



## OCEAN HIGHWAY & PORT AUTHORITY

Miriam R. Hill – Secretary/Treasurer - Commissioner, District 1  
Danny Fullwood – Chairman, District 2  
Scott Hanna – District 3  
Carrol Franklin – Commissioner, District 4  
Mike Cole – Vice Chairman, District 5

### Monthly Meeting Minutes

April 14, 2021

The Ocean Highway and Port Authority of Nassau County held its Monthly Meeting on Wednesday, April 14, 2021 at the County Commissioners Chambers, James S. Page Government Complex, 96153 Nassau Place, Yulee, Florida 32097.

The meeting was called to order at 6:00 PM by Chairman Fullwood.

The invocation was given and the Pledge of Allegiance was led by Commissioner Franklin. Roll call was conducted by Mrs. Rossana Hebron. All Commissioners were present. Also in attendance were Patrick Krechowski, Port Attorney; Pierre LaPorte, Port Accountant; and Chris Ragucci, Port Director/Operator.

- **Comments** - Audience (Comments submitted prior to the meeting)  
There were no comments submitted by the audience.

### Approval of Minutes

- **March 2, 2021 Special Meeting Minutes**

There were no revisions requested.

**Vice Chairman Cole motioned to approve the minutes for March 2<sup>nd</sup>. All Commissioners voted in favor of the motion.**

- **March 10, 2021 Monthly Meeting Minutes**

Commissioner Hill requested on page two of the minutes that her query to Mr. Pope regarding the size and gauge of the modification and whether it is a safety issue be added. Additionally, her inquiry whether there have been any accidents to which Mr. Pope answered no, should also be added. Mrs. Armegian acknowledged and noted the request.

**Chairman Fullwood motioned to approve the minutes for the Monthly Meeting on March 10th as amended. All Commissioners voted in favor of the motion.**

- **March 30, 2021 Special Meeting Minutes**

Chris Ragucci requested some factual corrections. On page two, first paragraph, the sentence should read in part, "Worldwide Terminals will cover OHPA's 50% local share..." Also, on the same page, second paragraph, the word "fitted" should be replaced with "reprogrammed." Mrs. Hebron acknowledge and noted the request.

**Chairman Fullwood motioned to approve the minutes for Special Meeting on March 30<sup>th</sup> as amended. All Commissioners voted in favor of the motion.**

## **Consent Items**

**None**

## **Financial Report**

Chairman Fullwood acknowledged Pierre LaPorte, Port Accountant, to present the Financial Report for March 2021 with handouts.

Treasury report - According to Mr. LaPorte, everything is according to plan and within budget, so he recommended to move forward. There were no questions raised regarding the Treasury report.

Customs House report – According to Mr. LaPorte, there were no unusual items to cover except the maintenance portion. Commissioner Franklin inquired about the high amount of the water bill. Mr. LaPorte explained it could be the timing of the billing. Mrs. Amergian added the water bill this month was \$79.09 and last month was \$76.17. Therefore, the total of March and April water bills were included in the report. Mr. LaPorte offered to confirm and provide detailed accounting of the water bill totals that is behind the budget for the quarter in the fiscal year. Commissioner Franklin concurred, and noted he wanted to ensure there were no undetected issues with the water supply at the Customs House.

Commissioner Hill questioned the salaries item of the Port Attorney on the Financial report if the amount of \$17,000.00+ includes mediation cost or broken down separately elsewhere. Mr. LaPorte explained it includes mediation cost which some are reimbursable but OHPA has not been reimbursed. Mr. LaPorte offered to move that line item under "Discretionary/Miscellaneous" instead of Port Attorney fees, because they are not Port Attorney fees. Chairman Fullwood clarified that the amount is not Port Attorney's salary, and Mr. LaPorte confirmed that it is not. Commissioner Hill recalled that Jeb, former Port Attorney, submitted an accounting of all the invoices, and he noted which items were related to litigations. Commissioner Hill offered to give a sample to Mr. LaPorte. He confirmed that he will list the amount on a separate line item. Additionally, the \$17,000+ amount is not included in the budget. It is an outside spending, and a portion of it is reimbursable. Mrs. Amergian asked Commissioner Hill if the outside attorney fees were included or just Jeb's Attorney fees. Commissioner Hill explained that Jeb noted his individual cost that were related to his work but not the mediator's fee. For confirmation, Commissioner Hill asked if the

mediation cost appear in the report. Mrs. Amergian verified it is under Professional fees/Other, and is not part of the Financial report. Mr. LaPorte confirmed that the mediation cost was not included. There are other items like maintenance and Port security that do not appear in the monthly report rather in the audited/quarterly reports. The Treasury report only shows the monthly spending of the Board.

