RFP-001391 Committee Meeting April 18, 2018 Minutes

Evaluation Committee for Internal Auditor Services; RFP-001391, held a duly noticed meeting on Wednesday, April 18, 2018, commencing at 1:00 p.m. in the Pelican Conference Room at the CFX Administrative Bldg., Orlando, Florida.

Committee Members:
Joseph Passiatore, General Counsel
Lisa Lumbard, CFO
Corey Quinn, Chief of Technology/Operations
Brian Battles, Audit Committee

Other Attendees:
Aneth Williams, CFX Director of Procurement

Absent Committee Member
Jim Greer, Director of IT

Discussion and Motions:
Aneth commenced the meeting with introductions and explained that today’s meeting was to conduct interviews of the proposers, open the price proposals, finalize the evaluation, and make a recommendation to be presented to the Audit Committee.

Interviews:
Aneth commenced each interview with an outline of the interview process. For the record it was stated the interview portion of the meeting is closed to the public and is being recorded in accordance with Florida Statute.

Upon completion of the last interview the recorder was stopped and the meeting was considered no longer closed to the public.

Evaluation Portion:
The committee members individually scored the interviews and submitted their score sheets to Aneth. Aneth tallied the score sheets utilizing the raw scores assigned by each committee member and averaged the raw scores for each Proposal received. Below are the results:

<table>
<thead>
<tr>
<th>Proposer</th>
<th>Total Raw Points</th>
<th>Average Points</th>
</tr>
</thead>
<tbody>
<tr>
<td>Protiviti, Inc.</td>
<td>343</td>
<td>85.75</td>
</tr>
<tr>
<td>RSM US LLP</td>
<td>324</td>
<td>81.00</td>
</tr>
</tbody>
</table>

Pricing
Upon completion of the evaluation of the technical portion, the price proposals were opened and scored in accordance with the RFP requirements.

<table>
<thead>
<tr>
<th>Proposer</th>
<th>Total Price</th>
<th>Points</th>
</tr>
</thead>
<tbody>
<tr>
<td>Protiviti, Inc.</td>
<td>$863,575.00</td>
<td>10.00</td>
</tr>
<tr>
<td>RSM US LLP</td>
<td>$876,125.00</td>
<td>9.86</td>
</tr>
</tbody>
</table>

Total Points and Rankings

<table>
<thead>
<tr>
<th>Proposer</th>
<th>Tech. Points</th>
<th>Pricing Points</th>
<th>Total Points</th>
<th>Ranking</th>
</tr>
</thead>
<tbody>
<tr>
<td>Protiviti, Inc.</td>
<td>85.75</td>
<td>10.00</td>
<td>95.75</td>
<td>1</td>
</tr>
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<td>RSM US LLP</td>
<td>81.00</td>
<td>9.86</td>
<td>90.86</td>
<td>2</td>
</tr>
</tbody>
</table>
The scores were announced publicly in the presence of the proposers. Upon further review of the scores, an addition error on Committee member Passiatore’s technical scoring was corrected from 96 to 86. This correction did not change the ranking of the firms.

The Committee members agreed that Protiviti, Inc. would be recommended to the Audit Committee for award.

There being no further business to come before the Committee, the meeting was adjourned at 2:48 p.m. These minutes are considered to be the official minutes of the interview, opening of the Price Proposals and final evaluation by the Evaluation Committee at its meeting held Wednesday, April 18, 2018.

Submitted by: [signature]
Aneth Williams, CFX Director of Procurement

On behalf of the Evaluation Committee these minutes have been review and approved by:

[Signature]
Lisa Lumbard, CFO
<table>
<thead>
<tr>
<th>EVALUATOR</th>
<th>PROTECHNIQUE</th>
<th>PRICE</th>
<th>RSM US LLP</th>
<th>PRICE</th>
<th>FINAL RANKING</th>
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<tbody>
<tr>
<td>Joseph Passiante</td>
<td>90</td>
<td>86</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lisa Lumbard</td>
<td>87</td>
<td>92</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Corey Quinn</td>
<td>82</td>
<td>75</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Brian Battles</td>
<td>84</td>
<td>91</td>
<td></td>
<td></td>
<td></td>
</tr>
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<td>TOTAL</td>
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<td>324</td>
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<th>PROPOSER</th>
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<th>PRICE POINTS</th>
<th>TOTAL POINTS</th>
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Committee Members:

4/19/2018
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4/19/2018
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Disclosure Form for Evaluation Committee Members

Dear Committee Member:

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As a Committee member your adherence to the Florida Code of Ethics codified in Chapter 112, Part III, Florida Statutes, and Section 348.753(8), Florida Statutes, and the Central Florida Expressway Code of Ethics is required. Below is a list of questions developed to assist you in identifying and disclosing possible conflicts that you may have with participating in this solicitation selection.

