RFP-001046 / RFP-001057 Committee Meeting November 17, 2014 Minutes

Technical Review Committee for Issuer's Counsel, 001046, and Disclosure Counsel, 001057, held a duly noticed meeting on Monday, November 17, 2014, commencing at 10:31 a.m. in the Starling Conference Room at the OOCEA Administrative Bldg, Orlando, Florida.

Committee Members Present:
Joe Passiatore, General Counsel
Lisa Lumbard, Interim CFO
Sandy Minkoff, General Counsel, Lake County
Chris McCullion, Treasurer, City of Orlando

Other Attendees:
Robert Johnson, Manager of Procurement

Discussion and Motions:

Robert commenced the meeting collecting the Evaluation Committee Member Disclosure forms that the committee members reviewed and executed. Robert explained that today’s meeting was to evaluate and shortlist the submittals for Disclosure Counsel and Issuers Counsel.

Starting with Issuers Counsel, general discussion ensued with regard to the submittals and RFP requirements. Upon completion of the discussion, scores were tallied as provided below:

<table>
<thead>
<tr>
<th>Firm</th>
<th>Points</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nabors, Giblin &amp; Nickerson, P.A.</td>
<td>272</td>
</tr>
<tr>
<td>Shutts &amp; Bowen, LLP</td>
<td>257</td>
</tr>
</tbody>
</table>

It was the consensus of the committee that both firms be invited in alphabetical order to interviews which would be for 30 minutes on Monday, November 24th.

General discussion ensued whereby the committee members discussed the firms and the evaluation criteria outline in the RFQ for the six firms being considered for Disclosure Counsel.
Upon the committee’s discussion, individual committee members scored the individual responses. Evaluation Criteria forms were collected and tallied with the following results:

<table>
<thead>
<tr>
<th>FIRM</th>
<th>Points</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nabors, Giblin and Nickerson</td>
<td>283</td>
</tr>
<tr>
<td>Squire Patton Boggs (US) LLP</td>
<td>280</td>
</tr>
<tr>
<td>Greenberg, Traurig PA</td>
<td>277</td>
</tr>
<tr>
<td>Edwards Wildman Palmer, LLP</td>
<td>258</td>
</tr>
<tr>
<td>Nixon Peabody, LLP</td>
<td>256</td>
</tr>
<tr>
<td>Ballard Spahr, LLP</td>
<td>223</td>
</tr>
</tbody>
</table>

It was the consensus of the committee that the top three (3) firms be invited in alphabetical order to interviews which would be for 30 minutes on Monday, November 24th.

As per the Committee’s recommendation, Disclosure Counsel will be interviewed first followed directly by Issuer’s Counsel. Upon completion of all the interviews, then the evaluation phase will commence.

Robert stated he would notify respondents of their interview times.

They’re being no other business to come before the Committee; the meeting was adjourned at 12:01 p.m.

These minutes are considered to be the official minutes of the Evaluation Committee meeting held Monday, November 17, 2014, and no other notes, tapes, etc., taken by anyone takes precedence.

Submitted by: Robert Johnson

Approved by: Joe Passiatore
<table>
<thead>
<tr>
<th>PROPOSER</th>
<th>Chris McCullion</th>
<th>Joe Passiatore</th>
<th>Lisa Lumbard</th>
<th>Sandy Minkoff</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shutts &amp; Bowen, LLP</td>
<td>75</td>
<td>70</td>
<td>67</td>
<td>45</td>
<td>257</td>
</tr>
<tr>
<td>Nabors, Giblin &amp; Nickerson, P.A</td>
<td>73</td>
<td>72</td>
<td>62</td>
<td>65</td>
<td>272</td>
</tr>
</tbody>
</table>

COMMITTEE MEMBER: [Signature]  
Monday, November 17, 2014

COMMITTEE MEMBER: [Signature]  
Monday, November 17, 2014

COMMITTEE MEMBER: [Signature]  
Monday, November 17, 2014

COMMITTEE MEMBER: [Signature]  
Monday, November 17, 2014
Disclosure Form for Evaluation Committee Members

For this purpose, the term "relative" includes the following: father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, or half sister or any person having the same legal residence as the employee.

The term "principal" means anyone who shares in the profits of the entity or whose compensation might vary based on the award or performance of the project.

The term "employed by" includes any receipt of compensation for services.

"May submit a proposal," means planning to submit, or considering submission. If you don't know, ask.

Persons serving on a selection committee in a solicitation process should be able to answer all the following questions in the negative. If the answer is affirmative, please explain below:

1. Are you, your spouse, child or anyone living in your household currently employed by any entity that may submit a proposal?  
   Yes ☐ No ☑

2. Are you, or any relative, an officer, director, principal, or project team participant of, any entity that may submit a proposal?  
   ☐ ☑

3. Do you, or does any relative, own more than 5% of any entity that may submit a proposal?  
   ☐ ☑

4. Within the preceding 12 months have you, your spouse, child or anyone living in your household been offered employment or future employment or, had any discussion involving future employment with any entity that may submit a proposal?  
   ☐ ☑

5. Within the preceding 12 months, have you, your spouse, child or anyone living in your household accepted a gift valued at over $100 from any entity, or a principal of any entity that may submit a proposal?  
   ☐ ☑

6. Could the award of this contract result in any pecuniary gain to you, any relative, any business associate, or any entity that has employed or retained you within the past 12 months?  
   ☐ ☑

7. Do you know of any reason that would impact your impartiality with respect to this solicitation?  
   ☐ ☑

If you answer yes to any of these questions, please explain below

Additional comments:

____________________________________________________________________

If the answer to any of the foregoing questions is "yes," then your participation on the selection committee must be approved by the Executive Director after a review of all relevant facts.

