

**BOARD OF DIRECTORS MEETING  
Jacksonville Port Authority  
2831 Talleyrand Avenue  
January 28, 2013**

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A meeting of the Jacksonville Port Authority Board of Directors was held on Monday, January 28, 2013 at the Port Central Office Building, 2831 Talleyrand Avenue, Jacksonville, Florida. Chairman Jim Citrano called the meeting to order at 9:05 a.m. and welcomed all attendees. Mr. Reginald Gaffney led the audience in the Pledge of Allegiance and moment of silence.

**Committee/Board Members Attending:**

Mr. James P. Citrano, Chairman  
Mr. Joe York, Vice Chairman  
Mr. John Anderson, Treasurer  
Mr. John Falconetti, Secretary  
Mr. Reginald L. Gaffney, Member  
Dr. John Allen Newman, Member  
Mr. Robert Spohrer, Member

**Other Attendees:**

Mr. Roy Schleicher, Interim CEO  
Mr. Chris Kauffmann, Chief Operating Officer  
Mr. Michael Poole, Chief Financial Officer  
Mr. Louis Naranjo, Director, Procurement Services  
Ms. Sheryl Williams, Director, Human Resources  
Ms. Cindy Laquidara General Counsel  
Mr. Gayle Petrie, Deputy General Counsel  
Ms. Becky Dicks, Board Secretary

**Approval of Minutes**

Chairman Citrano called for approval of the December 19, 2012 and December 11, 2012 Board Meeting Minutes. After a motion by Mr. Anderson and a second by Mr. Falconetti, the Board unanimously approved the minutes as submitted.

**Public Comments**

Chairman Citrano called for comments from the public. There being none, he moved on to Presentations.

## Presentations

Mr. Doug Menefee spoke to the board about the success of the United Way and Community Health Charities JAXPORT campaign this past year and then he and Mr. Roy Schleicher presented checks to Alecia Givens, Campaign Division Manager for United Way of N.E. Florida, Dick Kravitz, Campaign Manager, Community Health Charities of N.E. Florida and Bob Bryan, Leukemia & Lymphoma Society of North Florida.

Mr. Schleicher then presented Employee Milestones and thanked the following employees for their service:

Art Mansfield, Maintenance Technician II, TMT – 20 years  
Linda Williams, Director, Corporate Performance & Contracts – 20 years  
Michael Becker, Crane Technician III – 15 years

Dr. John Allen Newman briefed the Board Members on his legislative trip to Washington, DC on December 11-12, 2012. (See Attachment).

## New Business

### **BD1301-01 Resolution Authorizing the Signing of a License Agreement assigning the rights of a Fire Suppression System on the Marine Talleyrand Terminal to the U.S. Army Corps of Engineers**

This item was pulled from the agenda.

### **BD1301-02 FY2012 Audited Financial Statements**

Mr. Mike Poole presented this submission for Board approval of the audited financials prepared by McGladrey & Pullen, LLP. Mr. Poole then asked for comments from the Chairman of the Audit Committee, Mr. Joe York, who stated how pleased he was with the final results of the audit and thanked the staff and the auditors for all of their hard work. Audit Committee member Mr. John Anderson also stated that he was pleased by the clean audit and thanked the staff as well.

After a motion was made by Dr. Newman and a second by Mr. York, the Board voted unanimously to approve this submission.

The Chairman then moved AC130123-02 up as the next agenda item.

**AC130123-02 Bulkhead Rehabilitation – Berths 5 and 6  
Talleyrand Marine Terminal, JPA Project No. T2013.01  
JPA Contract No. AE-1338A, HDR Engineering, Inc.**

Mr. Chris Kauffmann presented this award for Board approval of the issuance of Contract No. AE-1338A to HDR Engineering, Inc. in the not to exceed amount of \$379,844 for Bulkhead Rehabilitation and Underdeck Concrete Repairs for Berths 5 and 6 at the Talleyrand Marine Terminal.

After a motion was made by Mr. Anderson and a second by Mr. York, the Board voted unanimously to approve this submission.

**AC130123-01 Executive Search Firm  
JPA Project G/L No. 171.5310, Heidrick & Struggles**

Mr. Louis Naranjo began his presentation by stating that the Evaluation Committee for the Executive Search Firm included Joe Miller, Aaron Kendrick, David Kaufman and Raul Alfonso. He presented this award for Board approval of the issuance of Contract No. 13-02 to Heidrick & Struggles, in the not to exceed amount of \$99,000, plus direct expenses, for the search of a Chief Executive Officer for the Jacksonville Port Authority.

