

OCEAN HIGHWAY & PORT AUTHORITY

NASSAU COUNTY

AGENDA

Wednesday, December 12, 2018

6:00 PM

**Commissioner Chambers
James Page Government Complex
96135 Nassau Place, Yulee FL**

6:00 PM – Meeting Called to Order – Chairman

Invocation

Pledge of Allegiance

Roll Call: Robert Sturgess, District 1; Danny Fullwood, District 2, Scott Hanna, District 3; Carrol Franklin, District 4; Mike Cole, District 5

- Comments - Audience (Sign in sheets on the Press Table)
- Comments (Requested items to be addressed, turned in prior to monthly meeting)

1. Approval of Minutes

- November 14, 2018 Regular Meeting
- November 20, 2018 Special Meeting

2. Consent Items

- Liebherr Invoice #DAR 15003173 for \$932,839.20
- Additional Cyber Security for OHPA Laptop - \$35.00 for first year
- Outdated office equipment removal
- Expand Cloud Storage - \$100 annually

3. Financial Report – November 2018

4. Report by Pierre LaPorte

5. Report of Miriam Hill, Interim Legal Counsel

- Attorney Report for November

6. Laura DiBella

- Seaport Master Plan
- Port Director Update
- Economic Update

7. Port of Fernandina Report

- Port Operations & Commercial Report

8. Old Business

- None

9. New Business

- Port Attorney Hiring Update
- Jeb Branham – Port Attorney Candidate

Committee Reports

- Committee Reports from Commissioners
- Port Security – Commissioner Fullwood
- Customs House – Commissioner Franklin
- Economic Development – Commissioner Fullwood
- Emergency Management – Commissioner Franklin
- Technical Coordinating Committee – Commissioner Hanna
- TPO – Commissioner Cole
- Nassau Chamber East Side – Commissioner Sturgess
- Nassau Chamber West Side – Commissioner Cole

10. Administrative Office Manager Report

- Inventory of Binders and Files delivered from Port Attorney

11. Other items to be brought by Commissioners

12. Adjourn

Ocean Highway & Port Authority

Robert Sturgess – Chairman, Commissioner, District 1
Danny Fullwood – Vice Chairman, Commissioner, District 2
Adam Salzburg – Chairman, District 3
Carroll Franklin – Secretary/Treasurer, District 4
Lissa Braddock – District 5

Monthly Meeting Minutes

November 14, 2018

The Ocean Highway and Port Authority of Nassau County held the Regular Monthly Meeting on Wednesday, November 14, 2018 in the Commissioners Chambers at the James Page Government Complex, 96135 Nassau Place, Yulee, Florida.

The meeting was called to order at 6:08 PM by Chairman Salzburg.

The invocation was given by and Pledge of Allegiance was led by Chairman Salzburg. Roll call was conducted by Ms. Barbara Amergian. All Commissioners were present.

Commissioner Fullwood made the Motion to approve all three sets of minutes with corrections – Motion seconded by Commissioner Franklin. Motion carried unanimously.

Corrections to the October 19, 2018 minutes – Correct the reference of Pierre LaPorte as Port Attorney to *Port Accountant*. Delete the quorum reference, add *Quorum Was Present*.

Chairman Salzburg recognized Pierre LaPorte, Port Accountant. Mr. LaPorte distributed the Budget Report and explained the revised Financial Report format to the Board which replaces the Secretary/Treasurer's Report format. The revised report will have Customs House budget separated out on page two of the report. The Port Authority budget will be reflected on the first page. The addition of a new section entitled Port Operations. Revenue streams will be designated Nassau Terminals Annual Fee, Quarterly Fee, Insurance, Reimbursement, and Pilot Payment as based on the new operating agreement. Expenses are organized as on the past report. Additional new section added of Port Operations expenses.

The 2018-2019 Budget presented by Mr. LaPorte needs to be corrected to show Nassau County Economic Development line item updated from \$7,500 to \$10,000 and the salary line for the Board Attorney increased to \$30,000.

Mr. LaPorte explained the report and the payment timing issues with using the Quick Books on the flash drive. By the end of the month, Quick Books will be web based so bills will be paid and entered in a more timely fashion.

Procedural issue going forward on all crane expenses; invoices will be presented as a Consent Item on future agendas. Crane expenses will go through the BB&T operating account. OHPA is in the process of closing out the First Federal Maintenance Account and moving those funds to the BB&T accounts. Two invoices have been presented by Laurence and Associates for payment. Chairman Salzburg questioned the BB&T agreement that OHPA would be moving all OHPA accounts to BB&T for the term of the Bridge loan. Mr. LaPorte said that it is in process.

Chairman Salzburg asked Mr. LaPorte if 4th quarter fiscal year dockage and wharfage fees has been received. Mr. LaPorte said no.

Motion by Commission Franklin to establish a special projects account at BB&T for any other projects that needed funding and are not covered by Port Maintenance.

Commissioner Fullwood seconded the motion with further discussion. Motion carried unanimously.

Chairman Salzburg explained that this account would be for special projects not funded by Port Maintenance and the new account would be opened with the funds owed by Nassau Terminals for the 4th quarter fiscal year dockage and wharfage fees. He further explained that if it went into Reserves, once Reserves hits \$50,000, the revenues rolls into Maintenance.

Mr. LaPorte explained that any spare funds, according to the current agreement, should be directed to the Maintenance Account, until there are adequate funds in the Maintenance Account. Chairman Salzburg clarified that it was any spare funds from the contract, not spare funds received. Chairman Salzburg is calling for the 4th quarter dockage and wharfage from the previous contract and having these fund deposited into the new account. Mr. Davis agreed with Chairman Salzburg as there is no baseline for funding under the old contract and estimated that this amount would be between \$300,000 and 400,000.

Commissioner Fullwood informed the Board that he has spoken with the State Reps about unreimbursable funds for the crane, approximately \$170,000. There is the possibility that the new governor (elect) will look into securing the difference which would be interest, origination fees, and attorney fees. Ms. DiBella explained that what is reimbursed is based on what is statutorily allowed by FDOT.

Mr. LaPorte presented the 4th quarter financials (Year End) and reviewed them with the Commissioners. 4th – 2017 and 4th – 2018 compared shows improvement for 2018.

Mr. Davis presented his last attorney report. His recommendations going forward would be to begin work on a new port strategic master plan and coordinate this planning effort with the City of Fernandina Beach; Nassau Terminals should be working on a “shopping list” on deferred maintenance and capital improvement projects. He stated that the crane purchase is moving forward. He advised that his invoice will be submitted for last few weeks of work.

Commissioner Sturgess requested Mr. Davis complete an exit interview form, and requested that Mr. Davis sign it and Commissioner Sturgess would pick up the completed form. Mr. Davis suggested that it would be more appropriate to have discussions with individuals and that he would not complete the form. Mr. Davis reiterated that he was the attorney for the Port Authority and stated that his last day was yesterday.

Commissioner Sturgess stated that there is Rule 4-1.16 requires the Port Attorney to mitigate any consequences of his withdrawal from our representation and that the form was given in that exact spirit. Mr. Davis again refused to complete the form.

Chairman Salzburg offered his words of appreciation to Mr. Davis for his work with the Port Authority and for the citizens of Nassau County.

Chairman Salzburg recognized Port Director Laura DiBella to present her report. Ms. DiBella stated that the Seaport Mission Plan will be presented to the Florida Ports Council at the end of the week. She explained that it is a marketing plan for the port and there is nothing binding in the plan.

The port security grant for \$155,000 with a 25% match is ready with funds available. She and Mr. Ragucci met with FDOT and they wanted to know what the timing is on that project. Ms. DiBella asked that she be advised when OHPA is ready to move forward with the project.

Ms. DiBella met and spoke with Port Attorney candidate Miriam Hill and would be available to meet with any other candidates for the position. Ms. DiBella gave an update on the purchase of the crane. Travel authorizations are done, structural inspection done, TranSystems are in the process of conducting the wharf survey. Port Attorney Certification has been delivered to the FDOT.

ART 16 (Fender project) is complete and last invoice has been submitted for reimbursement. Army Corp of Engineers request for written authorization has been completed. Truck noise is still being complained about by one resident. Laura added the truck route to her running route and is personally speaking with truckers. She will following up on Break Bulk Americas.

She was not able to attend the Trade Mission to the Dominican due to meeting conflicts. She reported that there is an economic development decision from group for the west side within the next week; with 350+ job potential and port business, with \$140m capital investment. She is also working on a second site visit from a group to a Yulee site, approximately \$200m in capital investment. The project involving the Brewery is moving forward, and with exporting some beer products to Caribbean Islands. The Brewery will be moving into the Gum and 8th Street location, in the old Ford Motor Company building.

The Economic Development Board will be holding their next meeting on December 13th at 4 PM. It will be a Thank you event/Holiday party/meeting. Ms. DiBella expressed her thanks to Clyde Davis. Commissioner Fullwood asked that a copy of the Marketing Plan be distributed to all the Commissioners.

Chairman Salzburg recognized Port Director, Chris Ragucci. Mr. Ragucci distributed his tonnage report. He pointed out that October was an "off" month, tonnage was down across the board. Box plants were over supplied and shipments were pushed back and an extended holiday came into play. Lumber export was up and Mr. Ragucci met with the exporter so hopefully some of the business will come back to the Port. Imported plywood on hold because of tariffs (China export). He said that he will be focusing on getting new customers to the Port.

Mr. Ragucci provided an update on the shipment of the crane. The crane should be delivered in early 2019, which is pushed back from the original delivery date of mid-December. He stated that professional engineers traveled to Antwerp last week. He is awaiting for a formal report but there is a punch-list to do before the crane ships. Mr. Ragucci addressed the fatal accident on Route 200 yesterday involving a logging truck. He stated that historically the logs used to be delivered to the mills by water. The Port would be happy to get some of that transport off the roads and onto barges. It is a complex change and perhaps the City could engage and offer incentive the mills to get the logs off the highways. Under another agenda item, he reported that divers are doing the inspection of the dock today – no official report yet. The report can be used for a scope of work also for any future work to be done.

Chairman Salzburg recognized Jim Dubea with TranSystems. Mr. Dubea reported that four divers have been in the water today. Nothing structural found so far on the south end– northern half to be completed in the next few days.

Chairman Salzburg asked Mr. Ragucci if he received the letter regarding Advance Use Fees forgiveness. Mr. Ragucci said that the letter had been received and it is with his legal counsel

to review. Chairman Salzburg asked about the delivery to OHPA of the 4th quarter dockage and wharfage fees and what the amount would be. Mr. Ragucci stated that his team is still working on getting the final amount but on that issue, he stated that WTF position is consistent in that under old operating agreement and that all port operating revenues were going to debt repayment. When WTF took over, they indicated that they would need to operate under the same approach. Additionally, under the defeasement of the bonds, the dockage and wharfage was cut to 50%. He also pointed out the two resolutions that dealt with the use fees - Resolution 94-5 and Resolution 2000-2. Both relate to advance use fees and contain the explanatory language that WTF is relying on to offset dockage and wharfage fees for the previous two quarters. WTF was under the expectation and hope that they would be able to do that for the fiscal year 3rd and 4th quarter. He understands that the Board has taken a different position on this matter but he wanted to restate WTF's position on that matter.

Mr. Ragucci offered his thanks to Chairman Salzburg and Commissioner Braddock as they end their terms as OHPA Commissioners, and expressed his thanks to Mr. Davis. Commissioner Fullwood asked about the completion of the prefab classrooms and Mr. Ragucci confirmed that those shipments had been completed. Mr. Ragucci said they continue to pursue new business. Chairman Salzburg mentioned to Mr. Ragucci that he should connect with the TPO on the M95 Corridor and Sea Mack.

Chairman Salzburg recognized City Commissioner Ross to address one issue. Commissioner Ross wanted to mention, in reference to Mr. Ragucci's comment on using barges to use move the logs that Commissioner Ross has been told that it is not economically feasible to barge logs according to his discussions with plant management. Mr. Ross also offered his thanks for service to Chairman Salzburg and Commissioner Braddock.

New Business

Chairman Salzburg discussed the Hal Jones invoice for finance charges. Mr. Davis' opinion is that Hal Jones did not bill in the manner called for in the contract, causing a cash flow issues for the OHPA. Mr. Ragucci agreed with Mr. Davis. Chairman Salzburg suggested that a letter to be drafted by the new Port Attorney to tell them we will not honor the finance invoice for \$9,688.05.

Chairman Salzburg recognized Mr. Jim Dubea with TranSystems. The proposal before the Commissioners is an addendum for the scope of work to remediate the ramp for the north pier. The proposal is to put a pile structure to stabilize the ground under the north pier while he already has a crew working out at the Port. The proposal amount of \$77,000 is the complete cost of the project and this is part of the crane reimbursement FDOT grant at 25%. Commissioner Fullwood asked about the drainage plan. Mr. Dubea said that the drainage plan will need to be looked at and then he can report back. A Resolution will need to be done for expanding the scope of work to expansion to wharf inspection to include the apron.

Commission Franklin made a motion to accept the increase the scope of work from TranSystems under the same terms of the contract. Commissioner Fullwood seconded. Motion carried unanimously.

