

**BOARD OF DIRECTORS MEETING**  
**Audit Committee**  
**Jacksonville Port Authority**  
**September 4, 2018**

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A meeting of the Jacksonville Port Authority Audit Committee was held on Tuesday, September 4, 2018 at the Port Central Office Building, 2831 Talleyrand Avenue, Jacksonville, Florida. Mr. Jamie Shelton called the meeting to order at 8:07AM and welcomed all attendees.

**Audit Committee Members Attending:**

Mr. John Falconetti, Chairman of Audit Committee  
Mr. John Baker, Member  
Mr. Jamie Shelton, Member

**Other Board Members Attending:**

Mr. Ed Fleming, Chairman  
Dr. John A. Newman, Member  
Ms. Wendy Hamilton, Member

**Other Attendees:**

Ms. Linda Williams, Chief, Adm. & Corporate Performance  
Mr. Gil Feltel, Chief Legal Counsel  
Ms. Rebecca Dicks, Board Liaison

Mr. Shelton called for approval of the August 6, 2018 Audit Committee meeting minutes. After a motion by Mr. Shelton and a second by Mr. Baker, the Committee unanimously approved the minutes as submitted.

Ms. Linda Williams presented the CEO's Annual Performance Review. She stated that the recommended review process states that the Audit Committee is to review the CEO performance annually and then the Chairman presents the CEO's goals and objectives. Mr. Green's accomplishments are based on the executive summary when he was a candidate for the CEO position. At that time, he informed the board members as to what his 30, 60, 90 and 100-day targets would be and that is where his accomplishments actually came from. Ms. Williams also prepared a document with the contract language so the Audit Committee can see Mr. Green's annual base salary and the performance compensation. She also prepared a document showing wage comparative analysis' showing what other ports are paying based on current salaries. She stated that she also included a document that shows revenue from each of the other ports and the base compensation for JAXPORT employees last year and the proposal for this year.

She then turned the conversation back over to the Audit Committee for discussion.

After discussion on enhancing the process, it was decided that the incoming Chairman would meet with the CEO to build out his smart goals for 2018/2019 and then submit the final draft of those smart goals to the Audit Committee for them to approve and use as a model in the years to come.

The Audit Committee members unanimously agreed that Mr. Green has done a very good job in his first year as CEO. Mr. Baker recommended giving Mr. Green a 10% bonus based on his performance this past year. Mr. Falconetti recommended that Mr. Green should also receive a 3% COLA adjustment that he would qualify for as part of a member of the non-union team.

Mr. Baker then made a motion to give Eric Green a 10% bonus, Mr. Shelton seconded it, and the Audit Committee unanimously approved it.

There being no further business of the Audit Committee, meeting was adjourned at 8:33AM.