After much discussion, a motion was made by Mr. John Anderson and a second by Mr. York. The Board voted unanimously to approve this submission.

Chairman Citrano asked Ms. Sheryl Williams to address the board regarding the job description for CEO. Ms. Williams distributed a draft copy of the job description for CEO to each member (see attachment) and asked if they would like to make any changes or updates to it.

After much discussion, the board decided to adopt Board Member John Anderson's CEO description as a motion in which he stated that we need a gifted and visionary leader who has demonstrated senior level general managerial experience and also preferably someone with local governmental experience. We want a general manager who is not only a leader but a visionary leader and we want someone who has demonstrated senior level general management experience, preferably with maritime experience, and experience with local and federal government funding and lobbying expertise who can procure funds as necessary.

Dr. Newman made a motion to adopt Board Member Anderson's description for CEO and a second was made by Mr. Gaffney. The Board voted unanimously to approve this job description for the CEO position.

Mr. Spohrer stated that he would like for Heidrick & Struggles to provide the board with national data concerning compensation of port directors including how such compensation is calculated and assessed, and how bonuses and other compensation are determined.

Mr. York proposed, and Chairman Citrano agreed, that the future CEO's contract should include a non-compete clause.

Further discussion was made as to the job description title "Minimum Requirements" and the Board agreed with Dr. Newman's request to move the sentence "*Must be confident and have the ability to establish effective and collaborative working relations with management staff, board of directors, employees, maritime business community, tenants, developers and general citizens*" under the title "Personnel Management."

After a motion was made by Mr. Joe York and a second by Dr. Newman, the board voted unanimously to move this sentence under "Personnel Management" on the CEO job description.

### Reports

#### **R1301-01 Engineering and Construction Update**

Mr. Chris Kauffmann provided an overview of the key capital projects and gave an update. Board Member John Anderson requested the date of the last change order be added on the monthly Capital Status Report under "Approved Change Orders to Date."

#### **R1301-02 Monthly Financials/Vital Statistics**

Mr. Michael Poole provided an overview of our monthly financials and vital statistics and answered questions. Board Member John Anderson requested that FTE's be added to the monthly reports.

#### **R1301-03 Business Development Report**

Mr. Roy Schleicher provided an overview of the business development report.

### Interim CEO Update

Mr. Schleicher began his report by thanking Mike Poole and the staff for their work on the Audit Report. A clean audit is great news for JAXPORT and it is also very important to the rating agencies. He then mentioned Chris Kauffmann's report on the rehab of the docks and confirmed JAXPORT's commitment to the customers to provide a first rate facility. He also mentioned that JAXPORT is moving forward in preparing Blount Island for 100' crane gauge capability.

Mr. Schleicher stated that the \$36 million dollars from the Governor for Mile Point was a huge boost for JAXPORT. He then acknowledged Mr. James Bennett from FDOT who has been a key ally with JAXPORT's management team and that James has been very helpful in securing funds for the port. Mr. Schleicher stated that he met with Governor Scott and Secretary Prasad after the press event on January 14, 2012, to discuss future needs for JAXPORT. They discussed continuing berth replacement and dredging. He

also advised the Governor that once the Strategic Master Plan was completed and approved by the Board that he would be reaching out to him and Secretary Prasad to make a presentation to discuss JAXPORT's capital needs for the future. He also mentioned the GRR II (harbor deepening) project and that we would soon know the optimum depth suggested by the U.S. Army Corps of Engineers (USACE). He stated that due to the importance of both Mile Point and GRR II, he would be reaching out to each of the board members over the next few weeks to share a presentation with them on the next steps moving forward.

Mr. Schleicher also reminded the board that JAXPORT's 50<sup>th</sup> Anniversary events are underway and they include public bus tours of Blount Island and a retiree's luncheon scheduled for Feb. 21. He gave each of the board members a new challenge coin depicting the 50<sup>th</sup> Anniversary logo.

Mr. Schleicher gave a brief update on his latest travel since the last board meeting which included trips to Norfolk to visit with APM Terminals, Zim Integrated Container Service and CMA-CGM, as well as New York/New Jersey to visit with MSC, SSA Atlantic and Hanjin Shipping. He stated that he also represented JAXPORT at the New York/New Jersey Freight Forwarders Association Annual dinner during his trip to New York. This event had over 1,000 attendees and he was honored to sit on the dais with other major industry leaders.