Chairman Salzburg recognized Miriam Hill, 1890 S 14th Street #202, Fernandina Beach. She has submitted her resume for consideration for Port Attorney and expressing sincere interest in the position. She has met with Mr. Davis and Ms. DiBella and wanted to speak to the Commissioners directly. She did ask about clarification of qualifications and suggested a matrix

to evaluate the candidates. She was not giving legal advice, just suggesting based on her experience.

Commissioner Sturgess informed that the Commissioners that there were two applicants for the position thus far and suggested running the ads again with additional information being posted on the OHPA website. Commissioner Fullwood's biggest concern is having a local attorney that has an office in the area; he feels that is important. Commissioner Sturgess concurred.

Commissioner Sturgess asked that the ads be run again, and he will draft additional information to post on the website. Commissioner Franklin thought advertising in the Jacksonville area is a good idea, there could be attorneys that live locally that work in the Jacksonville area.

Discussion continued on how to handle the interim issues before the new Port Attorney can be hired. Chairman Salzburg said that a Resident Agent needs to be appointed before December 3rd.

Commissioner Sturgess made a motion to appoint Barbara Amergian, Administrative Office Manager, as the interim Resident Agent of the OHPA until a new registered agent can be secured. Motion seconded by Commissioner Fullwood. Motion carried unanimously.

Commissioner Sturgess asked Miriam Hill if she would be able to function as interim attorney. Ms. Hill said that she would be happy to present a Letter of Engagement for a three month period to the Board. Additionally, a Conflict Waiver would need to be completed given Ms. Hill's representations with the City of Fernandina Beach.

Commissioner Fullwood asked that there will be a Special Meeting held on November 20th at 10 AM, local to be determined. The agenda will include:

- Adoption of Engagement Letter for Interim Port Attorney Miriam Hill
- Election of Officers
- Committee appointments

Chairman Salzburg made a presentation of a plaque to Mr. Davis for his many years of service to OHPA and expressed his appreciation for all that Mr. Davis has done for the OHPA. Mr. Davis said that in eight years, a lot had been accomplished and he enjoyed his time as the Port Attorney. Commissioner Fullwood and Commissioner Franklin also expressed their thanks and appreciation for all that Mr. Davis has done.

Vice Chairman Franklin presented outgoing Commissioner Lissa Braddock with a plaque to commemorate her service to the OHPA Board. He expressed his thanks and how much he enjoyed working with her after she stepped onto the Board to fill her husband Ronnie's seat. She told the Commissioners what a wonderful opportunity and learning experience it was for her.

Vice Chairman Franklin presented outgoing Commissioner/Chairman Salzburg with a plaque to commemorate his years of service to the OHPA Board. He expressed his appreciation for the excellent job that Chairman Salzburg has done for the OHPA. Commissioner Salzburg mentioned the many accomplishments of the Board over the last four years, and that there are great things on the horizon for the new Board and the Port.

Committee Reports:

Port Security – Chairman Salzburg - nothing to report

Customs House – Commissioner Franklin - Rivers Pest Control indicated that limbs and mulch needed to be removed from the perimeter of the building before the fumigation tent could be put up. The limbs have been removed and the area is ready to tent. He thanked the WTF crew for helping out with the limb removal process.

Economic Development – Commissioner Fullwood – nothing to add to Ms. DiBella's report.

Emergency Management – Commissioner Franklin – nothing to report.

Technical Coordinating Committee – Commissioner Franklin – did not attend due to a scheduling conflict.

TPO – Commissioner Salzburg – Commissioner Salzburg attended two meetings since October. Commissioner Cole attended and should take over for Commissioner Salzburg. Second district of the DOT; in the month of October did \$33,000,000 worth of DOT projects in 30 days. Commissioner Salzburg stated we were fortunate to have an invested district.

Nassau Chamber East Side – Commissioner Sturgess – has not been able to attend due to family matter.

Nassau Chamber West Side – Commissioner Braddock – did not attend recent meeting but did attend the Public Officials Appreciation event at Walker's Landing.

Ms. Amergian presented her Administrative Office Manager's report. She advised the Board that she would away 11/22/18 through 11/26/18 for the Thanksgiving holiday. After the first of the year, she will be in the office Monday through Friday, 9 AM to 2 PM, staying within the 80 hours a month parameters.

Commissioner Fullwood asked if there were any committees that could be eliminated or needed to add for the Commissioners' participation. Chairman Salzburg stated that the Port Security is discussing meeting on a quarterly basis again. Commissioner Franklin said that Port Security is an important committee and OHPA involvement should continue. Commissioner Sturgess asked about the Chamber of Commerce, he wondered if WTF should be represented there also.

No other items needed to be brought before the Commission.

Meeting adjourned at 8:24 PM

Adam Salzburg

Chairman

Exit Interview Form

From: Clyde Davis, attorney resignation

To: OHPA Board, November 2018

1 - Are you aware of any unresolved or potential violations of Florida's Sunshine Law as it relates to OHPA? If so, explain.

2 - Are you aware of any unresolved or pending public records requests involving OHPA? If so, explain.

3 - What are the two most important pieces of advice you have for OHPA's next attorney?

4 - What are the two most important pieces of advice you have for OHPA's next chairman?

5 - Are you aware of any present circumstance that could give rise to litigation or an insurance claim involving OHPA as a party or an insured? If so, explain.

6 - Are you aware of any compensation offered to, or accepted by, OHPA, its Board member(s), agent(s), attorney(s) or staff pertaining to negotiation of the Operating Agreement, but is not specified therein? If so, explain.

7 - Do you have other unresolved issues or additional comments not already stated by you in correspondence to the OHPA Board or minutes of the OHPA Board meetings? (use separate page if necessary)

Signature

Date

Ocean Highway & Port Authority

Robert Sturgess – Chairman, Commissioner, District 1
Danny Fullwood – Vice Chairman, Commissioner, District 2
Scott Hanna – Chairman, District 3
Carroll Franklin – Secretary/Treasurer, District 4
Mike Cole – District 5

Special Meeting Minutes

November 20, 2018

The Ocean Highway and Port Authority of Nassau County held a Special Meeting on Tuesday, November 20, 2018 in the County Managers Conference Room at the James Page Government Complex, 96135 Nassau Place, Yulee, Florida.

The meeting was called to order at 10:00 AM by Vice Chairman Franklin.

The invocation was given by and Pledge of Allegiance was led by Commissioner Fullwood. Roll call was conducted by Ms. Barbara Amergian. All Commissioners were present.. Also in attendance was Ms. Laura DiBella, Port Director, Mr. Pierre LaPorte, Port Accountant, and Mr. Chris Ragucci, Port Operator.

Vice Chairman Franklin welcomed the two new commissioners, Scott Hanna and Mike Cole.

A Motion was made by Commissioner Fullwood to nominate Commissioner Sturgess for position of the Chairman. Motion seconded by Commissioner Cole. Motion approved unanimously.

Vice Chairman Franklin turned the gavel over to Chairman Sturgess.

A Motion was made by Commissioner Cole to nominate Commissioner Fullwood as the Vice Chairman. Motion was seconded by Chairman Sturgess. Motion approved unanimously.

Chairman Sturgess asked for clarification on the Secretary/Treasurer report versus the position of Secretary/Treasurer position. Mr. LaPorte stated that the report has been changed to Financial Report, the position of Sec/Treasurer remained the same.

A Motion was made by Commissioner Fullwood to nominate Commissioner Franklin as the Secretary/Treasurer. Motion was seconded by Commissioner Hanna. Discussion included comments by Commissioner Cole that the more experienced officers should be in the Officer positions. Approved unanimously.

The following Committee Appointments were made by Chairman Sturgess:

Customs House – Commissioner Franklin

Port Security – Commissioner Fullwood

Economic Development – Commissioner Fullwood

Emergency Management – Commissioner Franklin

TPO – Commissioner Cole

Technical Coordinating Committee – Commissioner Hanna

Chamber of Commerce/Eastside – Commissioner Sturgess

Chamber of Commerce/Westside – Commissioner Cole

Commissioner Franklin asked about appointing a Community Outreach Liaison for the towns of Nassau County. Ms. DiBella thought it was a good idea from a community outreach standpoint. Chairman Sturgess suggested that the Commissioner representing the District should attend the city/town meetings as schedules permit. Commissioner Hanna said he potentially would be able to step in if anyone was unable to make the meetings. Meetings were held in the districts at one time and the OHPA should get back to doing that. Chairman Sturgess asked Ms. DiBella to keep OHPA apprised of any agenda items that would affect the OHPA so a Board Member would be able to attend.

Chairman Sturgess reminded the Board that these were committee meetings are for gathering facts and not an opportunity for any negotiating.

On the agenda item of Interim Attorney Hiring/Engagement Letter: Miriam Hill addressed the Board. She was happy that the opportunity arose and was the “right place at the right time” to step in for the interim.

A Motion was made by Commissioner Cole to retain Ms. Miriam Hill as OHPA interim council for a three month period. Motion seconded by Commissioner Fullwood. Motion unanimously approved.

Candidates are being interviewed and the position description detail will be expanded and listed on the website. There are other resources available to solicit lawyers through advertising.

Commissioner Fullwood asked about the Conflict Waiver with the City of Fernandina Beach. Miriam Hill went over the Conflict Waiver; if there is need for outside counsel with the City, Ms. Hill will represent the Board. She currently has one board of adjustment appeal that she is representing the City. Ms. Hill would be the OHPA attorney if there are any issues with the City of Fernandina. The Conflict Waiver has been signed by City Attorney Tami Bach.

Ms. Hill's fees were outlined in her engagement letter. The budgeted amount is \$30,000. Chairman Sturgess asked about billing in 6 minute increments as this is his preference. Ms. Hill's rational was based on billing by the quarter hour, and multi-tasking. Chairman Sturgess asked for the billing in 6 minute increments. Chairman Sturgess asked if Ms. Hill would be able to provide a Memorandum of Law if asked. Ms. Hill said that was doable. Chairman Sturgess asked if the OHPA would be billed for Ms. Hill's educating herself on the issues of Special District that she may not be aware of; Ms. Hill stated that she would probably do so to research the issues, she also stated that she would inform the Board if she did not know the answer and needed to research. She has represented Special Districts but not a Port Authority.

Ms. Hill also suggested a designated Point of Contact with the Board to keep her billing lower. Chairman Sturgess agreed to be the Point of Contact. Mr. Ragucci, Port Operator, asked about conflicts between the Port and the City. One conflict is the Planning and Land Use issue. The

City is trying to take action in their Master Plan that would be in conflict with the Port Authority and attempt to constrain the Port from what it is legally entitled to do. The law says the City has not legal authority to do it but political influences are in play. Mr. Ragucci wanted to be sure that there was no breach of confidentiality regarding this issue with the City. Another issue is the Port District and the Port property lies in some areas on city streets. The safety of the public using these streets while the Port business is being conducted is an issue. Mr. Ragucci has had discussions with the City and there has been no advancement with taking care of the issue. Chairman Sturgess reminded Mr. Ragucci that issues involving Ms. Hill's time would have to come through the Board, not the Port Operator. Ms. Hill recognized that she would need to take her direction from the Board and she informed that the Board that there was no conflict between her and the City regarding either of those matters.

Chairman Sturgess asked Ms. DiBella for an updated on the Seaport Mission Plan modification. Ms. DiBella stated that she was a public records request from City Commissioner Chip Ross regarding the document. He expressed concern over the "numbers" listed on the report and the public's reaction to those numbers. The volume of truck traffic was a major concern. Ms. DiBella will be meeting with him next to go over the figures and adjust them to be more realistic for the short term. Ms. DiBella will send the modification out to the Board once it has been completed. Mr. Ragucci added that the truck traffic for the OHPA is low as most traffic is done via rail and ships. He stated that most truck traffic is conducted through the mills. The meeting with City Commissioner Ross, Mr. Ragucci, and Ms. DiBella will be held on Friday, November 30th at 4 PM at the Worldwide Terminals office; all are invited to attend, just let Ms. DiBella know.

Commissioner Fullwood asked about the Sunshine Law Class that was available when he came on the Board. Ms. DiBella stated she would find out when the next one is scheduled. Ms. Hill also ordered Sunshine Manuals for everyone and those would be in within the week.

Ms. Hill suggested that Emergency Management Protocol needs to be established to communicate within the Board so there is no violation of the Sunshine Law.

Chairman Sturgess explained to the Board that, as Chairman of the Board, that he wants to avoid the conflict of interest with an attorney client relationship. He will state, on occasion, that he not giving legal advice and it is giving his observation.

Next regular meeting is scheduled for Wednesday, December 12, 2018.

Adjourned at 10:58 AM

Robert Sturgess
Chairman

MIRIAM R. HILL, ESQ. PLLC

1890 S. 14TH STREET SUITE 202 | FERNANDINA BEACH, FLORIDA 32034

December 5, 2018

To: Ocean Highway and Port Authority, Nassau County

By: Miriam R. Hill, Esq. PLLC

Regarding: Monthly Attorney Report

Monthly report by Miriam Hill, Interim Attorney, regarding legal opinions offered, legal issues identified, and other matters for the period 11/19/2018 – 11/30/2018, is as follows:

- Sunshine manuals have been made available for all board members. New manuals will be released in early 2019.
- Files from Previous Counsel in process of being inventoried by Ms. Barbara Amergian. Additional organization/scanning is necessary to make information usable. Technological upgrades advisable/e-delivery system for board packets.
- Completed tour of port, property across street from customs house parking update; survey.
- Director DiBella request for legal opinion: FSTED grant funds for lighting, request regarding procurement requirements (summary/update to be delivered prior to meeting).
- Chairman Sturgess request for legal opinion: memo regarding definition of "Agency" under 287 F.S. and applicability of 255 F.S. to OHPA (summary/update to be delivered prior to meeting).
 - o Agency definition further / application of ethics requirements to OPHA.

