

# LYNX Oversight Committee Agenda

## Action Agenda Item #7.C.

**To:** LYNX Oversight Committee

**From:** Terri Settingington  
Director Of Human Resources  
Terri Settingington  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6106

**Item Name:** Authorization to Award a Contract for Legal Services - Labor/Employment

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Director's authorization for the Chief Executive Officer (CEO) or designee to negotiate and execute a contract with the law firm of Gray Robinson, P.A. for Labor/Employment legal services. The recommended term of the contract will be for two (2) years with three (3) one (1) year optional extensions. Costs for these services are estimated to be approximately \$200,000 for the first contract year and \$250,000 for the second contract year. A not-to-exceed contract will be negotiated based on these estimates.

### **BACKGROUND:**

At the May 23, 2019 Board of Director's meeting, staff received authorization to issue a Request for Proposal (RFP) in the following legal services areas: General Counsel, Labor/Employment, Workers' Compensation, Tort/General Liability, Pension and Equal Employment Opportunity claims. The proposal for Labor/Employment legal services was released on August 19, 2019 with responses due by 2:00 pm EST on September 19, 2019.

Three (3) responses from the following firms were received for the Labor/Employment legal services RFP. All proposals were considered responsive and forwarded to the Source Evaluation Committee (SEC) for review. The SEC public meeting was held on October 24, 2019. The SEC evaluated all responsive proposals in accordance with the criteria set forth in the RFP with the following results:

<b>Firm</b>	<b>Score</b>	<b>Ordinal Ranking</b>
Gray Robinson, P.A.	276	3
Baker & Hostetler, LLP	253	6
Ryan Law, P.A.	222	9

# LYNX Oversight mmittee Agenda

The SEC recommended the award of the contract to Gray Robinson, P.A., for Labor/Employment Legal Services, based on the lowest ordinal ranking. The SEC also recommended if a contract with the lowest ordinal ranking firm could not be executed, the contract be awarded to the second lowest ordinal ranking firm, Baker & Hostetler, LLP. The process whereby the firm would be awarded a contract was provided for in the RFP.

For matters that are ongoing, staff will also negotiate with the current legal firm, Baker & Hostetler, LLP, an appropriate transition of legal services based on complexity and legal timelines. At the Board of Director's meeting on May 23, 2019, the CEO was given the authority to extend the incumbent legal firm's agreement by up to three (3) months. However, based on the nature of certain matters currently being handled by the incumbent firm particularly pertaining to collective bargaining, staff anticipates that the transition of legal services may require additional attention by counsel. This will also prevent the loss of accumulation of legal knowledge gained over the term of the previous incumbent's contract regarding open legal issues, especially the collective bargaining matters. Additionally, a more substantial transition affords the new firm an opportunity to be brought up to speed on current legal matters and the court's time to assign new counsel to any cases currently being litigated.

At the January 2020 Board of Director's meeting, staff anticipates presenting a separate modification to the current legal firm's contract outlining the specific matters subject to this transition.

## **DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION:**

This contract is to be funded with operational dollars, therefore no specific DBE goal is applicable.

## **FISCAL IMPACT:**

The FY2020 Approved Operating Budget included \$1,571,820 for legal services. LYNX anticipates this will be sufficient to cover all legal expenses.

# LYNX Oversight Committee Agenda

## Action Agenda Item #7.D.

**To:** LYNX Oversight Committee

**From:** **Melanie Stanisic**  
Deputy Director Of Risk Mgmt  
**Loretta Andrews**  
(Technical Contact)  
**Yohelis Rodriguez Castillo**  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6167

**Item Name:** Authorization to Award a Contract for Legal Services - Tort & General Liability

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Director's authorization for the Chief Executive Officer (CEO) or designee to negotiate and execute a contract with the law firm of Dean Ringers Morgan & Lawton, P.A. and the law firm of Hilyard Bogan & Palmer, P.A. for Tort & General Liability legal services. The recommended term of the agreement will be for two (2) years with three (3) one (1) year renewal options. Costs for these services are estimated to be approximately \$650,000 for the first contract year and \$700,000 for the second contract year. A not-to-exceed contract will be negotiated based on these estimates.

### **BACKGROUND:**

At the May 23, 2019 Board of Director's meeting, staff received authorization to issue a Request for Proposal (RFP) in the following legal services areas: General Counsel, Labor/Employment, Workers' Compensation, Tort/General Liability, Pension and Equal Employment Opportunity claims. The RFP for Tort & General Liability legal services (contract #19-R17) was released on August 19, 2019, with responses due by 2:00 pm EST on September 19, 2019.

Seven (7) responses from the following firms were received for the Tort & General Liability legal services RFP. Six (6) proposals were considered responsive. One (1) proposal from Rissman Weisberg Barrett Donahue McLain Mangum, P.A. was considered non-responsive due to insufficient copies being provided. Six (6) proposals were forwarded to the Source Evaluation Committee (SEC) for review. The SEC public meeting was held on October 22, 2019, with the following results:



# LYNX Oversight Committee Agenda

Firm	Score	Ordinal Ranking
Dean Ringers Morgan & Lawton, P.A.	286	4
Hilyard Bogan & Palmer, P.A.	274	5
Fisher Rushmer, P.A.	276	7
McEwan Martinez Dukes Hall, P.A.	255	11
Zimmerman Kiser Sutcliffe, P.A.	251	12
Quintarios Prieto Wood Boyer, P.A.	208	16

It is the recommendation of the SEC to award a contract to two firms for Tort & General Liability Legal Services to Dean Ringers Morgan & Lawton, P.A. and Hilyard Bogan & Palmer, P.A. based on the lowest ordinal ranking. The SEC also recommended if an agreement with the two lowest ordinal ranking firms could not be negotiated, the contract be awarded to the third lowest ordinal ranking firm, Fisher Rusher, P.A. The process whereby the firm would be awarded a contract was provided for in the RFP.

For matters that are ongoing, staff will also negotiate with the current legal firm, Zimmerman, Kiser & Sutcliffe, P.A, an appropriate transition of legal services based on complexity and legal timelines. At the Board of Director's meeting on May 23, 2019 the CEO was given authority to extend the current legal firm's agreement by up to three (3) months. However, based on the nature of certain matters currently being handled by the incumbent firm, staff anticipates that the transition of legal services may require additional attention by counsel. Additionally a more substantial transition affords the new firm an opportunity to be brought up to speed on current legal matters and the court's time to assign new counsel to any cases currently being litigated.

At the January 2020 Board of Director's meeting, staff anticipates presenting a separate modification to the current legal firm's contract outlining the specific matters subject to this transition.

## **DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION:**

This contract is to be funded with operational dollars, therefore no specific DBE goal is applicable.

## **FISCAL IMPACT:**

The FY2020 Approved Operating Budget included \$1,571,820 for legal services. LYNX anticipates this will be sufficient to cover all legal expenses.

# LYNX Oversight Committee Agenda

## Action Agenda Item #7.E.

**To:** LYNX Oversight Committee

**From:** Terri Setterington  
Director Of Human Resources  
Terri Setterington  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6106

**Item Name:** Authorization to Award a Contract for Legal Services - Pension

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Director's authorization for the Chief Executive Officer (CEO) or designee to negotiate and execute a contract with Akerman LLP for Legal Services-Pension. The recommended term of the agreement will be for two (2) years with three (3) one (1) year renewal options. Costs for these services are estimated to be approximately \$150,000 for the first contract year and \$100,000 for the second contract year. A not-to-exceed contract will be negotiated based on these estimates.

