

CITY OF JACKSONVILLE
DOWNTOWN INVESTMENT AUTHORITY
BOARD MEETING

Proceedings held on Wednesday, January 15, 2020,
commencing at 2:16 p.m., City Hall, Lynwood Roberts
Room, 1st Floor, 117 West Duval Street, Jacksonville,
Florida, before Diane M. Tropa, FPR, a Notary Public in
and for the State of Florida at Large.

BOARD MEMBERS PRESENT:

CRAIG GIBBS, Chairman.
RON MOODY, Vice Chair.
BRAXTON GILLAM, Secretary.
OLIVER BARAKAT, Board Member.
TODD FROATS, Board Member.
MARC PADGETT, Board Member.
CAROL WORSHAM, Board Member.
DAVID WARD, Board Member.

ALSO PRESENT:

LORI BOYER, Chief Executive Officer.
GUY PAROLA, DIA, Operations Manager.
JOHN CRESCIMBENI, DIA, Compliance Coordinator.
STEVE KELLY, DIA, Director of Development.
JOHN SAWYER, Office of General Counsel.
MICHAEL BOYLAN, City Council Liaison.
KAREN UNDERWOOD-EILAND, Executive Assistant.

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1 made at the last month's meeting regarding the
2 USS Orleck. And the general sentiment I heard
3 expressed by the board, which was a desire to
4 move forward with an agreement and a license,
5 this, of course, would have to go to City
6 Council.

7 I am going to defer to Mr. Crescimbeni to
8 make a presentation on this, but I do want to
9 ask a question. We had a conversation late
10 yesterday about whether there was going to be a
11 revision to the resolution. Is there a revised
12 resolution in the packet?

13 Okay. So there is a revised
14 strike-through resolution in your packet. It
15 makes fairly minor changes, but it does -- the
16 changes essentially authorize us as staff to
17 not only negotiate the development agreement,
18 but also to negotiate and enter into the
19 license agreement if all the terms of the
20 development agreement are met so that this
21 doesn't require us to come back again to the
22 board for another approval when we got to that.

23 So that was really the essence of the
24 changes that we made. But, with that, I am
25 going to let Mr. Crescimbeni explain the term

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PROCEEDINGS

January 15, 2020 2:16 p.m.

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3 THE CHAIRMAN: Let's open the DIA meeting.
4 The first item is December 18, 2019, DIA
5 Board Meeting Minutes. I will look for a
6 motion for approval.

7 BOARD MEMBER PADGETT: Move to approve.

8 THE CHAIRMAN: Mr. Padgett moved.

9 Second?

10 BOARD MEMBER WORSHAM: Second.

11 THE CHAIRMAN: Seconded by Ms. Worsham.
12 Any discussion?

13 BOARD MEMBERS: (No response.)

14 THE CHAIRMAN: Hearing none, all those in
15 favor of December 18, 2019, DIA Board Meeting
16 Minutes signify by saying aye.

17 BOARD MEMBERS: Aye.

18 THE CHAIRMAN: Any opposition, like sign?

19 BOARD MEMBERS: (No response.)

20 THE CHAIRMAN: Passes unanimously.

21 The next is Resolution 2020-01-02, USS
22 Orleck.

23 MS. BOYER: Thank you, Mr. Chairman.

24 This resolution is in response to the
25 presentation that the Naval Ship Association

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1 sheet and tell you where we are.

2 MR. CRESCIMBENI: Mr. Chairman.

3 THE CHAIRMAN: Yes.

4 MR. CRESCIMBENI: Yes. So the primary
5 strike-throughs occur in the preamble. You can
6 see them in blue. There were some other
7 spelling changes throughout the resolution. So
8 what you have in the packet is not going to
9 match up exactly with what you received prior
10 to the meeting in your board pre-meeting
11 packet, but the only substantial changes were
12 in the preamble.

13 And it gives, as CEO Boyer said, the
14 ability for DIA to negotiate the development
15 agreement, the license agreement. We also
16 added any necessary documents in case anything
17 pops up going down the road that would prevent
18 us from having to come back for board approval.

19 In the past, you may recall that the board
20 has taken action on this, or a similar item,
21 for the USS Adams in 2014 and 2018. That was
22 followed by similar council approvals. So the
23 term sheet that's attached to this generally
24 mirrors what we've done in the past with a few
25 exceptions. With your permission, I would like

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1 to walk you through those.
2 On Page 5 of the reso- -- I'm sorry. On
3 Page 3 of the resolution, down at the bottom --
4 and this will be repeated elsewhere in the
5 transaction details -- the third item, that
6 90-day notice to move the ship, that is a
7 reduction from a previous larger amount. And I
8 want to say it was a hundred-and-eighty days
9 notice. So that is a change there.

10 Hopping over to Page 5, under the
11 Development Agreement, the second bullet item,
12 inasmuch -- the previous development agreement
13 requires several steps that have to be
14 performed before the license agreement can be
15 executed. And the previous development
16 agreement that this board approved allowed for
17 a three-year period for that to occur.

18 The Jacksonville Historic Naval Ship
19 Association has done most of that legwork. So
20 we've reduced that to one year because we have
21 talked with them and believe that that could be
22 accomplished in one year or less. That was a
23 reduction.

24 Turning to Page 6 of the term sheet, under
25 the first dark bullet point, and then the last

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1 open point on there you'll see that 90-day show
2 back up again.

3 Moving down to the license agreement, this
4 is consistent with the previous license
5 agreement. It would be for a ten-year term.
6 And then there would be two opportunities for
7 successive five-year -- two five-year term
8 renewals.

9 Under the license agreement, the fourth
10 bullet point, I want to make sure that everyone
11 understands that the City of Jacksonville and
12 DIA have not agreed to provide any funding to
13 this project. The license agreement would
14 allow them to use the shipyard dock at no cost.
15 They would not be paying rent, but there's no
16 expenditure on behalf of the City or DIA
17 contemplated in the terms of this agreement.

18 The last bullet point on Page 6, and the
19 next bullet point carries over to Page 7, is a
20 substantial revision from previous term sheets.
21 Previous term sheets were going to require that
22 the ship -- the association put on deposit with
23 the -- with DIA or the City in the form of a
24 letter of credit, an escrow account, it could
25 be various combinations, the amount of money

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7

1 that the City or DIA would need in the event
2 that the ship was abandoned, that it would cost
3 to get the ship from Jacksonville, Florida to
4 Brownsville, Texas, which is the primary scrap
5 yard the Navy uses to scrap retired vessels.

6 This changes that to escrow only. And it
7 requires that it be 110 percent of a certified
8 cost estimate of that charge by whatever
9 company to get it from Jacksonville to
10 Brownsville. And it also requires that that be
11 adjusted every five years. So a second cost --
12 certified cost estimate would have to be
13 submitted in five years. And depending on what
14 direction that cost went it -- if it went down,
15 no problem. If it went up and exceeded the
16 110 percent amount that was on file with DIA,
17 then the association would have to immediately
18 deposit the difference to make that whole and
19 set it back at 110 percent.

20 If you have any questions, I'll be happy
21 to try to answer them.

22 THE CHAIRMAN: Thank you, Mr. Crescimbeni.
23 What is the pleasure of the board with
24 regard to Resolution 2020-01-02?

25 BOARD MEMBER FROATS: Motion to approve.
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1 THE CHAIRMAN: Move to approve by
2 Mr. Froats.

3 BOARD MEMBER PADGETT: Second.
4 THE CHAIRMAN: Seconded by Mr. Padgett.
5 Thank you.

6 Let's begin discussion, please, with the
7 councilman.

8 COUNCIL MEMBER BOYLAN: No questions.
9 THE CHAIRMAN: Thank you.
10 Mr. Barakat.

11 BOARD MEMBER BARAKAT: Just a couple of
12 questions. I think, generally, the City is
13 very well protected in this arrangement. I
14 think, you know, the first time at bat, the
15 second time at bat, and the third time at bat
16 we did a very good job putting together an
17 agreement.

18 There's just two -- one question, and then
19 maybe two comments. One is, we made a lot of
20 comments in the last meeting about this,
21 regarding the design aspects of the entrance,
22 and the gazebo, or whatever they intend to
23 build.

24 So just -- it may be implied as part of a
25 conditional approval of the development

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1 agreement, but I want to make sure that they
2 have received conceptual and final approval
3 from DDRB. Even though these might be seen as
4 temporary structures or nonpermanent
5 structures, I want to make sure that DDRB will
6 have its typical oversight in this process.

7 Is that confirmed?

8 MR. PAROLA: Through the Chair, yes, sir.
9 The Ordinance Code would mandate they go that
10 route.

11 BOARD MEMBER BARAKAT: Okay.

12 MR. CRESCIMBENI: Mr. Barakat, under -- on
13 Page 4 of the resolution, under Transaction
14 Details, the first item addresses your point
15 straight on.

16 MS. BOYER: We added new language --

17 BOARD MEMBER BARAKAT: Oh, you did.

18 MS. BOYER: -- that specifically says,
19 "and for the future development of a ticket
20 booth, restrooms and gift/concession shop
21 associated with the museum ship, subject to the
22 availability of space and the approval of the
23 Downtown Development Review Board."

24 BOARD MEMBER BARAKAT: All right.

25 Perfect. Thank you.

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1 The other question I have is, regarding
2 the day-to-day operations, is there any -- has
3 there been any consideration or discussion
4 about, are they open every day, or what if
5 they're only open once a week and just sits
6 there not really adding to downtown as expected
7 to, are there any concerns regarding the
8 operations of the -- of this amenity?

9 And do we -- I know we have a 90-day
10 termination agreement. We don't want to go
11 there once it's -- once it's up and running,
12 so --

13 MS. BOYER: To my knowledge, the prior --
14 and I will admit that I have not gone back and
15 reviewed the prior -- last draft of the USS
16 Adams license agreement. I don't think it had
17 required operating hours in it, but I think
18 that that is a good concept that should be
19 incorporated.

20 I don't know that it may be -- may or may
21 not be appropriate to say 40 hours a week or
22 60 hours a week. I mean, we need to figure out
23 what that number is. But I would agree with
24 you, this is not an open-by-appointment only
25 kind of facility that's going to take up that

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1 much space and be that visible downtown. So I
2 think we're going to want some -- in the
3 license agreement, some commitment to operating
4 hours and availability that we're open to the
5 public.

6 BOARD MEMBER BARAKAT: Please do include
7 that. We don't want to leave the perception
8 that it's a vacant building or vacant
9 structure.

10 Other than that, I have no further
11 comments.

12 THE CHAIRMAN: Thank you, Mr. Barakat.
13 Mr. Padgett.

14 BOARD MEMBER PADGETT: I just have
15 comments in general. I think it's a great
16 idea. I hope it -- I hope it works. I think
17 it's going to be really nice to have that
18 downtown.

19 I agree with Oliver on the amenities and
20 parking and what it's going to look around the
21 ship. And that -- that area being governed by
22 the DDRB and DIA is great.

23 So the first thing I think about is, if it
24 doesn't work, how do we get out of it? It
25 sounds like we've done a good job on our exit

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1 strategy if we were going to execute that.

2 The escrow account, the first thing I
3 thought was, what happens if in four or
4 five years it costs more? It sounds like we
5 covered that. So we're going to actually go
6 back and look at that five years. So good job
7 thinking about that as well. I think we've
8 covered all our bases as much as we could.

9 I don't have any further comments on it.
10 So good job on it.

11 Thank you.

12 THE CHAIRMAN: Thank you, Mr. Padgett.
13 Mr. Ward.

14 BOARD MEMBER WARD: I echo Mr. Padgett's
15 comments regarding, I hope it succeeds. I
16 think it's a something-is-better-than-nothing
17 in that space scenario. I think it certainly
18 has potential, so I hope it succeeds.

19 Two comments which are sort of part of the
20 same subject, and this may be handled by OGC or
21 somebody else in the standard contracting
22 process, which is my day job, I'll share a
23 little bit here, but do we account for things
24 like being listed as an additional insured
25 under their insurance requirements providing --

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1 you know, making sure that we've got up-to-date
2 COIs from them?

3 And then part and parcel to that,
4 Mr. Crescimbeni, is -- I guess probably a
5 question best for you is, do we handle our
6 standard contracts, things like this, for
7 indemnification? I'm thinking like, if this
8 thing starts rusting like nobody's business,
9 and it's a river, and we've got an issue -- the
10 City has an issue with DEP all of a sudden.

11 And while that's a worse -- that's a bad
12 case, right? Do we account for things like
13 that when working through these agreements?

14 MR. CRESCIMBENI: The term sheet has
15 language that's very open-ended because of this
16 very point. It basically says that they will
17 comply with the insurance requirements as
18 established by the City's Risk Management
19 Division, which is our insurance branch.

20 The previous license agreement had two
21 sections that related to insurance. There was
22 an insurance section embedded in the license
23 agreement that directly applied to the
24 association and the ship and then there was an
25 exhibit that's referenced in the license

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1 agreement that's attached that -- that set
2 forth insurance requirements for contractors.

3 I've had some discussions with Twane, and
4 kind of alerted them to a few things I'm
5 concerned about, as you were mentioning. So
6 when this comes back for rewrite through the
7 OGC, Twane Duckworth, who is the division chief
8 for the City's Risk Management Division, will
9 be working in concert with OGC to make sure we
10 cover some of those other bases.

11 I'm not an insurance expert. I read the
12 insurance. We have a couple of concerns.
13 Ms. Boyer raised a good concern about, in the
14 event we have a tidal surge similar to what we
15 did after Irma, we want to make sure we have
16 insurance in case the ship ends up in Hemming
17 Plaza.

18 There's a few unique things with a ship
19 that we need to make sure we have actually
20 spelled out. We'll make sure that's done. So
21 we left the term sheet open-ended so that those
22 parties could craft that language as necessary.