Billing/Time

Date	Description	Time
11/20/18	Public meeting at OHPA office to adopt new attorney contract; advise OHPA regarding engagement; agree to billable hours at 6-minute increments; agree to provide memoranda of law if advisable; discussion regarding city comprehensive plan and port strategic plan-advised board that I will be acting as OHPA attorney in any matters which	n/c (2.5hrs)

MIRIAM R. HILL, ESQ., PLLC

Ocean, Highway and Port Authority, Nassau County
Attorney Report 11.20.2018 – 12.04.2018

	are adverse between City and OHPA, per signed conflict waiver with City of Fernandina Beach.	
11/20/18	Transition call with previous counsel; review sunshine manual regarding board orientation.	1.9
11/21/18	Email from Ms. Barb Amergian regarding resolutions of officers and expansion of scope of work for crane installation; response regarding scope of work.	0.5
11/21/18	Email to Commissioner Franklin re meeting with previous Counsel and walking port to learn about port operations.	0.1
11/26/18	.25 email from Director DiBella regarding meeting with City Commissioner Chip Ross and Port Operator; additional research; follow-up call with Commissioner Cole.	3.8
11/27/18	54 minutes call with DEO regarding procurement for district; need to update R.A.; annual compliance and updates for registration.	0.9
11/27/18	Call with Chairman Sturgess advising regarding update on R.A., procurement questions, definition of "agency" and various applications under Florida Statutes and Sunshine law.	0.8
11/27/18	Set up R.A. with Corporate Creations	0.3
11/27/18	Researching DEO requirements special districts	0.8
11/27/18	Meeting with previous counsel, Ms. Amergian and Commissioner Franklin re file transfer and outstanding issues, Property Appraiser's office re mapping of port properties, tour port with Commissioner Franklin and US Customs Officer.	3.3
11/28/18	Call with Director DiBella regarding port marketing materials, grant for lighting; operating agreement; call with Ms. Amergian regarding file management proposals; call with Commissioner Cole regarding sunshine question/ marketing	2.9
11/29/18	Agency research on request of Chairman Sturgess; Special meeting questions; Roberts rules of order question	2.8
11/29/18	Research small board rules under Roberts Rules, email with Dir. DiBella re agency procurement; Research 287 F.S.; review and analyze AGO opinions re special districts.	1.7
Total		22.2

MIRIAM R. HILL, ESQ., PLLC

Ocean, Highway and Port Authority, Nassau County
Attorney Report 11.20.2018 – 12.04.2018

As shown above, a total of 22.2 hours was expended on legal services. As a one-time courtesy, there is a no-charge adjustment ("N/C") of 2.5 hours for the initial public meeting on November 20, 2018. Total billed time is 19.7 hours.

The hourly cost breakdown for such time is as follows:

8 hours at \$225.00	\$1,800
2.5 N/C Hours	\$0
11.7 hours at \$275.00	<u>\$3,217.50</u>
Grand total:	<u>\$5,017.50</u>

/s/Miriam Hill

ROBERTS RULES CHEAT SHEET

To:	You say:	Interrupt Speaker	Second Needed	Debatable	Amendable	Vote Needed
Adjourn	"I move that we adjourn"	No	Yes	No	No	Majority
Recess	"I move that we recess until..."	No	Yes	No	Yes	Majority
Complain about noise, room temp., etc.	"Point of privilege"	Yes	No	No	No	Chair Decides
Suspend further consideration of something	"I move that we table it"	No	Yes	No	No	Majority
End debate	"I move the previous question"	No	Yes	No	No	2/3
Postpone consideration of something	"I move we postpone this matter until..."	No	Yes	Yes	Yes	Majority
Amend a motion	"I move that this motion be amended by..."	No	Yes	Yes	Yes	Majority
Introduce business (a primary motion)	"I move that..."	No	Yes	Yes	Yes	Majority

The above listed motions and points are listed in established order of precedence. When any one of them is pending, you may not introduce another that is listed below, but you may introduce another that is listed above it.

To:	You say:	Interrupt Speaker	Second Needed	Debatable	Amendable	Vote Needed
Object to procedure or personal affront	"Point of order"	Yes	No	No	No	Chair decides
Request information	"Point of information"	Yes	No	No	No	None
Ask for vote by actual count to verify voice vote	"I call for a division of the house"	Must be done before new motion	No	No	No	None unless someone objects
Object to considering some undiplomatic or improper matter	"I object to consideration of this question"	Yes	No	No	No	2/3
Take up matter previously tabled	"I move we take from the table..."	Yes	Yes	No	No	Majority
Reconsider something already disposed of	"I move we now (or later) reconsider our action relative to..."	Yes	Yes	Only if original motion was debatable	No	Majority
Consider something out of its scheduled order	"I move we suspend the rules and consider..."	No	Yes	No	No	2/3
Vote on a ruling by the Chair	"I appeal the Chair's decision"	Yes	Yes	Yes	No	Majority

The motions, points and proposals listed above have no established order of preference; any of them may be introduced at any time except when meeting is considering one of the top three matters listed from the first chart (Motion to Adjourn, Recess or Point of Privilege).

PROCEDURE FOR HANDLING A MAIN MOTION

NOTE: Nothing goes to discussion without a motion being on the floor.

Obtaining and assigning the floor

A member raises hand when no one else has the floor

- The chair recognizes the member by name

How the Motion is Brought Before the Assembly

- The member makes the motion: *I move that (or "to") ...* and resumes his seat.
- Another member seconds the motion: *I second the motion* or *I second it* or *second*.
- The chair states the motion: *It is moved and seconded that ... Are you ready for the question?*

Consideration of the Motion

1. Members can debate the motion.
2. Before speaking in debate, members obtain the floor.
3. The maker of the motion has first right to the floor if he claims it properly
4. Debate must be confined to the merits of the motion.
5. Debate can be closed only by order of the assembly (2/3 vote) or by the chair if no one seeks the floor for further debate.

The chair puts the motion to a vote

1. The chair asks: *Are you ready for the question?* If no one rises to claim the floor, the chair proceeds to take the vote.
2. The chair says: *The question is on the adoption of the motion that ... As many as are in favor, say 'Aye'.* (Pause for response.) *Those opposed, say 'Nay'.* (Pause for response.) *Those abstained please say 'Aye'.*

The chair announces the result of the vote.

1. *The ayes have it, the motion carries, and ...* (indicating the effect of the vote) or
2. *The nays have it and the motion fails*

WHEN DEBATING YOUR MOTIONS

1. Listen to the other side
2. Focus on issues, not personalities
3. Avoid questioning motives
4. Be polite

HOW TO ACCOMPLISH WHAT YOU WANT TO DO IN MEETINGS

MAIN MOTION

You want to propose a new idea or action for the group.

- After recognition, make a main motion.
- Member: "Madame Chairman, I move that _____."

AMENDING A MOTION

You want to change some of the wording that is being discussed.

- After recognition, "Madame Chairman, I move that the motion be amended by adding the following words _____."
- After recognition, "Madame Chairman, I move that the motion be amended by striking out the following words _____."
- After recognition, "Madame Chairman, I move that the motion be amended by striking out the following words, _____, and adding in their place the following words _____."

REFER TO A COMMITTEE

You feel that an idea or proposal being discussed needs more study and investigation.

- After recognition, "Madame Chairman, I move that the question be referred to a committee made up of members Smith, Jones and Brown."

POSTPONE DEFINITELY

You want the membership to have more time to consider the question under discussion and you want to postpone it to a definite time or day, and have it come up for further consideration.

- After recognition, "Madame Chairman, I move to postpone the question until _____."

PREVIOUS QUESTION

You think discussion has gone on for too long and you want to stop discussion and vote.

- After recognition, "Madam President, I move the previous question."

LIMIT DEBATE

You think discussion is getting long, but you want to give a reasonable length of time for consideration of the question.

- After recognition, "Madam President, I move to limit discussion to two minutes per speaker."

POSTPONE INDEFINITELY

You want to kill a motion that is being discussed.

- After recognition, "Madam Moderator, I move to postpone the question indefinitely."

POSTPONE INDEFINITELY

You are against a motion just proposed and want to learn who is for and who is against the motion.

- After recognition, "Madame President, I move to postpone the motion indefinitely."

RECESS

You want to take a break for a while.

- After recognition, "Madame Moderator, I move to recess for ten minutes."

ADJOURNMENT

You want the meeting to end.

- After recognition, "Madame Chairman, I move to adjourn."

PERMISSION TO WITHDRAW A MOTION

You have made a motion and after discussion, are sorry you made it.

- After recognition, "Madam President, I ask permission to withdraw my motion."

CALL FOR ORDERS OF THE DAY

At the beginning of the meeting, the agenda was adopted. The chairman is not following the order of the approved agenda.

- Without recognition, "Call for orders of the day."

SUSPENDING THE RULES

The agenda has been approved and as the meeting progressed, it became obvious that an item you are interested in will not come up before adjournment.

- After recognition, "Madam Chairman, I move to suspend the rules and move item 5 to position 2."

POINT OF PERSONAL PRIVILEGE

The noise outside the meeting has become so great that you are having trouble hearing.

- Without recognition, "Point of personal privilege."
- Chairman: "State your point."
- Member: "There is too much noise, I can't hear."

COMMITTEE OF THE WHOLE

You are going to propose a question that is likely to be controversial and you feel that some of the members will try to kill it by various maneuvers. Also you want to keep out visitors and the press.

- After recognition, "Madame Chairman, I move that we go into a committee of the whole."

POINT OF ORDER

It is obvious that the meeting is not following proper rules.

- Without recognition, "I rise to a point of order," or "Point of order."

POINT OF INFORMATION

You are wondering about some of the facts under discussion, such as the balance in the treasury when expenditures are being discussed.

- Without recognition, "Point of information."

POINT OF PARLIAMENTARY INQUIRY

You are confused about some of the parliamentary rules.

- Without recognition, "Point of parliamentary inquiry."

APPEAL FROM THE DECISION OF THE CHAIR

Without recognition, "I appeal from the decision of the chair."

Rule Classification and Requirements

Class of Rule	Requirements to Adopt	Requirements to Suspend
Charter	Adopted by majority vote or as proved by law or governing authority	Cannot be suspended
Bylaws	Adopted by membership	Cannot be suspended
Special Rules of Order	Previous notice & 2/3 vote, or a majority of entire membership	2/3 Vote
Standing Rules	Majority vote	Can be suspended for session by majority vote during a meeting
Modified Roberts Rules of Order	Adopted in bylaws	2/3 vote

House Bill No. 619

An act relating to the Ocean Highway and Port Authority, Nassau County; codifying, reenacting, amending, and repealing special acts of the Ocean Highway and Port Authority; providing for its membership, terms of office, officers, quorum, and meetings; defining the powers and duties of the authority; providing for compensation of authority members; authorizing the issuance of bonds and other instruments of indebtedness; providing for road and other projects; repealing chapters 21418 (1941), 24733 (1947), 26048 (1949), 27763 (1951), 30290 (1955), 67-1737, 67-1739, 67-1748, 69-1328, 83-471, 83-474, 84-486, 86-371, 87-439, and 91-347, Laws of Florida; providing an effective date.

Be It Enacted by the Legislature of the State of Florida:

Section 1. Pursuant to section 189.429, Florida Statutes, this act constitutes the codification of all special acts relating to the Ocean Highway and Port Authority. It is the intent of the Legislature in enacting this law to provide a single, comprehensive special act charter for the district, including all current legislative authority granted to the district by its several legislative enactments and any additional authority granted by this act.

Section 2. Chapters 21418 (1941), 24733 (1947), 26048 (1949), 27763 (1951), 30290 (1955), 67-1737, 67-1739, 67-1748, 69-1328, 83-471, 83-474, 84-486, 86-371, 87-439, and 91-347, Laws of Florida, are codified, reenacted, amended, and repealed as herein provided.

Section 3. The Ocean Highway and Port Authority is reenacted, and the charter for the district is re-created and reenacted to read:

Section 1. Popular name; status.—This act may be cited as the Charter of the Ocean Highway and Port Authority.

Section 2. Definitions.—As used in this act:

(1) “Authority” means the Ocean Highway and Port Authority created in section 3 of this act.

(2) “Board” means the board created in section 3 of this act.

