BOARD OF DIRECTORS MEETING
Jacksonville Port Authority
2831 Talleyrand Avenue
September 20, 2024

A meeting of the Jacksonville Port Authority Board of Directors was held on Friday, September 20, 2024 at the Port Central Office Building, 2831 Talleyrand Avenue, Jacksonville, Florida. Chairman Bean called the meeting to order at 9:26AM and welcomed all attendees. Board Member Palmer Clarkson led the audience in the Pledge of Allegiance and a moment of silence.

Board Members Attending:

Mr. Daniel Bean, Chair
Ms. Wendy Hamilton, Vice Chair
Mr. Palmer Clarkson, Treasurer
Mr. Tom Slater, Member
Mr. Patrick Kilbane, Member

Ms. Soo Gilvarry, Secretary – Absent

Other Attendees:

Mr. Eric Green, Chief Executive Officer
Ms. Beth McCague, Chief of Staff
Mr. Joey Greive, Chief Financial Officer
Mr. Robert Peek, Chief Commercial Officer
Mr. James Bennett, Chief Operating Officer
Ms. Linda Williams, Chief Administrative Officer
Ms. Chelsea Kavanagh, Chief Communications Officer
Mr. Nick Primrose, Chief, Regulatory Compliance
Mr. Reece Wilson, Office of General Counsel
Mr. Chris Miller, City Council Liaison
Ms. Rebecca Dicks, Board Liaison

Approval of Minutes

Chairman Bean called for approval of the June 24, 2024 Board of Directors Meeting Minutes. After a motion by Ms. Hamilton and a second by Mr. Slater, the Board unanimously approved the minutes as submitted.

Public Comments

Chairman Bean called for comments from the public. There were no public comments.

Presentations

Charles Spencer Recognition – NAACP "Keeper of the Flame" Award

Mayor Donna Deegan presented a Proclamation from the City of Jacksonville to Mr. Charles Spencer, recognizing his significant achievements in promoting racial equality and fairness. The JAXPORT Board of Directors also honored Mr. Spencer for receiving the prestigious NAACP 2024 Benjamin L. Hooks "Keeper of the Flame" Award.

Crane Purchase & Refurbishment Appropriation Check Presentation by Duval Delegation

Chairman Bean welcomed members of the Duval Legislative Delegation who presented JAXPORT with a $23 million check for crane upgrades. The funding will be used to purchase a new container crane for the port's Talleyrand Marine Terminal from Germany-based Liebherr Crane Company, as well as the refurbishment of existing cranes at the port's terminals.

Ethics for Independent Authorities

Ms. Kirby Oberdorfer delivered mandatory Ethics Training for the JAXPORT Board of Directors, emphasizing the importance of adherence to state and local ethics laws. She highlighted key ethical obligations for Board Members, ensuring that they fully understand their responsibilities as City Officials. To support their compliance, Ms. Oberdorfer provided each Board Member with a copy of the *City of Jacksonville Government Ethics Board and Commissions Manual,* which outlines the specific rules and regulations applicable to their roles.

Chairman's Update

Chairman Bean called on Wendy Hamilton, Chair of the Audit Committee, for a brief recap of the CEO's annual performance review and evaluation presentation made earlier today at the Audit Committee meeting.

Ms. Hamilton reported that the Audit Charter was reviewed, with key clarifications added, including that the Vice Chair of the Board serves as the Chair of the Audit Committee. It was also clarified that the committee can consist of either three or four members, and new board members are encouraged to attend Audit Committee meetings. Additionally, the committee discussed the CEO's annual performance review and evaluation.

After much discussion, the committee unanimously approved merit-based compensation for CEO Eric Green, which includes a contractually based 3% increase for fiscal year 2025 and a performance-based bonus of up to 35% of his base salary. The evaluation was based on pre-established metrics, including financial performance, organizational growth, and stakeholder satisfaction.

As Chair of the Audit Committee, Ms. Hamilton moved that the Board approve the CEO's FY23-24 performance review, evaluation, and the recommended bonus award. The motion was seconded by Mr. Slater, and the full Board voted to approve the review and the 35% bonus award for FY23-24.

Proposed Slate of Board Officers

Chairman Bean asked Ms. Hamilton to give an update on the Audit Committee's recommendation as to the proposed slate of board officers to serve a term starting October 1, 2024 through September 30, 2025.

Ms. Hamilton asked fellow Audit Committee member Palmer Clarkson to bring forward this discussion. Mr. Clarkson stated that the Audit Committee proposed that Wendy Hamilton will serve as Chair, Palmer Clarkson will move into the role of Vice Chair, Soo Gilvarry will serve as Treasurer, and Tom Slater will serve as Secretary for a term beginning October 1, 2024 through September 30, 2025.

After a motion by Mr. Clarkson and a second by Mr. Kilbane, the Board unanimously approved this slate of officers to serve a term beginning October 1, 2024 through September 30, 2025.

Chairman Bean asked Ms. Hamilton to continue with the proposed slate of Audit Committee members. Ms. Hamilton stated that the Audit Committee met and proposed that beginning October 1, 2024 through September 30, 2025, the Audit Committee will be chaired by Palmer Clarkson, and Soo Gilvarry, Tom Slater, and Patrick Kilbane will serve as Audit Committee members.