### **BACKGROUND:**

At the May 23, 2019 Board of Director's meeting, staff received authorization to issue a Request for Proposal (RFP) in the following legal services areas: General Counsel, Labor/Employment, Workers' Compensation, Tort/General Liability, Pension and Equal Employment Opportunity claims. The RFP for Legal Services-Pension was released on August 19, 2019 with responses due by 2:00pm EST on September 19, 2019.

Two (2) responses from the following firms were received for the Legal Services-Pension RFP. All proposals were considered responsive and forwarded to the Source Evaluation Committee (SEC) for review. The SEC public meeting was held on October 24, 2019 with the following results:

<b>Firm</b>	<b>Score</b>	<b>Ordinal Ranking</b>
Akerman LLP	295	3
Carlton Fields, P.A.	277	6

# LYNX Oversight Committee Agenda

It is the recommendation of the SEC to award a contract for Legal Services-Pension to Akerman LLP based on the lowest ordinal ranking. It was also recommended if a contract with the awarded lowest ordinal ranking firm could not be executed, the contract be awarded to the second lowest ordinal ranking firm, Carlton Fields, P.A.. The process whereby the firm would be awarded a contract was provided for in the RFP.

## **DISADVANTAGE BUSINESS ENTERPRISE (DBE) PARTICIPATION:**

This contract is to be funded with operational dollars, therefore no specific DBE goal is applicable.

## **FISCAL IMPACT:**

The FY2020 Approved Operating Budget included \$1,571,820 for legal services. LYNX anticipates this will be sufficient to cover all legal expenses.

# LYNX Oversight Committee Agenda

## Action Agenda Item #7.F.

**To:** LYNX Oversight Committee

**From:** Tomika Monterville  
Director Of Plan & Develop  
Bruce Detweiler  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6019

**Item Name:** Authorization to Implement December 15, 2019 Proposed Service Changes

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Board of Directors' authorization for the Chief Executive Officer (CEO) or designee, to implement the proposed service changes effective December 15, 2019.

### **BACKGROUND:**

On September 30, 2019, staff received authorization from the Board of Directors to initiate the Public Participation Process for consideration of proposed service changes that would go into effect December 15, 2019. A total of three (3) public workshops/public hearings were held on October 21, 22, & 23, 2019. LYNX customers and the public provided input on the service changes at the following workshops/public hearings:

Date/Time: Monday, October 21, 2019, 4-6 PM

Location: LYNX Central Station, Orlando, FL

Date/Time: Tuesday, October 22, 2019, 4-6 PM

Location: Altamonte Springs City Hall, Altamonte Springs, FL

Date/Time: Wednesday, October 23, 2019, 4:45-6:45 PM

Location: Kissimmee City Hall, Kissimmee, FL

More details on these events can be found on our website at [www.golynx.com](http://www.golynx.com)

The public comment period for the proposed service changes ran from October 15, 2019, through November 14, 2019. Public notices for the service change information and the public meetings were posted in the LYNX Central Station terminal lobby and bus bays; at SuperStops throughout the service areas; on [www.golynx.com](http://www.golynx.com), and on LYNX social media sites including Facebook and Twitter.

# LYNX Oversight Committee Agenda

## Dec. 15 Service Changes

### PROPOSED SERVICE CHANGES:

- Route adjustments will include Link 26, 56, and NeighborLink 632.
- Schedule adjustments due to SunRail schedule changes will include time changes on Links 1, 45, NeighborLinks 604, 631 and 632
- Schedule adjustments to improve efficiency and on-time performance will include time changes on Links 6, 8, 9, 10, 38, 42, 57, 155, FastLink 418 and 441, Link 443
- Maps and schedules are being drafted and once complete will be posted on [golynx.com](http://golynx.com).

### ROUTE ADJUSTMENTS:

- **Link 26** – Pleasant Hill Road/Poinciana (Osceola County) – Outbound buses to Poinciana will operate along Main Street, Oak Street to current routing.
- **Link 56** – West U.S. 192/Magic Kingdom (Orange County/Osceola County) – Outbound buses to Magic Kingdom will operate along Main Street, Oak Street and Central Avenue to current routing.
- **NeighborLink 632** – North Kissimmee (Osceola County) – Extend zone of service to include The Loop. Minor schedule adjustments.

### SCHEDULE ADJUSTMENTS:

- **Link 1** – Winter Park/Altamonte Springs (Orange County/Seminole County) – Minor schedule adjustments.
- **Link 6** – Dixie Belle Drive (Orange County) – Minor schedule adjustments.
- **Link 8** – W. Oak Ridge Road/International Drive (Orange County) – Minor schedule adjustments.
- **Link 9** – Winter Park/Rosemont (Orange County) – Minor schedule adjustments.
- **Link 10** – East U.S. 192/St. Cloud (Osceola County) – Minor schedule adjustments.
- **Link 38** – Downtown Orlando/SeaWorld (Orange County) – Minor schedule adjustments

# LYNX Oversight Committee Agenda

- **Link 42** – International Drive/OIA (Orange County) – Minor schedule adjustments.
- **Link 45** – Lake Mary Blvd. (Seminole County) – Minor schedule adjustments.
- **Link 57** – John Young Parkway (Orange County/Osceola County) – Minor schedule adjustments.
- **Link 155** – The Loop/Buena Ventura Lakes/Osceola Parkway (Osceola County) – Minor schedule adjustments.
- **FastLink 418** – Meadow Woods/Lake Nona (Orange County) – Minor schedule adjustments.
- **FastLink 441** – Kissimmee/Orlando (Orange County/Osceola County) – Minor schedule adjustments.
- **Link 443** – Winter Park/Pine Hills (Orange County) – Move time point from Clarcona Ocoee Road/Powers Drive to Clarcona Ocoee Road/Pine Hills Road. Minor schedule adjustments.
- **NeighborLink 604** – Intercession City/Campbell City (Osceola County) – Minor schedule adjustments.
- **NeighborLink 631** – Buena Ventura Lakes (Osceola County) – Minor schedule adjustments.

## **FISCAL IMPACT:**

LYNX Staff anticipates the proposed changes to be budget neutral.

# LYNX Oversight Committee Agenda

## Action Agenda Item #7.G.

**To:** LYNX Oversight Committee

**From:** **Tiffany Homler Hawkins**  
Chief Administrative Officer  
**Dyana Blickle**  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6064

**Item Name:** Approval of the LYNX Oversight Committee Meeting Dates for 2020

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is requesting the Oversight Committee's approval for the LYNX Oversight Committee meeting dates for 2020.

### **BACKGROUND:**

The proposed dates for 2020 are as follows:

- Thursday, January 23, 2020 - 10:30 a.m.
- Thursday, February 27, 2020 – 10:30 a.m.
- Thursday, March 26, 2020 – 10:30 a.m.
- Thursday, April 23, 2020 – 10:30 a.m.
- Thursday, May 28, 2020 – 10:30 a.m.
- Thursday, June 25, 2020 – 10:30 a.m.
- Thursday, July 23, 2020 – 10:30 a.m.
- Thursday, August 27, 2020 – 10:30 a.m.
- Thursday, September 24, 2020 – 10:30 a.m.
- Thursday, October 22, 2020 – 10:30 a.m.
- Thursday, December 10, 2020 – 10:30 a.m.

LYNX Administrative Rule 2 – Board Governance (Bylaws) authorizes the LYNX Board of Directors to establish committees and those committees are to annually establish their meeting schedule.