Section 3. Authority created; election of board; terms; vacancies; officers.—There is hereby created in the County of Nassau a port authority to be known as “Ocean Highway and Port Authority,” an independent special district, to be governed by a board of port commissioners consisting of five members serving staggered terms of 4 years each. There shall be five port commissioners’ districts, which shall be numbered one through five, inclusive, and shall be congruent with the Nassau County county commissioners’ districts. The port commissioners’ districts shall be numbered in such a fashion that port commissioner district one shall include the same geographical area as Nassau County county commissioners’ district number one, port

commissioner district two shall include the same geographical area as Nassau County county commissioners' district number two, port commissioner district three shall include the same geographical area as Nassau County county commissioners' district number three, port commissioner district four shall include the same geographical area as Nassau County county commissioners' district number four, and port commissioner district five shall include the same geographical area as Nassau County county commissioners' district number five. There shall be one port commissioner for each of such port commissioners' districts, who shall reside in each district and who shall be elected by the qualified electors of Nassau County. At each general election, successors to the members of the board whose terms are about to expire shall be elected for terms of 4 years each. Vacancies on the board resulting from resignation, death, removal, or otherwise shall be filled by appointment by the board, the appointee to hold office until the next following general election, when such vacancy shall be filled for the unexpired term by election in the manner herein prescribed. The members of the board shall qualify by taking an oath of office on the second Tuesday following their election in the manner required by county officers. The board shall reorganize by selection of one of its members to act as chair and one of its members to act as vice chair and shall also appoint a secretary and a treasurer, but the same member may be designated to act as secretary and treasurer. The treasurer shall give bond, the amount, terms, and conditions of which shall be fixed and may be revised from time to time by the board.

Section 4. Adoption of rules and bylaws; quorum; funds of authority; withdrawal; investment.—The board may make and adopt such rules, bylaws, and regulations for its own guidance and for the conduct of its affairs as it may deem necessary and expedient. A majority of the members of the board in office shall constitute a quorum and any motion or resolution of the board shall be effective upon approval by a majority vote of the members present at the meeting at which such motion or resolution is presented. The board shall have the exclusive control of the revenues derived from the public works, improvements, and facilities acquired, constructed, or owned and operated by the port authority, and of the expenditure thereof, and shall designate a bank or banks in which such revenues or other funds of the authority shall be deposited and the manner of withdrawing the same by warrants, checks, or vouchers. The board may cause the available funds of the authority to be invested in real estate mortgages and bonds and may sell such investments when deemed advisable.

Section 5. Salaries of commissioners, port director, agents, and employees; retirement plan; health insurance plan.—Each member of the board shall receive a salary not to exceed \$24,000 per annum as may be fixed from time to time by the board. The board may employ a port director, who shall be the administrative officer of the port authority and shall perform such duties as the board may determine. The compensation of the port director shall be fixed by the board and shall be paid from the revenues of the port authority. The board may appoint such other agents and employees as may be necessary and fix their compensation, which shall be paid from the revenues of the port authority. The board may institute an actuarially sound retirement plan. The board may also establish a health insurance plan for

those members who choose to participate. These plans shall be funded from the revenues of the port authority.

Section 6. Corporate powers; vesting of state lands in authority.—The authority shall constitute a body politic and corporate and a political subdivision of the state having the corporate title of “Ocean Highway and Port Authority”; it may adopt and use a corporate seal and alter the same; it may contract and be contracted with; and it may sue and be sued in its corporate name and may plead and be impleaded in all of the courts of the state and the courts of the United States having jurisdiction over it.

Section 7. Specific powers.—The authority shall have the following powers, in addition to all other powers conferred by this act:

(1) To acquire by grant, purchase, gift, condemnation, exchange, or otherwise all property, real or personal, or any estate, right, or interest therein, which by resolution of its board shall be determined to be necessary for the purposes of the authority, and to improve, maintain, sell, lease, convey, exchange, or otherwise dispose of the same or any part thereof, or any interest or estate therein, upon such terms and conditions as the authority shall by resolution determine. The power of condemnation provided above may be exercised by the authority directly, as an agency of the County of Nassau, or may be exercised by the County of Nassau, for and on behalf of the authority. Such power of condemnation shall be exercised and carried out in the manner provided by the general laws of the state.

(2) To lay out, construct, condemn, purchase, own, acquire, add to, extend, enlarge, maintain, conduct, operate, build, equip, manage, furnish, replace, enlarge, improve, lease, sell, regulate, finance, control, repair, and establish office and administrative buildings to be used and occupied in whole or in part by the authority, wharves, docks, slips, channels, jetties, piers, quays, terminals, sidings, shipyards, marine railways, terminal facilities, harbors, ports, waterways, moles, canals, cold storage plants, terminal icing plants, refrigerating plants, precooling plants, locks, tidal basins, trainways, cableways, anchorage areas, depots, warehouses, industrial parks, industrial and manufacturing plants, commercial, business, residential, mercantile, and other related projects, motels, conveyors, appliances for economical handling, storage, and transportation of freight and the handling of passenger traffic, and all other harbor improvements and facilities which by resolution the board of commissioners may determine to be necessary; and to perform all customary services, including the handling, weighing, measuring, regulation, control, inspection, and reconditioning of all commodities and cargoes received or shipped through any port or harbor within the jurisdiction of the authority.

(3) Subject to the jurisdiction of the United States of America and the state, to improve and develop Fernandina Harbor and all navigable and nonnavigable waters within the County of Nassau; to create and improve for harbor purposes any waterways within or adjacent to the county; to regulate and control all such waters and all natural or artificial waterways within the county; to straighten, widen, deepen, and otherwise improve any and all waters, watercourses, inlets, bays, lakes, or streams, whether navigable or

not, located within the county; to construct inlets and turning basins and to dredge and deepen any natural or artificial waterways within the county; to apply for permission from the Government of the United States of America to create, improve, regulate, and control all such waters and natural and artificial waterways within the county and to construct and maintain such canals, slips, turning basins, and channels upon such terms and conditions as may be required by the United States of America; and to enact, adopt, and establish, by resolution, rules and regulations for the complete exercise of jurisdiction and control over all waters and any port within the jurisdiction of the authority.

(4) To make any and all applications required by the Treasury Department and other departments or agencies of the United States Government as a condition precedent to the establishment within the County of Nassau of a free port or area for the reception from foreign countries of articles of commerce and the handling, processing, and delivery thereof into foreign commerce free from the payment of customs duties and to enter into any agreements and payments required by such departments or agencies in connection therewith and to make like applications, agreements, and payments with respect to the establishment within the county of one or more bonded warehouses.

(5) To fix rates of wharfage, dockage, warehousing, storage, and port and terminal charges and rates and charges for the use of all improvements, port, or harbor facilities located within the county and owned or operated by the authority.

(6) To lay out, construct, condemn, purchase, own, acquire, add to, maintain, conduct, operate, build, equip, manage, replace, enlarge, improve, regulate, control, repair, and establish roads, ferries, either separately or as parts of roads, streets, alleys, parks, boulevards, viaducts, tunnels, causeways, bridges, and other transportation facilities within Nassau County, extending beyond Nassau County, or extending to or into the State of Georgia and may avail of any applicable federal law with respect to any such roads, ferries, streets, alleys, parks, boulevards, viaducts, tunnels, causeways, bridges, and other transportation facilities in the construction and operation thereof and the charging of tolls and fees for the services and facilities thereof; to lay out, construct, condemn, purchase, own, acquire, add to, maintain, conduct, operate, build, equip, manage, replace, enlarge, improve, regulate, control, repair, and establish hotels, radio stations, and any and all recreational facilities, including yacht basins, docks, piers, wharves, fishing piers, public beaches, beach casinos, cabanas, pavilions, entertainment and eating places, swimming pools, bath houses, stadiums, athletic fields, parks, concert halls, auditoriums, golf courses, playgrounds, parking lots, gardens, conservatories, and all necessary or convenient appurtenances to any or all of same; and to lay out, construct, condemn, purchase, own, acquire, add to, maintain, conduct, operate, build, equip, manage, extend, replace, enlarge, improve, regulate, control, repair, and establish any works or property, real or personal, for supplying public utility services, including electricity, gas, water, sewer, and local transportation within and without Nassau County or in Baker County or Duval County, and to use the streets, roads, avenues, and other public places in connection therewith, provided

that no such utility properties shall be acquired, constructed, owned, operated, or maintained by such port authority within the limits of any incorporated city or town unless and until the governing body of such city or town shall have by appropriate ordinance consented thereto. The authority is hereby authorized and empowered to establish, charge, and collect necessary and reasonable fees, admissions, tolls, rates, rentals, and charges for any or all of the services or facilities of any works, undertakings, or properties. The authority is authorized to finance the cost of any such project, in whole or in part, from the proceeds of revenue obligations issued pursuant to this act.

(7) The authority shall constitute a "state public body" within the meaning and application of the Housing Cooperation Law, as now contained under chapter 422, Florida Statutes, or as the Housing Cooperation Law may hereafter be amended or revised, and the authority, in its corporate name, is hereby authorized and empowered to perform and carry out all of the duties, functions, and purposes of the Housing Cooperation Law as now provided or as may hereafter be amended.

(8) To exercise such police powers as may be necessary for the effective control, regulation, and protection of the improvements, works, and facilities and for the effective exercise of its jurisdiction over the improvements and facilities. The terms "improvements," "works," "projects," "undertakings," "services," and "facilities," wherever used in this act, shall be deemed to include any one or more of the objects or purposes concerning which power is granted by this section to the authority.

(9) To borrow money on the anticipated receipt of funds from any source and in evidence thereof issue notes, warrants, or debentures bearing interest at a rate not exceeding the maximum rate authorized by law and maturing not more than 5 years from date of issue, subject, however, to any limitation and restrictions on the issuance thereof which may be contained in the proceedings under which any bonds, certificates, or other obligations are authorized to be issued under this act.

Section 8. Purposes.—The purposes for which the authority is by this act created and which it is authorized to carry out are hereby declared to be public purposes of benefit to the citizens of the County of Nassau and the state.

Section 9. Transactions authorized with public entities and agencies.—The authority shall have power to apply for and to accept grants or loans from or to enter into any contracts or agreements deemed advisable with the United States of America or any agency or instrumentality thereof, the State of Florida or any agency or instrumentality thereof, the State of Georgia or any agency or instrumentality thereof, or any other political subdivision, public body, or agency concerning any of the powers conferred in this act and to comply with any conditions or restrictions imposed in connection with such grants or loans or covenants in connection therewith and further to enter into covenants and agreements with the holders of any bonds, certificates, or obligations issued by the authority concerning the use and disposition of any grants or loans received by it from any such parties.

Section 10. Tax exemption.—All revenues and income derived from the services and facilities of the authority shall be exempt from all taxation by the state or by any county, municipality, or political subdivision thereof. Bonds, certificates, or other obligations issued pursuant to this act shall, together with the income thereon, be exempt from all taxation by the state or any county, municipality, or other political subdivision thereof. Notwithstanding the foregoing, the exemption granted by this section shall not be applicable to any tax imposed by chapter 220, Florida Statutes, on interest, income, or profits on debt obligations owned by corporations.

Section 11. Eminent domain.—In order to carry out any of the purposes provided in this act, the authority shall have power to acquire by condemnation any properties necessary therefor either directly, as an agency of the County of Nassau, or through the County of Nassau, acting for and on behalf of the Ocean Highway and Port Authority. All property so acquired by condemnation as provided herein shall be acquired in the manner provided for the exercise of eminent domain by the general laws of the state.

Section 12. Control or jurisdiction over authority.—It shall not be necessary for the authority to obtain any certificate of convenience or necessity, franchise, license, permit, or other authorization thereof from any county, municipality, or political subdivision of the state, and this act shall be full and complete authority for the powers granted in this act. The rates, rentals, tolls, and other revenues and income of the authority and its contracts, agreements, and acts shall not be subject to regulation by the state or any board, body, agency, or political subdivision thereof.

Section 13. Use of state rights-of-way, easements, lands under water, etc.—Subject to the consent of the state or the appropriate political subdivision, the authority shall be authorized to use any right-of-way, easement, lands under water, or other similar property right necessary, convenient, or desirable in connection with the construction, acquisition, improvement, operation, or maintenance of such works or undertakings held by the state or any political subdivision thereof, and the state hereby consents to such use whenever necessary to carry out the powers provided in this act.

Section 14. Acquisition of property in State of Georgia.—The authority shall be authorized to acquire any lands, buildings, or properties, real or personal, located within the State of Georgia as shall be necessary or convenient or desirable in connection with the construction, acquisition, or improvement of any of such works or undertakings located in part within the State of Georgia and to exercise generally such powers and rights with respect to any of such properties, works, or undertakings located within the State of Georgia as shall be agreed upon between the authority and the State of Georgia or the appropriate board, agency, or political subdivision thereof.

Section 15. Acts, contracts, agreements validated.—All contracts and agreements heretofore executed or entered into by the authority, and all proceedings or acts of the authority heretofore taken or had, prior to June 13, 1949 (the effective date of chapter 26048 (1949), Laws of Florida), be and the same are hereby in all respects ratified, confirmed, and validated as valid and legally binding contracts, agreements, proceedings, and acts of the authority.