I, [Name] hereby certify that I have read and understand the Orlando-Orange County Expressway Authority Ethics Policy and I agree to be bound by the applicable laws and policies.

(Signature)
Disclosure Form for Evaluation Committee Members

For this purpose, the term "relative" includes the following: father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, or half sister or any person having the same legal residence as the employee.

The term "principal" means anyone who shares in the profits of the entity or whose compensation might vary based on the award or performance of the project.

The term "employed by" includes any receipt of compensation for services.

"May submit a proposal," means planning to submit, or considering submission. If you don’t know, ask.

Persons serving on a selection committee in a solicitation process should be able to answer all the following questions in the negative. If the answer is affirmative, please explain below:

1. Are you, your spouse, child or anyone living in your household currently
   Employed by any entity that may submit a proposal?  Yes  No

2. Are you, or any relative, an officer, director, principal, or project team participant
   of, any entity that may submit a proposal?  No

3. Do you, or does any relative, own more than 5% of any entity that may submit a
   proposal?  No

4. Within the preceding 12 months have you, your spouse, child or anyone living in your
   household been offered employment or future employment or, had any discussion
   involving future employment with any entity that may submit a proposal?  No

5. Within the preceding 12 months, have you, your spouse, child or anyone living in your
   household accepted a gift valued at over $100 from any entity, or a principal of any
   entity that may submit a proposal?  Yes

6. Could the award of this contract result in any pecuniary gain to you, any relative, any
   business associate, or any entity that has employed or retained you within the past
   12 months?  Yes

7. Do you know of any reason that would impact your impartiality with respect to this
   solicitation?  No

If you answer yes to any of these questions, please explain below
Additional comments

________________________________________________________________________

If the answer to any of the foregoing questions is "yes," then your participation on the selection committee must be approved by the Executive Director after a review of all relevant facts.

I, Lisa Lombard, hereby certify that I have read and understand the Orlando-Orange County
Expressway Authority Ethics Policy and I agree to be bound by the applicable laws and policies.

__________________________
(Name)

__________________________
(Signature)
Disclosure Form for Evaluation Committee Members

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The term “employed by” includes any receipt of compensation for services.

“May submit a proposal,” means planning to submit, or considering submission. If you don’t know, ask.

Persons serving on a selection committee in a solicitation process should be able to answer all the following questions in the negative. If the answer is affirmative, please explain below:

1. Are you, your spouse, child or anyone living in your household currently
   Employed by any entity that may submit a proposal?
   □ Yes  □ No

2. Are you, or any relative, an officer, director, principal, or project team participant
   of, any entity that may submit a proposal?
   □ Yes  □ No

3. Do you, or does any relative, own more than 5% of any entity that may submit a proposal?
   □ Yes  □ No

4. Within the preceding 12 months have you, your spouse, child or anyone living in your
   household been offered employment or future employment or, had any discussion
   involving future employment with any entity that may submit a proposal?
   □ Yes  □ No

5. Within the preceding 12 months, have you, your spouse, child or anyone living in your
   household accepted a gift valued at over $100 from any entity, or a principal of any
   entity that may submit a proposal?
   □ Yes  □ No

6. Could the award of this contract result in any pecuniary gain to you, any relative, any
   business associate, or any entity that has employed or retained you within the past
   12 months?
   □ Yes  □ No

7. Do you know of any reason that would impact your impartiality with respect to this
   solicitation?
   □ Yes  □ No

If you answer yes to any of these questions, please explain below

Additional comments

As a disclosure, one of the applicant, Nadia Giddens, provides bond counsel services to Lake County.

If the answer to any of the foregoing questions is “yes,” then your participation on the selection committee
must be approved by the Executive Director after a review of all relevant facts.

I, [Signature], hereby certify that I have read and understand the Orlando-Orange County
Expressway Authority Ethics Policy and I agree to be bound by the applicable laws and policies.
Disclosure Form for Evaluation Committee Members

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Persons serving on a selection committee in a solicitation process should be able to answer all the following questions in the negative. If the answer is affirmative, please explain below:

1. Are you, your spouse, child or anyone living in your household currently
   Employed by any entity that may submit a proposal?  
   [ ] Yes [ ] No

2. Are you, or any relative, an officer, director, principal, or project team participant
   of, any entity that may submit a proposal?  
   [ ] Yes [ ] No

3. Do you, or does any relative, own more than 5% of any entity that may submit a
   proposal?  
   [ ] Yes [ ] No

4. Within the preceding 12 months have you, your spouse, child or anyone living in your
   household been offered employment or future employment or, had any discussion
   involving future employment with any entity that may submit a proposal?  
   [ ] Yes [ ] No

5. Within the preceding 12 months, have you, your spouse, child or anyone living in your
   household accepted a gift valued at over $100 from any entity, or a principal of any
   entity that may submit a proposal?  
   [ ] Yes [ ] No

6. Could the award of this contract result in any pecuniary gain to you, any relative, any
   business associate, or any entity that has employed or retained you within the past
   12 months?  
   [ ] Yes [ ] No

7. Do you know of any reason that would impact your impartiality with respect to this
   solicitation?  
   [ ] Yes [ ] No

If you answer yes to any of these questions, please explain below
Additional comments__________________________________________

If the answer to any of the foregoing questions is “yes,” then your participation on the selection committee
must be approved by the Executive Director after a review of all relevant facts.

I, ________________________________, hereby certify that I have read and understand the Orlando-Orange County
Expressway Authority Ethics Policy and I agree to be bound by the applicable laws and policies.

______________________________
(Name)

______________________________
(Signature)