Audit Committee Meeting

Recap of 2012 Bond Refinancing

Comments, Questions, Concerns

June 22, 2020 08:00 AM

Agenda Topic

IV.

٧.



Presenter

Beth McCague

Chair Wendy

Hamilton

- 5		
l.	Call Meeting to Order	Chair Wendy Hamilton
II.	Approval of February 3, 2020 Audit Committee Meeting Minutes	Chair Wendy Hamilton
III.	Proposed Operating and Capital Budget for FY2021	Beth McCague

The next Audit Committee Meeting will be on Tuesday, September 8, 2020

BOARD OF DIRECTORS MEETING Audit Committee Jacksonville Port Authority February 3, 2020

A meeting of the Jacksonville Port Authority Audit Committee was held on Monday, February 3, 2020 at the Port Central Office Building, 2831 Talleyrand Avenue, Jacksonville, Florida. Chairman Jamie Shelton called the meeting to order at 8:30 a.m. and welcomed all attendees.

Audit Committee/Board Members Attending:

Mr. Jamie Shelton, Chairman, Audit Committee

Ms. Wendy Hamilton, Member

Mr. Palmer Clarkson, Member

Other Board Members Attending:

Mr. John Baker, Chairman, Board of Directors

Mr. Ed Fleming, Board Member

Mr. Daniel Bean, Board Member

Other Attendees:

Mr. Eric Green, CEO

Ms. Beth McCague, CFO

Ms. Linda Williams, Chief, Adm. & Corporate Performance

Mr. Gil Feltel, Chief Legal Counsel

Mr. Jeff Zeichner, RSM

Mr. Mike Vergo, RSM

Ms. Rebecca Dicks, Board Liaison

Chairman Shelton called for approval of the December 2, 2019 Audit Committee meeting minutes. After a motion to approve the minutes by Mr. Clarkson and a second by Ms. Hamilton, the Committee unanimously approved the minutes as submitted.

Mr. Shelton then turned the meeting over to Jeff Zeichner of RSM to discuss the FY2019 Audited Financial Statements.

Mr. Jeff Zeichner presented the Annual Financial Report for the year ended September 30, 2019 which shows that RSM has issued an unmodified opinion on the port's financial statements. This is the highest level of assurance a CPA can give. This opinion states that the port's financial statements accurately reflect its financial position and the changes in its operations for the FY ending September 30, 2019.

Mr. Zeichner stated that under governmental law, RSM has additional responsibilities to report on the port's internal controls and if there are any materials to financial statements that are noncompliant. He stated that RSM is pleased to state that there are no items to report. RSM has also examined the port's compliance to significant contract provisions, regulations, statutes and laws that would have a direct impact on the port's financial statements, and again, RSM has identified no non-compliance.

Mr. Zeichner stated that since the port accepts state grants, the port is subject to additional law requirements such as the state single audit act. RSM's responsibility for this is to audit the port's compliance with the provisions of those grants, and audit the port's internal controls over compliance. It is not enough to be complying, but you have to have internal controls to make sure you stay in compliance. In auditing the port's major program, the Seaport Grants, RSM has identified no internal control deficiencies and no non-compliance. Mr. Zeichner stated that the port has an unmodified audited opinion on its financial statements, no internal weaknesses identified, no significant deficiencies identified, and no non-compliance material to the financial statements. He stated that this is really the best audit report the port could have received.

Mr. Zeichner assured the Audit Committee that RSM has a good working relationship with the management at JAXPORT, but that ultimately RSM is responsible to the Board. He stated that If there comes a time when he has to report unpopular news, he will do it.

After a motion by Mr. Clarkson and a second by Ms. Hamilton, the Audit Committee unanimously accepted RSM's Audited Financial Report for the fiscal year ended on September 30, 2019.

Ms. Linda Williams presented a draft of the Internal Audit Plan prepared by the Internal Auditor's RSM and reviewed by the staff and the Audit Committee Chairman. After review and discussion by the Audit Committee, the plan was approved.

The next item on the agenda dealt with the Audit Committee Charter Revision. Chairman Shelton stated there are two significant changes to be made to the Audit Committee Charter. One change is that the Audit Committee will be responsible for performance review and annual evaluation of the JAXPORT CEO. The second item is to show that the Audit Committee has engaged a third-party consultant (RSM) to conduct the port's internal audits.