Section 16. Issuance of bonds or certificates; conditions, terms, procedures.—

(1) The authority is hereby authorized to issue negotiable revenue bonds or negotiable revenue certificates to finance or refinance, in whole or in part, the cost of any of the works, undertakings, improvements, or facilities expressed in this act and to pledge to the payments of the bonds or certificates and the interest thereon all or any part of the revenues of any one or more of such works, undertakings, improvements, or facilities and, if authorized at an election in the manner required by the State Constitution, may mortgage or pledge any of its real estate, personal property, or franchises to secure the payment of the bonds or certificates issued for money borrowed to finance such works, undertakings, improvements, or facilities. The authority shall have power to make all contracts, execute all instruments, and do all things necessary or convenient in the exercise of the powers herein granted, or in the performance of its covenants and duties, or in order to secure the payment of such bonds or certificates, provided no encumbrance, mortgage, or pledge of property of the authority (unless authorized at an election as above provided) or of the County of Nassau or of any municipality or district therein is created hereby, and provided no debt on the credit of the state, of the County of Nassau, or of any municipality is incurred in any manner for any purpose. Such revenue bonds or certificates shall bear interest at such rate or rates, not exceeding the maximum rate authorized by law, payable semiannually, may bear such date or dates, may mature at such time or times, not exceeding 40 years from their respective dates, may be payable at such place or places, may contain such registration privileges, may be subject to such terms of redemption, may be executed in such manner, may contain such terms, covenants, and conditions, and may be in such form, either coupon or registered, as the resolution authorizing the issuance thereof may provide. Whenever the authority has issued its revenue bonds or certificates, the rates of fees, admissions, tolls, rentals, or other charges for any or all of the services or facilities of the works, undertakings, or properties shall be continuously fixed and collected so that the revenues therefrom after payment of all costs of maintenance, operation, and replacements will be sufficient to pay the interest on and meet the sinking fund charges and principal payments of such revenue bonds or certificates as the same become due. Such revenue bonds or certificates may be sold, all at one time or in blocks from time to time, at public or private sale, or if refunding revenue bonds or certificates may also be delivered in exchange for the outstanding obligations to be refunded thereby, in such manner as the authority shall determine, and at such price or prices not, however, less than 95 percent of the par value thereof. Such revenue bonds or certificates, or any part thereof, may also be issued in payment for any improvements, works, projects, undertakings, or facilities for the account of which they have been authorized, at the price or prices provided above in this section, and upon such terms and conditions as the authority shall by resolution determine. Pending the preparation and execution of any such revenue bonds or certificates, temporary or interim bonds or certificates may be issued with or without interest coupons as may be provided in the resolution authorizing the issuance thereof. Notwithstanding the form or tenor thereof and in the absence of any express recital on the face thereof that it is nonnegotiable,

each such revenue bond and certificate shall be a negotiable instrument within the meaning and application of the laws of Florida.

(2) The cost of any of the improvements, works, projects, undertakings, or facilities provided for in this act shall be deemed to include, without being limited to, engineering, architectural, and legal expenses; interest on bonds or certificates prior to, during, and until 6 months after the completion of the construction of such improvements, works, projects, undertakings, or facilities; the amounts deemed necessary and advisable for the first two principal maturities of bonds or certificates, or part thereof, or as an initial reserve fund for debt services on such bonds or certificates; the fees of fiscal, financial, and legal advisers or other experts which the authority is hereby authorized to employ; a reasonable amount of working funds; and such other costs and expenses as are necessary in connection with the construction and establishment of such improvements, works, projects, undertakings, or facilities and the financing thereof authorized by this act.

Section 17. Elections authorizing.—Any election required by this act to be held to authorize the borrowing of money or the issuance of bonds or certificates secured in whole or in part by a mortgage, pledge, or other encumbrance of or upon property owned, held, or controlled by the authority shall be called by resolution of the board and the board shall canvass the returns and declare the result. In other respects, such election shall be held and conducted in the manner provided by the general laws of Florida applicable to the holding and conducting of elections under the provisions of Section 12 of Article VII of the State Constitution.

Section 18. Validity of bonds preserved.—Revenue bonds or certificates issued under this act, and the coupons if any attached thereto, executed by the officers in office on the date of execution thereof shall be valid and binding notwithstanding that before the delivery thereof and payment therefor any or all of the persons whose signatures appear thereon shall have ceased to be officers of the authority. The validity of the revenue bonds or certificates shall not be dependent on or affected by the validity or legality of any proceedings relating to the acquisition, establishment, construction, or improvement of any of the works, undertakings, or facilities to finance which such bonds or certificates are issued. The resolution providing for the issuance of the revenue bonds or certificates may provide that they shall contain a recital to the effect that they are issued pursuant to this act, which recital shall be conclusive evidence of their validity. The authority to issue any bonds or certificates under the provisions of this act and the validity thereof may be determined in proceedings in the circuit court for the validation thereof in the manner provided by general law.

Section 19. Covenants and conditions of bonds or certificates.—

(1) Any resolution authorizing the issuance of bonds or certificates under this act, or a separate resolution, may contain covenants as to rates, fees, or charges to be made for the services, facilities, or commodities furnished or produced by any of the projects operated and maintained under the authority of this act; the use and disposition of the revenues thereof; the creation and maintenance of reserves of sinking funds and the regulation,

use, and disposition thereof; the purpose or purposes to which the proceeds of the sale of bonds or certificates may be applied and the use and disposition of such proceeds; events constituting default and the rights and liabilities arising thereon and the terms and conditions upon which the holders of bonds or certificates issued under this act may bring any suit or action thereon or on the coupons appurtenant thereto; the issuance of other or additional bonds or certificates payable from or constituting a charge against the revenues of any or all of such projects; the insurance to be carried upon such projects and the use and disposition of insurance moneys; books of account and the inspection and audit thereof; the terms and conditions upon which any and all of the revenue bonds or certificates shall become, or may be declared, due before maturity and as to the terms and conditions upon which any such declaration and its consequences may be waived; the rights, liabilities, powers, and duties arising upon the breach by the authority of any covenants, conditions, or obligations; the vesting in a trustee or trustees the right to enforce any covenant made to secure or to pay the bonds or certificates and relating to the powers and duties of such trustees and the limitations of liabilities thereof and as to the terms and conditions upon which the holders of the bonds or certificates or any specified portion or percentage of them may enforce any covenant made under this act or duties imposed hereby; procedure by which the terms of any resolution authorizing bonds or certificates or any other contract with holders thereof, including an indenture of trust or similar instrument, may be amended or abrogated and, as to the amount of bonds or certificates, the holders of which must consent thereto and the manner in which such consent may be given; the manner of collecting the rates, fees, or charges for the services, facilities, or commodities furnished or produced by any of the projects referred to in this act.

(2) Nothing in this section or in any other section of this act shall be deemed in any way to authorize the authority to do anything in any manner or for any purpose which would result in the creation or incurring of a debt or the issuance of any instrument which would constitute a bond or debt within the meaning of any provision, limitation, or restriction of the State Constitution relating to the creation or incurring of a debt or the issuance of bonds payable from taxes on property, except in the manner authorized by and subject to the provisions of the State Constitution.

Section 20. Security for revenue bonds.—Revenue bonds or certificates issued under this act, unless other provision for the security or payment thereof shall be approved by the qualified electors who are freeholders residing in Nassau County in the manner provided by the State Constitution, shall not be payable from, or charged upon, any funds other than the revenues pledged to the payment thereof, nor shall the County of Nassau or any political subdivision or taxing district therein be subject to any pecuniary liability thereon, and no holder or holders of such bonds or certificates shall ever have the right to compel any exercise of the taxing power of the County of Nassau or of any political subdivision or taxing district therein to pay any such bonds or certificates or the interest thereon or to enforce payment thereof against any property in the county, nor shall any such bond or certificate constitute a charge, lien, or encumbrance, legal or equitable, upon any property in the county. Each such bond or certificate which shall not have been authorized at an election as provided in section 17 shall recite in

substance that such bond or certificate, including interest thereon, is payable solely from the revenues pledged to the payment thereof and that the holder of the bond or certificate shall have no recourse to the power of taxation.

Section 21. Rights of bondholders.—

(1) Subject to any contractual limitation binding upon the holders of any issue of bonds or certificates or upon the trustee therefor, any holder of bonds or certificates or trustee therefor shall have the right and power, for the equal benefit and protection of all holders of bonds or certificates similarly situated:

(a) By mandamus or other suit, action, or proceeding at law or in equity to enforce his or her rights against the authority and any of its officers, agents, and employees and to require and compel the authority or such officers, agents, or employees to perform and carry out its and their duties and obligations under this act and its and their covenants and agreements with holders of such bonds or certificates.

(b) By action or suit in equity to require the authority and the board to account as if they were the trustee of an express trust.

(c) By any action or suit in equity to enjoin any acts or things which may be unlawful or in violation of the rights of the holders of the bonds or certificates.

(d) To bring suit upon the bonds or certificates or the interest coupons appurtenant thereto, subject to the provisions of this act.

(2) No right or remedy conferred by this act upon any holder of bonds or certificates, or upon any trustee therefor, is intended to be exclusive of any other right or remedy, but each such right or remedy is cumulative and in addition to every other right or remedy and may be exercised without exhausting and without regard to any other remedy conferred by this act or by any other law.

Section 22. Bonds of authority constitute legal securities.—Notwithstanding any provisions of any other law or laws to the contrary, all bonds, certificates, or other obligations issued pursuant to this act shall constitute legal investments for savings banks, banks, trust companies, executors, administrators, trustees, guardians, and other fiduciaries and for any board, body, or instrumentality of the State of Florida, or of any county, municipality, or other political subdivision thereof, and all bonds, certificates, or other obligations issued pursuant to this act shall be and constitute securities which may be deposited as security for deposits of state and municipal funds.

Section 23. Receivership of authority.—The authority may covenant in the proceedings authorizing any bonds, certificates, or other obligations pursuant to this act that in the event of a default in the payment of the principal of or interest thereon or in the performance of any obligations or duties imposed upon the authority by this act or by any covenant or agree-

ment entered into with the holders of any bonds, certificates, or other obligations that any holder or holders thereof (unless the proceedings authorizing the issuance of such bonds, certificates, or other obligations shall limit the right to the appointment of a receiver to a specified number or percentage of such holders), either acting for himself, herself, or themselves alone or also acting for all other holders of such bonds, certificates, or other obligations, shall be entitled as of right to the appointment of a receiver of the property and facilities of the authority financed by the issuance of such bonds, certificates, or other obligations. Jurisdiction is hereby conferred upon the Circuit Courts of the State of Florida in any action brought for the appointment of a receiver, and such receiver is hereby authorized upon his or her appointment to take over the operation, management, and control of such properties and facilities and to collect the income and revenues therefrom to the same extent and in the same manner as the authority is authorized to do. Such receiver shall so operate, manage, and control such properties or facilities under the supervision and direction of the court, and such operation, management, and control shall be in the name of the authority and shall be so managed, operated, and controlled by such court and its receivers for the joint protection and benefit of such authority and the holders of such bonds, certificates, or other obligations. The fees or other expenses of such receiver and of the person or persons making application for the appointment thereof, subject to court approval, shall be a first lien on the revenues and income of such properties and facilities as long as they are in the control of such receiver, and the remainder of such revenues and income shall be applied in conformity, as nearly as may be, with the provisions of the proceedings authorizing the issuance of such revenue bonds, certificates, or other obligations. When all defaults of the authority shall have been cured and made good, such receivership shall be terminated by the court appointing such receiver.

Section 24. Refunding bonds.—The authority may at any time issue refunding bonds, certificates, or obligations under the provisions of this act to pay, fund, or refund maturing obligations, or obligations redeemable prior to maturity, or obligations not matured when the holders thereof consent to such refunding. All of the applicable provisions of this act shall apply to such refunding bonds, and the authority may further by resolution confer upon the holders of such refunding bonds, certificates, or other obligations all rights, powers, and remedies to which the holders would be entitled if they were the owners and had possession of the original bonds, certificates, or other obligations being refunded, including, but not being limited to, the preservation of the lien of such original bonds, certificates, or other obligations on the properties, revenues, and income of the authority without extinguishment, impairment, or diminution thereof. In the event the authority exercises the powers conferred by this section, each refunding bond, certificate, or other obligation shall contain a recital to the effect that the holder thereof has been granted the additional security provided for in this section and each bond, certificate, or other obligation refinanced by such refunding bonds, certificates, or other obligations shall be kept intact and shall not be canceled or destroyed until such refunding bonds, certificates, or other obligations, and the interest thereon, have been finally paid and discharged, and each shall be stamped with a legend to the effect that such bond, certificate, or other obligation has been refinanced pursuant to this act.

Section 25. State covenants with debtors.—The State of Florida hereby covenants with the holders of any bonds, certificates, or other obligations issued pursuant to this act, and the interest coupons appertaining thereto, that it will not in any manner limit or alter the power and obligation vested by this act in the authority to fix, establish, and collect, in the manner provided in this act, such fees, tolls, rentals, or other charges for the facilities and services of the works and undertakings authorized by this act, as will always be sufficient to pay the expenses of operation, maintenance, and repair of such works or undertakings, the principal of and interest on all bonds, certificates, or other obligations issued to finance such works or undertakings, including reserves therefor, and to comply fully with and fulfill the terms of all agreements and covenants made by the authority with the holders of such bonds, certificates, or other obligations until all such bonds, certificates, or other obligations, together with all interest accrued or to accrue thereon, are fully paid and discharged or adequate provision made for the payment and discharge thereof.