Mr. Schleicher mentioned some other upcoming items and dates of interest and travel that he will be participating in which includes hosting the President of Haiti and a small delegation on February 4 along with Councilman Dr. Johnny Gaffney; he will be attending the Florida Transportation Summit on Feb. 11 in Greenville, Florida; that he and Chairman Citrano will be participating in a panel discussion in Washington, DC on Feb. 14 with the Florida Delegation and other Congressional leaders; he will attend the RILA (Retail Industry Leaders Association) event in Orlando on Feb. 17; and he will be the keynote speaker at the Propeller Club's Annual State of the Port luncheon at UNF on Feb. 28.

Mr. Schleicher ended his comments by recognizing Mr. Raul Alfonso who will be departing JAXPORT at the end of January, and he thanked him for all his efforts, ambition and hard work that he has put into this port over the last 11 years and wished him the best in his new endeavor.

### **Chairman's Update**

Chairman Citrano stated that Board Member John Anderson had requested a facilitator to meet with the Board of Directors. He stated that Ms. Cindy Laquidara suggested the Stetson Rollins Consulting Group and that she is working with Mr. Louis Naranjo on proposed costs.

Chairman Citrano announced special board assignments for the members as follows:

Government Relations – Joe York  
Strategic Master Plan – John Anderson  
Mayport and the Ferry – Reginald Gaffney  
Human Resources – Dr. John Newman  
Environmental Issues – Bob Spohrer  
Mile Point – John Falconetti

Chairman Citrano stated that Mr. Roy Schleicher is functioning as the Interim CEO and that he will be meeting with him on a regular basis.

### **Submitted for Information**

The following items were submitted for information:

- A. The Awards Committee minutes for January 23, 2013
- B. Emergency Purchases for month of December, 2012 - None
- C. There were no unbudgeted transactions.

There being no further business of the Board, the meeting was adjourned at 11:30 a.m.



## MEMORANDUM

**To:** Travel File  
**From:** Dr. John Allen Newman  
**Date:** January 28, 2013  
**Re:** Port Briefing - DC Trip on December 11-12, 2012

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Thank you Mr. Chairman for the opportunity to represent our Port in our nation's Capitol which gave me an opportunity to see in greater detail how important our Port is as well as with opportunities to visit with congressman Crenshaw and Congresswoman Brown whom both I have known for close to thirty years.

We had what I thought was a very productive day of meetings. I could tell from the receptivity of our entourage including Chris Kaufman and Eric Green, that there is a history of excellent communication between our staff, our DC lobbyist Lois Moore, with key players on Capitol Hill. I can say without question that our port is not only highly respected but is extremely important not only regionally but also globally.

In the interest of time allow me to say that in the series of meetings we had there was a constant sub textual theme. The current atmosphere of Congress's disposition towards earmarks, which in our opinion Mile Point is not, but in this current congressional spending atmosphere it is perceived as such, has created a significant problem for getting our funding of mile point.

This led to two strategies working in simultaneity, getting our Mile Point funding to be included in the language of the defense authorization bill, DOD, because quite frankly it always gets funded, and a joint MARAD/Army corps cooperative venture.

In our meetings with Senator Rubio's staff it was impressed upon them the importance to have not only the Senators continued support but that he speak to Senator Inhofe of OK, who was objecting to this strategy of inclusion in the DOD authorization and was blocking it.

This was also reiterated at our meeting later in the day with Senator Bill Nelson.

As stated earlier this has led to some creative out the box thinking including an unprecedented alliance between MARAD and the Army corps of engineers.

In our meeting with House T&I Committee Professional Staff/Water Resources Subcommittee (WRDA) Water Resources Development Act, it was attended by John Anderson, Staff Director, Water Resources Subcommittee Geoff Bowman, Professional Staff of the Water Resources Subcommittee.

They agreed the suggested approach between MARAD and the Army Corps would bypass the need for an authorization and enable the project to move forward immediately.

Mr. Anderson and Mr. Bowman offered their support for this approach and directed us to a provision in the 2007 WRDA (Sec. 2007) which may be of assistance in working with MARAD and the Corps.