Mr. Baker suggested that both the Chairman of the Board and the Audit Committee Chairman should set goals and conduct the annual performance review for the JAXPORT CEO because the Board Chairman is highly engaged with the CEO throughout the year. The Audit Committee members agreed, and Legal Counsel Gil Feltel stated he would amend the Audit Committee Charter to include that the Audit Committee Chairman, in conjunction with the Board Chairman, will set goals and conduct the annual performance review for the JAXPORT CEO. After a motion by Ms. Hamilton and a second by Mr. Clarkson, the Audit Committee agreed to the revisions of the Audit Committee Charter.

The next item of discussion was Board Resolution 2020 – Transparency and Conflict Avoidance. At the last meeting, Chairman Shelton asked Board Member Fleming to

work with staff to come up with a resolution that he could bring back to the Audit Committee for discussion. He then turned the meeting over to Mr. Fleming.

Mr. Fleming stated that he became concerned with the conduct of other board and commissions after seeing the controversy surrounding JEA, and he felt like JAXPORT Board members should draft a resolution to avoid these problems. Mr. Fleming stated that the Board members should be here because they have a passion for what they are doing and because they want to volunteer their time. This should not be a venue for personal gain. He stated that Legal Counsel Gil Feltel did a fantastic job in drafting this resolution.

Mr. Feltel stated that over the course of the individual board briefings, there were some small changes made to the resolution, but basically the Resolution contains language that prohibits board members, for at least a year or up to 3 years, depending on the scenario, that they would not: (1) be employed by JAXPORT; (2) create any type of firm or organization that would be employed by JAXPORT, or have a contractual relationship with JAXPORT; and (3) no Board member would have any downstream affiliation with JAXPORT after a board member's tenure is complete. Pursuant to Chairman Shelton's suggestion, Mr. Feltel stated he would update the language to include both direct and indirect affiliations.

After a motion by Ms. Hamilton and a second by Mr. Clarkson, the Audit Committee unanimously accepted Board Resolution 2020 as to Transparency and Conflict Avoidance.

Chairman Shelton asked if there were any more questions or discussion. There being none, the meeting adjourned at 8:56 a.m.