Section 26. Paper mill; acquisition and construction.—It is hereby found, determined, and declared that:

(1) The continued development of commerce and industry in economic stability and promotion of the general welfare of Nassau County is a joint responsibility of the state, Nassau County, the authority, and other political subdivisions located within such county.

(2) The acquisition, extension, expansion, enlargement, construction, and equipping by the authority of a pulp and paper mill and related facilities to be leased for operation to a private corporation are in part a discharge of such responsibility and constitute a public purpose for the financing of which revenue obligations of the port authority may be issued.

Section 27. Authorization.—The authority is authorized to acquire, construct, extend, expand, enlarge and equip a pulp and paper mill and related facilities, including, but not limited to, buildings, site improvements, fixtures, machinery and equipment.

Section 28. Authority to lease.—The authority is authorized to lease for operation such pulp and paper mill and related facilities for a term not exceeding 40 years to a private corporation.

Section 29. Issuance of revenue bonds; authorization.—The authority is authorized to provide by resolution at one time or from time to time for the issuance of revenue bonds of the port authority for the purpose of paying all or a part of the cost of such pulp and paper mill and related facilities, as authorized in section 27. The principal of and interest on such bonds shall be payable from the rentals received by the port authority pursuant to lease agreements entered into between the port authority and such private corporation pursuant to the authority granted under section 28 and from such funds legally available for such purpose. The provisions of this act not found in this section, except insofar as the same are inconsistent with provisions of this act, shall apply in all respects to the authorization, issuance, sale, and delivery of the revenue bonds herein authorized.

Section 30. Oil refinery; acquisition and construction.—It is determined and declared that:

(1) The continued development of commerce in economic stability and promotion of the general welfare of Nassau County is a joint responsibility of the state, Nassau County, the authority, and other political subdivisions located within such county.

(2) The acquisition, construction, and equipping by the authority of an oil refinery and related facilities to be leased for operation to a private corporation are in part a discharge of such responsibility and constitute a public purpose for the financing of which revenue obligations of the port authority may be issued.

Section 31. Authorization.—The authority is authorized to acquire, construct, and equip an oil refinery and related facilities, including, but not limited to, buildings, site improvements, fixtures, machinery, and equipment.

Section 32. Lease authorized.—The authority is authorized to lease for operation such oil refinery and related facilities for a term not exceeding 40 years to a private corporation.

Section 33. Issuance of revenue bonds.—The authority is authorized to provide by resolution at one time or from time to time for the issuance of revenue bonds of the authority for the purpose of paying all or a part of the cost of such oil refinery and related facilities, as hereinabove more particularly described. The principal of and interest on such bonds shall be payable from the rentals received by the port authority pursuant to lease agreements entered into between the port authority and such private corporation pursuant to the authority granted under this section and from such other funds legally available for such purpose. The provisions of this act, except insofar as the same are inconsistent with the provisions of this section, shall apply in all respects to the authorization, issuance, sale, and delivery of the revenue bonds herein authorized.

Section 34. Toll road; authority to construct.—The authority shall have power to construct a toll road from a point or points in the City of Fernandina Beach, Nassau County, as the southeastern terminus and from a point or points within 1 mile northerly of the intersection of U.S. Highway Number 17 and State Highway Number 200 at Yulee, Nassau County, as the southwestern terminus, which southwestern terminus shall not cross over, under, or extend westerly of U.S. Highway Number 17, to a point or points in the vicinity of Brunswick, Georgia, as its northerly terminus, or any part or parts thereof.

Section 35. Sale of bonds authorized.—Such toll road referred to in section 34, or any part or parts thereof, may be constructed and financed by the Ocean Highway and Port Authority in the manner provided in this act, and other statutes relating to the authority. It is the express intention of this section that the authority may construct and finance the toll road in its entirety at the general locations referred to in section 34, or any part or parts thereof, either at one time or separately from time to time, and that the exact

locations of the routes and termini of the toll road, or any part or parts thereof, shall be determined in the administrative discretion of the authority, and that such determination of such exact routes and termini shall not be required prior to the authorization, validation, or sale of any bonds or other obligations issued by the authority to finance the toll road, or any part or parts thereof.

Section 36. Lease-purchase agreements; generally.—The authority shall have power, in addition to all other powers of the authority under any other law or laws, to construct, acquire, improve, operate, and maintain revenue-producing projects located partly within the State of Florida and partly within the State of Georgia. The term “revenue-producing projects” as used in this article shall mean toll roads, bridges and approaches thereto, ferries, causeways, or any other revenue-producing projects which the authority is authorized by any law or laws, including this act, to construct or acquire, which are located partly within the State of Florida and partly within the State of Georgia. In order to finance the construction, acquisition, or improvement of the revenue-producing projects located partly within the State of Florida and partly within the State of Georgia, the authority shall have power to issue its revenue bonds or other obligations in the manner provided in this act; and any such revenue bonds or other obligations issued for the purposes provided in this act may contain all of the conditions and terms provided for in the statutes referred to or in any other law or laws applicable to the authority.

Section 37. Lease-purchase agreements; authorized with States of Florida and Georgia.—The authority is hereby authorized to enter into lease-purchase agreements or other agreements with the Florida Department of Transportation relating to any part or parts of such revenue-producing projects located within the State of Florida, and into lease-purchase agreements or other agreements with the state highway department of Georgia, or any other agency, board, or instrumentality of the State of Georgia, relating to any part or parts of such revenue-producing projects located within the State of Georgia. The lease-purchase agreements or other agreements shall be in such form, shall be for such periods of time, and shall contain such other terms and provisions as shall be agreed upon among the authority, the Florida Department of Transportation, and the state highway department of Georgia, or any other agency, board, or instrumentality of the State of Georgia.

Section 38. Florida Department of Transportation authorized to contract by lease-purchase.—The Florida Department of Transportation is hereby authorized to enter into lease-purchase agreements or other agreements with the authority relating to any part or parts of such revenue-producing projects located within the State of Florida and is further authorized, as part of the consideration (for such lease-purchase agreements or other agreements), to covenant and agree with the authority to pay all the cost of operation, maintenance, and repair of the part or parts of the revenue-producing projects located within the State of Florida, during the term of such lease-purchase agreements or other agreements.

Section 39. Legality of lease-purchase agreements, bonds, and other agreements; received; rights of bondholders.—

(1) Any lease-purchase agreement or other agreement entered into between the authority and the Florida Department of Transportation relating to any part or parts of such revenue-producing projects located within the State of Florida pursuant to this act shall not be subject to the provisions of any other law or laws, general or special, of the State of Florida relating to lease-purchase agreements, and the authority and the Florida Department of Transportation may, in the lease-purchase agreements or other agreements, enter into such terms and conditions relative to the operation, control, and management of such revenue-producing projects located partly within the State of Florida and partly within the State of Georgia as shall be deemed advisable and necessary, including the payment of all rentals or other payments due under such lease-purchase agreements or other agreements to a bank or trust company as trustee. The authority and the Florida Department of Transportation may further enter into covenants and agreements in the lease-purchase agreements or other agreements in order to better secure the holders of any revenue bonds issued by the authority and to obtain greater marketability of the revenue bonds, relating to the following matters:

(a) The deposit with a bank or trust company, as trustee, of the proceeds of bonds issued by the authority to finance the acquisition, construction, or improvement of the revenue-producing projects.

(b) The maintenance of fees, tolls, rentals, or other charges for the use of the services and facilities of the revenue-producing projects.

(c) The pledging to the holders of revenue bonds or other obligations issued pursuant to this act of all or any part of the fees, tolls, rentals, or other charges derived from the operation of the revenue-producing projects.

(d) The deposit with a bank or trust company, as trustee, of all or any part of the fees, tolls, rentals, or other charges derived from the operation of such revenue-producing projects, and the use and application thereof.

(e) The rank and priority between any revenue bonds or other obligations issued by the authority for the construction, acquisition, or improvement of the revenue-producing projects.

(f) The payment of all or any part of the cost of operation, maintenance, and repair of the revenue-producing projects.

(g) Covenants or agreements with the state highway department of the State of Georgia, or any other agency, board, or instrumentality of the State of Georgia, relating to such revenue-producing projects which are authorized by this section or any other law or laws of the State of Florida or the State of Georgia.

(h) The appointment of a receiver for the revenue-producing projects and the manner and terms of appointment thereof and the rights of the holders of revenue bonds or other obligations issued under the provisions of this section relative thereto.

(i) Any other covenants, terms, and conditions which in the opinion of the authority are necessary or advisable.

(2) All such covenants and agreements of the Florida Department of Transportation and the authority shall be and constitute valid and legally binding obligations of the authority and the Florida Department of Transportation and shall be fully enforceable by the holders of any of the revenue bonds or other obligations, or the interest coupons appertaining thereto, in any court of competent jurisdiction in the state.

Section 40. Other projects not to affect undertakings under this act.—The provisions of this act shall not in any manner affect any lease-purchase agreements entered into between the authority and the Florida Department of Transportation relative to any projects which are located wholly within the state, and the general laws of the state or any other special acts applicable thereto shall remain in full force and effect for any such projects located wholly within the state. It is the express intention of this act, however, that no other general or special law of the state relative to lease-purchase agreements shall have any application to revenue-producing projects located partly within the state and partly within the State of Georgia which are financed by the authority under the provisions of this act.

Section 4. Chapters 21418 (1941), 24733 (1947), 26048 (1949), 27763 (1951), 30290 (1955), 67-1737, 67-1739, 67-1748, 69-1328, 83-471, 83-474, 84-486, 86-371, 87-439, and 91-347, Laws of Florida, are repealed.

Section 5. This act shall take effect upon becoming a law.

Approved by the Governor June 17, 2005.

Filed in Office Secretary of State June 17, 2005.

RESOLUTION NUMBER 2015-3

**A RESOLUTION OF THE OCEAN HIGHWAY
AND PORT AUTHORITY OF NASSAU COUNTY,
FLORIDA, ESTABLISHING CIVILITY AS THE
STANDARD FOR ALL PUBLIC DISCOURSE
AND PUBLIC MEETINGS; DECLARING THE
YEAR 2015 AS "THE YEAR OF CIVILITY IN
PUBLIC DISCOURSE"; ESTABLISHING A
STANDARD AGENDA FOR THE CONDUCT OF
PUBLIC BUSINESS AT PUBLIC MEETINGS,
ADOPTING ROBERTS RULES OF ORDER AS
THE MINIMUM STANDARD FOR THE
CONDUCT OF PUBLIC MEETINGS, AND
HAVING AN EFFECTIVE DATE:**

WHEREAS: The Ocean, Highway, and Port Authority [AUTHORITY] is an independent, special district of the State of Florida, created and chartered under the laws of the State of Florida at Chapter 2005-293, as authorized by F.S. Ch. 189; and

WHEREAS: The obligation of AUTHORITY is to provide a forum and format for the orderly conduct of the public's business, with full, complete, and timely access of the public for input; and

WHEREAS: Freedom of Speech, Protection of Individual Rights, and Respect for Civil Law are the cornerstones of our system of representative government; and

WHEREAS: Disagreement does not require acrimony and discord; nor should civility and mutual respect be sacrificed on the alter of competing views or opposite interests. In the interest of sound policy and reflective deliberation, we are admonished to:

A. Listen with open ears, open hearts, and open minds to the voices of others;

B Speak with civility, courtesy, and respect for all who hear our words, especially those with whom we disagree; and

C. Whenever possible, to provide substantiating authority and a factual basis for the representations made on the topics which may be brought before the AUTHORITY; and

WHEREAS: In order to facilitate this process, it is appropriate that the AUTHORITY designate the year 2015 as the Year of Civility in Public Discourse, adopt a "standard" agenda for the conduct of business, and a standard rule of order for its meetings; and

WHEREAS, The AUTHORITY desires to establish such a written policy for all of its members and staff as well as those who come before the AUTHORITY in the conduct of its business;

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS OF THE OCEAN HIGHWAY AND PORT OF AUTHORITY OF NASSAU COUNTY, FLORIDA, THAT:

1. **YEAR OF CIVILITY IN PUBLIC DISCOURSE:** The year 2015 is designated as the "Year of Civility in Public Discourse" and it is the stated purpose of the AUTHORITY to avoid strident tenor in debate, and raise the level of civility and mutual respect for all who engage in the public's business;

2. **POLICY AND PROCEDURE ADOPTED:** The following policy standards and procedures are established and adopted for the conduct of the public's business by the AUTHORITY and for all who may come before it:

A. **AGENDA TO BE PUBLISHED:** The AUTHORITY will establish and publish an agenda for each meeting which will inform the public of those matters which are to be the subject of discussion and deliberation;

B. **STANDARD FORM OF AGENDA AND THE PUBLIC'S OPPORTUNITY TO BE HEARD ON AGENDA ITEMS:** The agenda will establish a consistent time during each

meeting which will allow members of the public to address matters which are considered of that agenda. Should necessity, due to size of agenda or number of speakers or otherwise require, the Chairman of the meeting may vary or amend the agenda, with the consent of the Board, in order to facilitate the efficient conduct of the public's business;

C. STANDARD METHOD FOR PLACING ITEMS ON THE AGENDA FOR CONSIDERATION BY OHPA: AUTHORITY will establish a process whereby any member of the public may ask that a relevant matter, within the jurisdiction of the AUTHORITY, and not on the current agenda, be placed on the agenda of the next scheduled regular meeting. It shall be the responsibility of that individual to provide the following information:

I. Identify the topic, item or issue to be addressed and the parties reasonably affected or involved;

II. To the extent possible, place the topic, item, or issue into the context of matters under consideration be it budget, operations, planning, safety & security, inter-governmental relations, or other topic;

III. To the extent possible, the relevant legal or factual basis for the topic, item, or issue being addressed, together with the purpose or goal to be achieved.