The final page of the report contains the Account balances. Mr. LaPorte reported that OHPA continues to receive the monthly fees from the Port, everything is on track. No other questions were asked.

The Board thanked Mr. LaPorte for the reports.

### **Port Attorney Report**

Chairman Fullwood recognized Patrick Krechowski to present the Port Attorney report. Last week, the City of Fernandina Beach filed their amended complaint. The documents are under review. Chairman Fullwood signed on behalf of the Board the substitution of Counsel to be filed the next day. Mr. Krechowski obtained a consent from the City of Fernandina for an extension of time to file the response to the City's amended complaints. May 10<sup>th</sup> is the agreed date to submit the response. Mr. Krechowski offered to discuss matters with the Board individually but explained it is not his practice to discuss active litigation, decisions, and strategies during the meeting until the conclusion of the litigation. He will answer questions regarding procedures. Any substantive queries, he prefers to have a one-on-one discussion. Chairman Fullwood asked if the Board needs to schedule a shade meeting about the litigation. Mr. Krechowski explained he is considering it and will let the Board know before the next meeting. He plans to meet with the City attorney and will keep the Board posted and notify in a timely fashion.

Commissioner Hill asked about the Ross Public Records request that appears later in the agenda. She asked Mr. Krechowski's advice regarding Commissioner Ross' invitation to mediate. The Port has responded to the request. He recommends no need for mediation. Commissioner Hill reiterated that it has been 116 days since the receipt of the request. She asked should OHPA submit a formalized request that is required in the Operating agreement. She added that the records are not yet surrendered. Mr. Krechowski suggested given that it is elsewhere in the agenda, he first would like to hear the discussions and any decisions that came from the topic before making any decisions.

No other questions were asked.

### **Port of Fernandina Report**

#### **Tonnage Report – March 2021**

Chairman Fullwood recognized Chris Ragucci to present the tonnage report for the month of March 2021. He provided handouts of the tonnage report. While

the tonnage slipped from February to March, the Port is on track for over 40,000 tons in April. It is just a question of where they fall. Overall, the average is close to 30,000 tons. The variance for the year, most important indicator, after only three months, the Port is 11,426 tons ahead of where it was last year. Container tonnage and railcars are up, and overall business is solid. Per Mr. Ragucci, the Port is on track to have a good year.

Mr. Ragucci added there is a large paper ship, 7,000 tons, starting work over the weekend. This is followed by two wood pulp ships, one with 7,200 tons and the other 9,500 tons. Another paper ship is scheduled in April.

Commissioner Hill asked if there is a specific date for the next vessel so that Rossana and other workers can visit the Port. Mr. Ragucci extended the invitation to Mr. Krechowski as well. There is a vessel scheduled for the weekend. The next pulp ship scheduled for Tuesday and Wednesday, and two or three days thereafter. Mr. Ragucci asked to be notified to schedule a tour of the Port.

### **Port Director Report**

Chairman Fullwood asked Mr. Ragucci regarding the Port Director's report. Mr. Ragucci explained Vice Chairman Cole attended virtual meetings with the Florida ~~Board-Port~~ Council and will provide updates. Moreover, Mr. Ragucci attended virtual meeting (Zoom) of the FSTED Committee on April 1<sup>st</sup>. It was strictly internal agency business, nothing substantive to report.

### **Unfinished Business**

#### **Review the Port Master Plan RFP**

Chairman Fullwood acknowledged that the Board received a copy of the Port Master Plan late in the afternoon prior to the meeting. He and Mr. Ragucci collaborated on the draft which is basic and standard. He asked the Board's approval to send and post the RFP in the newspaper. There is a list of people who will receive a copy to ensure they have time to review and submit their draft. Commissioner Franklin asked for an extension to review the draft and discuss it until next month. Mr. Ragucci explained the urgency in moving forward with the RFP. He suggested the Board hold a workshop in early May, select three candidates to interview, and decide during the May monthly meeting.