23 THE CHAIRMAN: Thank you, Mr. Ward.
24 Mr. Froats.

25 BOARD MEMBER FROATS: Two questions. And

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1 you might not know the answer to this. Maybe
2 you do. Is there an inspection done annually
3 of the ship?

4 We maybe want to have the gentleman up
5 to --

6 MR. CRESCIMBENI: I would defer to the
7 representatives. I know passenger vessels have
8 to have inspections by the Coast Guard.
9 (Inaudible) operated the ferry for awhile as
10 a --

11 (Captain O'Neil approaches the podium.)

12 CAPTAIN O'NEIL: Hi. I'm John O'Neil.
13 I'm with the -- retired Navy captain.

14 I'll sit down.

15 MR. CHAIRMAN: Thank you, Mr. O'Neil.

16 CAPTAIN O'NEIL: And the Coast Guard will
17 refer to this as a permanently moored craft, so
18 they won't inspect it. We inspect it. I've
19 been on the ship four times. Dan's been on
20 several times. And we do have a bona fide
21 maintenance plan. And we will be hiring --
22 excuse me -- one or two gentlemen who did this
23 for a living both in the Navy and out, so at
24 the shipyards over there at -- outside of
25 Mayport.

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1 So the ship will also be put on -- will
2 have a paint system called Juton Paint,
3 J-u-t-o-n, and that paint will be put on in the
4 dry dock. That's for both the hull
5 preservation and the -- in general, the entire
6 ship.

7 When we have the ship alongside Pier 1, it
8 will be stern in, starboard side to, and we'll
9 get onboard the ship from the stern, if you
10 will, from the Northbank, a 70-foot gangway
11 down to the stern of the ship. We don't intend
12 on using Pier 1 as an egress point to the ship,
13 or to or from it because, frankly, we didn't
14 want to put money on the City pier because that
15 pier still belongs to the City.

16 If City would like to, that would be
17 wonderful to upgrade that pier deck because it
18 does need work. I've been on that pier
19 numerous times and under it.

20 I might add also, maybe you don't
21 understand, too, with this ship repair
22 processes -- or the ship presentation that we
23 have given you in the last few years, is that
24 we would not have been able to do any of this
25 if we didn't have the help of several of you

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1 who are around the table, plus Dan as an
2 attorney and a retired Navy captain also.
3 But a lot of -- a lot of the things we put
4 into the ship were gratis from people like
5 Bill Gay, ourselves, and others. So there's
6 not -- it sounds like a lot of money, but we've
7 put a lot of time and effort into preserving
8 the ship ahead of time.

9 The ship is an active museum now. It's
10 kind of neat. The antennas for the radars,
11 they rotate. There's 11 torpedoes in it. So
12 there are a lot of new things.

13 THE CHAIRMAN: Excuse me. Mr. Bean,
14 excuse me.

15 MR. BEAN: Through the Chair --

16 THE CHAIRMAN: Excuse me.

17 MR. BEAN: Yes, sir. Go ahead.

18 THE CHAIRMAN: Could we have the gentleman
19 put his name and address on the record?

20 CAPTAIN O'NEIL: John Edward O'Neil Jr.,
21 1372 Windsor Harbor Drive, Jacksonville, 32225.

22 THE CHAIRMAN: Thank you.

23 Mr. Bean, I'll ask you to do the same
24 thing.

25 MR. BEAN: Thank you. 50 North Laura,
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1 So back in the fall of 2018, we had
2 activated all the -- almost \$900,000 in
3 personal loans. We had that money in the bank,
4 in our line of credit. And we -- the Duval
5 Delegation had secured a million dollars for us
6 from the State of Florida. We still have all
7 of that. We just have to activate it,
8 re-execute all the paperwork, promissory notes,
9 and put the money back in the bank. That will
10 be done simultaneously as we work with
11 Councilman Crescimbeni and CEO Boyer to reach a
12 mutually satisfactory development and license
13 agreement so that -- you know, if we can get
14 through City Council within eight weeks.

15 Which numerous City Council folks asked us
16 what they can do to help us, so we're confident
17 that we can run through that process. And at
18 that point, we'll simultaneously feel confident
19 that we can get ready to move the ship.

20 THE CHAIRMAN: All right. Thank you.

21 Thank you, Mr. Froats.

22 Ms. Worsham.

23 BOARD MEMBER WORSHAM: First of all, I
24 think what you're hearing is a lot of
25 excitement. There are a lot of questions, but
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1 Suite 2500, 32202.
2 Just to answer your question, so the
3 annual Coast Guard inspection, fireman, fire
4 chief inspection, just your typical -- but the
5 Navy will have no role -- the United States
6 Navy will have no role.

7 CAPTAIN O'NEIL: And the Coast Guard
8 doesn't also. It will be a City building
9 inspector or fire department, you know, that
10 type of thing. It's not the Coast Guard. We
11 have a letter from the Coast Guard that says
12 that.

13 BOARD MEMBER FROATS: The second
14 question -- first, congratulations. I know
15 you've spent a lot of time on this. What's the
16 timing? When do you think the first person
17 will be stepping on it?

18 MR. BEAN: Sure. Through the Chair, you
19 know, our -- our best case, if everything falls
20 our way, would be sometime in late April. But,
21 you know, we have to go through DDRB. So the
22 design for a ticket-taking booth, things of
23 that nature, obviously, we have to go through
24 City Council and put back together our
25 financial stack.

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1 I think we're all excited about the ship. And
2 the questions you're getting and the insurance
3 requirements are really just to ensure that
4 we're doing our due diligence to protect the
5 City and to ensure that this is an attraction.

6 I'm very excited about it, celebrating our
7 history with the Navy and bringing folks
8 downtown. And I wish you success, and I hope
9 that this spurs other things in that vicinity
10 and brings people downtown.

11 And I think last meeting, my biggest
12 concern was what Oliver and I have talked
13 about, the interface between the public and
14 getting to the ship and ensuring that that is a
15 quality experience, as I'm sure you want the
16 ship itself to be. So I look forward to a
17 successful completion for you.

18 MR. BEAN: Thank you. Thank you very
19 much.

20 And all the scepticism is welcome,
21 something we've heard through the decade. It's
22 helped to make our project stronger and more
23 confident, and so we appreciate it and
24 appreciate the concerns and the scepticism.
25 And that's okay. We obviously don't -- we

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1 haven't invested ten years of our life for this
2 to fail. And so we appreciate all the input
3 that we received along the way.

4 CAPTAIN O'NEIL: Through the Chair, also,
5 the -- just late night, I gave it to Councilman
6 Crescimbeni. A local tugboat company called
7 Smith Maritime down in Green Cove Springs, they
8 also have an operation over at Louisiana, they
9 gave us the tug estimates that the councilman
10 wanted and we wanted. So we have hard
11 concrete -- this is what -- this is what they
12 will charge us to do the tows.

13 C.W. Powell is our insurance company, has
14 been for ten years, and Grandson Powell is our
15 insurance person.

16 THE CHAIRMAN: Thank you.

17 Thank you, Ms. Worsham.

18 Mr. Moody.

19 BOARD MEMBER MOODY: Well, I'm likewise
20 excited. Being an official Navy brat, I think
21 this is going to be great for Jacksonville.

22 And I'm really excited about what it could be
23 in relation to our shipyards.

24 I want to just make sure that we have --
25 because this could be a very long relationship,

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1 and I'm hoping it will be, but I want to make
2 sure that we have fully considered our
3 connectivity to the shipyard development and
4 also maybe the reuse or the redevelopment of
5 the Berkman property.

6 Any comments?

7 MR. BEAN: Well, you know, we've always
8 said that it was one step at a time
9 (inaudible). Unfortunately, we can't tow away
10 the Berkman II. That will take some other
11 activity. But, you know, we're excited to see
12 what will go in place of it.

13 We've always viewed ourself as an asset
14 and attraction that would like to have other
15 things around it. So we're excited to see what
16 can happen with the Berkman II and happy to see
17 the shipyard.

18 As we've said before, to the extent that
19 the City wants to move Metro Park down to us,
20 make it a veterans park, do all the bells and
21 whistles associated with a veterans park, we
22 think that's frankly the best use, but we'll
23 leave that to the board and other entities to
24 do that.

25 Obviously, personally, I would love to see

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1 the memorial wall moved out of the parking lot
2 and into a more somber, proper location on the
3 water and make room for further development by
4 the stadium. That's just me speaking, not as
5 president of the nonprofit.

6 BOARD MEMBER MOODY: Thank you.

7 THE CHAIRMAN: Thank you, Mr. Moody.
8 Mr. Gillam.

9 BOARD MEMBER GILLAM: I would echo the
10 comments of my fellow board members. I
11 appreciate all the hard work. I do have high
12 hopes that it will be as successful as you
13 project, and you have my support.

14 MR. BEAN: Thank you.

15 THE CHAIRMAN: I just have a question
16 about the towing. The amount that's going to
17 be deposited, five years, is that a reasonable
18 time? Do the prices change in five years with
19 regard to towing or do they escalate yearly,
20 or --

21 CAPTAIN O'NEIL: Towing is like any other
22 business, but we thought originally \$300,000
23 was a good amount, but we just got the Smith
24 Maritime bid in for 243,500 to take it from
25 downtown Jacksonville to Brownsville, Texas.

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1 So it's -- it happens, if you will. And it's a
2 business operation. And if they have time --
3 plus, fuel costs have gone down. So --

4 MR. BEAN: Through the Chair, I think it's
5 the fuel cost, really, that we're catching.

6 When we got the estimate five years ago, they
7 were a hundred dollars per barrel. That's no
8 longer the case. The United States is now the
9 largest producer, and I think we're enjoying
10 the benefit of that. And I don't think it'll
11 change.

12 But I do think what Councilman
13 Crescimbeni -- and I refer to him as Councilman
14 Crescimbeni because that's all I've ever known
15 him to be -- is that the five-year check-in and
16 reevaluation, I think, is obviously very
17 intelligent.

18 We have always planned to, as part of our
19 budget that we projected, was to put money into
20 the tow-away account because, frankly, you
21 know, we know that the USS Orleck is not going
22 to last forever. We will want to tow it at
23 some point.

24 It was appraised in November of last year,
25 2019, for \$2 million. So when we get -- take

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1 possession of it, it's a \$2 million asset,
 2 piece of collateral, and that's the salvage
 3 value of it. So to the extent that we can
 4 rotate the ship in five to ten years, that's
 5 part of our business plan.
 6 THE CHAIRMAN: Okay. Any further
 7 questions?
 8 Yes, sir. Mr. Boylan.
 9 COUNCIL MEMBER BOYLAN: Thank you,
 10 Mr. Chairman.
 11 Through the Chair, there was a
 12 conversation, or a comment, or questions about
 13 the operating hours. Could you speak to that
 14 also? I'd be interested in knowing.
 15 Obviously, a number of veteran
 16 organizations in our area are going to be
 17 utilizing volunteers (inaudible), if you will,
 18 to assist you in those operating hours.
 19 MR. BEAN: Thank you.
 20 Through the chair to the councilman, so as
 21 for operating hours, I think we would just run
 22 the standard operating hour.
 23 Captain O'Neil, do you --
 24 CAPTAIN O'NEIL: To the Chair and to
 25 everyone else, open at 10:00. Our staff would
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1 that's -- that's the business operations hours
 2 of it.
 3 COUNCIL MEMBER BOYLAN: Again, through the
 4 Chair --
 5 THE CHAIRMAN: Sure.
 6 COUNCIL MEMBER BOYLAN: -- the second
 7 question is, with respect to use of community
 8 organizations, veterans organizations, are
 9 those are on a volunteer basis?
 10 MR. BEAN: Sure. We have a -- we have an
 11 unsigned offer from AARP for a five-year deal,
 12 \$50,000 per year for five years. And part of
 13 that deal requires us to accept volunteers from
 14 AARP. We also have our sort of volunteers as
 15 docents and things of that nature. So I
 16 probably shouldn't have put the terms of the
 17 AARP on the record, my media friends, but those
 18 would be volunteer service organizations, and
 19 AARP, and other folks that come forward to
 20 serve as docents.
 21 I think we're looking at, frankly, about
 22 10 to 20 personnel to serve as docents to lead
 23 people through. The USS Orleck now uses a
 24 self-guided tour as well, and I think that's
 25 been pretty successful.
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1 be on board about 9:00'ish, 8:30. It depends
 2 on what the activities are. So 10:00 to 4:00,
 3 10:00 to 5:00. Stay open after school, maybe
 4 working with the Boy Scouts. I made Eagle
 5 Scout here way back in '62 when I was a senior
 6 at Bishop Kenny. And -- I'm trying to focus.
 7 But anyway, about six, seven hours a day,
 8 seven days a week, except for probably
 9 Christmas, things like that, because that's
 10 when you make your money.
 11 MR. BEAN: We also intend -- through the
 12 Chair, we intend to have sleep-overs. So we
 13 would be open 24 hours a day for those
 14 sleep-overs. Those would occur on Friday and
 15 Saturday nights. The Boy Scouts, Girl Scouts,
 16 et cetera, that's a huge part of the
 17 money-making operation, to capture the
 18 thousands of young Scouts that leave our City
 19 to go to Mobile, Alabama, or Charleston, South
 20 Carolina. They will not do that anymore.
 21 So I think, business operations, I would
 22 envision maybe a Monday or Tuesday closed, but
 23 every other day. Definitely on the weekends.
 24 So that's just the -- we have to generate
 25 revenue to be self-sustaining. And so
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1 One of the things they also do that we
 2 intend to incorporate is a laser tag type of
 3 activity for young kids, and that's been very
 4 successful there.
 5 COUNCIL MEMBER BOYLAN: Thank you.
 6 THE CHAIRMAN: Any further discussion?
 7 Mr. Padgett.
 8 BOARD MEMBER PADGETT: I have one more.
 9 I know on larger boats, a lot of times,
 10 they have to have hurricane evacuation plans.
 11 So you kind of got my attention. You said that
 12 it could end up in Hemming Plaza. Apparently,
 13 this ship does not run, right? It has to be
 14 towed anywhere?
 15 MR. BEAN: Correct.
 16 BOARD MEMBER PADGETT: Wouldn't you have
 17 to have such a thing for one that doesn't run?
 18 MR. BEAN: We're -- John, or Captain
 19 O'Neil, we're very attuned to Irma, the effects
 20 of Irma. And Captain O'Neil can tell you about
 21 what we -- what we had in place that would have
 22 operated just fine, and the Orleck would not
 23 have ended up on Bay Street.
 24 So Captain O'Neil?
 25 CAPTAIN O'NEIL: Back again.
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1 The design for that berth is set for
2 118 miles an hour, 100 knots of wind. I might
3 add that we have photographs when the last
4 storm came through. It did not top those piers
5 down there. And our marine engineer is Ed
6 Morales. And another lady helped us, she's the
7 design agent for it. And Sandy Rice out of
8 Port Canaveral.