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“Business associate” has the same meaning as Section 112.312(4), Florida Statutes, and means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, corporate shareholder where the shares of such corporation are not listed on any national or regional stock exchange, or co-owner of property.

“Employed by” includes any receipt of compensation for services.

“Gift” has the same meaning as Section 112.312(12), Florida Statutes, as supplemented by the Central Florida Expressway Authority Code of Ethics. "Gift" means that which is accepted by a donee or by another on the donee's behalf, or that which is paid or given to another for or on behalf of a donee, directly, indirectly or in trust for the donee’s benefit or by any other means for which equal or greater consideration is not given within 90 days, including, but not limited to:

1. Real property.
2. The use of real property.
3. Tangible or intangible personal property.
4. The use of tangible or intangible personal property.
5. A preferential rate or terms on a debt, loan, goods or services, which rate is below the customary rate and is not either a government rate available to all other similarly situated government employees or officials or a rate which is not available to similarly situated members of the public by virtue of occupation, affiliation, age, religion, sex or national origin.
6. Forgiveness of a debt.
7. Transportation or lodging, other than that provided to a public officer or employee in relation to officially approved government business, lodging, or parking.
8. Food or beverage.
10. Entrance fees, admission fees, or tickets to events, performances or facilities.
11. Plants, flowers or floral arrangements.
12. Services provided by persons pursuant to a professional license or certificate.
13. Other personal services for which a fee is normally charged by the person providing the services.
14. Any other similar service or thing having an attributable value not already provided for in this section.

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1. Salary, benefits, services, fees, commissions, gifts or expenses associated primarily with the donee's employment, business, or service as an officer or director of a corporation or organization.
2. Contributions or expenditures reported pursuant to Chapter 106, Florida Statutes, campaign related personal services provided without compensation by individuals volunteering their time, or any other contribution or expenditure by a political party.
3. An Honorarium or an expense related to an Honorarium Event paid to a person or the person's spouse.
4. An award, plaque, certificate or similar personalized item given in recognition of the donee's public, civic, charitable or professional service.
5. An honorary membership in a service or a fraternal organization presented merely as a courtesy by such organization.
6. The use of a public facility or public property made available by a governmental agency for a public purpose.
7. Transportation provided to a public officer or employee by an agency in relation to officially approved governmental business.
8. Gifts provided directly or indirectly by a state, regional or national organization which promotes the exchange of ideas between, or the professional development of, government officials or employees, and whose membership is primarily composed of elected or appointed public officials or staff, to members of that organization or officials or staff of a governmental agency that is a member of that organization.

"Material interest" has the same meaning as Section 112.312(15), Florida Statutes, and means direct or indirect ownership of more than 5 percent of the total assets, partnership interests or capital stock of any business entity. Indirect ownership does not include ownership by a spouse or minor child.

"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.

"Relative" has the same meaning as Section 112.312(21), Florida Statutes, and means an individual who is related to you as 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, half-sister, grandparent, great grandparent, grandchild, great grandchild, step grandparent, step great parent, step great grandparent, step great grandchild, step great grandchild, person who is engaged to be married to you or who otherwise holds himself or herself out as or is generally known as the person whom you intend to marry or with whom you intend to form a household, or any other natural person having the same legal residence as you.
Disclosure Form for Evaluation Committee Members

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 currently employed by any entity that has submitted a proposal (§ 112.313(3), (7) a Fla. Stat.; EC 6-3.016)?

   Yes ☐ No ☐

2. Are you, your spouse, child, or any combination of them, an officer, director, principal, or project team participant of, any entity that has submitted a proposal (§ 112.313(3); EC 6-3.016)?

   Yes ☐ No ☐

3. Do you, your spouse, child, or any combination of them, have a material interest in any entity that has submitted a proposal (§ 112.313(3); EC 6-3.016))?

   Yes ☐ No ☐

4. Within the preceding 12 months have you, your spouse, or minor child been offered employment or future employment or, had any discussion involving future employment with any entity that has submitted a proposal (§ 112.313(4))?

