

## 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

### Monthly Meeting Minutes

April 10, 2019

The Ocean Highway and Port Authority of Nassau County held its regular Monthly Meeting on Wednesday, April 10, 2019 at the James S. Page Government Complex, 96135 Nassau Place, Yulee, Florida 32097

The meeting was called to order at 6:03 PM by Chairman Sturgess.

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.

**Commissioner Cole made the motion to accept the March 6, 2019 Workshop minutes and the March 13, 2019 Monthly Meeting minutes. There was no discussion. Motion unanimously accepted.**

Port Accountant Pierre LaPorte presented the March, 2019 Financials. Mr. LaPorte reported that an additional \$13,000 of the past due in November 2018 quarterly fee had been received from Worldwide Terminals. He recommended to the Board to close the Port Revenue Account and the Special Funds Account and move the funds into the Money Market Account with First Federal Bank. He also reminded the Board of the Management Analysis Report for the audit and their input is welcomed if they want to contribute to it. **The Board unanimously approved closing the two accounts and moving the funds (total of \$18,260.01) to the Money Market Account with First Federal Bank.**

The Board thanked Port Director Laura DiBella for her involvement in having the US Secretary of Commerce Wilbur Ross visit and tour the Port of Fernandina.

Port Operator Laura DiBella presented her report. The Port Security Lighting agreement has been received from FDOT and the Port is ready to move forward with the security lighting. The spare parts list and freight costs from Liebherr has been received. The final payment for the Liebherr crane is being sent and reimbursement paperwork will be submitted to FDOT. There is planning money through the EDA and she will see if we can capture any of those federal dollars. The cycle for the FSTED funding will soon start in May and end in July and she meeting with Worldwide regarding what projects are most important and to apply for funding. The grants for the warehouse and berth dredging (\$3.65m) are on the agenda for this meeting. The Wildlight

She also mentioned moving forward with the Economic Development Study and the Port Master Plan as soon as we could.

Port Operator Chris Ragucci presented the March, 2019 tonnage report, tonnage was down but railcar traffic was increased. Mr. Ragucci told the Board that the Economic Development Study cost would be covered by Worldwide Terminals. In regards to the Port Master Plan, Worldwide Terminals cover the local match for any grant funding.

Port Attorney Jeb Branham presented his March, 2019 report. He presented two examples of formal purchasing procedures for the Board to review. The Board asked Mr. Branham to draft a Resolution outlining the purchasing structure for OHPA for the May, 2019 Monthly Meeting.

Unfinished Business:

**Commissioner Hanna made the motion to accept the Crane Spare Parts Purchase and Freight Costs from Liebherr (Spare Parts of \$73,630.90 plus freight of \$1,795 for a total of \$75,425.90.) The motion was unanimously approved.**

The Conservation Wetlands Request from City Commission Ross was tabled until the May, 2019 Monthly Meeting. Port Attorney Branham and Fernandina Beach City Attorney Tammi Bach have a conference call scheduled on April 12, 2019 to discuss the issue.

**Commissioner Hanna made the motion to accept Resolution 2019-3. A RESOLUTION OF THE OCEAN HIGHWAY AND PORT AUTHORITY, NASSAU COUNTY, FLORIDA TO CLARIFY DUE DATES FOR ANNUAL AND PERIODIC PAYMENTS AND NON-ACCRUAL OF INSURANCE OFFSETS UNDER THE CURRENT OPERATING AGREEMENT WITH NASSAU TERMINALS, INC. AND THE Full PERFORMANCE OF ALL PAYMENT OBLIGATIONS UNDER THE PRIOR OPERATING AGREEMENT; AND PROVIDING FOR AN EFFECTIVE DATE. The motion was unanimously approved.**

The Mauldin and Jenkins Yellow Book Audit payment issue was addressed within Resolution 2019-3.

New Business:

**Commissioner Fullwood made the motion to accept Resolution 2019-6. A RESOLUTION OF THE OCEAN HIGHWAY AND PORT AUTHORITY, AUTHORIZING THE ISSUANCE OF NOT EXCEEDING \$30,000,000 AGGREGATE PRINCIPAL AMOUNT OF ITS OCEAN HIGHWAY AND PORT AUTHORITY PORT FACILITIES REVENUE BONDS (AMT) (WORLDWIDE TERMINALS FERNANDINA, LLC PROJECT), SERIES 2019A AND ITS OCEAN HIGHWAY AND PORT AUTHORITY TAXABLE PORT FACILITIES REVENUE BONDS (WORLDWIDE TERMINALS FERNANDINA, LLC PROJECT), SERIES 2019B TO, AMONG OTHER THINGS, FINANCE OR REFINANCE THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF CERTAIN CAPITAL IMPROVEMENTS CONSTITUTING PORT FACILITIES; APPROVING FOR PURPOSES OF SECTION 147(f) OF THE INTERNAL REVENUE CODE THE ISSUANCE OF THE SERIES 2019A BONDS AND THE FINANCING OF THE PROJECT; PROVIDING FOR THE RIGHTS OF THE HOLDERS OF SUCH SERIES**

