

**BOARD OF DIRECTORS MEETING
Jacksonville Port Authority
2831 Talleyrand Avenue
July 22, 2013**

A meeting of the Jacksonville Port Authority Board of Directors was held on Monday, July 22, 2013 at the Port Central Office Building, 2831 Talleyrand Avenue, Jacksonville, Florida. Chairman Joe York called the meeting to order at 9:05 a.m. and welcomed all attendees. Mr. Jim Citrano led the audience in the Pledge of Allegiance and moment of silence.

Committee/Board Members Attending:

Mr. Joe York, Chairman
Mr. John Anderson, Vice Chairman
Mr. John Falconetti, Treasurer
Mr. Dr. John Allen Newman Secretary
Mr. Jim Citrano, Member
Mr. Robert Spohrer, Member

Other Attendees:

Mr. Roy Schleicher, Executive Vice President
Mr. Michael Poole, Chief Financial Officer
Mr. Eric Green, Sr. Director, Government & External Affairs
Ms. Cindy Laquidara, General Counsel, City of Jacksonville
Mr. Gayle Petrie, Assistant General Counsel, City of Jacksonville
Mr. Matt Schellenberg, City Council Liaison to Jaxport
Ms. Becky Dicks, Board Secretary

Approval of Minutes

Chairman York called for approval of the June 17, 2013 and July 2, 2013 Board Meeting Minutes. After a motion by Mr. Anderson and a second by Mr. Falconetti, the Board approved the minutes as submitted but noted that the July 2, 2013 minutes should be corrected to reflect that Board Member Spohrer voted nay as to Brian Taylor's vehicle allowance of \$500 per month.

Public Comments

Chairman York called for comments from the public. There being none, he moved on to New Business.

Presentations

Ms. Victoria Robas presented an Employee Milestone to Ed Simmons, Equipment Shift Foreman at BIMT, recognizing him for his 15 years of service.

Mr. David Kaufman presented an Employee Milestone to David Stubbs, Director of Properties and Environmental Compliance, recognizing him for his 10 years of service.

Chairman York then welcomed and recognized Matt Schellenberg as the new City Council Liaison to the port.

Chairman York also recognized board member Jim Citrano and presented him with a gift to thank him for his leadership and service as past Chairman of the Board.

New Business

BD1307-01 Authorize & Approve Agreement Accepting FDOT Property Located in the East Quadrant of I-295 East Beltway and Dames Point Road

This submission was presented by Mr. David Kaufman for Board authorization and approval of the acceptance of 0.57 acres, more or less, from the Department of Transportation located in the east quadrant of I-295 east beltway and Dames Point Road.

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

BD1307-02 Supplemental Joint Participation Agreement to Close Out Remaining Funds on Ferry Grant with FDOT

This submission was presented by Mr. Michael Poole for Board approval authorizing Jaxport to enter into a supplemental joint participation agreement with the FDOT so they can transfer the remaining funds of the ferry grant to the City.

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

Reports

R1307-01 Engineering and Construction Update

Due to the excused absence of Mr. Chris Kauffmann, an overview of the key capital projects were submitted as info only.

R1307-02 Monthly Financials/Vital Statistics

Mr. Michael Poole provided an overview of the monthly financials and vital statistics and gave an update of financial projections through FY2017.

R1307-03 Legislative Update

Mr. Eric Green provided an update on federal legislative matters.

R1307-04 Business Development Report

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

Other Business

After a motion by Mr. Citrano and a second by Dr. Newman, 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 month of August, 2013.

Chairman's Update

Chairman York stated that the staff for the Florida Commission on Ethics has given a favorable opinion that Mr. Taylor is free to serve as JAXPORT's next CEO but that the full Commission will meet by this Friday, July 26, 2013, and that he is looking forward to their final opinion as to this issue. He stated that there was one item in Mr. Taylor's contract that he wanted to bring back to the board for discussion. Mr. Taylor noticed that there was no language in Mr. Kuryla's contract relating to termination without cause and he wanted to know if that language could be removed from his contract. Chairman York asked the board for discussion on the issue of Mr. Taylor's request to remove the termination without cause language from the contract and move the term back to 3 years, or if the board decides they want termination without cause to be in the contract, then it should stay at 5 years. He then asked Ms. Cindy Laquidara to address the board regarding what state law mandates as to severance for termination without cause.

Ms. Laquidara stated that there is a state law that limits the amount of money you can pay someone for severance and that is 20 weeks. Whether the contract language could override the attorney at will provision is an issue that has not been addressed by the appellate court, so if you want to sever a contract at will without cause and to not litigate it or pay damages, then the safer course of action would be to have a severance provision. If you don't, then what you have is a contract with a cause provision and even if you raised every defense in the book that you wanted them to go, it would have to be for cause. You would have to take a look at the for cause provisions such as acts of dishonesty, etc. They are very broad for a trial lawyer to litigate, but that is what you would have to do.

After much discussion, it was decided that no board action would be needed today because the board unanimously agreed to continue with what they previously voted on at the July 2, 2013 meeting which was to offer Mr. Taylor a 5 year contract term with 20 weeks' severance pay for termination without cause.

Chairman York stated he would go back to Mr. Taylor with the board's decision and that assuming the Florida Commission on Ethics rules favorably on their staff's opinion on Friday, then he would like to have Mr. Taylor begin work on Monday, July 29, 2013. Just for information, Chairman York shared with the board that by the conclusion of the last board meeting, the Florida Commission on Ethics had basically already set their agenda for its July 26 meeting, but they have an emergency provision to take up items such as this. He stated that Mr. Petrie and Mr. Gabriel of the Office of General Counsel worked closely with the Commission's staff to implore them to see the priority of this issue. It was a somewhat unusual case for them and the Commission worked hard to accommodate the board's request.

Chairman York announced that Jaxport would be hosting Senator Jeff Brandes for a lunch and a tour today. He stated that Senator Brandes is a rising star in the State Senate and that he is very active in transportation issues. He urged all the board members to attend if their schedules so allowed. Chairman York stated that he was also looking forward to President Obama's visit to the port on Thursday and that any time a President visits the port that it is good news for the city.

Submitted for Information

The following items were submitted for information:

- A. Emergency Purchases - None
- B. Unbudgeted transactions - None

There being no further business of the Board, the meeting was adjourned at 10:30 a.m.