   Yes ☐ No ☐

5. Within the preceding 12 months, have you, your spouse, or minor child household accepted a gift from any entity, or a principal of any entity that has submitted a proposal that was given to influence a vote or other action (§ 112.313(4))?

   Yes ☐ No ☐

6. Have you solicited or accepted anything of value, including a gift, loan, reward, promise of future employment, favor, or service, based upon any understanding that the services being rendered by you for CFX would be influenced or impact thereby? (§ 112.313(2))

   Yes ☐ No ☐

7. Have you or your spouse or minor child accepted any compensation, payment, or thing of value when you knew, or, with the exercise of reasonable care, should know, that it was given to influence your judgment or the services being rendered by you for CFX? (§ 112.313(4))

   Yes ☐ No ☐

8. Do you have or hold any employment or contractual relationship with any business entity or any agency which is subject to the regulation of, or is doing business with, CFX, that will create a continuing or frequently recurring conflict between your private interests and the performance of your public duties or that would impede the full and faithful discharge of your public duties, subject to the exemptions set forth in Section 112.313 (12), & (15), Florida Statutes. (§ 112.313(7))

   Yes ☐ No ☐

9. Do you have any relationship which affords a current or future financial benefit to you or to a relative or business associate of you and which a reasonable person would conclude has the potential to create a prohibited conflict of interest (§ 348.753(8); EC 6-3.011)?

   Yes ☐ No ☐

10. Do you have a relative who is a registered lobbyist (§ 348.753(8); EC 6-3.012)?

    Yes ☐ No ☐

11. Do you or any relative, principal, client, or business associate of you any interest in real property located within, or within a one-half mile radius of, any actual or prospective CFX roadway project (§ 348.753(8); EC 6-3.013)?

    Yes ☐ No ☐

12. 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 Ethics Officer after a review of all relevant facts.

I, Lisa Lumbard, hereby certify that I have read and understand the Central Florida Expressway Authority Ethics Policy and I agree to be bound by the applicable laws and policies.

(Signature)

(Date)
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I, _______________, hereby certify that I have read and understand the Central Florida Expressway Authority Ethics Policy and I agree to be bound by the applicable laws and policies.

_____________________________  4/18/15
(Signature)                      (Date)
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A-16
14. Any other similar service or thing having an attributable value not already provided for in this section.

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2. Are you, your spouse, child, or any combination of them, an officer, director, principal, or project team participant of, any entity that has submitted a proposal (§ 112.313(3); EC 6-3.016)?
   Yes ☐ No ☑

3. Do you, your spouse, child, or any combination of them, have a material interest in any entity that has submitted a proposal (§ 112.313(3); EC 6-3.016)?
   Yes ☐ No ☑

4. Within the preceding 12 months have you, your spouse, or minor child been offered employment or future employment or, had any discussion involving future employment with any entity that has submitted a proposal (§ 112.313(4))?
   Yes ☐ No ☑

5. Within the preceding 12 months, have you, your spouse, or minor child household accepted a gift from any entity, or a principal of any entity that has submitted a proposal that was given to influence a vote or other action (§ 112.313(4))?
   Yes ☐ No ☑

6. Have you solicited or accepted anything of value, including a gift, loan, reward, promise of future employment, favor, or service, based upon any understanding that the services being rendered by you for CFX would be influenced or impact thereby? (§ 112.313(2))
   Yes ☐ No ☑

7. Have you or your spouse or minor child accepted any compensation, payment, or thing of value when you knew, or, with the exercise of reasonable care, should know, that it was given to influence your judgment or the services being rendered by you for CFX? (§ 112.313(4))
   Yes ☐ No ☑

8. Do you have or hold any employment or contractual relationship with any business entity or any agency which is subject to the regulation of, or is doing business with, CFX, that will create a continuing or frequently recurring conflict between your private interests and the performance of your public duties or that would impede the full and faithful discharge of your public duties, subject to the exemptions set forth in Section 112.313 (12), & (15), Florida Statutes. (§ 112.313(7))
   Yes ☐ No ☑

9. Do you have any relationship which affords a current or future financial benefit to you or to a relative or business associate of you and which a reasonable person would conclude has the potential to create a prohibited conflict of interest (§ 348.753(8); EC 6-3.011)?
   Yes ☐ No ☑

10. Do you have a relative who is a registered lobbyist (§ 348.753(8); EC 6-3.012)?
    Yes ☐ No ☑

11. Do you or any relative, principal, client, or business associate of you have any interest in real property located within, or within a one-half mile radius of, any actual or prospective CFX roadway project (§ 348.753(8); EC 6-3.013)?
    Yes ☐ No ☑

12. 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 Ethics Officer after a review of all relevant facts.