In our meeting with our congressional representatives on Mile Point Congresswoman Brown; Congressman Crenshaw had all of the significant players in the room which included Let Mon Lee, Deputy Assistant Secretary of the Army (Civil Works); Stacey Brown, Deputy Chief, South Atlantic Regional Integration Team (Army Corps Headquarters); Roger Bohnert, Deputy Associate Administrator, MARAD as well as Staff Representatives for Senators Nelson and Rubio and Representatives Brown and Crenshaw

Congresswoman Brown opened the meeting with a question to Mr. Lee whether he had any objections to the Mile Point project. Mr. Lee expressed the Department's consistent and total support for the project. Congressman Crenshaw opened by urging both agencies to work together to find a solution that will enable the Corps to move forward with the Mile Point project absent a legislated authorization. The proposed approach is for MARAD to accept funds from the Port Authority and to in turn transfer those funds to the Corps of Engineers to carry out the work.

MARAD representative Roger Bohnert indicated that MARAD has been reviewing this approach since first meeting with Eric Green and Lois Moore and that MARAD legal will be issuing an opinion in the near future. Let Mon Lee committed to moving forward with this approach, pending a legal opinion from Corps counsel. Stacey Brown also expressed support and when questioned, indicated that there should be a short turn around on the legal opinion.

Congresswoman Brown mentioned a particularly salient point which stressed the navigational safety issues relevant to mile point and for the staffs of senators Nelson and Rubio to convey this important safety concern.

Mr. Lee concurred that Mile Point presents a critical safety concern for navigation in the federal channel. Mr. Lee's statement is significant because the Corps has consistently refused to identify Mile Point in the context of navigation safety.

In our separate meeting with Congressman Crenshaw in addition to discussing what transpired in the previous meeting he and Congresswoman Brown set up, he was particularly pleased with the Corps' position as expressed by Let Mon Lee.

Our final meeting of the day was with Senator Nelson as aforementioned.

He gave us details of conversations he had with Sen. Boxer of California and Sen. Rubio. And as



stated earlier expressed the difficulty of moving the bill passed Sen. Inhofe.

Senator Nelson indicated that as the ranking republican member of the Senate Environment and Public Works (EPW) Committee, Senator Inhofe (R-OK) objects due to jurisdictional issues and has communicated his objection to the Senate conferees who ultimately approve the language of the bill. Senator Nelson indicated that he had spoken once again with Senator Barbara Boxer (D-CA), Chair of the Senate Environment and Public Works (EPW) Committee. Senator Boxer assured Senator Nelson that language would be included in the next WRDA legislation which would authorize the Mile Point project. She also told Senator Nelson that she has every intention of moving forward with the WRDA bill early in 2013, shortly after the new Congress convenes in January.

Let me conclude by saying that I felt it was a productive day and as a board member felt very good about the respect our port commands on Capitol Hill and this is not something done overnight and our staff should be commended for the ongoing work that's been done.

Again thank you for the opportunity to represent our Port in general and our Board in particular.



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<b>TITLE:</b>	<b>Chief Executive Officer</b>
<b>PAY GRADE:</b>	<b>13b</b>
<b>DEPARTMENT:</b>	<b>Chief Executive Office</b>
<b>FLSA STATUS:</b>	<b>Exempt</b>
<b>REPORTS TO:</b>	<b>Governing Board</b>
<b>LAST REVISED:</b>	<b>09/09, 1/13</b>
<b>REVIEWED:</b>	<b>February 2012</b>

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### **GENERAL SUMMARY**

As head of JAXPORT, this position is responsible for the direction of all organizational marine administration programs and operations with the objectives of maximizing service to customers and local commerce and optimizing returns on capital investments. Establishes short and long-term goals and objectives, and formulates corresponding plans for implementation and adherence. Conducts and coordinates measures to achieve funding and facility/service expansion necessary for the realization of established organizational interests and strategy. Develops and participates in marketing initiatives, promoting and sponsoring JAXPORT campaigns and issues. Represents JAXPORT with customers, the financial community, local and national government, and internationally establishing optimal organization wide productivity.

### **ESSENTIAL FUNCTIONS**

#### *Strategic Development:*

1. Implement a strategic planning process that results in the development and implementation of a quality strategic plan.
2. Plans marine operations strategy, policy and objectives consistent with established short and long-term performance and productivity goals.
3. Coordinates with staff in the analysis and assessment of statistical data, information and studies relating to industry trends and internal operations performance.
4. Designs plans to increase utilization of marine operations. Prepares and presents organizational development, growth and general operational plans to the governing board for approval.
5. Discerns proper courses of action for the implementation of established JAXPORT strategies. Produces plans regarding staffing, departmental support and operations performed to incorporate strategy. Communicates information to appropriate staff for timely and effective implementation.