JACKSONVILLE PORT AUTHORITY

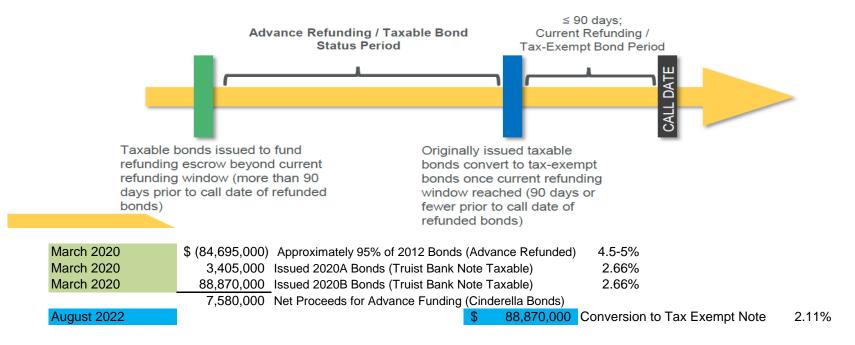
	2019/2020 ORIGINAL BUDGET	2019/2020 PROJECTED (per JPA)	2020/2021 PROPOSED BUDGET	% Increase (Decrease) of 2020/2021 JPA Budget Over 2019/2020 ORIGINAL		% Increase (Decrease) of 2020/2021 JPA Budget Over 2019/2020 PROJECTED		FY2021 Bu 2018/2019 ACTUAL	2021 BUDGET VS 2019 ACT	ctual
OPERATING REVENUES Containers Autos Military Break Bulk Liquid Bulk Dry Bulk Cruise Other Operating Revenues	\$ 37,613,128 16,716,817 503,626 4,624,115 1,281,946 2,097,777 4,734,441 2,531,477	\$ 31,064,366 14,985,447 1,542,639 4,093,136 1,312,622 2,018,956 2,119,421 4,349,531	\$ 31,064,366 14,985,447 1,270,000 4,093,136 1,312,622 2,018,956 2,000,000 2,550,480	\$ (6,548,762) (1,731,370) 766,374 (530,979) 30,676 (78,821) (2,734,441) 19,003	-17.41% -10.36% 152.17% -11.48% 2.39% -3.76% -57.76% 0.75%	\$ - (272,639) (119,421) (1,799,051)	0.00% 0.00% -17.67% 0.00% 0.00% 0.00% -5.63% -41.36%	\$ 35,332,908 17,817,617 - 4,060,268 1,401,372 1,981,599 5,600,209 3,654,527	\$ (4,268,542) (2,832,170) 1,270,000 32,868 (88,750) 37,357 (3,600,209) (1,104,047)	-12.08% -15.90% n/a 0.81% -6.33% 1.89% -64.29% -30.21%
TOTAL OPERATING REVENUES	\$ 70,103,327	\$ 61,486,118	\$ 59,295,007	\$ (10,808,320)	-15.42%	\$ (2,191,111)	-3.56%	\$ 69,848,500	\$ (10,553,493)	-15.11%
OPERATING EXPENDITURES Salaries Employee Benefits Services & Supplies Security Services Business Travel & Training Promotion, Advertising, Dues Utility Services Repairs & Maintenance Crane Maintenance Pass Thru Berth Maintenance Dredging Berth Maintenance Dredging Contingency Miscellaneous TOTAL OPERATING EXPENDITURES	\$ 12,858,037 5,668,118 5,030,072 5,488,926 616,041 894,373 896,084 2,377,891 (600,000) 6,861,326 233,475	\$ 11,947,074 5,107,787 4,251,813 4,798,651 408,910 673,926 753,670 1,920,439 (430,484) 5,718,278 189,429	\$ 12,229,040 5,356,482 4,090,702 5,009,338 443,111 631,897 803,875 1,812,165 (450,000) 3,999,738 1,500,000 234,457	\$ (628,997) (311,636) (939,370) (479,588) (172,930) (262,476) (92,209) (565,726) 150,000 (2,861,588) 1,500,000 982	-4.89% -5.50% -18.68% -8.74% -28.07% -10.29% -23.79% -25.00% -41.71% N/A 0.42%	\$ 281,966 248,695 (161,111) 210,687 34,201 (42,029) 50,205 (108,274) (19,516) (1,718,540) 1,500,000 45,028	2.36% 4.87% -3.79% 4.39% 8.36% -6.24% 6.66% -5.64% 4.53% -30.05% N/A 23.77%			
NON-OPERATING REVENUES/(EXPENSE: Debt Service Investment Income Shared Revenue from Primary Govt Contributions to Tenant Other Revenue Other Expense	\$ 29,778,984 \$) \$ (21,468,393) 740,930 1,637,561 (1,559,325) 3,860 (10,000)	\$ 26,146,625 \$ (20,302,186) 225,000 1,637,561 (1,050,000) 2,985 (10,000)	\$ (22,897,400) 146,344 9,556,354 - 8,500 (3,360)	\$ (6,144,782) \$ (1,429,007) (594,586) 7,918,793 1,559,325 4,640 6,640	6.66% -80.25% 483.57% -100.00% 120.21% -66.40%	\$ (2,512,423) \$ (2,595,214) (78,656) 7,918,793 1,050,000 5,515 6,640	-9.61% 12.78% -34.96% 483.57% -100.00% 184.76% -66.40%			
NET INCOME BEFORE CAPITAL CONTRIBUTION AND CONTINGENCY	\$ 9,123,617	\$ 6,649,985	\$ 10,444,640	\$ 1,321,023	14.48%	\$ 3,794,655	57.06%			
TRANSFER TO OPERATING CAPITAL OUTLAY	\$ (9,123,617)	\$ (6,649,985)	\$ (10,444,640)	(1,321,023)	14.48%	(3,794,655)	57.06%			
CAPITAL PROJECT RESERVE	\$ -	\$ -	\$ -	\$ -		\$ -	-			