# LYNX Oversight Committee Agenda

## Action Agenda Item #7.H.

**To:** LYNX Oversight Committee

**From:** Tiffany Homler Hawkins  
Chief Administrative Officer  
Tiffany Homler Hawkins  
(Technical Contact)

**Phone:** 407.841.2279 ext: 6064

**Item Name:** Proposed Amendments to Administrative Rule 2 Establishing Auditor Selection Committee

**Date:** 12/5/2019

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### **ACTION REQUESTED:**

Staff is proposing amendments to Administrative Rule 2 in order to designate the Finance and Audit Committee as an "auditor selection committee" in accordance with recent amendments to Section 218.391, Florida Statutes. A copy of the proposed amendments is attached hereto (with additions underlined and redactions ~~stricken~~).

In connection with the amendments to Administrative Rule 2 and for the purpose of assisting the Governing Board in its upcoming selection of an outside auditor, Staff is requesting that the Board designate one of the Governing Board members to serve as the chair of the Finance and Audit Committee in order to comply with the statutory requirement that the committee be chaired by a member of the agency's governing body when serving as an auditor selection committee. The designation will be solely related to the Finance and Audit Committee's role as an auditor selection committee and will not otherwise make a member of the Governing Board the chair or a member of the Finance and Audit Committee for any other purpose.

### **BACKGROUND:**

On April 26, 2019, the Governor signed into law Chapter 2019-15 amending Section 218.391, Florida Statutes, which sets forth requirements applicable to public entities' selection of outside auditors.

Under the revised Section 218.391, Florida Statutes, each municipality, special district (such as LYNX), district school board, charter school, or charter technical career center is required to establish an auditor selection committee to assist its governing body in selecting an auditor to conduct the annual financial audit required in Section 218.39, Florida Statutes. The auditor selection committee is required to consist of at least three members, one of whom must be a member of the governing body of the entity. That member must serve as the auditor selection committee's chair. An employee, chief executive officer, or chief financial officer of the county,



# LYNX Oversight Committee Agenda

municipality, special district, district school board, charter school, or charter technical career center may not serve as a member of an auditor selection committee; however, an employee, chief executive officer, or chief financial officer of the county, municipality, special district, district school board, charter school, or charter technical career center may serve in an advisory capacity.

The proposed amendments to Administrative Rule 2 designates the Finance and Audit Committee to serve as LYNX's Auditor Selection Committee, adds a member of the Governing Board to the committee when the committee is serving in such capacity, designates such member as the chair of the committee, and requires such member's participation in order to constitute a quorum. This amendment prohibits any employee, chief executive officer, or chief financial officer of LYNX from serving as a member of an auditor selection committee, although it permits any employee, chief executive officer, or chief financial officer of LYNX to serve in an advisory capacity.

It is further suggested that the member of the Governing Board so designated will replace their appointee to the Finance & Audit Committee for the purposes of this Auditor Selection Committee.

## **FISCAL IMPACT:**

No fiscal impact is applicable for this item.

## ADMINISTRATIVE RULE 2 BOARD GOVERNANCE (BYLAWS)

**DATE:** December ~~7, 2017~~5, 2019<sup>1</sup>

### **SCOPE:**

This Administrative Rule sets forth the bylaws of the Authority pursuant to section 343.64(2)(h), Florida Statutes, to regulate the affairs and the conduct of the business of the Authority.

### **AUTHORITY:**

Authority for the establishment of this Administrative Rule is as follows:

Part III, Chapter 343, Florida Statutes

### **RULE 2: Bylaws**

- 2.1 **Definitions.** Capitalized terms not otherwise defined herein shall have the meanings provided for such terms as set forth in Administrative Rule 1.
- 2.2 **Adoption of Bylaws.** The rules set forth in this Rule 2 shall constitute the bylaws of the Authority for the purposes of the Act, and shall govern the affairs and the conduct of the business of the Authority with respect to the matters addressed herein.
- 2.3 **Governing Board.** The Governing Board shall be vested with all powers provided under the Act to carry out the purposes set forth in the Act. All powers of the Governing Board not expressly delegated to an official, employee or agent of the Authority pursuant to these Administrative Rules or other official action of the Governing Board are reserved to the Governing Board.
  - 2.3.1 **Composition.** The Act provides that the Governing Board shall be comprised of five voting members as follows:
    - A. The chairs of the county commissions of Seminole, Orange, and Osceola Counties, or another member of the commission designated by the county chair of that commission, shall each serve as a representative on the Board for the full extent of his or her term (as described below);

<sup>1</sup> This Administrative Rule was originally adopted in the amended and restated form by the Governing Board at its meeting held on July 28, 2010. Section 2.12 of this Administrative Rule was amended in its entirety by the Governing Board at its meeting held on September 25, 2014. Sections 2.3.5, 2.6 and 2.9 were partially amended and Sections 2.4.8 and 2.4.9 were added by the Governing Board at its meeting held on December 7, 2017. [Section 2.12.2.H. was added and related changes were made to Administrative Rule 2 by the Governing Board at its meeting held on December 5, 2019.](#)

- B. The mayor of the City of Orlando, or a member of the Orlando City Council designated by the mayor, shall serve on the Board for the full extent of his or her term (as described below);
- C. The Secretary of Transportation shall appoint the district secretary, or his or her designee, for the district within which the area serviced by the Authority is located and this member shall be a voting member.

Each Member shall serve on the Board for a term of one year, which term shall begin and end on the first and last day of each Fiscal Year. Each Member's term shall automatically renew for successive one year terms unless a new Member is designated in accordance with **Section 2.3.2.**

#### 2.3.2 **Designation of Members.**

- A. The county chairs of Seminole, Orange, and Osceola Counties are permitted to designate persons other than themselves to serve as Members of the Governing Board, provided that each such person designated by a county chair is a member of the county commission.
- B. The mayor of the City of Orlando is permitted to designate a person other than himself or herself to serve as a Member of the Governing Board, provided that such person is a member of the Orlando City Counsel.
- C. The Secretary of Transportation is permitted to designate a person other than the district secretary for the district within which the area serviced by the Authority is located.

Except as otherwise permitted by the Chairman, any person so designated to be on the Governing Board for a particular Fiscal Year pursuant to this **Section 2.3.2** must be designated before the end of the previous Fiscal Year and such designation must be for an entire Fiscal Year term.

2.3.3 **Replacements.** During any particular Fiscal Year term, any vacancy on the Governing Board shall be filled by the person authorized to make a designation with regard to the empty seat pursuant to **Section 2.3.2** and only for the balance of the unexpired Fiscal Year term.

2.3.4 **Officers of the Governing Board.** The Governing Board shall annually elect from its Members a Chairman, Vice Chairman, and Secretary. The Governing Board may also elect from its Members a Treasurer. The officers of the Governing Board shall have the authorities and duties set forth in these Rules for such officers, or as otherwise may be assigned to them by the Governing Board. All officers shall be elected by the Governing Board at an organizational meeting held pursuant to **Section 2.4.** Officers shall be elected by the Members,

and shall hold their respective offices from the first day of each Fiscal Year for a term of one year, or until their respective successors are chosen, if later.