Additionally, there are capital improvements to consider and submit a request to FDOT by June 15<sup>th</sup>. Furthermore, Mr. Ragucci reiterated that in the past, he offered the Board to contact or email him with their thoughts and contributions to the draft but did not receive any inputs. He emphasized the need to merge OHPA's Master Plan with the City's Comprehensive Plan. He suggested to review the document, all six pages, and add revisions if necessary, in real time. Commissioner Franklin questioned if time is of the essence, why did the Board not receive a copy of the document in plenty of time beforehand. Mr. Ragucci argued that the draft had been developed over the last two weeks. He collaborated with Chairman Fullwood in drafting the RFP document. It is a procedural document, and most of the contents were duplicated verbatim from the Florida statutes relating to the Port Master Plan. They added some obvious

criteria like; experience in the region, ability to provide engineering and cost estimates on capital projects, and economic benefits and impact study for present day and the future as the Port relates to the City. Chairman Fullwood agreed with Mr. Ragucci's explanation and suggested to review the document at the meeting. Commissioner Hill supported the notion to review the document over the next thirty days. She added that the Board received the document just minutes prior to the meeting. She asked for other examples of other RFPs for Master Plans for the Ports for basic comparisons. Commissioner Hill added some of the provisions seem to favor a national firm over a local one. She referenced this under section IV, bullets two and three in the document.

Commissioner Hill explained she cannot validate a criterion giving extra points toward national firms as opposed to favoring local firms or emerging businesses as an appropriate requirement especially considering the nature of our Port. Mr. Krechowski explained the criteria is at the pleasure of the entity issuing the RFP, whether the criteria are important to consider.

Commissioner Franklin maintained his view to have at least a couple of weeks to review the document and then apply a decision. Chairman Fullwood asked if a workshop should be scheduled. Mrs. Amergian explained a notification regarding a workshop or special meeting need to adhere to the House Bill (HB 35) provision. A legal posting for the meeting needs to be published in the newspaper by April 23<sup>rd</sup>, and seven days beyond that date will be the first day to schedule a workshop or special meeting. Mr. Krechowski did not have an update whether HB 35 has passed.

Everyone agreed on May 6<sup>th</sup> to schedule a workshop pending availability of the complex. Mr. Krechowski will send his comments regarding the document to Mr. Ragucci and Chairman Fullwood beforehand.

Mr. Ragucci pleaded to review the document during tonight's meeting instead of waiting for three weeks to post a notice for a separate meeting. He explained the tedious nature of the procedure of choosing and hiring a consultant to compose the Master Plan. It was overruled.

Commissioner Franklin reminded Mr. Ragucci to submit the documents for review ahead of time. Mr. Ragucci agreed.

### **Ross Public Records Request**

Chairman Fullwood asked Chris Ragucci if he has anything to contribute regarding the Public records request. Mr. Ragucci served the Board a copy of the Worldwide Terminal (WWT) attorney's official response with one correction. He explained the pending time frame of the request, studied and identified by WWT attorney, began on March 3<sup>rd</sup>. Therefore, WWT is providing their response in forty days not 116 days as cited by Commissioner Hill.

Commissioner Hill asked the Board and Mr. Krechowski if there was consensus on establishing a deadline for a response. WWT hired an attorney and is pursuing legal arguments. Mr. Krechowski's interpretation of a letter that he received indicates that WWT is not required to respond to the Public records request. They site various reasons in the letter. He will study the letter more in depth.

Commissioner Hill reiterated OHPA's formalized request through Jeb via email and asked if that satisfied both the Florida's statutes and Operating agreement.

Mr. Krechowski clarified that from a statutory perspective, the Port executed what it is obligated to do. As per the Operating agreement, it is another discussion altogether. Mr. Krechowski needs to go back to the document in light of said letter. He concluded the Board and OHPA are in compliance with the records request.