9 And so what we have designed is to 118
10 knots. We've never had 118 knots here. We had
11 about, what, 80'ish, I think, possibly in gusts
12 last time, and the pier was never topped. The
13 ship is not going to go anywhere. It's going
14 to be moored with very heavy mooring lines
15 designed not to break.

16 And we -- even if we had a huge, monstrous
17 storm coming, the ship's not going to get
18 underway. We could even put in more pilings
19 alongside the unengaged side of the ship. You
20 have the pier -- the ship and the pier in an
21 open way, and you put in more pilings. So the
22 ship's not going anywhere. It won't rise up on
23 the pier.

24 MR. BEAN: So just for factual history,
25 through the Chair, the shrimp boats tied up on
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1 just want to make sure we're asking the
2 questions and checking.

3 CAPTAIN O'NEIL: We had to provide all of
4 those design features to C.W. Powell. And they
5 work with a New York maritime and a Boston
6 maritime insurance organization that does these
7 type of things and -- for other historic ships.

8 And the ship also would be dogged down.
9 If, you know, in the Navy, we go fight or we
10 have fires, whatever, we dog down the hatches
11 and scuttles and all that so water won't go
12 into the ship, so you dog the ship tight.

13 MR. BEAN: That's not to say that an
14 insurance company may not argue that that was
15 an act of God that you're describing and try to
16 get out of it that way, but I think we have
17 adequately provided for that type of -- and
18 like we said, we went through Hurricane Irma.
19 It was a real life experience for us. And we
20 were very interested in how the shrimp boats
21 were handled and how they handled themselves.

22 We're confident that our structure and our
23 engineering, adding dolphins to even strengthen
24 the pier even more will be fine. Frankly, if
25 we can, we've even felt if something were to
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1 that pier during Hurricane Irma, during the --
2 the pictures of flooding on Bay Street and
3 things of that nature, those -- those vessels
4 did not go anywhere. And then, obviously, as
5 a -- obviously, our last necessity would be
6 just simply take on water and to make it even
7 heavier in order to keep the ship from moving.

8 I don't think we're going to have
9 120-mile-an-hour winds, but that's our -- we
10 were required to meet that standard by the
11 Navy. That's a standard that we built our
12 structure based on. So we're very confident
13 that if we need -- if we were to see another
14 Hurricane Irma type of effect, this ship would
15 be fine pier side. It would not move on to
16 Bay Street.

17 BOARD MEMBER PADGETT: I think the point I
18 was getting at is, will the insurance company
19 buy into that plan? They want a plan, and that
20 plan has to be implemented. And if everything
21 you described they're on board with -- extra
22 pilings, it's tied up -- we're happy with it.
23 The storm comes, you don't have to move it.
24 All the insurance is still in place. If it
25 happens that way, then I think we're good. I

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1 occur at 120 miles an hour, you'd see a lot
2 more bridges down than you'd see the Orleck
3 underway.

4 THE CHAIRMAN: Anything else, Mr. Padgett?

5 BOARD MEMBER PADGETT: That's it.

6 THE CHAIRMAN: Any further discussion?

7 BOARD MEMBERS: (No response.)

8 THE CHAIRMAN: What is the board's
9 pleasure with regard to Resolution 2020-01-02?

10 All those in favor signify by saying aye.

11 BOARD MEMBERS: Aye.

12 THE CHAIRMAN: Any opposition by like
13 sign.

14 BOARD MEMBERS: (No response.)

15 THE CHAIRMAN: It passes unanimously.

16 Thank you very much and we look forward to
17 boarding the Orleck in the near future.

18 MR. BEAN: Thank you.

19 THE CHAIRMAN: The next agenda item is the
20 chief executive's report.

21 MS. BOYER: Thank you, Mr. Chairman.

22 I have a couple of topics that I want to
23 share with you today. The first one is just a
24 handout. So I have -- everybody has at their
25 seat a copy entitled, Retail Enhancement Grant

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1 Program. It says, "New DIA incentive." That
2 is not new like today. This is an exact
3 reprint from our approved CRA plan that was
4 adopted in 2014. So I'm just providing this
5 so -- particularly for new board members who
6 have an opportunity to review and see what the
7 program is as it exists.

8 So as we are discussing changes in it, you
9 know what the criteria are today that we are
10 working off of. And this -- any enhancements
11 would be an add-on to. So that's just provided
12 for your information.

13 The next thing I would like to share with
14 you is a PowerPoint presentation which you have
15 a printed copy of on our Downtown Two-Way
16 Street Project. You'll recall at last month's
17 meeting, we provided some additional funds, I
18 think it was \$8,000, to Waitz & Moye to do an
19 updated price cost estimate for us. But we
20 also, in -- back in August, had the Planning
21 Department, Public Works Department engage
22 Metric Engineering, I believe, to conduct some
23 traffic counts downtown.

24 All of these are precursors. They're
25 gathering the information we need to start to
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1 implement this project, but I wanted to share
2 with you a little bit more about it. And
3 again, for those who may not have been on the
4 board back when the CRA plan was adopted and
5 when this was discussed at length, to share
6 with you more details on the project.

7 So conversion to one-way, which is what we
8 now have downtown, was primarily designed to
9 reduce emissions when exhaust at the toll
10 bridges, and particularly from industry, were
11 impacting air quality. That was the primary
12 driver to Jacksonville's conversion of streets
13 from two-way to one-way downtown.

14 And more secondarily, to improve
15 efficiency and speed of travel, but it was
16 really deemed driven by the fact that we were
17 violating air quality standards on a national
18 level at that time, and this was part of a
19 package of activities, infrastructure
20 improvements that we made to try to improve air
21 quality.

22 Conversion back to two-way is widely
23 recognized by a growing body of research to
24 improve safety, particularly for pedestrians
25 and bicyclists, that's probably fairly

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1 self-evident, but also to promote economic
2 development, particularly residential growth,
3 restaurants, entertainment and the like.

4 And it results in higher property values.
5 There's quite a bit of statistical evidence
6 from cities that have done this that you see
7 associated increases in property values when
8 you convert back to two-way streets in a
9 downtown area.

10 And, in fact, it also improves network
11 efficiency. So from a traffic engineering
12 standpoint here, it may not be increasing the
13 speed of travel that individual vehicles
14 travel, but it increased the efficiency of the
15 network because you don't have to drive around
16 three blocks to get to a particular
17 destination. You can go more directly there.

18 So in some ways, the amount of time
19 elapsed is the same for someone trying to get
20 from Point A to Point B because they can go
21 directly there rather than have to go in a more
22 circuitous route.

23 I have a couple of photographs from a
24 couple of examples of cities in Florida, who
25 have converted streets from one-way back to
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1 two-way.

2 One is St. Petersburg. And so here, you
3 see some illustrations. One of the things you
4 will notice is, they have a lower level height
5 immediately adjacent to the frontage, and then
6 they tier up to their towers. They have
7 widened the sidewalks in some areas to 20 feet.
8 In this immediate vicinity, they require
9 sidewalk cafes in order to get an incentive.
10 So -- and they have angled parking in a fairly
11 narrow two-way street. Highly successful, very
12 vibrant area.

13 This is Palafox Street in Pensacola. The
14 picture above is 2007. That is before their
15 conversion to two-way when it was a one-way
16 street. And the pictures below from 2019 are
17 after conversion to two-way and the whole
18 renovation of the district and reinvigoration
19 of it.

20 We can go through many more examples of
21 this, if you wish, but those are just two
22 Florida examples. In this case, using actually
23 CRA funds as well.

24 This is a page direct reprint out of our
25 CRA plan that was adopted by Ordinance
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1 2014-560. And you will see that one of the
2 very specific projects was to reintroduce
3 two-way streets. And down at the bottom of
4 that page you can see the list of streets that
5 are included, which are Monroe, Adams, Forsyth,
6 and it goes through the list. But this is part
7 of our adopted plan that we are supposed to use
8 our CRA dollars to implement.

9 In addition, the City has a Mobility Plan
10 that also was adopted by ordinance. The
11 Mobility Plan is where impact fee dollars,
12 mobility fee dollars that developers pay, go
13 into this fund and fund these projects.
14 Downtown, because of our DRI, has been
15 grandfathered, and when we're allocating those
16 development rights, developers have not had to
17 pay impact fees.

18 As we are moving forward, there will be a
19 mobility fee conversion number at some point
20 that will go into effect. But the important
21 thing I want to show you is, the funds are
22 supposed to be used for and the top two
23 priority projects are the conversions of
24 Forsyth and Adams to two-way.

25 Again, a City Council-adopted document.

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1 This is a map from the Mobility Plan that shows
2 not only the two-way conversions, but also
3 pedestrian improvements, bicycle improvements,
4 et cetera, within downtown. And this is the
5 map that I have been using for presentations.

6 Maybe it's easier to understand, I'm not
7 sure, but the idea of the two solid blue lines
8 are Forsyth and Adams and the two streets that
9 we would start with on conversion from one-way
10 to two-way. The hatched blue lines, the dashed
11 blue lines, are others that would follow in
12 later phases.

13 The boundary that you see on the outside
14 is -- on the left-hand side of the map is
15 Jefferson and Broad. Those would remain
16 one-way and provide one-way access to the
17 Acosta Bridge.

18 The northern boundary is State and Union,
19 provides one-way -- remains one-way. It
20 provides one-way access both to Hart and
21 Mathews as well as to and I-95 and I-10. And
22 then you see Liberty Street on the eastern
23 side.

24 So it's all within that rectangular area
25 that we would be talking about the conversion.

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1 Not beyond it, just within that area. So part
2 of what you see is, even with the conversion of
3 these streets, it's only a matter of a few
4 blocks from any particular location to get to a
5 one-way pair. So if someone is trying to move
6 quickly out of downtown, they can get to a
7 one-way pair quickly.

8 This also highlights the green dash line
9 that you see is the Hogan Street and Emerald
10 Trail segment. That is the pedestrian corridor
11 or bicycle cycle track and enhanced sidewalk
12 space on Hogan Street. So Hogan would remain
13 one-way because the other lane becomes the
14 cycle track. So it does not have the two-way
15 conversion on that segment of Hogan.

16 The Downtown Zoning Overlay that was
17 adopted a year ago speaks to vehicular zones
18 and the pedestrian zones. It simply is
19 identifying, providing adequate pedestrian
20 zones and the widths of the vehicular zones.
21 It doesn't go into engineering detail on the
22 design of that and this differentiation within
23 the pedestrian zone, the frontage area, the
24 pedestrian clear area, and the amenity area.

25 As we do a two-way street conversion, we

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1 would be looking to make sure that our sidewalk
2 space is conforming with the overlay and
3 conforming with the plan as we do that.

4 And so really, all this was is just kind
5 of a briefing of how we got to this point.
6 Many of the projects that are in your CRA plan
7 we have already implemented. There are a lot
8 of them that we've already accomplished or at
9 least partially accomplished. These particular
10 projects on street conversion had bigger price
11 tags and had taken longer to get to the point
12 where we have the capacity to begin to
13 implement them.

14 So where we are now, as we are doing the
15 cost estimates, you will probably see us coming
16 forward within the next few months with a
17 request for an RFP for design services to
18 actually design what the new street would look
19 like on those streets and that by next year's
20 budget, we would be asking, and probably before
21 that, to appropriate funds that we will have
22 available. We're not asking for additional
23 City funds at this point, but funds that we
24 will have available to begin construction.

25 So just wanted everybody to kind of get a

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1 warm-up on it so that as this starts happening
2 three months from now, six months from now, you
3 are aware. And I can answer any questions on
4 that or move on to the next topic.

5 THE CHAIRMAN: Questions from the board?
6 Mr. Barakat.

7 BOARD MEMBER BARAKAT: On Forsyth and
8 Adams, which are -- I think you said are the
9 proposed two next streets to convert, what are
10 the boundaries, east, west?

11 MS. BOYER: So the boundaries in the CRA
12 plan are slightly different than the boundaries
13 in the Mobility Plan. It might be dependent on
14 traffic data. But we are really talking either
15 Jefferson or Broad on one end and Liberty on
16 the other. So it could be Market rather than
17 Liberty. It could be Jefferson rather than
18 Broad. You know, I mean, those are somewhat
19 flexible.

20 But I am told that moving from two-way to
21 one-way to two-way is a confusion factor that
22 you try to avoid. So it's important that we do
23 an entire segment and not try to do, like, two
24 blocks at a time because some people have
25 suggested that we do it in smaller areas and

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1 I'm told from an engineering perspective that
2 that doesn't work well.

3 BOARD MEMBER BARAKAT: So engineering
4 constraints aside, and I understand doing it
5 all at once, I'm wondering -- this is a very
6 conceptual question. You may not be able to
7 answer it now. I wonder if we could horse
8 trade some of the more eastern and western
9 blocks, and while we're doing these, one of
10 these east-west streets, to really consider
11 doing Hogan Street. Hogan -- I understand that
12 Hogan is part of the Emerald Phase II plan, but
13 that right now is a hypothetical project from
14 what I'm hearing.