- A. **Removal of Officer from Governing Board; Vacancies.** An officer of the Governing Board may be removed from office at any time, with or without cause, by the affirmative vote of the Majority of the Members. Any vacancy occurring in an office on the Governing Board shall be filled by the Governing Board for the remainder of the term at a regular or special meeting of the Governing Board.
- B. **Office of Chairman.** The Chairman of the Governing Board shall preside at meetings of the Governing Board, call special meetings, sign and may execute deeds, mortgages, bonds, contracts and other documents and instruments on behalf of the Authority, and perform such other duties as may be required by law or directed by the Governing Board.
- C. **Office of Vice Chairman.** The Vice Chairman shall have the powers and perform such duties as may be delegated to that office by the Governing Board, and in the event of the death, absence or inability of the Chairman to act, perform the duties and exercise the powers of the Chairman.
- D. **Office of Secretary.** The Secretary shall keep the minutes of all meetings of the Governing Board and such other meetings of the Authority for which minutes are required to be kept or, if not required by law, that the Governing Board deems desirable to be kept. The Secretary shall attest to the signature of other officers of the Governing Board when required or necessary. The Secretary to the Governing Board shall maintain thorough and accurate records of the Administrative Rules, the agendas of meetings of the Governing Board, resolutions and other instruments approved by the Governing Board. The Secretary shall perform the duties customarily performed by the secretary to a governmental entity, as well as such other duties as may be prescribed by the Governing Board.
- E. **Office of Treasurer.** The Treasurer shall be responsible for the financial affairs and records of the Authority, and shall have the custody of all the funds and securities of the Authority, except as may be otherwise provided by the Governing Board, and shall disburse the funds and other assets of the Authority as may be ordered by the Governing Board. The Treasurer shall keep or cause to be kept a record of all money received and expended, and all other financial transactions of the Authority. The Treasurer shall perform such duties as are customarily performed by the treasurer of a governmental entity and as may be required by general law or as directed by the Governing Board.

### 2.3.5 **Clerk and Assistant Officers to the Governing Board.**

- A. **Clerk to the Governing Board.** The Governing Board shall have a Clerk to carry out the duties of a clerk pursuant to applicable law and these Administrative Rules, and such other duties as the Governing Board may assign to the Clerk from time-to-time. If the Governing Board shall fail to appoint a Clerk for any particular Fiscal Year, or if the person appointed to the office of Clerk by the Governing Board shall be unable to perform his or her duties due to death, absence or inability, the duties of the Clerk shall be performed by the Assistant Secretary, if one exists, or, if there is no Assistant Secretary, then by the Chief Executive Officer or such other Authority employee as designated by the Chief Executive Officer.
- B. **Assistant Officers.** The Governing Board may from time-to-time appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers and agents as it shall deem necessary, and may define their powers and duties. Any number of offices may be held by the same person.
- C. **Not Required to be Members.** Officers appointed pursuant to this **Section 2.3.5** need not be Members.

2.3.6 **Authority of Members.** Any direction as to the day-to-day operations of the Authority shall be made by action of the Governing Board and implemented by the Chief Executive Officer or such other person designated by the Governing Board. No individual Member shall have authority to direct Officers or employees of the Authority with regard to any action or duty relating to the day-to-day operations of the Authority. Notwithstanding anything to the contrary set forth in this **Section 2.3.6**, the Chairman is authorized to exercise oversight functions over and make inquiries of the Officers and Authority employees.

2.4 **Meetings of the Governing Board.** The Governing Board shall annually establish a schedule for meetings of the Governing Board. The Governing Board shall meet at the offices of the Authority, or, if directed by the Chairman, at such other location within or without the jurisdiction serviced by the Authority. All meetings of the Governing Board except as may otherwise be provided herein and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law.

2.4.1 **Procedures of the Governing Board.** Meetings of the Governing Board shall be administered in accordance with Robert's Rules of Order, provided that the Members may elect to deviate from said rules when it is in the best interest of the Authority.

- 2.4.2 **Actions, Voting Requirements.** If a quorum is present, the affirmative vote of a majority of the Members present at a meeting shall constitute an act of the Governing Board. Votes of the Members shall be cast by voice vote, unless the Chairman, Vice Chairman or a majority of the Members present shall request an alternative method that is permitted by law. Resolutions as adopted shall be memorialized in writing and included for adoption of the minutes at the subsequent meeting of the Governing Board.
- 2.4.3 **Quorum.** The presence in person of a majority of the Members of the Governing Board shall constitute a quorum for the transaction of business.
- 2.4.4 **Adjournment; Reconvening.** Any meeting of the Governing Board at which a quorum is present may be adjourned by the vote of a majority of the Members. In the event no quorum is present on the day fixed for any meeting of the Board, such meeting may be cancelled and rescheduled by the Chairman, Vice Chairman or Chief Executive Officer, to a time and date at which a quorum be obtained. At any reconvened meeting at which a quorum is present, the Governing Board may take any official action, which might have been taken at the original meeting.
- 2.4.5 **Meeting Agendas.** Under the authority and auspices of the Chairman, the Authority shall prepare an agenda prior to each meeting of the Governing Board and shall provide appropriate notice thereof prior to each meeting.<sup>2</sup> The agenda shall list the title of the items in the order they are intended to be brought before and considered by the Governing Board. With the consent of whomever is the Chairman presiding over any particular meeting, items may be brought before the Governing Board out of the order listed on the agenda for such meeting, and the Governing Board may act upon such items. With the consent of the Chairman or any two Members, items may also be brought before the Governing Board which are not listed on the agenda (i.e., “**blue sheet items**”), and the Governing Board may act upon such items.
- 2.4.6 **Organizational Meeting.** The Governing Board shall annually hold its organizational meeting during a regular business meeting prior to the end of the Fiscal Year for purposes of electing the officers of the Governing Board pursuant to these Administrative Rules, or, if the organizational meeting of the Governing Board cannot be held at such meeting, the election of the officers of the Governing Board shall be held at the next regularly scheduled meeting at which an election is practical.
- 2.4.7 **Emergency, Special and Closed Meetings.** Subject to and in accordance with the requirements of Florida law, the Governing Board may convene emergency

<sup>2</sup> The Authority is not subject to the Administrative Procedures Act, Chapter 120, Florida Statutes, because (i) it is a multi-county special district, with a majority of its governing board comprised of elected persons, and (ii) the rules governing the Authority were removed from the Florida Administrative Code pursuant to the Administrative Procedures Act, Chapter 96-159. However, the Authority is subject to Florida's Government in the Sunshine Law, Florida Statutes § 286.011.

meetings, special meetings and meetings closed to the general public when directed by the Chairman, Vice Chairman or a Majority of the Members.

A. **Executive Sessions to Discuss Pending Litigation.** The Authority's legal counsel ("**Legal Counsel**") may schedule a private consultation with the Governing Board to discuss pending litigation to which the Authority is presently a party before a court or administrative agency. This private session with the Governing Board is referred to herein as a "**Litigation Executive Session.**" The subject matter of the Litigation Executive Session shall be limited to settlement negotiations or strategy sessions relating to litigation expenditures in a case for which the Legal Counsel represents the Authority. A Litigation Executive Session must be called only when Legal Counsel has determined that such a session is absolutely necessary. The Authority must comply with Florida Statutes § 286.011(8) (as well as any amended or successor provisions of Florida law) in connection with the Litigation Executive Session.

1. **Notice of Executive Session.** A Litigation Executive Session shall be noticed in all of the following three ways:

- a. The first notification occurs when the request for a Litigation Executive Session is placed on the Governing Board's agenda as a discussion item.
- b. The second notification occurs when a public notice of the Litigation Executive Session is published or posted. Such a notice shall be published or posted no less than three (3) full working days prior to the date of the Litigation Executive Session. This notice must contain the names of all persons who will be attending the Litigation Executive Session. An attendee's title may not be substituted for an attendee's name.
- c. The third notification occurs during an open session of the Governing Board when Legal Counsel announces to the Governing Board that he or she would like to advise the Governing Board concerning pending litigation, limited to settlement negotiations or strategy sessions relating to litigation expenditures in a particular case. If the Governing Board approves this request, at an open session, the Member chairing the meeting (or his/her designee) shall announce the commencement, estimated length of the Litigation Executive Session, and names of all persons who will be attending the Litigation Executive Session.



