Minutes for Audit Committee Meeting

09/29/2025 | 8:15 AM - 8:43 AM - EST
JAXPORT Executive Conference Room, 2831 Talleyrand Ave., Jacksonville, FL

Audit Committee Members Attending:

Mr. Palmer Clarkson, Audit Committee Chair
Ms. Soo Gilvarry, Member
Mr. Tom Slater, Member
Mr. Patrick Kilbane, Member - Absent

Other Board Members Attending:

Ms. Wendy Hamilton, Board Chair
Mr. Daniel Bean, Board Member
Mr. Charles Spencer, Board Member

Other Attendees:

Mr. Eric Green, CEO
Mr. Joey Greive, CFO
Ms. Beth McCague, Chief of Staff
Ms. Linda Williams, CAO
Mr. Nick Primrose, Chief Regulatory Compliance
Ms. Chelsea Kavanagh, Chief Communications Officer
Mr. Reese Wilson, Office of General Counsel
Ms. Rebecca Dicks, Board Liaison

A meeting of the Jacksonville Port Authority Audit Committee was held on Monday, September 29, 2025, in the JAXPORT Executive Conference Room, 2831 Talleyrand Avenue, Jacksonville, Florida. Mr. Clarkson called the meeting to order at 8:15 AM and welcomed all attendees.

<u>Approval of June 23, 2025 Audit Committee Meeting Minutes</u>

Chairman Clarkson called for approval of the June 23, 2025 Audit Committee meeting minutes. After a motion to approve the minutes by Mr. Slater and a second by Ms. Gilvarry, the Committee unanimously approved the minutes as submitted.

Berth Maintenance Dredging Contract Compliance Internal Audit

Chairman Clarkson turned the meeting over to Ms. Yvonne Clayborn and Ms. Natalee Wallace of CRI who presented results of the internal audit of the berth maintenance dredging related contracts.

The objective of the audit was to assess compliance with key berth maintenance dredging contracts, evaluate related controls, and identify opportunities for improvement and compliance financial management and operations. The results of CRI's audit procedures indicate that berth maintenance dredging controls were satisfactory to achieve management objectives and comply with applicable laws, rules, and regulations.

Chairman Clarkson asked for a motion to approve this report. After a motion by Mr. Slater and a second by Ms. Gilvarry, the internal audit of the Berth Maintenance Dredging Contract Compliance was accepted.

SOP Change – Increase in Advanced Travel Authorization for CEO

Ms. Beth McCague presented an update regarding an increase in advanced travel authorization for the CEO. Due to the significant increase in travel costs for airfare and lodging over the past two years, management is requesting the Audit Committee to increase the pre-approval of CEO trips from $2,500 to $5,000 and authorize the CAO or Chief of Staff to approve expense reports including any receipts/requests for reimbursement, as long as the CEO's trip expenses were no more than $5,000. This will reduce the burden on the Board Chair and create more efficiency in the processing of expense reports.

After a motion by Mr. Slater and a second by Ms. Gilvarry, the Audit Committee agreed to increase the advanced travel authorization for the CEO from $2,500 to $5,000.

Audit Updates

Mr. Joey Grieve presented updates on the Florida Department of Transportation's Office of Inspector General audit on JAXPORT's accounting policies and financial management procedures and processes, and the City of Jacksonville's Office of Inspector General audit regarding procurement of the Port Central Office Building Landscaping and Irrigation Upgrade contract. Both audits had positive findings. He will forward copies of the final audits to the Board members as soon as they are received.

CEO Annual Review and Evaluation

Ms. Linda Williams stated that under CEO Green's contract, he is eligible for a Performance Bonus Award of 35% of his total salary. Based on the approved CEO SMART Goals and results, he achieved 86% of the target, successfully meeting nine of twelve goals.

Ms. Williams further explained that, of the $192,500 target amount, the 86% Performance Factor results in a calculated bonus of $165,550, which equates to 30% of his total salary. She then turned the discussion over to the Chair for review and approval.

The Committee reviewed the CEO's FY24/25 SMART Goals and Results and discussed revisiting certain goal weightings for FY25/26, specifically Goal #3 – Safety.

After discussion, the Audit Committee agreed that CEO Green has performed exceptionally well and that today's purpose was to approve the bonus as presented. Following a motion by Mr. Slater, seconded by Ms. Gilvarry, the Committee unanimously approved CEO Green's $165,550 Performance Bonus.

Discussion of Proposed Slate of Board Officers

Chairman Clarkson informed the Audit Committee of the need to update the slate of Board Officers. He initiated a discussion to propose a slate of Board Officers and Audit Committee members to serve a term from October 1, 2025, through September 30, 2026.

Mr. Slater moved to advance the current slate of Board Officers, nominating Palmer Clarkson as Chair, Soo Gilvarry as Vice Chair, Tom Slater as Treasurer, and Patrick Kilbane as Secretary for the stated term. The motion was seconded by Ms. Gilvarry and unanimously approved by the Audit Committee.

Mr. Slater then noted the policy designating the Board Vice Chair as Chair of the Audit Committee and the Treasurer as a member. He moved to recommend that Soo Gilvarry serve as Chair of the Audit Committee, with himself as a member, and that additional members be appointed at a later date by the Audit Chair.

Ms. Gilvarry, as incoming Chair, expressed her intent to appoint Patrick Kilbane and Charles Spencer to the Audit Committee. Following a motion by Mr. Slater, seconded by Ms. Gilvarry, the Audit Committee unanimously approved the FY25/26 Audit Committee membership as follows: Soo Gilvarry, Chair; Tom Slater, Patrick Kilbane, and Charles Spencer, Members.

Board Member Tom Slater agreed to serve as JAXPORT's representative on the North Florida Transportation Planning Organization (TPO). The Committee expressed its appreciation to Soo Gilvarry, who has served in this role since June 26, 2023.

There being no further business, the meeting adjourned at 8:43 AM.