15 MS. BOYER: It's actually in the City CIP.
16 And it is funded in next year's budget
17 according to the CIP. It will advance and be
18 funded as of next year, the Hogan Street cycle
19 track.

20 BOARD MEMBER BARAKAT: So Hogan is on the
21 list? I thought you only mentioned Forsyth and
22 Adams.

23 MS. BOYER: Hogan is not on my list.
24 Hogan is not on my list for conversion in my
25 map. Hogan is contemplated to get the cycle

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1 track in the second lane, if you will. So it
2 would have one lane of travel one direction and
3 on-street parking. And the other side of the
4 street would have the two-way cycle track that
5 connects FSCJ up to UF Health down to the
6 waterfront.

7 BOARD MEMBER BARAKAT: Okay. Great. So
8 remind me again, when would Hogan construction
9 begin?

10 MS. BOYER: '21.

11 BOARD MEMBER BARAKAT: '21. Okay. That's
12 great news.

13 MS. BOYER: Probably as fast as we can get
14 to the rest of this by the time we get it
15 designed. So in the retail meeting we were
16 talking somewhat about this, but there's a lot
17 of timing that needs to coincide. But we're
18 looking at a lot of these things taking place
19 by '21.

20 The simplest version and the pricing that
21 we are getting on the two-way street conversion
22 is a tiered pricing where it is like -- the
23 simplest version is, you change the striping,
24 you add signal devices at the intersections,
25 you turn the meters around. You don't do much,

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1 but it does convert to two-way. Signage, but
2 it's very minimal.

3 Then you start to get into, do you move
4 any curbs, and do you widen the sidewalk at the
5 same time, and do you change any drainage.
6 And, you know, as you get more elaborate with
7 the project, it gets much more time consuming
8 and takes more time to design and more time to
9 implement and also more costly.

10 So we're going to look at it from a tiered
11 approach. And my recommendation is that we at
12 least implement the conversion first and get
13 the streets changed. And then there's no
14 problem with going back and widening the
15 sidewalk and adding trees or eliminating some
16 on-street parking later. I just think that we
17 should be -- we should not delay implementation
18 to get to the, you know, greatest magnitude
19 project we can imagine. I mean, we can imagine
20 some pretty spectacular things, but that would
21 take a long time.

22 BOARD MEMBER BARAKAT: Thank you.

23 THE CHAIRMAN: Mr. Padgett.

24 BOARD MEMBER PADGETT: I vote for the
25 spectacular one. That kind of answered my

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1 question, though. I was curious what it
2 entails when we change from two-lane -- well,
3 one lane to -- one-way to two-way, is it just
4 literally flipping lights around and changing
5 some strips? You could do it that easily, move
6 the signage, and we're running two directions.
7 So it's not that --

8 MS. BOYER: Obviously, there's a lot of
9 traffic timing that has to happen with that.
10 So signal timing throughout downtown needs to
11 get reprogrammed. You know, it's not quite as
12 simple as I made it sound, but it is -- but it
13 is a bare bones conversion as opposed to the
14 more elaborate.

15 BOARD MEMBER PADGETT: I don't have any
16 other questions.

17 THE CHAIRMAN: Okay. Thank you.
18 Next point?

19 MS. BOYER: Okay. The next --

20 BOARD MEMBER WORSHAM: I'm sorry. I'm
21 sorry.

22 THE CHAIRMAN: Oh, I'm sorry.
23 Ms. Worsham.

24 BOARD MEMBER WORSHAM: I'm sorry. Through
25 the Chair, I just want to say, I've been

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1 the design for the more elaborate so that then
2 we can look at whether we can legislatively,
3 through the tree fund, do the enhanced
4 landscaping, or through some other sources,
5 work for other aspects of it.

6 So I think -- I think it's a broader
7 approach, but we want to get the design of both
8 the basic version and the more elaborate
9 version done up front so then we'd have it on
10 the shelf ready to implement whenever we can
11 find the funding or the opportunity to focus on
12 a particular block and do the more extensive.

13 BOARD MEMBER WORSHAM: Absolutely. I
14 think we're all on the same page on that. I
15 just -- you know, it's an opportunity for us to
16 reinvent our streets with the conversion, and
17 it's not just about traffic.

18 THE CHAIRMAN: Any other discussion on
19 this point?

20 BOARD MEMBER GILLAM: I'm sorry to spin
21 this process, but I just want to say one thing.

22 I hate that we're not talking about
23 addressing Main Street and Ocean. And I know
24 that it's probably an FDOT-related issue, but,
25 you know, we've got the Elbow District that

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1 watching this ever since the CRA was first --
2 those projects came out in the BID plan, and
3 I'm thrilled that we are finally to the point
4 where we can start thinking about implementing
5 that. And I just want to say that it's an
6 important time for us to look wholistically at
7 those streets. And I understand we may have
8 some budget constraints, but yet it presents us
9 with the opportunity not only to do some of the
10 things that we're successful on, Laura
11 conversion, but to really look at the whole
12 design where we may have to start small, but
13 ultimately we should be looking at, as you and
14 I know, wider sidewalks, street trees, and the
15 reinvention of those areas in order to make our
16 Retail Enhancement Program work and encourage
17 folks to come down and want to spend time on
18 our sidewalks.

19 So it's -- the conversion is important,
20 but what happens beyond the conversion is even
21 more important as an end game.

22 MS. BOYER: And I'm envisioning as we
23 scope the design RFP that we would ask for
24 phase design elements so that we have a design
25 for the basic, and then we also, up front, get

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1 fronts and incentivizes development in that
2 area. And turning -- you know, cars coming off
3 the North Main Street Bridge into downtown at,
4 you know, 50 miles an hour makes it kind of
5 hard, it's a highway feature there, but I do
6 recognize we have FDOT issues.

7 MS. BOYER: And I will -- I will just
8 share -- he'll appreciate it that I mention it
9 publicly. So among the people that I have met
10 with, Rob Palmer from RS&H, has a design that
11 converts Ocean and Main also to two-way. And
12 he thinks it can be supported from a traffic
13 count standpoint. But since it wasn't in our
14 initial CRA plan, and it is an uphill battle,
15 and I think we start where we start. That's
16 not to say that we may not get there.

17 THE CHAIRMAN: Any other comments?

18 BOARD MEMBERS: (No response.)

19 THE CHAIRMAN: Hearing none, next point.

20 MS. BOYER: Okay. The next thing I wanted
21 to turn to is -- I did want to share with you
22 the MPS audit that we e-mailed to each of you
23 and kind of go through what the audit points
24 were that the council auditors came up with and
25 where we are in the process of addressing those

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1 so you have the benefit of that information.
 2 They had a -- you will recall that this
 3 audit was issued right about the time of the
 4 transition between Mr. Hughes as interim CEO
 5 and the time that I took over. However, the
 6 audit was conducted during the time that he was
 7 serving in this capacity. He worked
 8 extensively with the council auditor's office
 9 on it and assisted them in the process. And
 10 the things that you see which are agreements to
 11 improving the process are all things that he
 12 worked on with them and committed to and we're
 13 now carrying through and implementing. So it's
 14 been a joint effort to get to this point.

15 I don't know if you have the actual audit
 16 with you, and it doesn't matter, I'm just going
 17 to run through quickly the identified internal
 18 control weaknesses.

19 Let me say broadly, I think the good news
 20 about the audit was the indication that there
 21 was no indication that any of the payments that
 22 the DIA had made or that its predecessors in
 23 managing the agreement had made were improper,
 24 or incorrect, or anything wrong with them.

25 So from the standpoint of the funds that
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1 That is a check box, if you will, from the
 2 auditors' standpoint. And typically, the
 3 council auditors come back after a number of
 4 months to see whether you have completed the
 5 actions that you have agreed to perform. So we
 6 have done that. And I believe that what we
 7 have done in that regard will more than satisfy
 8 their concerns in the area.

9 The second comment and recommendation
 10 is --

11 BOARD MEMBER MOODY: What page?

12 MS. BOYER: Certainly. So in the audit
 13 itself, I am on Page -- I started on Page 5,
 14 which is where the audit conclusions are. So
 15 the first was that the tranche payments were
 16 calculated and reported correctly. And then
 17 number two is that DIA and MPS are complying
 18 with the terms with the exception of
 19 documentation and timeliness issues. So now,
 20 we're starting to go through the documentation
 21 and timeliness issues.

22 The first one is that we needed to adopt
 23 standard operating procedures, which we have.

24 The second one is that the cash flow
 25 reports that were delivered by MPS were, in
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1 had been disbursed under the agreement, the
 2 auditors did not find fault with the amounts
 3 that had been disbursed. And I think that's a
 4 very positive take-away from it. However, they
 5 did identify any number of internal control
 6 weaknesses, processes, things like that that
 7 they thought there was room for improvement and
 8 opportunities for both MPS and DIA, now as
 9 contract manager, to do better.

10 So the first of these is that, DIA didn't
 11 have any written policies and procedures
 12 regarding contract management. And in the
 13 absence of those policies, in the event of
 14 employee turnover, other things, there was a
 15 potential for problems with administration of
 16 the agreement.

17 And what I wanted to show you is -- you'll
 18 see this document that you have. These are now
 19 our formal policies and procedures regarding
 20 administration of the MPS contract. Those have
 21 been in place for a number of months.
 22 Councilman Crescimbeni, Mr. Crescimbeni, worked
 23 on those. And as our regulatory compliance
 24 manager, he is managing this contract. So we
 25 have done that.

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1 some instances, mathematically incorrect
 2 internally on their own. And the auditor's
 3 report was an indication that DIA had not been
 4 checking the math internally in those reports
 5 as thoroughly as they should. Otherwise, they
 6 would have identified those internal
 7 inconsistencies in the reports that were
 8 provided.

9 There are a couple of things with regard
 10 to that. One is, the reports were being
 11 provided in large batches. And this is a lot
 12 of paper and a lot of documentation to go
 13 through. And the agreement requires that they
 14 be provided on a monthly basis. If they are,
 15 in fact, provided on a monthly basis -- and MPS
 16 is getting closer to doing that -- then the
 17 review process becomes more efficient, and it
 18 is possible to check each report more
 19 thoroughly because you're not under the same
 20 timing crunch of when the payment is due to
 21 them.

22 So as far as that, that is something that
 23 we have agreed to, we are committed to do and
 24 have been reviewing reports as they come in and
 25 double-checking the expenses against the totals

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1 they report, looking at invoices and seeing if
 2 they balance, et cetera.
 3 The audit objective number two and the
 4 finding about inadequate documentation or
 5 support is a finding that we were not receiving
 6 from MPS all of the documentation, backup
 7 documentation, that is required on a number of
 8 cash flow report details. We are still not
 9 receiving that. That is the one item that we
 10 still have problems with.
 11 What you will see is -- in your packet is
 12 a copy of a letter dated September 11th that I
 13 sent MPS after the first tranche request we
 14 received since July where we said, okay, we're
 15 taking this one, the audit was just completed,
 16 we understand that you may not have been
 17 collecting that data, but we're not going to
 18 accept it anymore. Going forward, you're going
 19 to have to provide us this backup information.
 20 So we are demanding compliance with the audit
 21 report.
 22 And then, as you move forward to the next
 23 recommendations in the audit where we also
 24 agreed to them, there are recommendations about
 25 the timeliness both of the submissions by MPS

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1 and of the payments by the City. So again,
 2 they are supposed to submit their cash flow
 3 reports to us monthly. They were coming in
 4 batches, quite delayed.
 5 They are supposed to submit their
 6 six-month tranche requests or requests for net
 7 operating loss loan disbursements. They are
 8 supposed to submit those, I think it is,
 9 January 15th and July 15th for the preceding
 10 six calendar months.
 11 They were anywhere -- if you look in here,
 12 I'm now on Page 8. For the testing that was
 13 done in 2016 and 2017, you see some of them 127
 14 days late, 165 days late, 171 days late.
 15 What you see on this page is where we are
 16 now. So the first request we received was 219
 17 days late. The second request we received was
 18 133 days late. And the last request is not
 19 late. So they are catching up on their timing
 20 of delivering requests to us.
 21 You'll also see, on the January to
 22 June 2019 tranche request that was submitted to
 23 us -- no, the July to December, that was
 24 submitted to us on 8/22. We technically have
 25 30 days from the time we get the request to

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1 object to anything in the request. And if we
 2 don't object within 45 days of the date we got
 3 the request, we have to review it and pay it.
 4 And what you see here, in the little green, is
 5 we paid it five days early. So we paid it
 6 within our 45 days. We conducted our review in
 7 a timely manner.
 8 So we are on track to comply with our side
 9 of the timeliness, and they have greatly
 10 improved their timeliness. So we're hoping
 11 that going forward, their submissions will also
 12 be on a timely basis.
 13 So at the moment, the only outstanding
 14 issue we are continuing to work on is the
 15 backup support for revenue information. And
 16 that is the up-to-date status of where we are
 17 in response to the audit received.
 18 I'm happy to answer any questions. And I
 19 know Mr. Crescimbeni, who has been living with
 20 this intensely, can answer them as well if any
 21 of you have any questions that you want more
 22 information about.
 23 THE CHAIRMAN: Any questions from the
 24 board?
 25 Yes, Mr. Moody.