2. **Transcript of Litigation Executive Session.** Legal Counsel shall be responsible for hiring a certified court reporter for the Litigation Executive Session. The Litigation Executive Session shall be recorded, transcribed, and the record and transcription delivered to Legal Counsel. No portion of the Litigation Executive Session shall be held off the record. Legal Counsel shall, within a reasonable time, file the transcript with the clerk of the Board (or in the event there is no clerk, then the Authority officer or employee the Governing Board designates to carrying out the duties of a clerk) in a sealed envelope, instructing the clerk (or such other appropriate officer or employee) that the transcript is not a public record and will not become so until the litigation concludes in the case. At such time as the litigation is concluded and all timeframes for appeals have elapsed, Legal Counsel shall inform the clerk of the Board (or such other appropriate officer or employee) that the transcript may be made part of the public record.
3. **Participation in Litigation Executive Session.** Only the following persons are allowed to participate in a Litigation Executive Session (in addition to the Governing Board): the Authority's Chief Executive Officer or Chief Administrative Officer, Legal Counsel (including specially appointed outside counsel for the Authority in the litigation), and a court reporter. No other staff members or consultants are permitted to attend.
4. **No Final Approvals or Determinations.** Final approval of any determination resulting from the discussions held during the Litigation Executive Session shall be made only at an open session of the Governing Board.
5. **Reopening of Public Meeting.** At the conclusion of the Litigation Executive Session, the public meeting shall be reopened, and the elected official chairing the meeting shall announce the termination of the Litigation Executive Session and shall then either continue with other matters before the Governing Board or adjourn the public meeting.

- B. **Executive Session to Discuss Actual or Impending Collective Bargaining Matters.** The Chief Executive Officer or his or her representative may schedule a private consultation with the Governing Board to discuss actual or impending collective bargaining matters. This private session with the Governing Board is referred to herein as a “**Collective Bargaining Executive Session.**” The subject matter of the Collective Bargaining Executive Session shall be limited to actual or impending collective bargaining. The Authority must comply with



Florida Statutes § 447.605 (as well as any amended or successor provisions of Florida law) in connection with the Collective Bargaining Executive Session.

1. **Notice of Executive Session.** A Collective Bargaining Executive Session shall be noticed in all of the following three ways:
  - a. The first notification occurs when the request for a Collective Bargaining Executive Session is placed on the Governing Board's agenda as a discussion item.
  - b. The second notification occurs when a public notice of the Collective Bargaining Executive Session is published or posted. Such a notice shall be published or posted no less than three (3) full working days prior to the date of the Collective Bargaining Executive Session. This notice must contain the names of all persons who will be attending the Collective Bargaining Executive Session. An attendee's title may not be substituted for an attendee's name.
  - c. The third notification occurs during an open session of the Governing Board when the Member chairing the meeting (or his/her designee) shall announce the commencement, estimated length of the Collective Bargaining Executive Session, and names of all persons who will be attending the Collective Bargaining Executive Session.
2. **Participation in Collective Bargaining Executive Session.** Only the following persons are allowed to participate in a Collective Bargaining Executive Session (in addition to the Governing Board): the Authority's Chief Executive Officer, one or more of the Senior Officers who have been authorized in behalf of the Authority to negotiate the collective bargaining matters, and Legal Counsel (including specifically appointed outside counsel for the Authority in the collective bargaining matters). No other staff members or consultants are permitted to attend.
3. **No Final Approvals or Determinations.** Final approval of any determination resulting from the discussions held during the Collective Bargaining Executive Session shall be made only at an open session of the Governing Board.

4. **Reopening of Public Meeting.** At the conclusion of the Collective Bargaining Executive Session, the public meeting shall be reopened, and the Member chairing the meeting shall announce the termination of the Collective Bargaining Executive Session, and shall then either continue with other matters before the Governing Board or adjourn the public meeting.

#### 2.4.8 **Posting of Meeting Notices.**

- A. The bulletin board in the LYNX Central Station lobby, located at 455 N. Garland Ave., Orlando, FL 32801 is designated as the official location for the posting of meeting notices of the Governing Board and each other Sunshine Board (as defined below). The Authority may, but is not required to, post meeting notices in additional locations, including on the Authority's website.
- B. In addition to the posting requirements contained in **Subsection A**, the Authority will provide notice of meetings of the Governing Board in compliance with Section 189.015, Florida Statutes. Such notice shall include (i) filing quarterly, semiannually, or annually a schedule of the regular meetings of the Governing Board that includes the date, time, and location of such meetings with the local governing authorities that constitute the voting members of the Governing Board; (ii) publishing said schedule of regular meetings in the legal notices and classified advertisements section of a newspaper in accordance with the requirements of said statute; and (iii) advertising the date, time, place, and purpose of any meeting other than a regular meeting or any recessed and reconvened meeting, at least seven days before such meeting, in a newspaper of general paid circulation in accordance with the requirements of said statute, unless a bona fide emergency situation exists.

#### 2.4.9 **Public Participation.** The following sets forth guidelines to be followed by the Authority at public meetings for public participation pursuant to Section 286.0114, Florida Statutes.

- A. At each meeting of the Governing Board and each meeting of any Authority advisory boards, commissions and committees subject to the requirements of Section 286.011, Florida Statutes (each, a "**Sunshine Board**"), the chair of such Sunshine Board shall designate on the agenda a time for public comment. The total time for public comment shall not exceed fifteen (15) minutes; **provided, however**, the chair, in his or her discretion, may reduce or extend that time.
- B. Each individual who wishes to address the Sunshine Board during public comment must limit his or her comments to three minutes,

subject to the provisions of **Subsection C** below and subject to the right of the chair, in her or her discretion, to further limit such time in order to prevent repetition, limit abuse or maintain decorum.

- C. In the event one or more persons or a group wishes to address the Sunshine Board through a particular individual, those persons may do so and, in such event, a person may allot up to one minute of his or her time to the designated speaker, **provided, however**, the designated speaker, in any event, shall be limited to a total of ten minutes in his or her presentation to the Board. The person will identify the designated speaker on the speaker's form referenced in **Subsection D** below. The chair reserves the right, in her or her discretion, to limit such time in order to prevent repetition, limit abuse or maintain decorum.
- D. Each person wishing to speak during public comment must complete, before the beginning of the meeting, and submit to the designated secretary of such Sunshine Board an approved speaker's form (in such form as approved by the Sunshine Board) indicating a desire to be heard, the topic on which he or she wishes to speak and whether that speech is in support, opposition, or neutrality on said proposition, and, if applicable, a designation of a representative to speak for him or her on said proposition. Failure to submit such a form or to complete it as appropriate shall enable the chair of such Sunshine Board not to recognize said person.
- E. If a non-agenda item is presented for consideration by the Sunshine Board, the chair shall, prior to the Sunshine Board taking action on said item, allow for public comment solely on said item in accordance with the above provisions.
- F. The chair will, if necessary, have the authority to maintain decorum in regard to public comments during the said period and discretion to direct said matters as necessary to maintain decorum.
- G. Pursuant to subsection 286.0114(3), Florida Statutes, the requirements of **Subsections A** through **E** above, do not apply to: (i) an official act that must be taken to deal with an emergency situation affecting the public health, welfare or safety, if compliance with the public comment requirement would cause an unreasonable delay in the ability of the Sunshine Board to act; (ii) an official act involving no more than a ministerial act, including, but not limited to, approval of minutes and ceremonial proclamations; (iii) a meeting that is exempt from Section 286.011, Florida Statutes; or (iv) a meeting during which the Sunshine Board is acting in a quasi-judicial capacity. This Subsection does not affect the right of a person to be heard as otherwise provided by law.

