



Office of
**MANATEE COUNTY
ATTORNEY**

Mitchell O. Palmer, County Attorney*

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Andrea A. Adibe, Assistant County Attorney

MEMORANDUM

DATE: May 19, 2014

TO: Ron Schulhofer, Public Works Department Director

THROUGH: Mitchell O. Palmer, County Attorney *MOP 5/22/14*

FROM: Robert Michael Eschenfelder, Assistant County Attorney *[Signature]*

RE: **Interlocal Agreement with FDOT to Share Space in Traffic Management Center (Request for Legal Services 13-203)(CAO File: 9004-030)**

In RLS 13-203, you indicate that for some years the Florida Department of Transportation has been engaged in the planning, construction and operation of a variety of regional intelligent transportation systems, including traffic monitoring, fixed electronic messaging boards, and advanced traffic flow management systems. At the same time, Manatee County has worked with its municipalities and the Metropolitan Planning Organization to plan and install similar systems, and has constructed a state of the art Traffic Management Center (TMC) within the Public Safety Complex. This center had, from the beginning, been designed to host multiple agencies with the hope of a coordinated effort in the management of traffic and traffic-related emergencies.

With the FDOT's construction of its systems in this region almost complete, it is nearing the time which the system will "go live". Your RLS requested assistance from this Office in the editing and negotiation process associated with the development of an Interlocal Agreement between the County and FDOT in which FDOT's staff and required equipment would be hosted within the County's TMC.

*Board Certified in Construction Law

** Board Certified in City, County & Local Government Law

Pursuant to your request, I have worked both with your staff, and staff and legal counsel for FDOT, in the development, review and editing of several drafts of an agreement. After a period of drafting and negotiation, your staff and FDOT's business agents have reached agreement on the relevant business terms and conditions, including payments to be made to the County. I have also ensured the agreement contains the legal terms and conditions advisable for agreements of this nature, including indemnification language and protections for any equipment damaged by FDOT agents.

The only term of unusual note is the length of term (15 years). However, given the nature of the cooperative work to be performed, and the level of equipment and communications network infrastructure investment FDOT is making, I believe the FDOT's desire for a longer term agreement to recoup its investment in this important hub of operations is reasonable. Your lead staff negotiator has also agreed to this term on behalf of the administration.

Based on the foregoing, attached please find the final negotiated agreement, which I advise incorporates the agreed business terms and is otherwise in suitable legal form to be presented to the County Commission for consideration and approval.

I trust this adequately responds to the request for service. If there are any questions, please feel free to contact our Office.

copies to: Ed Hunzeker, County Administrator
 Karen Windon, Deputy County Administrator
 Dan Schlandt, Deputy County Administrator