I, [Committee Member Name], hereby certify that I have read and understand the Central Florida Expressway Authority Ethics Policy and I agree to be bound by the applicable laws and policies.

[Signature]  
(Date)
Disclosure Form for Evaluation Committee Members

Dear Committee Member:

You have agreed to participate in the evaluation of the above referenced solicitation. It is essential that the integrity of this process be maintained to ensure that each proposer is given fair and equal consideration. Your familiarity with particular brands, types of products, material, or firms may tend to influence your evaluation; however, you are required in this specific instance to be particularly objective and guard against any tendency that might slant your evaluation in favor of a personal preference.

As a Committee member your adherence to the Florida Code of Ethics codified in Chapter 112, Part III, Florida Statutes, and Section 348.753(8), Florida Statutes, and the Central Florida Expressway Code of Ethics is required. Below is a list of questions developed to assist you in identifying and disclosing possible conflicts that you may have with participating in this solicitation selection.

Definitions

"Business associate" has the same meaning as Section 112.312(4), Florida Statutes, and means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, corporate shareholder where the shares of such corporation are not listed on any national or regional stock exchange, or co-owner of property.

"Employed by" includes any receipt of compensation for services.

"Gift" has the same meaning as Section 112.312(12), Florida Statutes, as supplemented by the Central Florida Expressway Authority Code of Ethics. "Gift" means that which is accepted by a donee or by another on the donee's behalf, or that which is paid or given to another for or on behalf of a donee, directly, indirectly or in trust for the donee’s benefit or by any other means for which equal or greater consideration is not given within 90 days, including, but not limited to:

1. Real property.
2. The use of real property.
3. Tangible or intangible personal property.
4. The use of tangible or intangible personal property.
5. A preferential rate or terms on a debt, loan, goods or services, which rate is below the customary rate and is not either a government rate available to all other similarly situated government employees or officials or a rate which is not available to similarly situated members of the public by virtue of occupation, affiliation, age, religion, sex or national origin.
6. Forgiveness of a debt.
7. Transportation or lodging, other than that provided to a public officer or employee in relation to officially approved government business, lodging, or parking.
8. Food or beverage.
10. Entrance fees, admission fees, or tickets to events, performances or facilities.
11. Plants, flowers or floral arrangements.
12. Services provided by persons pursuant to a professional license or certificate.
13. Other personal services for which a fee is normally charged by the person providing the services.
14. Any other similar service or thing having an attributable value not already provided for in this section.

"Gift" does not include:
1. Salary, benefits, services, fees, commissions, gifts or expenses associated primarily with the donee's employment, business, or service as an officer or director of a corporation or organization.
2. Contributions or expenditures reported pursuant to Chapter 106, Florida Statutes, campaign related personal services provided without compensation by individuals volunteering their time, or any other contribution or expenditure by a political party.
3. An Honorarium or an expense related to an Honorarium Event paid to a person or the person's spouse.
4. An award, plaque, certificate or similar personalized item given in recognition of the donee's public, civic, charitable or professional service.
5. An honorary membership in a service or a fraternal organization presented merely as a courtesy by such organization.
6. The use of a public facility or public property made available by a governmental agency for a public purpose.
7. Transportation provided to a public officer or employee by an agency in relation to officially approved governmental business.
8. Gifts provided directly or indirectly by a state, regional or national organization which promotes the exchange of ideas between, or the professional development of, government officials or employees, and whose membership is primarily composed of elected or appointed public officials or staff, to members of that organization or officials or staff of a governmental agency that is a member of that organization.

"Material interest" has the same meaning as Section 112.312(15), Florida Statutes, and means direct or indirect ownership of more than 5 percent of the total assets, partnership interests or capital stock of any business entity. Indirect ownership does not include ownership by a spouse or minor child.

"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.