- 2.5 **Rulemaking.** The Governing Board may, from time to time, adopt additional rules, or supplement these Administrative Rules, to govern the operation of the Authority and to regulate the affairs and the conduct of its business. All rules, Administrative Rules, resolutions, procedures, or policies adopted by the Governing Board shall have precedence over, govern and control any Policies and Procedures established by the Chief Executive Officer and/or Authority staff.
- 2.6 **Policies and Procedures.** The Chief Executive Officer may establish Policies and Procedures, which shall be primarily administrative in nature, to carry out these Administrative Rules and other actions of the Governing Board and to regulate the internal operations of the Authority. The ability of the Chief Executive Officer to establish Procedures (but not Policies) may be sub-delegated to Senior Officers or department directors. Policies and Procedures may not change, or otherwise be in conflict with, these Administrative Rules or any actions of the Governing Board. All Policies and Procedures shall be made available for public inspection at the offices of the Authority. All Policies and Procedures shall be furnished to the Governing Board and the Governing Board may request revisions, modifications, or amendments to the Policies and Procedures at any time and from time to time. These Administrative Rules shall have precedence over, govern and control the Policies and Procedures.
- 2.7 **Contracts and Other Instruments.** The Governing Board may, from time to time, authorize and approve contracts, instruments, agreements and other obligations of the Authority as permitted and authorized under the Act and these Administrative Rules.
- 2.8 **Budget of the Authority.** The Treasurer (to the extent an individual is appointed to such office), Chief Executive Officer and Authority staff shall annually prepare a proposed budget of the Authority for the next Fiscal Year. Such budget shall set forth the anticipated service levels, expenses and revenues of the Authority, in accordance with Florida law and generally accepted governmental accounting principles. Such budget shall also reflect any preferences or policies of the Governing Board with respect to the information contained therein.
- 2.8.1 **Budget Presentation.** The Chief Executive Officer shall (i) present the proposed budget to the Governing Board for consideration at least forty-five (45) days in advance of the commencement of the next Fiscal Year, or on such other date as may be consented to by the Chairman, in sufficient detail to inform the Governing Board as to the fiscal and policy implications of such budget, and (ii) provide the Members of the Governing Board with additional information as they shall require to evaluate the budget.
- 2.8.2 **Approval of Budget.** The Chief Executive Officer and staff shall make any revisions, additions or deletions to the budget directed by the Governing Board subsequent to the budget presentation and submit the revised budget to the Governing Board in advance of the next Fiscal Year for the Governing Board's consideration and approval.

2.8.3 **Budget Status.** The Chief Executive Officer shall periodically update the Governing Board as to the status of and the Authority's compliance with the budget. Any change that (or series of changes that in the aggregate) constitutes a material deviation or variance from the approved budget shall be subject to the approval by the Governing Board in the form of a budget amendment. All budget amendments shall be submitted for approval by the Governing Board.

2.8.4 **Amendments to Budget.** From time to time, the Governing Board may during any fiscal year amend or modify the budget including, but not limited to, any budget amendments that may be brought about by virtue of any obligations incurred by LYNX as a result of any Emergency or any Financially Exigent Agreement or Situation.

## 2.9 **Officers of the Authority.**

2.9.1 **Chief Executive Officer.** Pursuant to the Act, the Governing Board hereby establishes the position of the Chief Executive Officer of the Authority as the highest administrative official and chief executive officer of the Authority.

A. **Powers of the Chief Executive Officer.** The Chief Executive Officer shall, subject to the actions, control, and directions of the Governing Board (including the Chairman in accordance with **Section 2.3.6** above and any limitations contained in these Administrative Rules, have general management and control over the affairs of the Authority. The Chief Executive Officer shall do and perform such duties as are assigned to him or her by the Governing Board, and shall have the authority contained in these Administrative Rules.

B. **Authorization to Carry out Reasonable Measures.** If the Governing Board has authorized the Authority to undertake a particular course of action (including the execution of any Contract by the Authority), the Chief Executive Officer is hereby authorized to take all reasonable actions necessary to carry out that particular course of action, including, but not limited to, the execution of the Contract and other documents, **provided, however,** if such actions either (i) materially deviate from what was authorized by the Governing Board, or (ii) said actions are materially adverse to the Authority (e.g., materially increase the financial obligation of the Authority), said actions may not be taken without the further approval of the Governing Board.

C. **Financially Exigent Situations.** Except as otherwise provided in these Administrative Rules to the contrary, the Chief Executive Officer is authorized to undertake any action on behalf of the Authority that Board authorization would otherwise be required for such action to be undertaken, if each of the following two requirements is satisfied:

1. The Chief Executive Officer concludes that a Financially Exigent Situation would be created by not waiting until the next regularly scheduled meeting of the Governing Board to seek approval; and
2. The Chief Executive Officer obtains the approval of the Chairman of the Board prior to undertaking any action.

Notwithstanding anything to the contrary set forth in these Administrative Rules, the Chief Executive Officer may not delegate to any other officer or employee of the Authority the Chief Executive Officer's power to undertake any action pursuant to this **Section 2.9.1.C.**

In regard to any actions taken under this **Section 2.9.1.C.**, the Chief Executive Officer shall report the action taken to the Governing Board as soon as practicable thereafter (and in any event within ten (10) days after said action is taken). In addition, the CEO shall report said action at the next meeting of the Governing Board.

- D. **Certifications.** The Chief Executive Officer is authorized to execute and deliver Certificates and Assurances on behalf of the Authority to FTA on an annual basis and all such similar certifications as are reasonable or necessary to apply for and receive FTA grant funds (whether or not the underlying applications for such grant funds have been approved by the Board prior to the submission date of such certifications).
- E. **Delegation of Powers and Duties.** Except as otherwise provided in these Administrative Rules (including, for example, the limitation on the Chief Executive Officer's ability to delegate his or her authority to approve and execute Contracts as set forth in Administrative Rule 4), the Chief Executive Officer is authorized to delegate the powers and duties conferred on him or her under these Administrative Rules as necessary and practical to carry out the day-to-day management of the Authority. The foregoing notwithstanding, the Chief Executive Officer shall remain directly accountable to the Governing Board with respect to the exercise of all such powers and duties regardless of whether such powers have been delegated.

#### 2.9.2 **Other Senior Officers.**

- A. The Chief Executive Officer may nominate one or more (i) Senior Officers or (ii) other officers that perform the functions of a C-suite officer or have a policy making function and report directly to the Chief Executive Officer as he or she shall deem necessary, and may define their powers and duties (subject to such limitations as are contained in

these Administrative Rules or are otherwise imposed by the Governing Board). Any number of offices may be held by the same person. All such nominations, along with proposed compensation and other conditions of employment, shall be submitted to the Governing Board for consideration and approval, which approval may be granted or withheld in the sole discretion of the Governing Board.

- B. From time to time, there may be a vacancy in an office that requires the nomination of the Chief Executive Officer and the approval of the Governing Board to fill in accordance with **Section 2.9.2.A**. To avoid harm to the Authority while the Chief Executive Officer undertakes a search for a permanent replacement, the Chief Executive Officer may appoint an individual to fill such vacancy on a temporary basis (which shall not exceed one hundred and eighty days). The Chief Executive Officer shall notify the Governing Board of such appointment at the next regularly schedule meeting of the Governing Board.
- C. In the absence of the Chief Executive Officer, the Governing Board may designate one or more other Senior Officers to act as the Chief Executive Officer on the terms set forth by the Governing Board. In the event of Financially Exigent Situations, the Chairman may designate one or more Senior Officers to carry out the duties of the Chief Executive Officer on terms so directed by the Chairman, and until the Governing Board can meet to make a selection.

