



## Minutes for Board of Directors Meeting

10/05/2020 | 09:15 AM - 10:36 AM - Eastern Time (US and Canada)

2831 Talleyrand Avenue, Jacksonville, FL – Boardroom, 1<sup>st</sup> floor

### Attendees

Board Members Attending:

Ms. Wendy Hamilton, Vice Chair/Treasurer  
Mr. Palmer Clarkson, Secretary  
Dr. John A. Newman, Member  
Mr. Ed Fleming, Member  
Mr. Daniel Bean, Member

Absent: Mr. Jamie Shelton, Chairman

Other Attendees:

Mr. Eric Green, CEO  
Mr. Fred Wong, COO  
Ms. Beth McCague, CFO  
Ms. Linda Williams, Chief, Adm. & Corporate Performance  
Mr. James Bennett, Sr. Director, Facilities Development  
Mr. Robert Peek, Director & GM of Sales & Marketing  
Mr. Mike McClung, Director of Finance  
Mr. Nick Primrose, Chief, Regulatory Compliance  
Ms. David Migut, Office of General Counsel  
Mr. Ron Salem, City Council Liaison  
Ms. Rebecca Dicks, Board Liaison

A meeting of the Jacksonville Port Authority Board of Directors was held on Monday, October 5, 2020 at the Port Central Office Building, 2831 Talleyrand Avenue, Jacksonville, Florida. Vice Chairwoman Hamilton called the meeting to order at 9:15 a.m. and welcomed all attendees. Vice Chairwoman Hamilton informed the Board that Chairman Jamie Shelton had a scheduling conflict, so she would be conducting this meeting. For the record, she stated that the Board was meeting in person and that the meeting was being held following public health guidelines. To keep the Board in compliance with social distancing recommendations, she stated that interested parties who wanted to attend this meeting but may feel uncomfortable with meeting in person, could do so via video/audio conferencing which was listed in the public meeting notice.

## **Pledge of Allegiance/Moment of Silence**

Board Member Ed Fleming led the audience in the Pledge of Allegiance and a moment of silence.

## **Approval of Minutes - August 3, 2020**

Vice Chairwoman Hamilton called for approval of the August 3, 2020 Board of Directors Meeting Minutes. After a motion by Mr. Bean and a second by Mr. Clarkson, the Board unanimously approved the minutes as submitted.

## **Public Comments**

Vice Chairwoman Hamilton called for comments from the public. There being none, she moved on to Presentations.

## **Presentations - Milestones**

Ms. Beth McCague, CFO, recognized employees Gary Pudimat, Manager-Treasury & Compensation, and Mr. Ron Dornier, Sr. Accountant, AP & GL, who both reached their 20-year milestone and thanked them for their service.

Mr. Fred Wong, COO, recognized employee Carl Nodine, Crane Maintenance Tech III, for reaching his 20-year milestone and Marv Grieve, Director of Project Management for reaching his 10-year milestone and thanked them both for their service.

## **Chairman's Update**

Chairwoman Hamilton conducted the Chairman's Update on behalf of Chairman Shelton.

## **Audit Committee Update**

As Chair of the Audit Committee, Ms. Hamilton briefed the full Board with a recap as to what transpired at the Audit Committee meeting held earlier that morning. She stated that the Audit Committee completed the CEO's annual performance review and evaluation for FY19/20. She stated that on behalf of the Audit Committee, they believe the CEO, Eric Green, did an amazing job during an unprecedented and difficult year. The Audit Committee reviewed the CEO's smart goals and results established last year. Based on the weights and factors that the committee took into consideration, they determined that the CEO's performance factor was 99 out of 100% and approved a bonus to the CEO in the amount \$88,222.

Vice Chair Hamilton asked the other Audit Committee members if they had any comments. Mr. Clarkson stated that he was very proud of Mr. Green and his team. He was very impressed with the

comradery and team spirit at JAXPORT especially during these difficult times in dealing with COVID-19. Mr. Bean stated that the city is fortunate to have Mr. Green as the leader of JAXPORT and that he has done an incredible job in an unprecedented time.