	Ja	cksonville Por	t Autho	rity						
	Dramas	ad Canital Braineta	Dudget 1	2020 2024						
	Proposi	ed Capital Projects -	Buaget 2	2020-2021						
I 4 i	Provided to		STATE	FEDERAL	LOCAL	TENANT CONTRIBUTION	JPA OPERATING FUNDS	CASH RESERVE	LOC	JPA FINANCING
Location Blount Island	Description Container Terminal Upgrades	\$ 80.000.000	SIAIE	20.000.000	LUCAL	60.000.000		KESERVE	LOC	FINANCING
Diodrit Island	Rehabilitate Berths 33 & 34	\$ 19,000,000	14,250,000			60,000,000	2,400,000			2,350,000
	Construct Container area @ Wash Rack	\$ 400,000	200,000				200,000			2,330,000
	Rehabilitate Railroad Tressel	\$ 250,000	200,000				250,000			
	Vehicle Parking Area at BIMT/BIC Entrance	\$ 250,000	125.000				125,000			
	Intersection Improvements @ Wm Mills/Dave Rawls	\$ 250,000	125,000				125,000			
	Pile, Cap and Beam Rehab BIMT	\$ 200,000	150,000				50,000			
	Tenant Asphalt Facility Rehab	\$ 175,000	87,500				87,500			
	Transit Shed #1 Rehab Design	\$ 100,000	50,000				50,000			
	Breasting Dolphin - Berth 22	\$ 50,000	37,500				12,500			
	Total Blount Island	\$ 100,675,000	\$ 15,025,000	\$ 20,000,000	\$ -	\$ 60,000,000	\$ 3,300,000	\$ -	\$	- \$ 2,350,000
Dames Point	August Drive Bridge Sheet Pile Wall Replacement Construction	\$ 3,400,000	1,700,000				536.703			1.163.297
	Asphalt Rehab Tenant	\$ 250,000	, ,				250,000			, ,
	CBP PHYSEC Upgrades	\$ 400,000					400,000			
	Total Dames Point	\$ 4,050,000	\$ 1,700,000	\$ -	\$ -	\$ -	\$ 1,186,703	\$ -	\$	- \$ 1,163,297
Talleyrand	Sedimentation Prevention System	\$ 24,000,000	3.000.000	18.000.000		•		3,000,000		
	Tenant Improvements	\$ 2,475,000	1,237,500			1,000,000	237,500	-,,		
	Rehabilitate Under Deck Concrete	\$ 1,250,000	937,500				312,500			
	Pile, Cap and Beam Rehab TMT	\$ 1,000,000	750,000	1			250,000			
	Resurface Leased Areas - TMT	\$ 200,000	100,000				100,000			
	Fender Replacement & Refurbishment	\$ 200,000	150,000				50,000			
	Railroad Track Replacement	\$ 185,000	92,500				92,500			
	South Rail Crossing Installation	\$ 72,000	72,000	l .						
	Total Talleyrand	\$ 29,382,000	\$ 6,339,500	\$ 18,000,000	\$ -	\$ 1,000,000	\$ 1,042,500	\$ 3,000,000	\$	- \$
General	Harbor Deepening - Contract C Base (timing of funds)	\$ -			25,000,000				(25,000,00	0)
Port Related	Harbor Deepening - Contract C Option A	\$ 13,500,000	3,500,000		10,000,000					
	Harbor Deepening - Contract C Option B	\$ 24,706,772	24,706,772							
	Upland Dredge Material Management Area Construction Phase I	\$ 5,000,000	3,000,000				474,824	1,525,176		
	Upland Dredge Material Mgmt Area-Bartram Island - "C"-Design/Permitting	\$ 1,000,000					1,000,000			
	Auto Terminal Expansion	\$ 750,000					750,000			
	Land Acquisition	\$ 500,000					500,000			
	Misc Land Acquisition	\$ 100,000					100,000			
	Capitalize In-House Engineering Services	\$ 400,000					400,000			
	Strategic Master Plan Updating	\$ 200,000					200,000			
	FY18 Federal Security Grants	\$ 807,454		605,591			201,863			
	FY20 Federal Security Grant Projects FY20 FSTED Security Grant	\$ 600,000 \$ 155,000	440.050	450,000			150,000 38,750			
			116,250				,			
	Total General Port Related	\$ 47,719,226	\$ 31,323,022	\$ 1,055,591	\$ 35,000,000	\$	\$ 3,815,437	\$ 1,525,176	\$ (25,000,00	0) \$ -