After a motion by Ms. Hamilton and a second by Mr. Clarkson, the Board unanimously approved this slate of Audit Committee officers to serve a term beginning October 1, 2024 through September 30, 2025.

New Business

BD2024-09-01 Funding Agreement for "PORTS" System (Physical Oceanographic Real-Time ®)

Mr. James Bennet presented this submission for Board approval of the Funding Agreement for the Management, Operations, Maintenance, and Repair Agreement for the Jacksonville Physical Oceanographic Real-Time System "PORTS®" System.

After a motion by Mr. Kilbane and a second by Mr. Clarkson, the Board voted to approve this submission.

AC2024-09-01 Design-Build for New JFRD Fire Station 48 at BIMT
Auld & White Constructors, LLC

Mr. James Bennett presented this submission for Board approval of the issuance of a contract to Auld & White Constructors for Design-Build for New JFRD Fire Station 48 at BIMT in the amount of $8,403,400.00 plus $1,260,510.00 (15%) contingency.

After a motion by Mr. Slater and a second by Mr. Clarkson, the Board voted to approve this submission.

CEO UPDATE

Mr. Green provided an update on the ongoing situation regarding the potential ILA (International Longshoremen's Association) strike. He stated that JAXPORT is closely monitoring developments related to the ILA's agreement with the United States Maritime Alliance, and it remains in regular communication with terminal operators who rely on ILA labor to ensure preparedness and minimize potential disruptions.

Mr. Green reported that he, along with several team members, recently traveled to Brazil and Belgium to meet with long-standing JAXPORT partners. In Brazil, the team met with Suzano and Eldorado, two major companies involved in the manufacturing of pulp, a key paper product. These visits aimed to strengthen relationships and explore continued collaboration with these significant port clients.

In Belgium, JAXPORT participated in the International Forest Products Transport Association's PPI Transport Symposium and met with ocean carrier Spliethoff, which handles a large portion of JAXPORT's breakbulk cargo moving through Talleyrand. These engagements highlight the importance of the relationships JAXPORT has built with key industry partners, which are instrumental to the port's continued growth in breakbulk cargo, a significant cargo type for Jacksonville.

Mr. Green reported welcoming another visit from Joel Pizá-Batiz, his counterpart at the Puerto Rico Ports Authority, this month. During the visit, they held individual meetings with ocean carriers serving Puerto Rico to discuss strategies for enhancing the Jacksonville-Puerto Rico trade lane. The discussions focused on efforts to attract more manufacturing to Puerto Rico, aiming to strengthen trade and promote growth in this key market.

Mr. Green informed the Board that JAXPORT continues to experience strong demand for cruising. The port is currently on track to surpass its all-time annual cruise passenger record of 199,000 passengers, which was set in 2018. This growth highlights the increasing popularity and success of JAXPORT's cruise operations. Based on reservations with Carnival through the end of the fiscal year, JAXPORT is expected to serve more than 205,000 cruise passengers this year. This figure represents the highest in the port's 20-year history, surpassing previous records and underscoring the continued growth and demand for cruising at JAXPORT.

Mr. Green informed the Board that JAXPORT successfully hosted its annual Employee Health Fair in August which offered free health resources such as biometric screenings and on-site wellness education. The event was well-attended and he thanked the Employee Wellness Committee for hosting this event.

Mr. Green commended the communications team for receiving statewide recognition from the Florida Public Relations Association. The team won three awards for public relations excellence, including the prestigious Grand Golden Image Award, the highest honor. These awards highlight JAXPORT's successful communication strategies surrounding the 2023 arrival of the ONE Stork, the largest ship to call Jacksonville, and its impact on the port's role as a vital economic engine for the community.

Mr. Green informed the Board that the ongoing efforts to enhance the exterior of the main office are nearing completion with the landscaping project almost finished. By the next board meeting, new trees and shrubbery will be in place to improve the entryway. Additionally, a new awning will be installed in the coming months to provide better protection for guests.

Reports

R2024-09-01 Engineering and Construction Update

Mr. James Bennett provided an overview of the key capital and engineering projects.

R2024-09-02 Financial Highlights & Monthly Financials/Vital Statistics

Mr. Joey Greive provided Financial Highlights for the month of August 2024 and provided an overview of the financials and vital statistics.

R2024-09-03 Commercial Highlights

Mr. Robert Peek provided updated commercial highlights to the Board in their books for the month of September 2024.

R2024-09-04 Safety Update

Mr. Nick Primrose provided a Safety Update as info only.

Other Business

After a motion by Mr. Clarkson and a second by Ms. Hamilton, the Board unanimously approved travel by one or more Board Members of the Authority for business solicitation purposes or to attend any necessary conferences and/or meetings during the months of September/October 2024.

Incoming Chair Wendy Hamilton approved the CEO’s business travel for single trips which shall not exceed $2,500.00 for the period of 10/1/2024-9/30/2025.

There being no further business of the Board, the meeting adjourned at 10:55AM.