**2019 BONDS; PROVIDING FOR THE PAYMENT THEREOF; AUTHORIZING EXECUTION AND DELIVERY OF A TRUST INDENTURE, A LOAN AGREEMENT, A LIMITED OFFERING MEMORANDUM A DISCLOSURE DISSEMINATION AGENT AGREEMENT AND OTHER DOCUMENTS RELATING THERETO; AUTHORIZING THE EXECUTION AND DELIVERY TO THE UNDERWRITER OF A BOND PURCHASE AGREEMENT SUBJECT TO THE LIMITATIONS SET FORTH HEREIN; APPROVING THE USE OF A LIMITED OFFERING MEMORANDUM IN CONNECTION WITH THE SALE OF THE SERIES 2019 BONDS; DESIGNATING THE INITIAL TRUSTEE FOR THE SERIES 2019 BONDS; MAKING CERTAIN OTHER COVENANTS AND AGREEMENTS IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2019 BONDS; PROVIDING FOR CONFLICTS; AND PROVIDING AN EFFECTIVE DATE. The motion was unanimously approved by the Board and consent given by Christopher Ragucci, CEO Worldwide Terminals.**

**Commissioner Sturgess made the motion to accept Resolution 2019-4 A RESOLUTION OF THE OCEAN HIGHWAY AND PORT AUTHORITY OF NASSAU COUNTY, FLORIDA, AUTHORIZING THE ENTRY INTO A PUBLIC TRANSPORTATION GRANT AGREEMENT WTTT THE FLORIDA DEPARTMENT OF TRANSPORTATION FOR THE CONSTRUCTION OF APPROXIMATELY 77,000 SQUARE FEET OF ON-PORT COVERED WAREHOUSE STORAGE SPACE PROVIDING FOR AN EFFECTIVE DATE. The motion was approved unanimously.**

**Commissioner Fullwood made the motion to accept Resolution 2019-5 A RESOLUTION OF THE OCEAN HIGHWAY AND PORT AUTHORITY OF NASSAU COUNTY, FLORIDA AUTHORIZING THE ENTRY INTO A PUBLIC TRANSPORTATION GRANT AGREEMENT WITH THE FLORIDA DEPARTMENT OF TRANSPORTATION FOR THE REHABILITATION AND REFURBISHMENT OF PIER STRUCTURES AND BERTH MAINTENANCE DREDGING; PROVIDING FOR AN EFFECTIVE DATE. The motion was unanimously approved.**

**Commissioner Sturgess made the motion to ratify the Administrative Office Manager's salary increase which was voted on at the March 28, 2019 Special Meeting – to \$22/hour. The motion was unanimously approved.**

Committee Report:

Port Security – Commissioner Fullwood had nothing new to report. There were questions regarding the ongoing truck parking issues on Dade Street in the early morning.

Customs House – Commissioner Franklin – Nothing new to report.

Economic Development – Commissioner Fullwood report that he attended the Board Meeting on April 9<sup>th</sup>. He asked Port Director, Laura DiBella to address the issues with the future of the Economic Development office in Nassau County.

Emergency Management – Commissioner Franklin – Nothing new to report.

Technical Coordinating Committee – Commissioner Hanna reported that he attended the last meeting. The committee continues to review proposals.

TPO – Commissioner Cole attended the meeting last month. He will be attending the April meeting and will report to the TPO on the visit to the Port of Fernandina by Secretary of Commerce Wilbur Ross.

Nassau Chamber East Side – Commissioner Sturgess – Nothing new to report.

Nassau Chamber West Side – Commissioner Cole reminded the Board of the Bryceville luncheon on April 16<sup>th</sup> and urged all to attend.

Ms. Amergian presented her administrative office report and asked the Board to approve bill paying online for the FPU and the City of Fernandina Beach utility bill, **The Board unanimously approved paying both bills through the online process.**

Meeting was adjourned at 7:55 PM

  
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Robert H, Sturgess, Chairman