Ms. Hamilton then called for a vote on the Audit Committee's recommendation to approve the CEO's bonus in the amount of \$88,222. After a motion by Dr. Newman and a second by Mr. Bean, the Board unanimously voted to approve the CEO's bonus in the amount of \$88,222.

### **Proposed Slate of Board Officers**

Vice Chairwoman Hamilton reminded the Board that it was decided at the March 9, 2020 Board of Directors meeting that upon John Baker's appointment to the JEA Board, Mr. Shelton would serve the remainder of Mr. Baker's chairmanship through September 30, 2020. She stated that the Audit Committee recommended that Mr. Shelton remain as Chairman, she would remain Vice Chair, Palmer Clarkson would now become Treasurer, and Daniel Bean would serve as Secretary for a term to begin on October 5, 2020 through September 30, 2021.

After a motion by Mr. Fleming, and a second by Mr. Clarkson, the Board unanimously approved this slate of officers to serve a term beginning on October 5, 2020 through September 30, 2021.

Vice Chairwoman Hamilton stated that the Audit Committee also recommended that the Audit Committee remain as follows: Wendy Hamilton will serve as Chair of the Audit Committee, since by policy the Vice Chair serves as Chair of this committee, along with members Palmer Clarkson and Daniel Bean for a term beginning October 5, 2020 through September 30, 2021.

After a motion by Mr. Fleming, and a second by Mr. Clarkson, the Board unanimously approved this slate of officers to serve on the Audit Committee for a term beginning on October 5, 2020 through September 30, 2021.

### **New Business**

#### **BD2020-10-01 Jacksonville Harbor Navigation Project**

Ms. Beth McCague presented this submission seeking approval of an agreement with the US Army Corps of Engineers for dredging in the ocean approach to the harbor to provide adequate channel depth for vessels entering the federal shipping channel. The Florida Department of Transportation (FDOT) will pay \$1 million, with the additional \$1 million paid by JAXPORT.

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

**AC2020-09-01      TMT Pile Jacket Repair – Berth 4**  
**Underwater Mechanix Services, LLC**

Mr. James Bennett presented this submission seeking Board approval to award a contract in the amount of \$630,298 to Underwater Mechanix Services, LLC for pile jacket repairs at Berth 4 at Talleyrand. The project will be funded 75% using FDOT funds, with a 25% JAXPORT match.

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

**AC2020-09-02      Upland DMMA Construction Phase 1 – Buck Island**  
**Brance Diversified, Inc.**

Mr. James Bennett presented this submission seeking Board approval to award a contract in the amount of \$3,987,200 to Brance Diversified, Inc. for the first phase of construction to create capacity for maintenance dredge material at the existing dredge material management area (DMMA) at Buck Island.

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

**AC2020-09-03      Paceco Crane Disposal at BIMT**  
**Global Rigging & Transport, LLC**

Mr. James Bennett presented this submission seeking Board approval to award a contract in the amount of \$713,000 to Global Rigging & Transport, LLC for the demolition and disposal of the Paceco container crane and the Clyde whirly crane, which are no longer in service, and the repositioning of the 50-gauge IHI container crane, which will improve terminal operations at Blount Island.

After a motion by Dr. Newman and a second by Mr. Bean, the Board voted to approve this submission.

**AC2020-09-04      August Drive Bridge Abutment Sheet Pile Walls**  
**Poseidon Dredge & Marine, Inc.**

Mr. James Bennett presented this submission seeking Board approval to award a contract in the amount of \$2,276,305 to Poseidon Dredge & Marine, Inc. for sheet pile wall replacement and other maintenance to the August Drive Bridge at the entrance of the cruise terminal. The project is 50% funded by FDOT with a 50% JAXPORT match.