2.10 **Authority Offices.** The main office of the Authority shall be located at 445 North Garland Avenue, Orlando, Florida, or such other reasonably accessible location, within the boundaries of the Authority, as the Governing Board shall designate from time to time.

2.11 **Official Seal of Authority.** The seal on file with the clerk to the Governing Board is hereby adopted as the Authority's official seal pursuant to the Act. The Chairman, Vice Chairman, Chief Executive Officer, Secretary and Clerk to the Governing Board are hereby authorized to apply the official seal to resolutions, contracts and other instruments of legal import. Notwithstanding the foregoing, the application of the official seal shall not be a condition to the legal effectiveness of any resolution, contract or other instrument of legal import. The Chairman and other Members of the Governing Board and the Chief Executive Officer are each hereby authorized to use or display the official seal as a symbol of the Authority.

2.12 **Authorization to Establish Committees.** The Governing Board, by resolution adopted by a Majority of the Members, may create one or more committees which may exercise such powers as shall be conferred or authorized by the resolution creating said committee or committees. The composition of any committee, the removal of committee members, and the filling of vacancies shall be determined by the Governing



Board. No committee may exercise any authority which is required by applicable law to be exercised solely by the Governing Board.

2.12.1 **Establishment of Oversight Committee; Purpose.** A committee is hereby established to be known as the Oversight Committee. The Oversight Committee's primary functions are (i) to serve as a workshop to review and discuss matters prior to the Governing Board taking official action on such matters and (ii) to oversee the Finance and Audit Committee and the Risk Management Committee. The Oversight Committee is provided specific authority to make recommendations to the Director of Finance/Chief Financial Officer, the Chief Executive Officer and the Governing Board with respect to matters that come before it.

- A. **Composition.** The Oversight Committee shall be comprised of five members (each an "**Oversight Committee Member**"). The Members of the Governing Board shall comprise the membership of the Oversight Committee; *provided, however*, that any Oversight Committee Member may designate an employee of the governmental entity that such member represents to attend any meeting of the Oversight Committee and exercise all of the powers of the Oversight Committee Member in such member's absence. The duration of any designation shall be for such period of time as is determined by the Oversight Committee member making the designation.
- B. **Meeting Schedule and Notice.** The Oversight Committee shall annually establish a schedule for meetings; provided, that the chairperson may cancel or reschedule any previously scheduled meeting or call a special meeting. The Oversight Committee shall meet at the offices of the Authority, or at such other location within the jurisdiction serviced by the Authority. All meetings of the Oversight Committee except as may otherwise be provided herein below and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law.
- C. **Quorum.** The presence in person of a majority of the Oversight Committee Members shall constitute a quorum for the transaction of business.
- D. **Committee Action.** If a quorum is present, the affirmative vote of a majority of the Oversight Committee Members shall constitute an act of the Oversight Committee.
- E. **Officers.** The Oversight Committee shall annually elect from its members a chairperson and vice chairperson and such other officers as determined by the Oversight Committee. The chairperson, and in his or



her absence the vice chairperson, shall preside over all meetings of the Oversight Committee. In the absence of a chairperson or vice chairperson, the Oversight Committee members shall elect a replacement chairperson for such meeting.

- F. **Responsibilities.** The Oversight Committee shall carry out such responsibilities as are assigned to it by the Governing Board and take such actions as it deems appropriate within the scope of its responsibilities assigned hereunder. In furtherance thereof the Oversight Committee shall:

1. **General.**

- a. Review and make recommendations to LYNX staff and the Governing Board as to the agenda for upcoming meetings of the Governing Board.
- b. Serve as a workshop to discuss and make recommendations to the Governing Board on matters being considered or to be considered by the Governing Board as the Oversight Committee may deem appropriate.
- c. Receive reports from the Finance and Audit Committee and Risk Management Committee and provide recommendations and guidance.
- d. Review the Chief Executive Officer's Report to the Governing Board and make recommendations to the Chief Executive Officer regarding the same.

2.12.2 **Establishment of Finance and Audit Committee; Purpose.** A committee is hereby established to be known as the Finance and Audit Committee. The Finance and Audit Committee is responsible for recommending to the Oversight Committee and Authority Staff financial policies, goals and budgets that support the mission, values and strategic goals of the Authority, ~~and~~ for overseeing the annual audit of the Authority's financial statements, and to serve as an "auditor selection committee" in accordance with the requirements of Section 218.391, Florida Statutes.

- A. **Composition.** ~~The~~Except as contemplated in Section 2.12.2.H. below, the Finance and Audit Committee shall be comprised of five members (each an "**Finance and Audit Committee Member**"). Each Member of the Governing Board shall be entitled to designate one Finance and Audit Committee Member from among the employees of the governmental entity that he or she represents. Each Finance and Audit Committee Member should have expertise in financial matters. The

Director of Finance/Chief Financial Officer of the Authority will not be a member of the Finance and Audit Committee but will support the committee.

- B. **Meeting Schedule and Notice.** The Finance and Audit Committee shall annually establish a schedule for meetings; provided, that the chairperson may cancel or reschedule any previously scheduled meeting or call a special meeting. The Finance and Audit Committee shall meet at the offices of the Authority, or at such other location within the jurisdiction serviced by the Authority. All meetings of the Finance and Audit Committee except as may otherwise be provided herein below and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law. It is initially contemplated, although not required, that the Finance and Audit Committee would meet on at least a monthly basis.
- C. **Quorum.** The presence in person of a majority of the Finance and Audit Committee Members shall constitute a quorum for the transaction of business.
- D. **Committee Action.** If a quorum is present, the affirmative vote of a majority of the Finance and Audit Committee Members shall constitute an act of the Finance and Audit Committee.
- E. **Officers.** The Finance and Audit Committee shall annually elect from its members a chairperson and such other officers as determined by the Finance and Audit Committee. The chairperson shall preside over all meetings of the Finance and Audit Committee. In his or her absence at any particular meeting, the vice chairperson shall preside over the meeting (if one has been elected). In the absence of a chairperson or vice chairperson, the Finance and Audit Committee members shall elect a replacement chairperson for such meeting.
- F. **Reports.** The chairperson (or his or her designee from the Finance and Audit Committee) shall regularly provide reports to the Oversight Committee on the status of matters before the Finance and Audit Committee, and shall provide reports to the Governing Board regarding such matters on an as needed basis.
- G. **Responsibilities.** The Finance and Audit Committee shall carry out such responsibilities as are assigned to it by the Governing Board or by the Oversight Committee and take such actions as it deems appropriate within the scope of its responsibilities assigned hereunder. In furtherance thereof the Finance and Audit Committee shall:

1. **General.**

- a. Review the Authority's proposed annual budget as presented by the Authority's staff for the upcoming fiscal year.
- b. Recommend the annual budget to the Oversight Committee for approval after incorporating necessary amendments.
- c. Monitor and report to the Oversight Committee on the Authority's compliance with its adopted budget during the fiscal year (actual vs. estimated).
- d. If directed by the Governing Board, conduct investigations into any matters within the Finance and Audit Committee's scope of responsibilities. The Finance and Audit Committee shall have unrestricted access to members of the Authority's staff and relevant information. The Finance and Audit Committee may retain independent counsel, accountants or others to assist if in the conduct of any such investigation. Operating budget reserves may be used for investigative costs if necessary.