	Jacksonville Port Authority									
	Decreased Occ	1-1 D	Decile 4	2000 0004						
	Proposed Capi	- Buaget 2	2020-2021							
Location	Description	Amount	STATE	FEDERAL	LOCAL	TENANT CONTRIBUTION	JPA OPERATING FUNDS	CASH RESERVE	LOC	JPA FINANCING
Other Capital	BLOUNT ISLAND									
·		\$ 40,000					40.000			
		\$ 10,000					10,000			
	DAMES POINT	,					,			
	Cruise Terminal Bollard Covers	\$ 35,000					35,000			
	Cruise Terminal Fenders	\$ 22,000					22,000			
	TALLEYRAND									
	Dock Bollard Replacement	\$ 120,000								
	Elevator Safety Device 10486	\$ 12,000	12,000							
	Elevator Safety Device 10487	\$ 12,000	12,000							
	Gantry Drive Addition 10486	\$ 200,000	200,000							
	SECURITY/SECURITY OPERATIONS CENTER									
	HVAC Replacement SOC	\$ 45,000					45,000			
	OOC Improvements	\$ 5,000					5,000			
	Drone Unit Upgrades	\$ 12,000					12,000			
	Tarking Lot Opgrades	\$ 5,000					5,000			
	<u>PCOB</u>									
	Vehicle Purchases	\$ 300,000					300,000			
		\$ 50,000								
	Microsoft Exchange Upgrade \$ 37,000 37,000									
	Server Room UPS Upgrade	\$ 35,000					35,000			
	Maximo Upgrades	\$ 50,000					50,000			
	Great Plains Upgrade	\$ 15,000					15,000			
	SQL Server Version Upgrades	\$ 15,000					15,000			
	Air Handlers Units 1&2	\$ 75,000					75,000			
	Sealcoat Parking Lot & Restripe	\$ 5,000					5,000			
	Total Other Capital	\$ 1,100,000	\$ -	\$ -	\$ -	\$ -	\$ 1,100,000	\$ -	\$ -	\$ -
TOTAL CAPITAL	PROJECTS	\$ 182,926,226	\$ 54,387,522	\$ 39,055,591	\$ 35,000,000	\$ 61,000,000	\$ 10,444,640	\$ 4,525,176	\$ (25,000,000)	\$ 3,513,297

Plan of Finance

- The Series 2020A and Series 2020B Bonds (together as the "Series 2020 Bonds") are being issued to refund the callable Series 2012 Bonds (the "refunded bonds")
- The Series 2020 Bonds were structured as a "Cinderella" Advance Refunding of the refunded bonds.
- Cinderella Refunding Mechanics
 - Issuance of long-term bonds with an initial taxable interest rate that converts to a taxexempt interest rate term at the call date (not earlier than 90 days prior)
 - Conversion to tax-exempt rate reliant upon delivery of tax-exempt bond counsel opinion
 - Typically executed as direct purchase with a bank