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1 BOARD MEMBER MOODY: I'm a little new to
 2 the process as far as the (inaudible), but when
 3 did the DIA get tasked with managing the
 4 parking? Do you remember the year?
 5 MS. BOYER: So the agreement was entered
 6 into in 2004. Originally, it was a JEDC
 7 agreement. Subsequently, management was
 8 transferred to OED, who was the successor of
 9 JEDC. DIA was created in 2012, but we didn't
 10 get this transferred to us until, I believe,
 11 2014 or '15. So there was a -- between 2012
 12 and 2014, DIA was getting their CRA plan
 13 adopted. And in that interim period, they
 14 didn't have funding or authority to do a lot of
 15 things. So I think at that point in time, the
 16 cash was still in OED to make the payments on
 17 it.
 18 But somewhere right in that 2014, '15,
 19 when DIA really became functional with staff
 20 and with funding, is the timeframe that it was
 21 transferred over to DIA for administration.
 22 BOARD MEMBER MOODY: Okay. I just had the
 23 feeling that it hadn't been that long, and it
 24 sounds like we're getting blamed for some stuff
 25 that we didn't have full responsibility for.

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1 MS. BOYER: Some of that is accurate. I
2 mean, it's -- it's a longstanding agreement
3 that has a lot of history behind it, but for
4 those of you who are not intimately familiar
5 with the agreement, essentially, the City
6 entered into a contract, did a bid, and entered
7 into a contract with MPS who won the bid to
8 build three parking garages for the City, the
9 courthouse garage, the arena garage, and the
10 sports complex garage. They operate those
11 garages.

12 And JEDC helped facilitate an IRB loan,
13 which was about 55 million at the time it was
14 issued. And the contractual arrangement
15 between the City, JEDC, now, DIA, and MPS is
16 that we would loan to them as a development
17 loan the net operating loss they incur every
18 six months.

19 So that is the cost of their IRB loan
20 payment, the cost of taxes, the cost of
21 operating the garages, all of their expenses
22 netted against -- including a return on their
23 initial capital investment, netted against
24 whatever revenue they generate. And whatever
25 that difference is, we advance as a development

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1 loan. The development loan amount with
2 interest is now about \$56 million.

3 This is a -- as far as we can tell, a
4 single-purpose entity that owns these three
5 assets. So the development loan amount is
6 continuing to grow every six months as we
7 advance additional funds. And there is some
8 question at this point as to whether the amount
9 of the development loan exceeds the underlying
10 value of the asset, but that doesn't relieve us
11 from our contractual obligation.

12 BOARD MEMBER BARAKAT: Mr. Chairman?

13 THE CHAIRMAN: Yes.

14 BOARD MEMBER BARAKAT: If I could just --

15 THE CHAIRMAN: Yes.

16 BOARD MEMBER BARAKAT: -- make one point
17 of clarification. The development loan is
18 funded by our CRA revenue, correct?

19 MS. BOYER: Correct. Correct.

20 BOARD MEMBER BARAKAT: So it has
21 encumbered this organization for many years and
22 our ability to do more projects downtown.

23 MS. BOYER: And that \$56 million has all
24 come out of the downtown tax increment
25 district.

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1 BOARD MEMBER BARAKAT: We're not talking
2 small dollars.

3 MS. BOYER: No. And it's about
4 \$4 million -- 4 to 4-and-a-half million dollars
5 a year.

6 THE CHAIRMAN: Mr. Gillam.

7 BOARD MEMBER GILLAM: So that begs the
8 question, how long is this obligation?

9 MS. BOYER: 2030. So in 2030, we no
10 longer have any obligation to make any advances
11 or payments. And they have an obligation to
12 start paying us back on the loan.

13 BOARD MEMBER GILLAM: Or default and give
14 us a parking garage.

15 MS. BOYER: There you go.

16 THE CHAIRMAN: Yes, Mr. Moody.

17 BOARD MEMBER GILLAM: I said a default,
18 and they give us (inaudible).

19 BOARD MEMBER MOODY: Does it make any
20 sense maybe to just get a feel for what that
21 parking garage is worth now so as we get closer
22 to that day, you know, maybe we'll make --
23 let's do some other planning.

24 MS. BOYER: Absolutely. And it's a pretty
25 easy calculation because we not only know what

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1 their book value and depreciated value is, but
2 we also know what it's costing Florida Blue to
3 build a parking garage for 750 spaces, and what
4 it's costing FIS to build a parking garage, and
5 what it's costing VyStar. So we have a lot of
6 parking garages under construction that give us
7 pretty good comparable cost estimates. So
8 we -- we know pretty much what it's worth.

9 BOARD MEMBER MOODY: Well -- and so the
10 costs will give us our upper cost, but the
11 value, the parking value, may be something even
12 less.

13 MS. BOYER: And First Baptist has three
14 parking garages on the market. So, you know, I
15 mean, I think there are -- there are certainly
16 opportunities to determine that cost. That
17 doesn't necessarily determine whether there's,
18 you know, anything that we can do to change the
19 agreement, but that doesn't mean that we're not
20 engaged in that process.

21 THE CHAIRMAN: Any other comments?
22 Yes, Mr. Froats.

23 BOARD MEMBER FROATS: So I think when I
24 joined this board, I saw as we were going
25 through the financial statements with Guy

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1 Parola, and brought it up. Actually, Brian was
2 the interim. I think I brought up the deal.
3 It's a terrible deal in hindsight. I wasn't
4 part of the deal when it was made. I don't
5 know who was. Obviously, there was some
6 benefit to it at the time. In hindsight, it
7 turns out to be a bad deal.

8 What I want to talk about is, in light of
9 this, because it was a bad deal, but obviously,
10 we were -- some things were falling through the
11 cracks as far as us monitoring this. We have a
12 new -- pretty much a new team at the DIA
13 overall.

14 So my question is, this is one particular
15 project. We've done a lot of different deals,
16 even in the past year, so we have numerous
17 compliance issues with -- not issues,
18 compliance activity. And so do you feel now
19 that we're getting on top of all of those, or
20 where do we stand with that? Because it is a
21 new team. And so do we have a plan? I'm sure
22 the plan is in place, but where do we stand
23 with that with respect to all of our deals that
24 we have?

25 MS. BOYER: Well, in terms of order of
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1 magnitude, this is by far the largest cash
2 demand on the tax increment fund. So it's the
3 largest one both in terms of the magnitude of
4 paper, and receipts, and things to review, but
5 also, in terms of our obligation.

6 You are correct that in looking at where
7 we were, we found opportunities, we thought, to
8 put in place, processes and procedures that
9 ensured better management and compliance of the
10 existing contracts. And, in part, that's why I
11 asked the board and we hired someone
12 specifically to do contract management and
13 regulatory compliance. We didn't have that
14 position previously, and I think it's important
15 that we do.

16 Perhaps when the board was newer and the
17 authority was newer, we didn't have as many
18 outstanding contracts that we were monitoring.
19 But as we issue REV grants, and we issue loans,
20 and we issue these other things, retail
21 enhancement grants, and we're expecting
22 payments back, and we're making disbursements,
23 we've got to be on top of that from a -- from a
24 timing standpoint, from a documentational
25 standpoint.

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1 And so that's a hundred percent of what
2 John has been working on kind of across the
3 board. A lot of the focus on short term has
4 been on this, but also on any number of retail
5 enhancement grants. And that's why some of
6 them have been coming to you as resolutions,
7 because we discover things that weren't
8 executed or that somebody comes to us for a
9 disbursement, and we're going, we can't make
10 that disbursement, it doesn't comply with the
11 documentation. So we are trying to make those
12 things marry up and be consistent.

13 The FSCJ loan is an example, the Tossgreen
14 item that came through. I mean, I can go
15 through a list of them that are really things
16 that are similar to that, that as we go through
17 the process we're finding issues.

18 BOARD MEMBER FROATS: Do we feel that it's
19 a six-month time frame to where we feel like we
20 have our (inaudible) under control or is it
21 through the end of the year? Just an estimate.

22 MS. BOYER: I would think within the next
23 six months certainly. And it may even be
24 shorter than that because there are a high
25 percentage of them that one way or another we
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1 have had to touch. And some of them are
2 perfect, and we've got perfect documentation,
3 and everything is fine, but there are others
4 where we are going behind and making sure we
5 have the proper information in our files.

6 BOARD MEMBER FROATS: Because it does seem
7 like a full-time job now. So I appreciate it.

8 Thank you.

9 BOARD MEMBER WORSHAM: He looks tired.

10 THE CHAIRMAN: Any other comments?

11 BOARD MEMBERS: (No response.)

12 THE CHAIRMAN: Hearing none, next point.

13 MS. BOYER: So those were just the two new
14 items or kind of bigger items that I wanted to
15 bring to your attention. Let me do just a real
16 quick summary of what we have going on for you.

17 For the February meeting, you may see the
18 FSCJ loan documents back again. They're going
19 to their board. And, most important, we hope
20 to have the Ford on Bay disposition. So mark
21 your calendars. Next Wednesday, the bids close
22 on Ford on Bay. I understand that Mr. Moody is
23 going to be scoring the Ford on Bay responses.
24 And we have to have our scores in no later than
25 Monday, because on the 30th, which is Thursday,

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1 will be the shortlist interviews. Anyone who
2 wants to attend is welcome. Those are public.
3 And I encourage you to attend when they come
4 in.

5 And for Mr. Boylan's reference, I did want
6 to share with you, it is our intention that
7 once the responses come in, we are going to
8 notify all council members that they are
9 available in the Procurement office, and they
10 are open for your review and anybody can see
11 any of the responses at that time.

12 And once we complete the interviews on the
13 30th, we will then be trying to schedule a
14 Retail Enhancement and Property Disposition
15 Committee meeting in very early February so
16 that committee can consider and make a
17 recommendation prior to our February board
18 meeting.

19 And you'll recall that the way we offered
20 this is, it may be that we are selecting one
21 respondent, it may be that we are selecting
22 multiple respondents, because there are
23 multiple parcels. And we could select a
24 respondent for the parcel behind the Hyatt and
25 a different respondent for the former

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1 courthouse site. So depending on how those --
2 we may have multiple bids on just one piece or
3 maybe everybody bids on everything. We don't
4 know, but that may impact how many projects go
5 to interview and how many projects are
6 eventually considered at the Property
7 Disposition Committee and come to the board.
8 So that's the big thing for February.

9 Mr. Moody.
10 BOARD MEMBER MOODY: What exactly happens
11 on the 30th?

12 MS. BOYER: The 30th is public interviews
13 of the shortlist.

14 BOARD MEMBER MOODY: Okay.

15 BOARD MEMBER WORSHAM: Would that be in
16 this room?

17 MS. BOYER: Usually, it's held -- we might
18 be able to do it here. It's usually held in
19 the Ed Ball Building.

20 BOARD MEMBER WORSHAM: Okay.

21 MS. BOYER: And I think they do those on
22 the eighth floor, but I don't know what --
23 whether they have adequate seating and what
24 audio/visual capability. I'll check and see if
25 we're allowed to move it over here.

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1 COUNCIL MEMBER BOYLAN: Do you have a
2 time?

3 MS. BOYER: I do not have a time yet. So
4 at the moment, I'm just asking people to hold
5 the day. I think part of the timing is going
6 to depend on how many -- we talked about
7 potentially having three for each parcel. So
8 if we have separate -- we might have six
9 potentially. And I guess we could have nine if
10 someone bid exclusively on the submerged land
11 and we have multiple bidders on that, but I
12 wouldn't anticipate that. So I would
13 anticipate the most we would have is six, which
14 would mean it would be a much longer time frame
15 than if we only have three. So we'll see.

16 THE CHAIRMAN: Would you provide
17 submissions to the board?

18 MS. BOYER: Pardon me?

19 THE CHAIRMAN: Once you have those
20 comments?

21 MS. BOYER: Absolutely. Absolutely.
22 We'll get that from Procurement, send that to
23 everyone so everyone can attend.

24 BOARD MEMBER BARAKAT: Quick question.

25 THE CHAIRMAN: Yes, Mr. Barakat.

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1 BOARD MEMBER BARAKAT: Who determines the
2 shortlist?

3 MS. BOYER: It will be based on the
4 scoring of those who have evaluated to that
5 point. So that's why our scores have to be in
6 by Monday, so that when Procurement adds up our
7 scores, it would be the aggregate top three
8 scores of those that have been scored.

9 BOARD MEMBER BARAKAT: Mr. Moody's group?

10 MS. BOYER: So that would be Mr. Moody,
11 myself, and Stephanie Burch from the
12 administration.

13 BOARD MEMBER BARAKAT: Thank you.

14 THE CHAIRMAN: Any other questions?

15 BOARD MEMBERS: (No response.)

16 Is that it?

17 MS. BOYER: Okay. So you -- some of you
18 asked, and I did issue a 90-day extension for
19 the performance deadlines for the District.

20 They -- I will say that they have done a lot of
21 work on engineering and planning design. And,
22 in fact, I was scheduled to make a presentation
23 at Waterways this morning that got delayed just
24 because they had too much on their agenda. But
25 we have a lot of detail on what the roadways

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1 and parks and other bulkheads and other public
2 infrastructure facilities will look like and
3 where they will be.

4 This was primarily driven by financing.
5 And so that is 90 days from the 12th of
6 January. And I'll report back to you when I
7 know more. I asked for a 45-day update in the
8 middle.

9 The Independent Life project you may see
10 in February, but I think it's much more likely
11 it's going to be delayed until March or April
12 because they have a fair amount of work to do
13 in terms of getting their historic preservation
14 eligible cost estimates, and they are working
15 on that at this time.

16 I had a meeting with Mr. Atkins regarding
17 the Trio this week, and he is expecting that he
18 is going to be coming back to me within a
19 matter of two to three weeks regarding a
20 revised proposal. So perhaps February or March
21 we will see something from him regarding the
22 Trio.

23 We had a meeting with the Cultural Council
24 regarding Phase III of your Urban Arts
25 contract. So as part of that overall CRA plan,
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1 there was a program item for an urban
2 streetscape project. The Cultural Council was
3 funded for Phases 1 and 2. They have not fully
4 completed Phase 2, but they are running beyond
5 the deadline for completion of it.

6 So we will be discussing the terms of the
7 new contract and probably changing the
8 geographic areas to be consistent with our
9 enhanced food and beverage zones and talking
10 about the terms of that, but you should expect
11 you might see that in March. I don't think
12 we'll have that ready by February because I
13 have a lot of other things Mr. Sawyer is
14 working on.