## **Maintenance Records**

Chairman Fullwood asked Commissioner Hill about the Maintenance records. She explained she added the topic on the agenda because Chairman Fullwood previously requested the records. She does not recall if the Maintenance records had been formally requested by the Board nor had the Board received any of the records. As far as Chairman Fullwood recalls, the Board is not in receipt of past records. He added that the Operating agreement states the Port is required to submit a report by June 1<sup>st</sup> of every year. Mr. Ragucci specified the records will be submitted to the Board on the first of June or July 2021. Both Chairman Fullwood and Mr. Ragucci affirmed that last year's records were not submitted. Mr. Ragucci explained the record request requirement in the Operating agreement specifies only the equipment; Liebherr cranes, the buildings, warehouses, sprinkler systems, air conditioning units, and the like owned by OHPA. He added that the past records were not important to the previous Board and not an oversight by the Operator. Commissioner Hill suggested the need to establish a deadline to receive 2020 maintenance records for comparison and review with the present year. Chairman Fullwood declared that the Port has different equipment; therefore, there is no need for past records moving forward. Commissioner Franklin suggested that the Board should have past records from when the Liebherr cranes existed at the Port. Mr. Ragucci argued that compiling past records is a burdensome request and suggested the Port will provide current maintenance records. If necessary, the Board can speak to Stan at the Port to review past records.

Commissioner Hill emphasized that in the past; requests are made then set aside or forgotten. It is necessary to have a disciplined process for receiving or fulfilling a request. She added that it is important in considering public safety. Chairman Fullwood read a portion of the Operating agreement that states, "Operator shall maintain current all maintenance logs and records together with all repair reports, and shall on July 1<sup>st</sup> of each year, provide the Port Authority with a written maintenance report and account on each piece of equipment owned by the Port Authority and utilized by the Operator together with each building, shed, shack, scale, and warehouse owned by the Port Authority and utilized by the Operator together with the projected expenses for the maintenance, replacement, or repair of such items for the next fiscal year."

Mr. Ragucci explained there are numerous files of the maintenance records. He suggested that the Port will compile a master file, and the Board can review and inspect the records at their leisure. He mentioned he does not have administrative staff to copy the numerous files. The Port has a rigid safety program and excellent track record with no major injuries in three years since the Operator took over the Port. They belong to the Signal Mutual Insurance Company for Workman's Comp that provides safety trainings/programs on a monthly basis. The cranes are subject to inspections under OSHA requirements

and other Federal co-requirements. All were maintained and completed at the appropriate time.

Commissioner Hill asked if anyone on the Board wants to see the report within thirty days. Chairman Fullwood declined. Commissioner Franklin replied that he is satisfied to see the reports in July 1st. Vice Chairman Cole added that he is satisfied that the Port Director is operating the Port as required. Mr. Ragucci added that the Port just received and passed a facility-wide Coastguard inspection two months ago that he mentioned in the past meeting.

Chairman Fullwood ended the comments to move on to the next topic on the agenda.

## **Port Revenues**

Chairman Fullwood called on Commissioner Hill to discuss the Port revenues. She clarified that this is another item that had been mentioned in past meetings but not specifically requested. The Port received a cruise ship during Covid and also allowed a salvage vessel to dock. Commissioner Hill questioned the handling of those additional revenues that is outside the Operating agreement set fee that OHPA receives from WWT. She asked whether the Board wants to set a certain time for those records and to see the accounting of said revenues. Chairman Fullwood answered by quoting Section 610 of the Operating agreement that reads in part, "This is an agreement for cargo handling and warehousing only. Regardless of how developed by or by which party, all new additional revenue streams not contemplated by this agreement such as the provisions of electricity shall be divided between Port Authority and Operator as mutually agreed." He continued to explain that there was no cargo-handling involved with said cruise ship or salvage vessel. Personally, he suggested that the revenue should be divided between the Port Authority and the Operator. However, Mr. Ragucci disagrees.

Commissioner Hill plainly asked if the Board is interested in requesting and setting a date to receive the receipts. Chairman Fullwood asked Mr. Ragucci if he is able to provide the receipts to the Board within thirty days. Mr. Ragucci replied by explaining that WWT did provide cargo-handling services that included truckloads of provisions for 120 crew members, removal of waste products, dockage, crane services, and maintenance. Additionally, the cruise industry is part of a commercial port's obligations. These elements are within the rubrics of the agreement.

Chairman Fullwood requested Mr. Krechowski to review the provision of the agreement and provide legal opinion. Vice Chairman Cole added whatever revenue records the Port present do not cause issues with other ports.

Commissioner Hill asked if the tariff and fee schedule posted on the website are still up to date. Mr. Ragucci answered that it is out of date. The tariff and fee schedule are ~~negotiable~~ applicable to a "public users."