\$87,410,000 JPA (95% Refunded) **REVENUE BONDS SERIES 2012**

\$ 142,136,571

\$3,405,000 JPA **REVENUE BONDS** SERIES 2020A

\$88,870,000 JPA **REVENUE BONDS** SERIES 2020B

2012 Escrowed Interest Funds

Net Savings 2012 vs 2020 Bds

Payment	Coupon		Payment	Coupon	Debt	Payment	Coupon	Total Debt	
Date	Rate	Service	Date	Rate	Service	Date	Rate	Service	Savings
1-Nov-20	4.00%	4,068,850	1-Nov-20	2.66%	153,086	1-Nov-20	2.66%	1,385,533	(2,530,231) *
1-Nov-21	4.59%	4,068,850	1-Nov-21	2.66%	477,913	1-Nov-21	2.66%	2,363,942	(1,226,995)
1-Nov-22	5.00%	4,068,850	1-Nov-22	2.66%	597,539	1-Nov-22	2.11%	2,242,289	(1,229,022)
1-Nov-23	4.50%	5,058,850	1-Nov-23	2.66%	1,963,707	1-Nov-23	2.11%	1,866,270	(1,228,873)
1-Nov-24	5.00%	5,059,300	1-Nov-24	2.66%	508,167	1-Nov-24	2.11%	3,321,270	(1,229,863)
1-Nov-25	5.00%	5,067,550				1-Nov-25	2.10%	3,840,715	(1,226,835)
1-Nov-26	5.00%	5,067,800				1-Nov-26	2.10%	3,838,610	(1,229,190)
1-Nov-27	5.00%	5,065,300				1-Nov-27	2.10%	3,835,665	(1,229,635)
1-Nov-28	5.00%	5,065,050				1-Nov-28	2.10%	3,836,880	(1,228,170)
1-Nov-29	4.50%	8,421,800				1-Nov-29	2.10%	7,192,150	(1,229,650)
1-Nov-30	4.50%	8,420,975				1-Nov-30	2.10%	7,191,020	(1,229,955)
1-Nov-31	4.50%	10,505,700				1-Nov-31	2.10%	9,277,475	(1,228,225)
1-Nov-32	4.50%	10,511,700				1-Nov-32	2.10%	9,282,625	(1,229,075)
1-Nov-33	4.50%	10,522,850				1-Nov-33	2.10%	9,294,205	(1,228,645)
1-Nov-34	5.00%	10,548,250				1-Nov-34	2.10%	9,317,005	(1,231,245)
1-Nov-35	5.00%	10,560,250				1-Nov-35	2.10%	9,330,710	(1,229,540)
1-Nov-36	5.00%	10,571,000				1-Nov-36	2.10%	9,340,425	(1,230,575)
1-Nov-37	5.00%	10,584,500				1-Nov-37	2.10%	9,356,150	(1,228,350)
1-Nov-38	5.00%	10,594,500				1-Nov-38	2.10%	9,367,675	(1,226,825)
REFUNDEI	O AMT	143,831,925		_	3,700,412		-	115,480,614	(24,650,900)
2012 Escrowed	d Interest	\$ (1,695,354)		=		Gross Savin	ac 2012 v	s 2020 Bds	(24,650,900)
						Oross Savin	gs 2012 V	5 2020 Bus	(24,030,900)

SAVINGS

Jacksonville Port Authority Revenue Refunding Bonds, 2020A (Taxable) Revenue Refunding Bonds, 2020B (2022 (Cinderella) Purchaser: Truist Bank Taxable: 2.66% / Tax-Exempt: 2.10%

Final Numbers

Date	Prior Cash Flow	Refunding Debt Service	Savings	Present Value to 03/31/2020 @ 2.2139423%
11/01/2020	2.373,495.83	1,538,618.51	834,877,32	824,666.55
11/01/2021	4,068,850.00	2,841,855.00	1,226,995.00	1.193.527.34
11/01/2022	4,068,850.00	2,839,827,84	1,229,022.16	1.169,504.91
11/01/2023	5,058,850.00	3,829,977.00	1,228,873.00	1.146,514,74
11/01/2024	5,059,300.00	3,829,437.00	1,229,863.00	1,122,471,79
11/01/2025	5,067,550.00	3,840,715.00	1,226.835.00	1.095,310.68
11/01/2026	5,067,800.00	3,838,610.00	1.229,190.00	1.073,434,49
11/01/2027	5,065,300.00	3,835,665.00	1,229,635.00	1.050,366.52
11/01/2028	5,065,050.00	3,836,880.00	1,228,170.00	1.026.204.43
11/01/2029	8,421,800.00	7,192,150.00	1,229,650.00	1.004,972.00
11/01/2030	8,420,975.00	7,191,020.00	1,229,955.00	982,913.00
11/01/2031	10,505,700.00	9,277,475.00	1,228,225.00	959,731.20
11/01/2032	10,511,700,00	9,282,625.00	1,229,075.00	938,807.58
11/01/2033	10,522,850.00	9,294,205.00	1,228,645.00	917,344,77
11/01/2034	10,548,250.00	9,317,005.00	1,231,245.00	898,521.17
11/01/2035	10,560,250.00	9,330,710.00	1.229.540.00	876,814.65
11/01/2036	10,571,000.00	9,340,425.00	1,230,575.00	857,462.86
11/01/2037	10,584,500.00	9,356,150.00	1,228,350.00	836,256.09
11/01/2038	10,594,500.00	9,367,675.00	1,226,825.00	815,960.30
	142,136,570.83	119,181,025,35	22,955,545,48	18,790,785.08

Savings Summary

PV of savings from cash flow Less: Prior funds on hand

18,790,785.08 -1,804,988.52

Net PV Savings

16,985,796.56

1,695,354

\$ (22,955,546)