#### *Budget Management:*

1. Directs formulation of annual operations, capital and special program budgets for JAXPORT. Directs the adherence to specified budgets to maintain maximum overall productivity.
2. Evaluates operations and facilities necessitating capital investments and formulates corresponding cost-effective strategies.
3. In coordination with financial department, sources, directs planning and preparation of proposed operating and capital expenditure budgets.

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*The above statements are intended to describe the general nature and level of work being performed. They are not intended to be construed as an exhaustive list of all responsibilities, duties and skills required of personnel so classified.*

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4. Amends and presents to the governing board proposed expenditure modifications, changes or addition as necessary to facilitate optimal organizational performance.

*Program Development/Marketing:*

1. Directs activities and promotions to optimize the success of local waterborne commerce and to achieve maximum awareness of JAXPORT facilities and services.
2. Represents JAXPORT interests through travel, meetings, industry-related committees, community involvement, etc.
3. Engages in meaningful dialogue and delivers presentations to promote JAXPORT programs and services.
4. Communicates with local, state and national officials to foster strong working relationships and promote JAXPORT interests.
5. Through research, maintains current knowledge of trends in the marine industry.

*Operation Management:*

1. Directs and coordinates staff and/or consulting efforts in the performance of specified operations and program implementation. Ensures that all activities relating to marine programs are conducted in accordance with established policies and procedures.
2. Through consultation with appropriate staff, prepares and present plans for the negotiation and execution of contracts, leases or other agreements involving the commitment of JAXPORT resources, facilities or personnel.
3. Oversees the acquisition, development, operation, maintenance, repair and improvement of facilities and equipment.
4. Confers and coordinates with appropriate staff in the development and implementation of short and long-term operations plans.
5. Regularly evaluates, formulates and administers approaches to maximize available capital and resources to facilities.
6. Facilitates the design and coordinates the distribution of a manual documenting JAXPORT official policies and procedures for the execution of all organizational operations and functions.

*Personnel Management:*

1. Coordinates and approves the selection and proper performance of all JAXPORT positions, ensuring staffing level necessary for maximum operational out put are maintained.
2. Oversees the hiring of all positions within JAXPORT.
3. Ensure productive and effective staff performance, providing guidance, feedback and opportunities for professional development.
4. Evaluates the performance of all direct reports.

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5. Monitors the maintenance of a well-trained and effective staff in all JAXPORT operations.
6. Supervises and assists in personnel grievances, problems or discords as necessary to maintain an optimal working environment for the effective performance and adherence to JAXPORT policy.

*Business Engagement:*

1. Represents JAXPORT interests in industry-related committee meetings, associations, public, private or legally related endeavors impacting JAXPORT's programs, services or objectives.
2. Presents organization ideas and perspectives when appearing before legislative, administrative, and technical agencies. Assists governing board appointee in their representation as needed.
3. Before the appropriate external bodies, discusses organizational plans and actions for funding of marine facilities as appropriate to facilitate maximum service to customers, local and organizational interests.
4. Negotiates with local and national government, trade, labor, professional and industry related associations concerned with marine operations.
5. Develop strategic alliances with community leaders and local officials. Develop collaborative partnerships to further the mission and goals of the port.

**MINIMUM REQUIREMENTS**

Successful candidate will have demonstrated strong skills in strategic planning, budget management, effective negotiation and leadership background with a record of managerial success. The candidate will possess outstanding oral and written presentation skills. Must be confident and have the ability to establish effective and collaborative working relations with management staff, board of directors, employees, maritime business community, tenants, developers and general citizens. The ideal candidate will have knowledge and experience in the maritime seaport industry or closely related field and a minimum of 15 years of progressively responsible senior level management experience or a bachelor's degree and 10 years of progressively responsible senior level management experience. Strong knowledge of business practices and principles along with a broad understanding of industry-related trends are also desirable. Proven effective participation in professional, public and civic organizations relating to the transportation industry is preferred.

**PHYSICAL REQUIREMENTS**

1. Ability to read and analyze complex data and information. Detail orientation is essential.
2. Oral and written communication, strategy development, planning and performance evaluation are required capacities.
3. Ability to sit and/or stand for extended periods and endure significant travel.

JAXPORT will make reasonable accommodations in compliance with the Americans with Disabilities Act.

AN EO/EA, ADA AND VETERANS PREFERENCE EMPLOYER

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