15 Berkman II, you heard that the City has --
16 had Code Compliance do inspections. They are
17 concerned about the safety and security of the
18 building, have issued a condemnation notice. I
19 still had meetings last week with two different
20 companies that were interested in potentially
21 purchasing the property from the current owners
22 and using the structure. It is possible for
23 the City to pull back from the condemnation or
24 hold off on that if, at some point, there is
25 somebody who has a viable plan to use the

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1 building who's moving forward, but it's all
2 based on safety and security at this point that
3 the condemnation was issued.

4 Lot J, I want to share with you that I met
5 with Mr. Hughes this morning, and he still does
6 not have a contract. He assures us that at the
7 point in time he actually has a contract, and
8 he has documentation, we will be included in it
9 and we will be reviewing it and this board will
10 be considering it. So despite other things you
11 may hear, it is not something that is a done
12 deal or is finalized documentation at this
13 point. That is not where we are.

14 And I had a meeting last week with a
15 company called Rise Development who is
16 interested in doing approximately a 300-unit
17 residential development at the Doro site next
18 to -- down by the baseball grounds. So still
19 things in process and still things happening
20 downtown.

21 I wanted to share with you, we have a lot
22 of professional service contracts out that we
23 are administering. Mr. Parola is handling all
24 of those. We have the DRI abandonment process,
25 which we would be converting those allocation

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1 of development rights to mobility contracts.
2 And that will be going to MBRC and submitted as
3 legislation, we're hoping, by the 27th of this
4 month. So that's moving forward.

5 DVI, under our contract with them, has
6 been working on the Invest Jax website and the
7 new marketing materials from Wingard. We
8 expect those to be available in late February.

9 We just received and scored the bids on
10 the market feasibility study to do our economic
11 analysis of downtown. Willdan was the top
12 scorer. And pursuant to PSEC, they were
13 awarded. And we have been in contact with them
14 to begin contract negotiations and start moving
15 forward on that. So we hope we will have a
16 contract with them in the next 30 days or so on
17 that one.

18 The traffic counts that I mentioned
19 earlier that we did with last year's money, we
20 received word from Public Works today that they
21 will be delivered to us this week, hopefully.

22 The Waitz & Moye estimate, Mr. Parola has
23 been in touch with them, and they are now
24 working on our updated cost estimate.

25 We provided funds to the Parks Department
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1 to do a design for Riverwalk trees. And I
 2 don't know if we ever got an answer back from
 3 Ms. Enz by the time the meeting started as to
 4 where they are on that.
 5 MR. PAROLA: Through the Chair to the CEO,
 6 they awarded the contract, it looks like, to
 7 Haskell.
 8 MS. BOYER: So Haskell is working on that,
 9 but we don't have that actual design. So the
 10 idea here was, again, considering that there
 11 are tree fund dollars available, and we wanted
 12 to enhance the number of trees and the amount
 13 of shade on the Riverwalk, to use our dollars
 14 to do the design and then come back with a bill
 15 to Council to appropriate tree fund dollars to
 16 plant them. So we're trying to get the list of
 17 what those trees should be and where they need
 18 to go. So that's in design.
 19 And our own website that we are working on
 20 internally, the DIA.COJ website, we hope to
 21 have a new website live in February. We're
 22 getting very close. We're all reviewing it as
 23 we have pages that we're looking at.
 24 So that's what we're doing. That's the
 25 end of my report.

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1 it's Place. So we're very excited about seeing
 2 that come to fruition.
 3 THE CHAIRMAN: Thank you.
 4 The next item is Old Business. Any?
 5 BOARD MEMBERS: (No response.)
 6 THE CHAIRMAN: The next item is New
 7 Business. Any?
 8 MS. BOYER: I would just remind everyone
 9 of the Strategic Implementation Committee
 10 meeting on Friday on parking.
 11 BOARD MEMBER MOODY: At 10:00 o'clock.
 12 MS. BOYER: At 10:00 o'clock in the
 13 morning. And we're going to start --
 14 primarily, we're going to start with goals,
 15 what are our goals with downtown parking, and
 16 then we're going to talk about on-street
 17 parking, all things on-street parking. So
 18 meters and kiosks and bagging and ride share
 19 spaces and lots of on-street.
 20 THE CHAIRMAN: Thank you. We'll see
 21 everyone attend.
 22 Any other New Business?
 23 BOARD MEMBERS: (No response.)
 24 THE CHAIRMAN: Hearing none, we are
 25 adjourned.

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1 THE CHAIRMAN: Thank you.
 2 Any questions?
 3 BOARD MEMBERS: (No response.)
 4 THE CHAIRMAN: Hearing none, Chairman's
 5 report, this morning, I attended, along with
 6 Ms. Worsham and Mr. Padgett, the opening of the
 7 Lofts at Jefferson Street. Wonderful project.
 8 We're glad to see that project finally get up
 9 and running. I understand it's 133 units and
 10 it's about 80 percent already occupied.
 11 I'll yield to you two for anything
 12 additionally with regard to that great project.
 13 BOARD MEMBER PADGETT: I think they had a
 14 good contractor on it.
 15 THE CHAIRMAN: Here, here. Thank you.
 16 The next item is the DDRB briefing.
 17 MR. PAROLA: Through the Chair, the
 18 Downtown Development Review Board met last
 19 week. They had one item, a very exciting item,
 20 though, the new FIS headquarters was very well
 21 received. We anticipate that they'll go
 22 through final either February or March.
 23 Coincidental with that, Public Works has a
 24 capital improvement project for the realignment
 25 of 4th Street and Alfred duPont -- I believe

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1 Thank you.
 2 (The foregoing proceedings were adjourned
 3 at 3:34 p.m.)
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1 CERTIFICATE OF REPORTER

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3 STATE OF FLORIDA)

)

4 COUNTY OF DUVAL)

5

6

7 I, Diane M. Tropa, Florida Professional
8 Reporter, certify that I was authorized to and did
9 stenographically report the foregoing proceedings and
10 that the transcript is a true and complete record of my
11 stenographic notes.

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15 DATED this 21st day of January 2020.

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Diane M. Tropa
Florida Professional Reporter

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\$	<p>2020 [3] - 1:6, 2:1, 77:15</p> <p>2020-01-02 [3] - 2:21, 7:24, 32:9</p> <p>2030 [2] - 59:9</p> <p>219 [1] - 54:16</p> <p>21st [1] - 77:15</p> <p>24 [1] - 26:13</p> <p>243,500 [1] - 23:24</p> <p>2500 [1] - 18:1</p> <p>27th [1] - 72:3</p> <p>2:16 [2] - 1:7, 2:1</p>	9	<p>47:23, 48:25</p> <p>adds [1] - 68:6</p> <p>adequate [2] - 39:19, 66:23</p> <p>adequately [1] - 31:17</p> <p>adjacent [1] - 36:5</p> <p>adjourned [2] - 75:25, 76:2</p> <p>adjusted [1] - 7:11</p> <p>administering [1] - 71:23</p> <p>administration [4] - 50:15, 50:20, 56:21, 68:12</p> <p>admit [1] - 10:14</p> <p>adopt [1] - 51:22</p> <p>adopted [8] - 33:4, 34:4, 36:25, 37:7, 37:10, 37:25, 39:17, 56:13</p> <p>advance [3] - 42:17, 57:25, 58:7</p> <p>advances [1] - 59:10</p> <p>agenda [2] - 32:19, 68:24</p> <p>agent [1] - 29:7</p> <p>aggregate [1] - 68:7</p> <p>ago [2] - 24:6, 39:17</p> <p>agree [2] - 10:23, 11:19</p> <p>agreed [4] - 6:12, 51:5, 52:23, 53:24</p> <p>agreement [32] - 3:4, 3:17, 3:19, 3:20, 4:15, 5:12, 5:14, 5:16, 6:3, 6:5, 6:9, 6:13, 6:17, 8:17, 9:1, 10:10, 10:16, 11:3, 13:20, 13:23, 14:1, 19:13, 49:23, 50:1, 50:16, 52:13, 56:5, 56:7, 57:2, 57:5, 60:19</p> <p>Agreement [1] - 5:11</p> <p>agreements [2] - 13:13, 49:10</p> <p>ahead [2] - 17:8, 17:17</p> <p>air [3] - 34:11, 34:17, 34:20</p> <p>Alabama [1] - 26:19</p> <p>alerted [1] - 14:4</p> <p>Alfred [1] - 74:25</p> <p>allocating [1] - 37:15</p> <p>allocation [1] - 71:25</p> <p>allow [1] - 6:14</p> <p>allowed [2] - 5:16, 66:25</p> <p>almost [1] - 19:2</p> <p>alongside [2] - 16:7, 29:19</p>	<p>ALSO [1] - 1:18</p> <p>amenities [1] - 11:19</p> <p>amenity [2] - 10:8, 39:24</p> <p>amount [11] - 5:7, 6:25, 7:16, 23:16, 23:23, 35:18, 58:1, 58:5, 58:8, 69:12, 73:12</p> <p>amounts [1] - 50:2</p> <p>analysis [1] - 72:11</p> <p>angled [1] - 36:10</p> <p>annual [1] - 18:3</p> <p>annually [1] - 15:2</p> <p>answer [8] - 7:21, 15:1, 18:2, 41:3, 42:7, 55:18, 55:20, 73:2</p> <p>answered [1] - 44:25</p> <p>antennas [1] - 17:10</p> <p>anticipate [3] - 67:12, 67:13, 74:21</p> <p>anyway [1] - 26:7</p> <p>applied [1] - 13:23</p> <p>appointment [1] - 10:24</p> <p>appraised [1] - 24:24</p> <p>appreciate [6] - 20:23, 20:24, 21:2, 23:11, 48:8, 64:7</p> <p>approach [2] - 44:11, 47:7</p> <p>approaches [1] - 15:11</p> <p>appropriate [3] - 10:21, 40:21, 73:15</p> <p>approval [6] - 2:6, 3:22, 4:18, 8:25, 9:2, 9:22</p> <p>approvals [1] - 4:22</p> <p>approve [3] - 2:7, 7:25, 8:1</p> <p>approved [2] - 5:16, 33:3</p> <p>April [2] - 18:20, 69:11</p> <p>area [11] - 11:21, 25:16, 35:9, 36:12, 38:24, 39:1, 39:23, 39:24, 48:2, 51:8</p> <p>areas [4] - 36:7, 41:25, 46:15, 70:8</p> <p>arena [1] - 57:9</p> <p>argue [1] - 31:14</p> <p>arrangement [2] - 8:13, 57:14</p> <p>Arts [1] - 69:24</p> <p>aside [1] - 42:4</p> <p>aspects [2] - 8:21, 47:5</p> <p>asset [3] - 22:13, 25:1,</p>	
'	<p>'15 [2] - 56:11, 56:18</p> <p>'21 [3] - 43:10, 43:11, 43:19</p> <p>'62 [1] - 26:5</p>	A			
1	<p>1 [3] - 16:7, 16:12, 70:3</p> <p>10 [1] - 27:22</p> <p>100 [1] - 29:2</p> <p>10:00 [5] - 25:25, 26:2, 26:3, 75:11, 75:12</p> <p>11 [1] - 17:11</p> <p>110 [3] - 7:7, 7:16, 7:19</p> <p>117 [1] - 1:8</p> <p>118 [3] - 29:2, 29:9, 29:10</p> <p>11th [1] - 53:12</p> <p>120 [1] - 32:1</p> <p>120-mile-an-hour [1] - 30:9</p> <p>127 [1] - 54:13</p> <p>12th [1] - 69:5</p> <p>133 [2] - 54:18, 74:9</p> <p>1372 [1] - 17:21</p> <p>15 [2] - 1:6, 2:1</p> <p>15th [2] - 54:9</p> <p>165 [1] - 54:14</p> <p>171 [1] - 54:14</p> <p>18 [2] - 2:4, 2:15</p> <p>1st [1] - 1:8</p>	3	<p>90 [1] - 69:5</p> <p>90-day [4] - 5:6, 6:1, 10:9, 68:18</p> <p>9:00'ish [1] - 26:1</p>		
2	<p>2 [4] - 24:25, 25:1, 70:3, 70:4</p> <p>20 [2] - 27:22, 36:7</p> <p>2004 [1] - 56:6</p> <p>2007 [1] - 36:14</p> <p>2012 [2] - 56:9, 56:11</p> <p>2014 [5] - 4:21, 33:4, 56:11, 56:12, 56:18</p> <p>2014-560 [1] - 37:1</p> <p>2016 [1] - 54:13</p> <p>2017 [1] - 54:13</p> <p>2018 [2] - 4:21, 19:1</p> <p>2019 [5] - 2:4, 2:15, 24:25, 36:16, 54:22</p>	4	<p>AARP [4] - 27:11, 27:14, 27:17, 27:19</p> <p>abandoned [1] - 7:2</p> <p>abandonment [1] - 71:24</p> <p>ability [2] - 4:14, 58:22</p> <p>able [3] - 16:24, 42:6, 66:18</p> <p>absence [1] - 50:13</p> <p>absolutely [4] - 47:13, 59:24, 67:21</p> <p>accept [2] - 27:13, 53:18</p> <p>access [2] - 38:16, 38:20</p> <p>accomplished [3] - 5:22, 40:8, 40:9</p> <p>according [1] - 42:17</p> <p>account [5] - 6:24, 12:2, 12:23, 13:12, 24:20</p> <p>accurate [1] - 57:1</p> <p>Acosta [1] - 38:17</p> <p>act [1] - 31:15</p> <p>action [1] - 4:20</p> <p>actions [1] - 51:5</p> <p>activate [1] - 19:7</p> <p>activated [1] - 19:2</p> <p>active [1] - 17:9</p> <p>activities [2] - 26:2, 34:19</p> <p>activity [3] - 22:11, 28:3, 61:18</p> <p>actual [2] - 49:15, 73:9</p> <p>Adams [7] - 4:21, 10:16, 37:5, 37:24, 38:8, 41:8, 42:22</p> <p>add [4] - 16:20, 29:3, 33:11, 43:24</p> <p>add-on [1] - 33:11</p> <p>added [2] - 4:16, 9:16</p> <p>adding [3] - 10:6, 31:23, 44:15</p> <p>addition [1] - 37:9</p> <p>additional [4] - 12:24, 33:17, 40:22, 58:7</p> <p>additionally [1] - 74:12</p> <p>address [1] - 17:19</p> <p>addresses [1] - 9:14</p> <p>addressing [2] -</p>	5	
3	<p>3 [1] - 5:3</p> <p>30 [2] - 54:25, 72:16</p> <p>300-unit [1] - 71:16</p> <p>30th [4] - 64:25, 65:13, 66:11, 66:12</p> <p>32202 [1] - 18:1</p> <p>32225 [1] - 17:21</p> <p>3:34 [1] - 76:3</p>	6			
4	<p>4 [3] - 9:13, 59:4</p> <p>4-and-a-half [1] - 59:4</p> <p>40 [1] - 10:21</p> <p>45 [2] - 55:2, 55:6</p> <p>45-day [1] - 69:7</p> <p>4:00 [1] - 26:2</p> <p>4th [1] - 74:25</p>	7			
5	<p>5 [3] - 5:2, 5:10, 51:13</p> <p>50 [2] - 17:25, 48:4</p> <p>55 [1] - 57:13</p> <p>5:00 [1] - 26:3</p>	8			
6	<p>6 [2] - 5:24, 6:18</p> <p>60 [1] - 10:22</p>				
7	<p>7 [1] - 6:19</p> <p>70-foot [1] - 16:10</p> <p>750 [1] - 60:3</p>				
8	<p>8 [1] - 54:12</p> <p>8/22 [1] - 54:24</p> <p>80 [1] - 74:10</p> <p>80'ish [1] - 29:11</p> <p>8:30 [1] - 26:1</p>				