D. FORM FOR RECOGNITION TO SPEAK: So that they can be recognized, all those who wish to appear before the Authority and to address matters on the agenda will identify themselves to the Chairman of the Authority on a written form provided for that purpose. In order to appear and speak, such form must be filed with the Chairman of the meeting then presiding and prior to the beginning of the meeting. The Chairman of the meeting retains the discretionary authority to waive this requirement. Those who appear in a representative capacity are also required to disclose that capacity. Non-disclosure will be considered an attempt to

withhold relevant information in order to mislead the AUTHORITY and to subvert the decision making process. Upon being called upon to speak, the individual will identify themselves by name and address, and disclose any representative capacity associated with their presentation;

E. CIVILITY REQUIRED: Civility in discourse is not an option. While disagreement is expected, it is not appropriate to make abusive, acrimonious, belittling, or disparaging remarks to, or about any other person, business, or entity. Advocacy of one position by destructive abuse of another's will not be tolerated. Such destructive discourse will be ruled "Out of Order" by the Chairman.

F. TIME LIMITS ON DISCUSSION: The monopolizing of a subject will impair the presentation of contrasting and opposing views. In addition, the imposition of a time limit will foster a logical, orderly presentation of any matter. Thus, those addressing the Authority will be provided an adequate, but limited amount of time for their presentation. This limitation will not be circumvented by sharing of time between or among speakers. The Chairman will establish the time period allocated to each speaker at the opening of the meeting or at the beginning of the time period on the agenda set forth for public comment. If not so stated, the allocated time for each speaker shall be three (3) minutes;

G. ROBERT'S RULES OF ORDER: Robert's Rules of Order are adopted as the minimum standard and guide for the Chairman for the conduct of our public meetings;

3. FORM OF AGENDA ATTACHED: The following standard form of Agenda for each meeting is hereby adopted and the attached form is incorporated herein by this reference.

RESOLVED, FURTHER THAT: The Ocean Highway and Port Authority hereby adopts the foregoing Resolution, dated this 8th day of April, 2015.

OCEAN HIGHWAY AND PORT AUTHORITY

BY:


RICHARD BRUCE, CHAIRMAN

ATTEST:


ADAM SALZBURG, ITS SECRETARY

OCEAN HIGHWAY AND PORT AUTHORITY OF
NASSAU COUNTY, FLORIDA
AGENDA

[DATE]

[TIME]

[LOCATION OF MEETING]

[TIME OF MEETING]

- A. **CALL TO ORDER – CHAIRMAN**
- B. **INVOCATION**
- C. **PLEDGE OF ALLEGIANCE**
- D. **ROLL CALL**
- E. **RECOGNITION OF ELECTED OFFICIALS, HONORED GUESTS, INDUSTRY
AND PROFESSIONAL REPRESENTATIVES, AND OTHERS IN ATTENDANCE;**
- F. **PUBLIC COMMENTS ON AGENDA ITEMS** [time limit of 3 minutes per speaker unless
otherwise stated by the Chairman]
- G. **REGULAR BUSINESS:**
 - 1. **APPROVAL OF MINUTES**
 - 2. **CONSENT ITEMS**
 - 3. **SECRETARY/TREASURER REPORT**
 - 4. **ACCOUNTANT REPORT**
 - 5. **ATTORNEY REPORT**
 - 6. **PORT OPERATOR REPORT**
 - 7. **OLD BUSINESS**
 - 8. **NEW BUSINESS AND COMMISSIONER – COMMITTEE REPORTS**
 - 9. **ADMINISTRATIVE/OFFICE MANAGER REPORT**

10. **OTHER ITEMS TO BE BROUGHT FORWARD BY COMMISSIONERS**
11. **NEW BUSINESS DEVELOPMENT REPORTS BY COMMISSIONERS**
12. **ADJOURN**

Ocean Highway and Port Authority
Port of Fernandina, Nassau County, Florida
Part-Time Attorney

VITAE & REPRESENTATION PROPOSAL

SUBMITTED BY

JEB T. BRANHAM, ESQ.



JEB T. BRANHAM
Attorney at Law

JEB T. BRANHAM

**419 3rd Street North
Jacksonville Beach, Florida 32250
(904) 339-0500; jeb@jebbranham.com**

LICENSES AND COURT ADMISSIONS

Florida Bar, September 2000. Also admitted to U.S.D.C., Northern District of Florida and the Eleventh Circuit Court of Appeals.

Georgia Bar, November 1995. Also admitted to Georgia Supreme Court and Court of Appeals, U.S.D.C., Northern District of Georgia. Authorized by the State of Georgia to appear as sole or lead counsel at trials and depositions.

LEGAL EXPERIENCE

Jeb T. Branham, Attorney & Counselor, Jacksonville Beach, FL (1/2002 – present). Sole practitioner in commercial and municipal law, emphasizing litigation, both trial and appellate. Representative matters include Town Attorney for Baldwin and Callahan, Florida, settling administrative law matters with the State of Florida \$500,000 under State's demand, litigating the fleet-wide failure of marine engines for Costa Rican fishing lodge and subsequent nation-wide class action, general counsel representation of national auto painting franchisor, litigating easement rights between regional restaurant and land developer, representing the purchasers of shares in a skateboard park and retail store, and formation of and trademark registration for nationally distributed magazine, formation and trademark registration for state and national surfing organizations.

McGuireWoods LLP, Jacksonville, FL (1/2000 - 12/2001). Commercial litigation department representing both institutional and closely-held businesses in disputes from banking procedures to business torts. Representative matters include litigation arising from the sale of multi-million dollar companies, distributorship termination, the fleet-wide failure of marine engines, and – at trial and 11th Circuit appellate level – the termination of physicians from an insurance network. Responsible for all aspects of litigation including coordinating and drafting discovery, taking and defending depositions, and court appearances.

King & Spalding, Atlanta, GA (5/1998 - 12/1999). Tort litigation team defending automobile and medical device manufacturers and commercial litigation team defending Coca-Cola in *Pepsico v. Coca-Cola* antitrust litigation. Defended high exposure and nationwide litigation matters (both pending and potential), with extensive experience addressing document production logistics and privilege issues. Start-to-finish case handling responsibility for General Motors automotive products liability cases.

Hawkins & Parnell, Atlanta, GA (9/1995 - 4/1998). Products liability defense for prescription pharmaceuticals, medical devices, clothing and textiles, and industrial products. Broad range of litigation experience representing insurers and insureds in commercial disputes and personal injury defense. Start-to-finish case handling and billing responsibility with extensive client contact. Numerous appearances at depositions and court hearings. Developed and implemented document retention policy for international medical device manufacturer. Published opinion: *Presto v. Sandoz Pharmaceuticals Corp.*, 226 Ga. App. 547, 487 S.E.2d 70 (1997).

EDUCATION

University of Tennessee College of Law
Knoxville, Tennessee
Juris Doctor, cum laude May, 1995

Emory University
Atlanta, Georgia
B.A., English 1992

Honors and Achievements. Top 15% of law school class, dean's list all semesters; University of Tennessee Law Review; Am. Jur. awards in Con Law II and Criminal Procedure. Merit scholarship from Southeastern Bankruptcy Law Institute.

BACKGROUND: Born 1970, Knoxville, Tennessee, former member of Board of Governors for the State Bar of Georgia, and Elder of Palms Presbyterian Church.

MUNICIPAL AND GOVERNMENTAL EXPERIENCE

- Appointed as the Town of Callahan's Town Attorney in 2003.
- Appointed as the Town of Baldwin's Town Attorney in 2004.
- Appointed as the City of Atlantic Beach's special magistrate for dangerous dog proceedings in 2014.
- Served as lead negotiator for the Town of Baldwin on union contract with Teamsters union.
- Served as local government bond counsel for Callahan's USDA Rural Development wastewater bond issuance.
- Negotiated and drafted numerous construction and vendor contracts for municipalities.
- Defended the Town of Baldwin in public records law litigation.
- Resolved proceedings instituted against the Town of Callahan by the Florida Department of Transportation for utility relocation charges at a six-figure savings over FDOT's demands.
- Resolved administrative proceedings instituted against the Town of Callahan for misconduct by a grant administrator at a six-figure savings over the Department of Community Affairs' demands.
- On behalf of the Town of Hilliard, successfully resolved litigation between the Town and building contractor over conversion of church into new Town Hall.
- Obtained a dismissal with prejudice of a lawsuit filed against the Town of Baldwin by a former employee when prior litigation attorneys representing the Town were unsuccessful.
- Obtained a temporary injunction for the Town of Baldwin to stop the operation of an unauthorized borrow pit.
- Obtained a temporary injunction for the Town of Callahan to stop unpermitted construction.
- Successfully defended the Town of Callahan's denial of a site plan in certiorari proceedings.
- Obtained defense verdict for private corporation in code enforcement action in which the City of Jacksonville sought over \$400,000 in fines.
- Appealed denial of variance for private landowner via writ of certiorari and obtained agreed-upon resolution within the City of Neptune Beach.

FIRM QUALIFICATIONS

The benefit of experience developed at two of the nation's best and largest law firms combined with 10 years of representing municipal governments

SERVICE AS TOWN ATTORNEY FOR TWO MUNICIPALITIES & OTHER GOVERNMENTAL EXPERIENCE:

Jeb Branham worked as the Town Attorney for Callahan for fifteen years, as the Town Attorney for Baldwin for 14 years, and Atlantic Beach's special magistrate for dangerous dog hearings for four years. There are few attorneys in the area with this experience handling the legal matters unique to government, combined with sophisticated, broad-based litigation expertise.

As a governmental attorney, I understand the importance of maintaining a thorough knowledge of and ensuring full compliance with the state Sunshine Laws governing public meetings and public records, as well as the state ethics laws. My service as town attorney includes the responsibility for negotiating and drafting town contracts, for prosecuting code enforcement violations, handling all land use and zoning matters, conducting quasi-judicial proceedings, and advising councils on parliamentary procedure. On occasion, I represent private clients in land use and code enforcement matters, both before city councils, in the state trial courts, and on appeal. This has given me the experience necessary to effectively balance the sometimes competing interests of the government, individuals, property owners, neighbors, and the citizenry as a whole.

Quality of Legal Services:

Practicing at the best firms and working for the most demanding clients puts an attention to quality in our work that many lawyers never have the opportunity to develop. My goal is to bring every client the benefit of experience developed at two of the nation's best and largest law firms – McGuireWoods and King & Spalding – with the personal attention you can only get from a small practice. We deliver the legal sophistication gained from working in a big firm environment for some of the world's largest corporations like the Coca-Cola Company, General Motors, Eli Lilly & Company, Novartis Pharmaceuticals, and 3M combined with individual, personalized attention.

ADMINISTRATIVE OFFICE MANAGER'S REPORT

November, 2018

Hours Worked – 63 Hours

Miles driven for OHPA purposes: 42.50

- Paid November invoices.
- Commissioner notebooks, meeting agenda and meeting packet posted to website for 11/14/18 and 11/20/18 meetings.
- Attended and completed meeting minutes for the 11/14/18 monthly meeting and the 11/20/18 special meeting.
- Responded to email requests.
- Scanned and index minutes.

Office hours for the OHPA will be Monday through Friday, 9 AM – 2 PM; I will notify all if there is any deviation in those hours.

Public Records Request Received – 0

Barb Amergian – November Mileage Reimbursement

12/7/18

11/7/2018	6.50	Meads Framery
11/14/2018	18.00	Met Clyde at OHPA office for file drop off
11/14/2018	10.00	Monthly Meeting from Office and then home
11/15/2018	3.00	posting meeting at Nassau Complex
11/19/2018	5.00	Pierre Meeting

42.50 November Mileage @ 54.50

\$23.16 Paid on 12/7/18

Port Attorney Files delivered to OHPA

December 2018

Box 1

File Folders:

OHPA – Tonnage Reports

Hal Jones Lawsuit

OHPA v Hal Jones Contractor, Inc.

OHPA 2012 – Resolution re: Kinder Morgan Loan

OHPA 2018 – Tonnage Report (Worldwide Terminals/FB)

OHPA Administrative Office Manager

OHPA – Crane Purchase/Liebherr USA Co.

OHPA – Sturgess Sunshine Law Violation Accusation

OHPA – Bridge & Loan

OHPA – Florida Petroleum

OHPA/2014-2015 Resolutions

OHPA – Port Director !1/11

OHPA – Miscellaneous

OHPA – City: Calhoun Street

OHPA – Contract with Controls & Weighing System, Inc.)Project #433434-1-01-01/Scales Improve.