Chairman Fullwood requested Pierre LaPorte for his comments on the matter. Mr. LaPorte cited the agreement states the sharing of revenues shall be negotiated. He added that the Port Operator garnered businesses during difficult economic times to sustain its staff members. That detail should be considered when contemplating whether the revenue should be divided during a market downturn. Chairman Fullwood thanked Mr. LaPorte for his input. In turn,

Commissioner Hill thanked Chairman Fullwood for mentioning the matter in previous meetings.

### **City of Fernandina Beach Comprehensive Plan Revisions**

Chairman Fullwood recognize Commissioner Hill to provide updates on the City of Fernandina Beach Comprehensive Plan. She apologized for the red lines and notes on the working document. The City's PAB Sub-Committee requested feedback for some specific items. She questioned Section 5P.03 and .04 on the document whether the item was requested by the Port Authority or if there is necessity to retain those items in the document. Chairman Fullwood recalled requesting for a revised document but it was not received before this meeting. He suggested to add the topic in the next meeting agenda for review and comments.

Commissioner Hill explained that OHPA is required to incorporate in its Master Plan the element of modes and methods of coordination with the City. The Comprehensive Plan is from the City's perspective, their concerns relative to the Port. There are some restrictive components in the document that the Board might object, because they are constraining to the activities of the Port. Mr. Krechowski explained the Comprehensive Plan is basically similar to a Master Plan. It is the foundation wherein the land development codes and regulations come from. It not only lays out the substantive part but also the procedures on coordinating with other agencies and jurisdictions. It is essentially a guideline on how to implement land development codes. The Comprehensive plan is required to be updated and modified. Certain elements are to be incorporated in its content.

The question on whether OHPA has to comply with it or not remains debatable. However, many of the grants require the Port to verify that it is in compliance in order to get the funding. Participation and review of the City's Comprehensive Plan is critical for the Port.

Commissioner Hill explained while portions of the Comprehensive Plan describe qualities and usage, said section is the only portion of the document that implies OHPA's obligation. For example, it states the Port "must" instead of "shall." She added any specific Port obligation is not enforceable because it is not a contract with absence of a signature. OHPA should respond with any objections and concerns before indications are added in the document. As a delegate, Commissioner Hill is able to present any of the Board's concerns to the City's committee. Chairman Fullwood added the Port is devising an RFP Master Plan that incorporates its adoption of the City's Comprehensive Plan Port element "to the extent feasible." For example, he objects to the portion of the Comprehensive Plan that includes the Port's obligation to dredge the channel from the entrance to the City. That is not the Port's responsibility. He intends to avoid both business and financial issues for the Port. He suggested to review each item on the document at the next meeting.

Commissioner Hill suggested Mr. Krechowski examine the document specifically those items that states the Port "may." Additionally, the word "shall" will be replaced by "must" in the Comprehensive Plan. Chairman Fullwood recommended the Board decide which elements in the document are advantageous for the Port. Commissioner Hill thanked Chairman Fullwood for

attending the Sub-Committee meeting. Also, she suggested the Board use the City's meeting facility to rotate in different parts of the County. The City will accommodate. Chairman Fullwood agreed.

There were no other questions or comments.

### **Custom House Update**

Chairman Fullwood asked Mr. Ragucci for a brief update. The Port stayed in touch with Regional headquarters in Jacksonville as well as the Port Director and agreed on a timeline. The contractor will soon begin the maintenance work.

Commissioner Hill questioned if the Code Enforcement case closed. Mr. Ragucci explained the Code Enforcement officer presented him a "punch list" but have not heard from the inspector. He will communicate with the Code Enforcement office that the Port is addressing the items that were cited.

There were no other questions or comments.

### **PILOT Payment Case Update**

Chairman Fullwood suggested to discuss the matter during a shade meeting. Mr. Krechowski agreed to postpone discussions.

## **New Business**

### **Approval of PTGA-On dock cargo facilities Grant and Resolution 2021-R03**

Mr. Ragucci stated the Grant agreement as well as a draft Resolution are prepared. The \$550,000 Grant is now available from two cycles ago. Originally, it was linked to the acquisition of the Broome Street property. FDOT transferred it as general warehouse construction money, design planning, and construction of additional warehouse space. It is a 50:50 match so WWT will take on OHPA's 50% local share.