<p>58:10 assets [1] - 58:5 assist [1] - 25:18 Assistant [1] - 1:22 assisted [1] - 49:9 associated [3] - 9:21, 22:21, 35:7 association [3] - 6:22, 7:17, 13:24 Association [2] - 2:25, 5:19 assures [1] - 71:6 Atkins [1] - 69:16 attached [2] - 4:23, 14:1 attend [4] - 65:2, 65:3, 67:23, 75:21 attended [1] - 74:5 attention [2] - 28:11, 64:15 attorney [1] - 17:2 attraction [2] - 20:5, 22:14 attuned [1] - 28:19 audio/visual [1] - 66:24 audit [13] - 48:22, 48:23, 49:3, 49:6, 49:15, 49:20, 51:12, 51:14, 53:3, 53:15, 53:20, 53:23, 55:17 auditor's [2] - 49:8, 52:2 auditors [3] - 48:24, 50:2, 51:3 auditors' [1] - 51:2 August [1] - 33:20 authority [2] - 56:14, 62:17 AUTHORITY [1] - 1:2 authorize [1] - 3:16 authorized [1] - 77:8 availability [2] - 9:22, 11:4 available [5] - 40:22, 40:24, 65:9, 72:8, 73:11 avoid [1] - 41:22 awarded [2] - 72:13, 73:6 aware [1] - 41:3 awhile [1] - 15:9 aye [4] - 2:16, 2:17, 32:10, 32:11</p>	<p>61:9 bagging [1] - 75:18 balance [1] - 53:2 Ball [1] - 66:19 bank [2] - 19:3, 19:9 Baptist [1] - 60:13 Barakat [5] - 8:10, 9:12, 11:12, 41:6, 67:25 BARAKAT [21] - 1:14, 8:11, 9:11, 9:17, 9:24, 11:6, 41:7, 42:3, 42:20, 43:7, 43:11, 44:22, 58:12, 58:14, 58:16, 58:20, 59:1, 67:24, 68:1, 68:9, 68:13 bare [1] - 45:13 barrel [1] - 24:7 baseball [1] - 71:18 based [3] - 30:12, 68:3, 71:2 bases [2] - 12:8, 14:10 basic [2] - 46:25, 47:8 basis [4] - 27:9, 52:14, 52:15, 55:12 bat [3] - 8:14, 8:15 batches [2] - 52:11, 54:4 battle [1] - 48:14 Bay [6] - 28:23, 30:2, 30:16, 64:20, 64:22, 64:23 bean [2] - 17:13, 17:23 BEAN [16] - 17:15, 17:17, 17:25, 18:18, 20:18, 22:7, 23:14, 24:4, 25:19, 26:11, 27:10, 28:15, 28:18, 29:24, 31:13, 32:18 became [1] - 56:19 becomes [2] - 39:13, 52:17 begin [5] - 8:6, 40:12, 40:24, 43:9, 72:14 begs [1] - 59:7 behalf [1] - 6:16 behind [3] - 57:3, 64:4, 65:24 bells [1] - 22:20 belongs [1] - 16:15 below [1] - 36:16 benefit [3] - 24:10, 49:1, 61:6 Berkman [4] - 22:5, 22:10, 22:16, 70:15 berth [1] - 29:1 best [3] - 13:5, 18:19, 22:22 better [3] - 12:16,</p>	<p>50:9, 62:9 between [4] - 20:13, 49:4, 56:11, 57:15 beverage [1] - 70:9 beyond [3] - 39:1, 46:20, 70:4 bicycle [2] - 38:3, 39:11 bicyclists [1] - 34:25 BID [1] - 46:2 bid [4] - 23:24, 57:6, 57:7, 67:10 bidders [1] - 67:11 bids [4] - 64:21, 66:2, 66:3, 72:9 big [1] - 66:8 bigger [2] - 40:10, 64:14 biggest [1] - 20:11 bill [1] - 73:14 Bill [1] - 17:5 Bishop [1] - 26:6 bit [3] - 12:23, 34:2, 35:5 blamed [1] - 56:24 block [1] - 47:12 blocks [4] - 35:16, 39:4, 41:24, 42:9 blue [4] - 4:6, 38:7, 38:10, 38:11 Blue [1] - 60:2 BOARD [74] - 1:3, 1:12, 2:7, 2:10, 2:13, 2:17, 2:19, 7:25, 8:3, 8:11, 9:11, 9:17, 9:24, 11:6, 11:14, 12:14, 14:25, 18:13, 19:23, 21:19, 23:6, 23:9, 28:8, 28:16, 30:17, 32:5, 32:7, 32:11, 32:14, 41:7, 42:3, 42:20, 43:7, 43:11, 44:22, 44:24, 45:15, 45:20, 45:24, 47:13, 47:20, 48:18, 51:11, 56:1, 56:22, 58:12, 58:14, 58:16, 58:20, 59:1, 59:7, 59:13, 59:17, 59:19, 60:9, 60:23, 63:18, 64:6, 64:9, 64:11, 66:10, 66:14, 66:15, 66:20, 67:24, 68:1, 68:9, 68:13, 68:15, 74:3, 74:13, 75:5, 75:11, 75:23 board [24] - 3:3, 3:22, 4:10, 4:18, 4:19, 5:16, 7:23, 22:23, 23:10, 26:1, 30:21,</p>	<p>33:5, 34:4, 41:5, 55:24, 60:24, 62:11, 62:16, 63:3, 64:19, 65:17, 66:7, 67:17, 71:9 Board [9] - 1:14, 1:15, 1:15, 1:16, 1:16, 2:5, 2:15, 9:23, 74:18 board's [1] - 32:8 boarding [1] - 32:17 boats [3] - 28:9, 29:25, 31:20 body [1] - 34:23 bona [1] - 15:20 bones [1] - 45:13 book [1] - 60:1 booth [2] - 9:20, 18:22 Boston [1] - 31:5 bottom [2] - 5:3, 37:3 boundaries [3] - 41:10, 41:11, 41:12 boundary [2] - 38:13, 38:18 box [1] - 51:1 Boy [2] - 26:4, 26:15 Boyer [3] - 4:13, 14:13, 19:11 BOYER [41] - 1:19, 2:23, 9:16, 9:18, 10:13, 32:21, 41:11, 42:15, 42:23, 43:10, 43:13, 45:8, 45:19, 46:22, 48:7, 48:20, 51:12, 56:5, 57:1, 58:19, 58:23, 59:3, 59:9, 59:15, 59:24, 60:13, 61:25, 63:22, 64:13, 66:12, 66:17, 66:21, 67:3, 67:18, 67:21, 68:3, 68:10, 68:17, 73:8, 75:8, 75:12 BOYLAN [7] - 1:21, 8:8, 25:9, 27:3, 27:6, 28:5, 67:1 Boylan [1] - 25:8 Boylan's [1] - 65:5 branch [1] - 13:19 brat [1] - 21:20 BRAXTON [1] - 1:14 break [1] - 29:15 Brian [1] - 61:1 Bridge [2] - 38:17, 48:3 bridges [2] - 32:2, 34:10 briefing [2] - 40:5, 74:16 bring [1] - 64:15 bringing [1] - 20:7</p>	<p>brings [1] - 20:10 Broad [3] - 38:15, 41:15, 41:18 broader [1] - 47:6 broadly [1] - 49:19 brought [2] - 61:1, 61:2 Brownsville [3] - 7:4, 7:10, 23:25 budget [4] - 24:19, 40:20, 42:16, 46:8 build [4] - 8:23, 57:8, 60:3, 60:4 Building [1] - 66:19 building [4] - 11:8, 18:8, 70:18, 71:1 built [1] - 30:11 bulkheads [1] - 69:1 bullet [5] - 5:11, 5:25, 6:10, 6:18, 6:19 Burch [1] - 68:11 business [6] - 13:8, 23:22, 24:2, 25:5, 26:21, 27:1 Business [3] - 75:4, 75:7, 75:22 buy [1] - 30:19</p>
C				
<p>C.W [2] - 21:13, 31:4 cafes [1] - 36:9 calculated [1] - 51:16 calculation [1] - 59:25 calendar [1] - 54:10 calendars [1] - 64:21 Canaveral [1] - 29:8 capability [1] - 66:24 capacity [2] - 40:12, 49:7 capital [2] - 57:23, 74:24 Captain [5] - 15:11, 25:23, 28:18, 28:20, 28:24 CAPTAIN [9] - 15:12, 15:16, 17:20, 18:7, 21:4, 23:21, 25:24, 28:25, 31:3 captain [2] - 15:13, 17:2 capture [1] - 26:17 CAROL [1] - 1:16 Carolina [1] - 26:20 carries [1] - 6:19 carrying [1] - 49:13 cars [1] - 48:2 case [6] - 4:16, 13:12, 14:16, 18:19, 24:8, 36:22</p>				