OHPA vs. Lou Tharin (412 No. 3rd Street, FB)

OHPA – Richard Bruce (Public Records Request)

OHPA – Bond Refinance 9/13

OHPA – Traffic Study

OHPA – Economic Development

OHPA – Re-Zoning Lots

OHPA – Land Records

Design and Construction Management of port Marine Terminal Projects and Inland Port Authority Projects (Binder Notebook)

OHPA – Consolidated Environm Resources Permit & Submerged Land Authorization

OHPA – Durango Site

OHPA/NCEDB – Johnny Miller, PRQ

OHPA – NCSO MOU 5/15

OHPA – Subpoena re: Jennifer Kelly – Dist 2

OHPA – HB1075/Janet Adkins

OHPA – Weekly Newspaper Articles 8/2014

OHPA/Cruise Terminals 3/14

OHPA – Cruise Terminal Workshop 7/14

OHPA – Ceramic Tile Factory 8/14

OHPA – Dock Inspections/Nassau Terminals 5/12

OHPA – (Conservation Easements) 10/14

OHPA – Local Bill – Truck Weight/Break Bulk 2013

Miscellaneous Papers in Box:

Email dated 9/18/2012 Re: Meeting with Joe Gerrity

Attorney Time Sheets

Marked up copy of Operating Agreement

Financial Statements and Supplemental Information for years ended 9/30/2010 and 2009

GoMaps for City of Fernandina Beach dated 6/4/2018

Photo of 1,000,000 Car

Box 2

Binders:

Baker Klein Engineering (Dock Fender Replacement) February 3, 2016

OHPA – Dock Fender Replacement System Replacement Project# 43503419401

Milton J. Wood Company (Dock Fender Replacement) February 2, 2017

Trelleborg Marine Systems (Dock Fender Replacement) March 29, 2017

Hal Jones Contractor (Dock Fender Replacement) February 3, 2017

Government in the Sunshine Manual 2017/Volume 39

OHPA: Revenue and Refunding Bonds

Box 3

Binders:

OHPA Port Roads

OHPA – City of Fernandina Beach Comprehensive Plan

OHPA – Port Master Plan

OHPA – Charter Revision Advisory Committee

OHPA – Bond Finance/Re-Finance

Box 4

Binders and files:

OHPA Strategic Master Plan (Binder)

OHPA – Audit Services

Audit 2009, 2010, 2011

Audit September 30, 2016 report

Annual Financial Report 9/30/2016 and 2015

Audit Proposal Year Ending 9/30/2013

OHPA 2017 Financial Report and Audit

OHPA Financial Statements & Audits 2012

OHPA – Hazardous Materials Reporting

OHPA – Danny Fullwood – City Comp Plan 2016

OHPA – Bond Defeasancy 2018

Box 5

Files:

City Variance Requests/Marina Projects

OHPA – Worldwide Bond Issue

OHPA – Worldwide Group (Christopher Ragucci/CEO)

OHPA/RBC Capital Markets

OHPA – Port Director Advisory Committee

OHOA/ACOE 6/2017

OHPA (Dubberly/Port Operator Issue)

OHPA – Open Records Requests

OHPA – Agreement with Calderon

OHPA – Lissa K. Braddock (Appointment for R. Braddock)

OHPA – Budget File 2012

OHPA – City Fee Pilot Payments 7/14

OHPA – 2016 Crane Accident

OHPA – Customs House

OHPA – Elections 10/2014

OHPA – Insurance – Liability 5/12

OHPA – Professional Services Agreement/Reynolds, Smith & Hill, Inc. (RS&H)

OHPA – Shrimp Processing

OHPA – Travel Policy 2012

OHPA – Contract for Web Site Services/Michael Arnold Studios

OHPA – Joint Workshop Meeting with City 5/12

OHPA – Charter Revisions 9/15

Box 6

Binder and Files:

OHPA – Minutes and Agenda (2010/2011)

OHPA – Planning Services

Nassau County Port Authority Old Charter

Marshall Wood

Historic District Violations

OHPA Employee Selection

ICW No Wake Zone

OHPA – Front Street

Miscellaneous Papers:

Port of Fernandina Design, Rehabilitate and Repair of the Concrete Container Yard (maps)

Email: Safety and Enforcement Regarding Navigable Waters in Nassau County, dated 5/21/2009.
Marshall Wood, PA

Draft#2 of Memorandum of Agreement Regarding Implementation of CS/HB 7141, Chapter 2009-171,
Laws of Florida

Email: Economic Development Incentives, dated 8/10/2011. Joanna Cason

NCEDB Strategic Planning Retreat Conclusions and Recommendations Chart

Recession Recovery and Beyond Study Committee Agenda and Meeting Packet, dated 1/26/2011

Copy of News Leader dated 2/02/2011

Publication: Site Selection, dated January 2011

Draft of Request for Information for Facility Development made by the OHPA, dated 5/11/2011

JWR: re: \$38,500,000 OHPA Adjustable Demand Revenue Bonds, Series 1990, dated 5/6/2011

Consent Form – Security Department US Naval Submarine Base for Clyde Davis, dated 9/19/2011

Order Receipt for Corporate Seal, email regarding Clyde as Registered Agent for OHPA, Follow up list
from Joanna to Clyde, note dated 6/9/2011 to Clyde from Joanna

Fire Protection and Warehouse Insulation Study, dated 9/26/2011

OHPA – Cardno-Tec Planning 2013

Master Plan Update February 2014 (binder)

Master Plan Update 2014

Final Master Plan Update December 2013

Handwritten Notes on Staples pad

Port Facilities Element and Port Master Plan, City of Fernandina Beach Comprehensive Plan –
Final Plan. Dated 4/15/2002

OHPA – CRA Meetings

OHPA – Cardno-Tec Planning 2/13

OHPA – UniTrans International 8/12

Agenda for 10/1/2014 Workshop with City of Fernandina Planning Advisory Board

Box 7

Binders:

OHPA – DRI

Proposal for Consultant Engineering Firm to Provide Design and Construction Management of Port Marine Terminal Projects & Inland Port Authority Projects by CH2MHill. Dated 6/14/2013

Emergency HazMat/Spill Contingency Plan 2003

OHPA – Request for Information Process

OHPA – RFP Template

OHPA – Instructions to Bidders

OHPA – Port Master Plan

Box 8

Binders:

OHPA – Administrative Office Manager Candidate Resumes. Dated 6/13/2018

OHPA – Financial Reports

OHPA – Stuff (Clyde's Personal Folder)

OHPA – Enterprise Zones

OHPA – Joint Written Request

OHPA – County Comp. Plan Amendment

OHPA – Minutes and Agendas

OHPA – Professional Engineering Services

OHPA – Revenue Bond Financing Port of St. Mary's (Chris Ragucci/Worldwide Group)

Maintenance Dredging Use Agreement 1994 thru 2000

OHPA – Professional Services

OHPA – Tariffs

OHPA – Public-Private Partnerships

OHPA – Civil/Genesis

Plot a Course for Success from the Nassau County Economic Development

Box 9

Binders, folders, and Loose Papers:

OHPA – Operating Agreement (Amendments and Modifications 2018) (binder)

OHPA – Charter and Operating Agreement (binder)

OHPA – Nassau Terminals Contract 9/11 (folder)

OHPA – Remote Attendance 2017 (folder)

Loose Papers:

Second Amendment to Operating Agreement (April 2003)

First Amendment to Operating Contract (November 28, 1994)

Operating Agreement 12185704.01A (two copies)

Revised Agenda for 10/19/18 Special Meeting with Handwritten Notes

Resolution 2018- (unsigned) with Redline copy of Operating Agreement attached

Together in an elastic:

Operating Agreement (red line version)

Email: Bond Refinance, dated 11/16/2017 from Clyde Davis to Chris Ragucci. Handwritten Note: "Where we Started"

Operating Agreement – Red Line

Email: Operating Agreement, dated 10/19/2018 from Clyde Davis to All Commissioners, James Kearns (6 copies)

Resolution 2017-11 with handwritten notes

Resolution 2017-11 with no notes

Resolution 2017-10 with handwritten notes

Historical Port Revenues

Loan Amortization Schedule for \$1,288,887.35

Email: 3rd Quarter \$\$\$, dated 10/19/2018 from Clyde Davis to All Commissioners. (9 copies)

Email: Dockage and Wharfage, dated 10/17/2018 from Clyde Davis to Pierre LaPorte

Email: Christopher Ragucci Email, dated 10/19/2018 from Clyde Davis to All Commissioners (9 copies)

Email: Resolution, dated 10/19/2018 from Clyde Davis to All Commissioners. (10 copies)

Printed copy of Fernandina Observer Daily News Article: WTF Responds to FO Article on Clyde Davis Resignation, dated 10/18/2018 with handwritten notes.

Loose Files:

OHPA – Legal Outline 9/14

OHPA – “Law” Home Rule

Facebook postings West, Ladonn Allen

Memorandum: Coal as Cargo, dated 9/16/2014 from Clyde Davis to All Commissioners

Port Planning, OHPA Legal Parameters Outline

WestLawNext – Sebring Airport Authority v. McIntyre, dated 12/1/2015

Chapter 2015-196, House Bill 1201wes

Port Facilities Element and Port Master Plan, City of Fernandina Beach Comprehensive Plan, Final Plan.
Dated 4/15/2002

Resolution 962, City of Fernandina Beach

Legal Opinion: Prohibition, Limitation or Regulation of Lawful Trade Moving in Interstate or International Commerce. Dated 10/8/2014 by Clyde Davis

Email: Conditions of Entry of Foreign Flag Vessels and the PAB, dated 3/5/2015 from Clyde Davis to Tammi Bach, Joe Gerrity, Ed Boner, Jon Lassette, Val Schwec, Richard Bruce

Westlaw – Duval Motor Company v. Cassandra Rogers and Alton Rogers (3 copies)

Westlaw – Crutchfield et al v. F A Sebring Realty Co.

Westlaw – J. Lynn Construction v. Fairways at Boca Golf & Tennis Condominium Association

Westlaw – Marion Avery v. Marine Bank & Trust Company

Westlaw – Martin D. Parlato and Linda K. Parlato v. Secret Oaks Owners Association

Westlaw – Secret Oaks Owners Association v. Department of Environmental Protection

Westlaw – Emory Lanier ad Rachel Lanier v. William E. Jones and Rebecca J. Jones

Westlaw – Shore Village Property Owners Association, Inc vWest. the State of Florida Department of Environmental Protection

Westlaw Delivery Summary Report for Clyde Davis

Email: For your consideration – urgent, dated 8/1/2011 from Melvin Usery to Clyde Davis

Handwritten notes 6.1.7.2

Items to Consider Changing in the Port Master Plan from Workshop 7/6/2015

Email: Draft Strategic Master Plan Update from rebruce to ophanc

OHPA Port Strategic Plan (2013-2023) Mark-Up Suggestions from Joanna Cason

Red Line of page 7-9 of OHPA Strategic Master Plan

Email: Port of Fernandina OHPA Master Plan, dated 7/6/2015 from rebruce to ohpanc

Westlaw - Duval Motors Company v. Cassandra Rogers and Alton Rogers with handwritten notes

Westlaw – David Olive v. Tampa Educational Cable Consortium

Blackhawk Heating and Plumbing Co., Inc. v. Data Lease Financial Corporation (4 copies)

Westlaw – Andrea Steffens v. Denise Evans (multiple copies with other cases cited and handwritten notes)

Handwritten note: 6.1.7.2

OHPA – Notes, dated 3/11/14

Email: FB Port Vision, Mission, Purpose, Mission & Goals, dated 7/2/15

Comparison of Proposed and Current Port Policies

OHPA Strategic Master Plans with handwritten notes

Correspondence with Nassau County/Peter King timeline

Ordinance 97-10

Legal Description Development Order for the Port of Fernandina

Ordinance 97-11

Memorandum of Understanding between OHPA NC and City of Fernandina Beach for Law Enforcement Services (Resolution 2010-19, exhibit A), dated February 2010

Resolution 2010-19

Resolution #801

First Amendment to PDA, dated 5/1/1987

Ordinance #777, dated 12/15/1987

Second Amendment to PDA, dated 2/20/1988

Resolution #962, dated 2/21/1989 (no resolution attached)

Resolution 90-35, dated 12/19/1990

Resolution 91-4, dated 2/21/1991

Resolution 91-25, dated 8/6/1991

Resolution 92-7, dated 3/17/1992

Ordinance 95-5, dated 8/15/1995

Ordinance 97-6, dated 3/18/1997

Resolution 97-18, dated 2/18/1997

Resolution 962

Minutes, Regular Meeting 2/18/1997

Ordinance 97-9

Resolution 94-1B

Copies of Research Reference and cases

Email: OHPA and DRI, dated 9/15/2014 from Clyde Davis to Chip Ross and Commissioners (with attachments)

Memorandum: PAB Case# 2014-21 Hazardous Materials LCD Text Amendments Consistency with 2030 Comprehensive Plan, dated March 4, 2015. From Emily Pierce to Rayonier Performance Fibers, LLC

Partnership and Fernandina Marine Management, page 2, 4, and 7

Agenda for Workshop to Review Port Master Plan, dated 7/6/2015

Two (2) Flash Drives

OHPA Docs

OHPA Emails

Port Security Plan