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

**AC2020-09-09      Milling & Asphalt Maintenance & Repair Services  
Pars Construction Services, LLC**

Mr. James Bennett presented this submission seeking Board approval to award a contract in the amount of \$700,000 to Pars Construction Services, LLC for milling and asphalt repairs and maintenance on an as-needed basis. The agreement is for one year with four one-year renewal options.

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

**CEO Update**

Mr. Green began his update by thanking the Board for their positive review of his performance evaluation. He was very humbled by the Board's kind remarks and also thanked his team for their hard work and responsiveness not only to the community, but also to the employees at JAXPORT, as well as City Hall and the state and federal government.

Mr. Green stated that the pandemic has taken a hit on most of the east and west coast ports. Fortunately, JAXPORT has been able to operate at a very high level as far as performance is concerned due to its diversification of cargo, as well as its management of expense control. During the pandemic, JAXPORT management and employees have focused on continual oversight and operational awareness with the minimizing of work crews, staggered mustard times and consistent sanitizing on a daily basis of the port's facilities which has kept us from having to shut down terminals. The port has also found some creative ways to capture revenue such as lay berth cruise vessels and military cargo.

Mr. Green informed the Board that he was pleased to announce that Contract A & B for harbor deepening construction is complete. As the Board is aware, Contract C has been awarded to Great Lakes Dredge Company. The anticipated start date for Contract C is December of 2020 with an anticipated completion timeframe of 2022, with a total all-in cost of \$407 million for all contracts A through C.

Mr. Green stated that one of the expense management areas that the port took a good look at was its capital projects. He stated that COO Fred Wong and his team did a great job of delaying many projects, but the port decided not to delay any capital projects during the pandemic that would have had an impact on revenues. The port has methodically thought out and has released quite a few of these projects now which has added some additional pressures and timelines to the Procurement and Engineering departments, but they have been able to accommodate the projects well.

Mr. Green informed the Board that the Hoegh Xiamen Vessel safely departed our port. He was pleased to announce that our berth suffered no damage and is back to being operational.

Mr. Green was also pleased to announce that Moody's Rating Agency reaffirmed the port's A2 Stable Bond rating. Moody's cites JAXPORT's diverse business mix as to what helped temper the impacts from COVID-19. Mr. Green thanked the Finance team for their thorough and methodical expense management efforts. He also announced that RSM will begin the 2020 external audit process starting next week.

Mr. Green informed the Board that JAXPORT was named one of the healthiest workplaces in Jacksonville. Last year, 78% of its employees participated in a wellness program initiative. This is an impressive number of participants which speaks volumes about the port's dedicated employees. He gave a special thanks to the Wellness Committee Chair, Retta Rogers, as well as committee members Angel Muse, Bradley Burch, Brandon Norman, Dan Deptula, Mackenzie Hill, Raynesha Jones, Rodney Love, and Susan Stewart, as well as to the previous Chair, Chris Crouch, and thanked them all for their dedication in helping make JAXPORT an outstanding, healthy place to work.

Mr. Green was also pleased to announce that JAXPORT was presented with an Economic Impact Award by First Coast Manufacturers Association last month. One of the key factors in JAXPORT receiving the award was the increase in port related jobs in Northeast Florida.

## **Reports**

### **R2020-10-01 Engineering and Construction Update**

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

### **R2020-10-02 Financial Highlights by Beth McCague**

Ms. Beth McCague provided Financial Highlights to the Board in their books for the month of August 2020.

### **R2020-10-03 Financials/Vital Statistics**

Mr. Mike McClung provided an overview of the financials and vital statistics.

### **R2020-10-04 Commercial Highlights**

Mr. Robert Peek provided updated commercial highlights to the Board for the month of October 2020.

## **Miscellaneous**

There were no emergency purchases or unbudgeted transactions.

Mr. Green introduced new employee Nicholas Primrose as the port's Chief of Regulatory & Compliance.

## **Adjourn**

There being no further business of the Board, the meeting adjourned at 10:36 a.m.