Commissioner Hill noted a typo of the word "entry" on the Resolution. Also, she noted at times on documents, Mr. Ragucci is referred to as "Authorized Representative." Mr. Ragucci explained it should state "President." Commissioner Hill asked Mr. Krechowski to confirm if there is a Board Authorization permitting Mr. Ragucci to sign on Nassau Terminal's behalf. Chairman Fullwood added Section 2 of the Resolution includes an Indemnity clause.

**Commissioner Hanna motioned to accept the Resolution 2021-R03 as written. All Commissioners voted in favor of the motion.**

## **Committee Reports**

### **Port Security – Commissioner Fullwood**

Chairman Fullwood reported no issues over the last month.

### **Customs House – Commissioner Franklin**

Commissioner Franklin reported no issues.

### **Army Corp of Engineers – Commissioner Fullwood**

Nothing to report per Chairman Fullwood.

### **Economic Development – Commissioner Cole**

EDC meets next week. Commissioner Cole will have an update next month. He will attend The Florida Ports Council (FPC) meeting in Orlando on May 12<sup>th</sup> and June 16<sup>th</sup> (Summer Board meeting). He also added he participated in four virtual meetings with the FPC. There is nothing to report that affects OHPA immediately. Commissioner Cole stressed to the FPC that the Port of Fernandina is a small port in need of their support. That was duly noted by the FPC.

### **Emergency Management – Commissioner Franklin**

Nothing to report per Commissioner Franklin.

### **Technical Coordinating Committee (TCC) – Commissioner Hanna**

Commissioner Hanna attended a virtual meeting. Matters pertaining to Jacksonville were discussed but nothing in regards to the Port of Fernandina.

### **TPO – Commissioner Cole**

TPO met last week per Commissioner Cole. There was a presentation regarding the Port of Jacksonville. He will contact Jim Bennett to visit their port and tour the facility. Commissioner Hanna requested to accompany Commissioner Cole.

### **Nassau Chamber East Side – Commissioner Hill**

The Chamber issued a survey regarding the public's opinion on the City's Building Department. At a meeting, there were over twenty speakers and five represented the Chamber. There is a history of the Chamber having fierce advocacy for the business community.

The Chamber is also issuing their Leadership Nassau application. Their program offers education pertaining to Nassau County and its Leadership. It is a great opportunity to learn about the whole County. Commissioner Cole stated his interest in applying.

### **Nassau Chamber West Side – Commissioner Cole**

Nothing to report on the West side per Commissioner Cole.

### **City of Fernandina Beach – Commissioner Hill**

Commissioner Hill continues to meet with Dale Martin (City Manager) and Tammy Bach (City Attorney) especially on coordinating efforts. She also met with Sal Cumella from the Historic District Preservation Board with the hope of

qualifying the Customs House for a grant. However, with the additions to the Customs House, it does not qualify as a contributing structure for any grant purposes. Chairman Fullwood added he was given grant information from FDOT that he will share with Commissioner Hill to continue to pursue. Mr. Ragucci asked for the information as well.

### **Administrative Office Manager Report**

Mrs. Amergian reported nothing out of the usual. She continues to train Mrs. Hebron with the Administrative duties. She also confirmed that she will attend the next Monthly meeting.

### **Other items to be brought by Commissioners**

Commissioner Cole acknowledged and thanked the Federated Republican Women of Nassau for attending the meeting.

Commissioner Hill mentioned she met with Cal Kyle Kaufman and Justin Ryan with FDOT who provided her with information regarding FDOT funding. They also commended OHPA for broadcasting the meetings on YouTube.

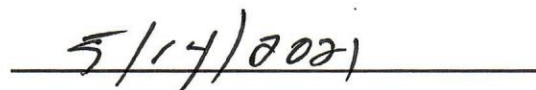
Chairman Fullwood, on behalf of the Board, presented Mrs. Amergian with a plaque of appreciation for her work and dedication with OHPA. Mrs. Amergian thanked the Board and offered her assistance if needed. Chairman Fullwood submitted the invoice for the plaque.

**Commissioner Hanna motioned for OHPA to pay for the invoice. All Commissioners voted in favor of the motion.**

### **Adjourn**

With no further business to come before the Board, the meeting was adjourned at 7:41 PM.

  
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Danny Fullwood, Chairman

  
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Date