"Relative" has the same meaning as Section 112.312(21), Florida Statutes, and means an individual who is related to you as 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, half-sister, grandparent, great grandparent, grandchild, great grandchild, step grandparent, step great grandparent, step grandchild, step great grandchild, person who is engaged to be married to you or who otherwise holds himself or herself out as or is generally known as the person whom you intend to marry or with whom you intend to form a household, or any other natural person having the same legal residence as you.
Disclosure Form for Evaluation Committee Members

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 currently employed by any entity that has submitted a proposal (§ 112.313(3), (7) a Fla. Stat.; EC 6-3.016)?
   - Yes □ No □

2. Are you, your spouse, child, or any combination of them, an officer, director, principal, or project team participant of, any entity that has submitted a proposal (§ 112.313(3); EC 6-3.016)?
   - Yes □ No □

3. Do you, your spouse, child, or any combination of them, have a material interest in any entity that has submitted a proposal (§ 112.313(3); EC 6-3.016)?
   - Yes □ No □

4. Within the preceding 12 months have you, your spouse, or minor child been offered employment or future employment or, had any discussion involving future employment with any entity that has submitted a proposal (§ 112.313(4))?
   - Yes □ No □

5. Within the preceding 12 months, have you, your spouse, or minor child household accepted a gift from any entity, or a principal of any entity that has submitted a proposal that was given to influence a vote or other action (§ 112.313(4))?
   - Yes □ No □

6. Have you solicited or accepted anything of value, including a gift, loan, reward, promise of future employment, favor, or service, based upon any understanding that the services being rendered by you for CFX would be influenced or impact thereby? (§ 112.313(2))
   - Yes □ No □

7. Have you or your spouse or minor child accepted any compensation, payment, or thing of value when you knew, or, with the exercise of reasonable care, should know, that it was given to influence your judgment or the services being rendered by you for CFX? (§ 112.313(4))
   - Yes □ No □

8. Do you have or hold any employment or contractual relationship with any business entity or any agency which is subject to the regulation of, or is doing business with, CFX, that will create a continuing or frequently recurring conflict between your private interests and the performance of your public duties or that would impede the full and faithful discharge of your public duties, subject to the exemptions set forth in Section 112.313 (12), & (15), Florida Statutes. (§ 112.313(7))
   - Yes □ No □

9. Do you have any relationship which affords a current or future financial benefit to you or to a relative or business associate of you and which a reasonable person would conclude has the potential to create a prohibited conflict of interest (§348.753(8); EC 6-3.011)?
   - Yes □ No □

10. Do you have a relative who is a registered lobbyist (§348.753(8); EC 6-3.012)?
    - Yes □ No □

11. Do you or any relative, principal, client, or business associate of you have any interest in real property located within, or within a one-half mile radius of, any actual or prospective CFX roadway project (§348.753(8); EC 6-3.013)?
    - Yes □ No □

12. 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 Ethics Officer after a review of all relevant facts.

I, Corey Quinn, hereby certify that I have read and understand the Central Florida Expressway Authority Ethics Policy and I agree to be bound by the applicable laws and policies.

(Signature) 4/1/15 (Date)
<table>
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<tr>
<th>COMPANY NAME</th>
<th>REPRESENTATIVE</th>
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<tbody>
<tr>
<td>Protiviti</td>
<td>Teresa Mallary</td>
<td>407-849-3923</td>
<td><a href="mailto:teresa.mallary@protiviti.com">teresa.mallary@protiviti.com</a></td>
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<td>Protiviti</td>
<td>Emily Picard</td>
<td>407-849-3928</td>
<td><a href="mailto:emily.picard@protiviti.com">emily.picard@protiviti.com</a></td>
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<td>Protiviti</td>
<td>David Taylor</td>
<td>407-849-3916</td>
<td><a href="mailto:david.taylor@protiviti.com">david.taylor@protiviti.com</a></td>
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<td>Protiviti</td>
<td>Chris Ford</td>
<td>407-849-3943</td>
<td><a href="mailto:chris.ford@protiviti.com">chris.ford@protiviti.com</a></td>
</tr>
<tr>
<td>Protiviti</td>
<td>Phil Fretwell</td>
<td>407-849-3928</td>
<td><a href="mailto:philip.fretwell@protiviti.com">philip.fretwell@protiviti.com</a></td>
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Date: April 18, 2018
Time: 1:00 - 1:30 p.m
Pelican Conference Rm #107
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<th>Name of Person Authorizing Access</th>
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**April 2018**

**Visitors Log**

**Central Florida Expressway Authority**

**Final Ranking: Contract 001391; Internal Auditor Services Evaluation Committee Interviews/Proposal**
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<th>DEPARTURE TIME</th>
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