2. **Internal Controls and Risk Assessment.**

- a. Review and evaluate the effectiveness of the Authority's process for assessing significant risks or exposures and the steps the Authority's staff has taken to monitor and control such risks to the Authority. The Finance and Audit Committee shall review any significant findings and recommendations of the Authority's external auditors together with the Authority's staff's responses including the timetable for implementation of recommendations to correct any weakness in internal controls.
- b. Receive annual information from the Authority's external auditors regarding their independence, and if so determined by the Finance and Audit Committee, recommend that the Authority takes appropriate actions to satisfy itself of the Authority's external auditor's independence.

3. **Internal Audit.**

- a. Confirm and assure the independence and adequacy of resources for internal audit services.
- b. Review the annual internal audit plan and the focus on risk.
- c. Consider and review with the Authority's staff:
  - (i) Significant findings and the Authority's staff's response including the timetable for implementation to correct weaknesses.
  - (ii) Any difficulties encountered in the course of an audit such as restrictions on the scope of work or access to information.

4. **Compliance with Laws, Regulations, and Code of Conduct.**

Determine and make recommendations to the Oversight Committee as to whether the Authority is in compliance with pertinent laws and regulations, is conducting its affairs in accordance with the Code of Ethics set forth in Administrative Rule 5, and is maintaining effective controls against conflicts of interest and fraud.

5. **Financial Reporting.** Review with the Authority's staff and the Authority's external auditors at the completion of the annual examination:

- a. Communications from the Authority's external auditors in the audit planning process that are required by Government Auditing Standards.
- b. The annual financial statements and related footnotes.
- c. The Authority's external auditors' audit of the financial statements and their report.
- d. Management's Certification of the financial statements.
- e. Any significant changes required in the audit plan.
- f. Any difficulties or disputes with the Authority's staff encountered during the audit.
- g. The organization's accounting principles.

- h. Other matters related to conduct that should be communicated to the Finance and Audit Committee in accordance with Government Auditing Standards #61.
- i. Review with the Authority's staff, the Authority's financial performance on a regular basis.

6. **External Auditor.**

- a. ~~Recommend to the Oversight Committee the Authority's external auditors to be appointed and the related compensation.~~ Serve as an "audit selection committee" in accordance with the requirements of Section 218.391, Florida Statutes, to assist the Governing Board in selecting an auditor to conduct the annual financial audit required in Section 218.39, Florida Statutes.
- b. Review and approve the discharge of the Authority's external auditors.
- c. Review the scope and approach of the annual audit with the Authority's external auditors.
- d. Approval all non-audit services provided by the Authority's external auditors.

H. **Audit Selection Committee.** When serving in the capacity as an "auditor selection committee" in accordance with the requirements of Section 218.391, Florida Statutes, the following additional requirements shall apply to the Finance and Audit Committee:

- 1. The Finance and Audit Committee shall be comprised of six members. Five of the members shall be the existing Finance and Audit Committee Members appointed pursuant to **Section 2.12.2.A.** The sixth member shall be a member of the Governing Board (the "**Governing Board Member**"), who shall serve as the chair of the committee. The Governing Board Member shall be appointed by the Governing Board. In addition to the quorum requirements in **Section 2.12.2.C.**, the Governing Board Member must be in attendance in order for a quorum to be present.
- 2. An employee, a chief executive officer, or a chief financial officer of the Authority may not serve as a member of the Finance and Audit Committee; however, an employee, a chief executive officer, or a chief financial officer of the Authority may serve in an advisory capacity.

3. The Finance and Audit Committee shall carry out the responsibilities set forth in Section 218.391, Florida Statutes, applicable to an “auditor selection committee” including, without limitation, those identified in clause (3) of Section 218.391.

2.12.3 **Establishment of Risk Management Committee; Purpose.** A committee is hereby established to be known as the Risk Management Committee. The Risk Management Committee is responsible for reviewing and providing recommendations to the Authority with respect to the Authority’s safety, insurance and risk management programs.

- A. **Composition.** The Risk Management Committee shall be comprised of five members (each a “**Risk Management Committee Member**”). Each Member of the Governing Board shall be entitled to designate one Risk Management Committee Member from among the employees of the governmental entity that he or she represents. Each Risk Management Committee Member should have expertise in the particular matters that are to come before the Risk Management Committee. The Director of Risk Management of the Authority will not be a member of the Risk Management Committee but will support the committee.
- B. **Meeting Schedule and Notice.** The Risk Management Committee shall annually establish a schedule for meetings; provided, that the chairperson may cancel or reschedule any previously scheduled meeting or call a special meeting. The Risk Management Committee shall meet at the offices of the Authority, or at such other location within the jurisdiction serviced by the Authority. All meetings of the Risk Management Committee except as may otherwise be provided herein below and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law. As provided in Section 768.28(16), Florida Statutes, portions of meetings and proceeds conducted solely to the evaluation of claims or which relate solely to offers of compromise of claims are exempt from the public meeting requirements of Section 286.011, Florida Statutes, and Section 24(b), Article I of the State Constitution. It is initially contemplated, although not required, that the Risk Management Committee would meet on a triannual or quarter annual basis.
- C. **Quorum.** The presence in person of a majority of the Risk Management Committee Members shall constitute a quorum for the transaction of business.

- D. **Committee Action.** If a quorum is present, the affirmative vote of a majority of the Risk Management Committee Members shall constitute an act of the Risk Management Committee.
- E. **Officers.** The Risk Management Committee shall annually elect from its members a chairperson and such other officers as determined by the Risk Management Committee. The chairperson shall preside over all meetings of the Risk Management Committee. In his or her absence at any particular meeting, the vice chairperson shall preside over the meeting (if one has been elected). In the absence of a chairperson or vice chairperson, the Risk Management Committee members shall elect a replacement chairperson for such meeting.
- F. **Reports.** At the next meeting of the Oversight Committee following each meeting of the Risk Management Committee, the chairperson (or his or her designee from the Risk Management Committee) shall provide a report to and solicit input from the Oversight Committee on the status of matters before the Risk Management Committee. The chairperson (or his or her designee from the Risk Management Committee) shall also provide reports to and solicit input from the Oversight Committee regarding such matters on an as needed basis.
- G. **Responsibilities.** The Risk Management Committee shall carry out such responsibilities as are assigned to it by the Governing Board or the Oversight Committee and take such actions as it deems appropriate within the scope of its responsibilities assigned hereunder. In furtherance thereof the Risk Management Committee shall and is specifically authorized to:
1. Review pending legislation pertaining to liability and sovereign immunity matters and review LYNX's risk management programs and insurance coverages, and provide periodic status updates and recommendations to the Oversight Committee regarding such matters.
  2. If requested by the Governing Board, Oversight Committee or Director of Risk Management, review tort and worker's compensation based demands, claims and lawsuits where the Authority is or would be a potential defendant, respondent or otherwise responsible party, and provide recommendations to the Governing Board, Oversight Committee or Director of Risk Management, as appropriate, regarding such demands, claims and lawsuits. Such recommendations may include whether or not to settle such demands, claims and lawsuits and, if the Risk Management Committee believes that settlement is appropriate, the recommended terms of such settlement.

The undersigned hereby certifies that the foregoing constitutes a true, correct and complete copy of Administrative Rule 2 incorporating all amendments approved to date.

Dated: \_\_\_\_\_, ~~2017~~, December 5, 2019.

\_\_\_\_\_  
Name:

Title:



Document comparison by Workshare 9 on Thursday, November 7, 2019 1:16:21 PM

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Rendering set	Standard

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