<p>cash [5] - 51:24, 53:8, 54:2, 56:16, 62:1</p> <p>catching [2] - 24:5, 54:19</p> <p>celebrating [1] - 20:6</p> <p>CEO [4] - 4:13, 19:11, 49:4, 73:5</p> <p>certainly [4] - 12:17, 51:12, 60:15, 63:23</p> <p>CERTIFICATE [1] - 77:1</p> <p>certified [2] - 7:7, 7:12</p> <p>certify [1] - 77:8</p> <p>cetera [3] - 26:16, 38:4, 53:2</p> <p>chair [1] - 25:20</p> <p>Chair [14] - 1:13, 9:8, 17:15, 18:18, 21:4, 24:4, 25:11, 25:24, 26:12, 27:4, 29:25, 45:25, 73:5, 74:17</p> <p>CHAIRMAN [58] - 2:3, 2:8, 2:11, 2:14, 2:18, 2:20, 4:3, 7:22, 8:1, 8:4, 8:9, 11:12, 12:12, 14:23, 15:15, 17:13, 17:16, 17:18, 17:22, 19:20, 21:16, 23:7, 23:15, 25:6, 27:5, 28:6, 32:4, 32:6, 32:8, 32:12, 32:15, 32:19, 41:5, 44:23, 45:17, 45:22, 47:18, 48:17, 48:19, 55:23, 58:13, 58:15, 59:6, 59:16, 60:21, 64:10, 64:12, 67:16, 67:19, 67:25, 68:14, 74:1, 74:4, 74:15, 75:3, 75:6, 75:20, 75:24</p> <p>Chairman [6] - 1:13, 2:23, 4:2, 25:10, 32:21, 58:12</p> <p>Chairman's [1] - 74:4</p> <p>change [7] - 5:9, 23:18, 24:11, 43:23, 44:5, 45:2, 60:18</p> <p>changed [1] - 44:13</p> <p>changes [7] - 3:15, 3:16, 3:24, 4:7, 4:11, 7:6, 33:8</p> <p>changing [2] - 45:4, 70:7</p> <p>charge [2] - 7:8, 21:12</p> <p>Charleston [1] - 26:19</p> <p>check [4] - 24:15, 51:1, 52:18, 66:24</p> <p>check-in [1] - 24:15</p> <p>checking [3] - 31:2,</p>	<p>52:4, 52:25</p> <p>chief [3] - 14:7, 18:4, 32:20</p> <p>Chief [1] - 1:19</p> <p>Christmas [1] - 26:9</p> <p>CIP [2] - 42:15, 42:17</p> <p>circuitous [1] - 35:22</p> <p>cities [2] - 35:6, 35:24</p> <p>CITY [1] - 1:1</p> <p>City [29] - 1:7, 1:21, 3:5, 6:11, 6:16, 6:23, 7:1, 8:12, 13:10, 16:14, 16:15, 16:16, 18:8, 18:24, 19:14, 19:15, 20:5, 22:19, 26:18, 37:9, 37:25, 40:23, 42:15, 54:1, 57:5, 57:8, 57:15, 70:15, 70:23</p> <p>City's [2] - 13:18, 14:8</p> <p>clarification [1] - 58:17</p> <p>clear [1] - 39:24</p> <p>close [2] - 64:21, 73:22</p> <p>closed [1] - 26:22</p> <p>closer [2] - 52:16, 59:21</p> <p>Coast [6] - 15:8, 15:16, 18:3, 18:7, 18:10, 18:11</p> <p>Code [2] - 9:9, 70:16</p> <p>coincide [1] - 43:17</p> <p>coincidental [1] - 74:23</p> <p>COIs [1] - 13:2</p> <p>collateral [1] - 25:2</p> <p>collecting [1] - 53:17</p> <p>combinations [1] - 6:25</p> <p>coming [6] - 29:17, 40:15, 48:2, 54:3, 63:6, 69:18</p> <p>commencing [1] - 1:7</p> <p>comment [2] - 25:12, 51:9</p> <p>comments [13] - 8:19, 8:20, 11:11, 11:15, 12:9, 12:15, 12:19, 22:6, 23:10, 48:17, 60:21, 64:10, 67:20</p> <p>commitment [1] - 11:3</p> <p>committed [2] - 49:12, 52:23</p> <p>Committee [3] - 65:15, 66:7, 75:9</p> <p>committee [1] - 65:16</p> <p>community [1] - 27:7</p> <p>companies [1] - 70:20</p> <p>company [6] - 7:9,</p>	<p>21:6, 21:13, 30:18, 31:14, 71:15</p> <p>comparable [1] - 60:7</p> <p>complete [2] - 65:12, 77:10</p> <p>completed [3] - 51:4, 53:15, 70:4</p> <p>completion [2] - 20:17, 70:5</p> <p>complex [1] - 57:10</p> <p>Compliance [2] - 1:20, 70:16</p> <p>compliance [6] - 50:23, 53:20, 61:17, 61:18, 62:9, 62:13</p> <p>comply [3] - 13:17, 55:8, 63:10</p> <p>complying [1] - 51:17</p> <p>concept [1] - 10:18</p> <p>conceptual [2] - 9:2, 42:6</p> <p>concern [2] - 14:13, 20:12</p> <p>concerned [2] - 14:5, 70:17</p> <p>concerns [4] - 10:7, 14:12, 20:24, 51:8</p> <p>concert [1] - 14:9</p> <p>conclusions [1] - 51:14</p> <p>concrete [1] - 21:11</p> <p>condemnation [3] - 70:18, 70:23, 71:3</p> <p>conditional [1] - 8:25</p> <p>conduct [1] - 33:22</p> <p>conducted [2] - 49:6, 55:6</p> <p>confident [5] - 19:16, 19:18, 20:23, 30:12, 31:22</p> <p>confirmed [1] - 9:7</p> <p>conforming [2] - 40:2, 40:3</p> <p>confusion [1] - 41:21</p> <p>congratulations [1] - 18:14</p> <p>connectivity [1] - 22:3</p> <p>connects [1] - 43:5</p> <p>consider [2] - 42:10, 65:16</p> <p>consideration [1] - 10:3</p> <p>considered [2] - 22:2, 66:6</p> <p>considering [2] - 71:10, 73:10</p> <p>consistent [3] - 6:4, 63:12, 70:8</p> <p>constraints [2] - 42:4, 46:8</p>	<p>construction [3] - 40:24, 43:8, 60:6</p> <p>consuming [1] - 44:7</p> <p>contact [1] - 72:13</p> <p>contemplated [2] - 6:17, 42:25</p> <p>continuing [2] - 55:14, 58:6</p> <p>contract [15] - 50:9, 50:12, 50:20, 50:24, 57:6, 57:7, 62:12, 69:25, 70:7, 71:6, 71:7, 72:5, 72:14, 72:16, 73:6</p> <p>contracting [1] - 12:21</p> <p>contractor [1] - 74:14</p> <p>contractors [1] - 14:2</p> <p>contracts [5] - 13:6, 62:10, 62:18, 71:22, 72:1</p> <p>contractual [2] - 57:14, 58:11</p> <p>control [3] - 49:18, 50:5, 63:20</p> <p>conversation [2] - 3:9, 25:12</p> <p>conversion [20] - 34:7, 34:12, 34:22, 36:15, 36:17, 37:19, 38:9, 38:25, 39:2, 39:15, 39:25, 40:10, 42:24, 43:21, 44:12, 45:13, 46:11, 46:19, 46:20, 47:16</p> <p>conversions [2] - 37:23, 38:2</p> <p>convert [3] - 35:8, 41:9, 44:1</p> <p>converted [1] - 35:25</p> <p>converting [1] - 71:25</p> <p>converts [1] - 48:11</p> <p>Coordinator [1] - 1:20</p> <p>copy [3] - 32:25, 33:15, 53:12</p> <p>correct [5] - 28:15, 58:18, 58:19, 62:6</p> <p>correctly [1] - 51:16</p> <p>corridor [1] - 39:10</p> <p>cost [17] - 6:14, 7:2, 7:8, 7:11, 7:12, 7:14, 24:5, 33:19, 40:15, 57:19, 57:20, 60:7, 60:10, 60:16, 69:14, 72:24</p> <p>costing [3] - 60:2, 60:4, 60:5</p> <p>costly [1] - 44:9</p> <p>costs [3] - 12:4, 24:3, 60:10</p>	<p>council [5] - 4:22, 48:24, 49:8, 51:3, 65:8</p> <p>Council [9] - 1:21, 3:6, 18:24, 19:14, 19:15, 37:25, 69:23, 70:2, 73:15</p> <p>COUNCIL [6] - 8:8, 25:9, 27:3, 27:6, 28:5, 67:1</p> <p>Council-adopted [1] - 37:25</p> <p>Councilman [4] - 19:11, 21:5, 24:12, 24:13</p> <p>councilman [4] - 8:7, 21:9, 25:20, 50:22</p> <p>Counsel [1] - 1:21</p> <p>count [1] - 48:13</p> <p>counts [2] - 33:23, 72:18</p> <p>COUNTY [1] - 77:4</p> <p>couple [6] - 8:11, 14:12, 32:22, 35:23, 35:24, 52:9</p> <p>course [1] - 3:5</p> <p>courthouse [2] - 57:9, 66:1</p> <p>Cove [1] - 21:7</p> <p>cover [1] - 14:10</p> <p>covered [2] - 12:5, 12:8</p> <p>CRA [12] - 33:3, 34:4, 36:23, 36:25, 37:8, 40:6, 41:11, 46:1, 48:14, 56:12, 58:18, 69:25</p> <p>cracks [1] - 61:11</p> <p>craft [2] - 14:22, 15:17</p> <p>CRAIG [1] - 1:13</p> <p>created [1] - 56:9</p> <p>credit [2] - 6:24, 19:4</p> <p>CRESCIMBENI [6] - 1:20, 4:2, 4:4, 9:12, 13:14, 15:6</p> <p>Crescimbeni [11] - 3:7, 3:25, 7:22, 13:4, 19:11, 21:6, 24:13, 24:14, 50:22, 55:19</p> <p>criteria [1] - 33:9</p> <p>crunch [1] - 52:20</p> <p>Cultural [2] - 69:23, 70:2</p> <p>curbs [1] - 44:4</p> <p>curious [1] - 45:1</p> <p>current [1] - 70:21</p> <p>cycle [5] - 39:11, 39:14, 42:18, 42:25, 43:4</p>
--	--	---	---	--

D				
<p>Dan [1] - 17:1 Dan's [1] - 15:19 dark [1] - 5:25 dash [1] - 39:8 dashed [1] - 38:10 data [2] - 41:14, 53:17 date [3] - 13:1, 55:2, 55:16 DATED [1] - 77:15 dated [1] - 53:12 DAVID [1] - 1:16 day-to-day [1] - 10:2 days [13] - 5:8, 26:8, 54:14, 54:17, 54:18, 54:25, 55:2, 55:5, 55:6, 69:5, 72:16 DDRB [5] - 9:3, 9:5, 11:22, 18:21, 74:16 deadline [1] - 70:5 deadlines [1] - 68:19 deal [8] - 27:11, 27:13, 61:2, 61:3, 61:4, 61:7, 61:9, 71:12 deals [2] - 61:15, 61:23 decade [1] - 20:21 December [3] - 2:4, 2:15, 54:23 deck [1] - 16:17 deemed [1] - 34:16 default [2] - 59:13, 59:17 defer [2] - 3:7, 15:6 definitely [1] - 26:23 delay [1] - 44:17 delayed [3] - 54:4, 68:23, 69:11 Delegation [1] - 19:5 delivered [2] - 51:25, 72:21 delivering [1] - 54:20 demand [1] - 62:2 demanding [1] - 53:20 DEP [1] - 13:10 Department [3] - 33:21, 72:25 department [1] - 18:9 dependent [1] - 41:13 deposit [2] - 6:22, 7:18 deposited [1] - 23:17 depreciated [1] - 60:1 described [1] - 30:21 describing [1] - 31:15 design [21] - 8:21, 18:22, 29:1, 29:7, 31:4, 39:22, 40:17,</p>	<p>40:18, 44:8, 46:12, 46:23, 46:24, 47:1, 47:7, 48:10, 68:21, 73:1, 73:9, 73:14, 73:18 designed [4] - 29:9, 29:15, 34:8, 43:15 desire [1] - 3:3 despite [1] - 71:10 destination [1] - 35:17 detail [2] - 39:21, 68:25 Details [1] - 9:14 details [3] - 5:5, 34:6, 53:8 determine [2] - 60:16, 60:17 determines [1] - 68:1 developers [2] - 37:12, 37:16 development [21] - 3:17, 3:20, 4:14, 5:12, 5:15, 8:25, 9:19, 19:12, 22:3, 23:3, 35:2, 37:16, 48:1, 57:16, 57:25, 58:1, 58:5, 58:9, 58:17, 71:17, 72:1 Development [5] - 1:20, 5:11, 9:23, 71:15, 74:18 devices [1] - 43:24 DIA [26] - 1:19, 1:20, 1:20, 2:3, 2:4, 2:15, 4:14, 6:12, 6:16, 6:23, 7:1, 7:16, 11:22, 33:1, 49:22, 50:8, 50:10, 51:17, 52:3, 56:3, 56:9, 56:12, 56:19, 56:21, 57:15, 61:12 DIA.COJ [1] - 73:20 Diane [3] - 1:9, 77:7, 77:18 difference [2] - 7:18, 57:25 different [4] - 41:12, 61:15, 65:25, 70:19 differentiation [1] - 39:22 diligence [1] - 20:4 direct [1] - 36:24 direction [2] - 7:14, 43:2 directions [1] - 45:6 directly [3] - 13:23, 35:17, 35:21 Director [1] - 1:20 disbursed [2] - 50:1, 50:3</p>	<p>disbursement [2] - 63:9, 63:10 disbursements [2] - 54:7, 62:22 discover [1] - 63:7 discussed [1] - 34:5 discussing [2] - 33:8, 70:6 discussion [6] - 2:12, 8:6, 10:3, 28:6, 32:6, 47:18 discussions [1] - 14:3 disposition [1] - 64:20 Disposition [2] - 65:14, 66:7 district [2] - 36:18, 58:25 District [2] - 47:25, 68:19 Division [2] - 13:19, 14:8 division [1] - 14:7 docs [3] - 27:15, 27:20, 27:22 dock [2] - 6:14, 16:4 document [2] - 37:25, 50:18 documentation [10] - 51:19, 51:20, 52:12, 53:4, 53:6, 53:7, 63:11, 64:2, 71:8, 71:12 documentational [1] - 62:24 documents [2] - 4:16, 64:18 dog [2] - 31:10, 31:12 dogged [1] - 31:8 dollars [10] - 19:5, 24:7, 37:8, 37:11, 37:12, 59:2, 59:4, 73:11, 73:13, 73:15 dolphins [1] - 31:23 done [15] - 4:24, 5:19, 11:25, 14:20, 15:2, 19:10, 35:6, 47:9, 50:25, 51:6, 51:7, 54:13, 61:15, 68:20, 71:11 Doro [1] - 71:17 double [1] - 52:25 double-checking [1] - 52:25 down [17] - 4:17, 5:3, 6:3, 7:14, 15:14, 16:11, 21:7, 22:19, 24:3, 29:5, 31:8, 31:10, 32:2, 37:3, 43:5, 46:17, 71:18 Downtown [4] - 9:23,</p>	<p>33:15, 39:16, 74:18 DOWNTOWN [1] - 1:2 downtown [20] - 10:6, 11:1, 11:18, 20:8, 20:10, 23:25, 33:23, 34:8, 34:13, 35:9, 37:14, 38:4, 39:6, 45:10, 48:3, 58:22, 58:24, 71:20, 72:11, 75:15 draft [1] - 10:15 drainage [1] - 44:5 DRI [2] - 37:14, 71:24 Drive [1] - 17:21 drive [1] - 35:15 driven [2] - 34:16, 69:4 driver [1] - 34:12 dry [1] - 16:4 Duckworth [1] - 14:7 due [2] - 20:4, 52:20 duPont [1] - 74:25 during [3] - 30:1, 49:6 DUVAL [1] - 77:4 Duval [2] - 1:8, 19:4 DVI [1] - 72:5</p>	<p>elapsed [1] - 35:19 Elbow [1] - 47:25 elements [1] - 46:24 eligible [1] - 69:14 eliminating [1] - 44:15 elsewhere [1] - 5:4 embedded [1] - 13:22 Emerald [2] - 39:9, 42:12 emissions [1] - 34:9 employee [1] - 50:14 encourage [2] - 46:16, 65:3 encumbered [1] - 58:21 end [5] - 28:12, 41:15, 46:21, 63:21, 73:25 ended [3] - 13:15, 14:21, 28:23 ends [1] - 14:16 engage [1] - 33:21 engaged [1] - 60:20 engineer [1] - 29:5 Engineering [1] - 33:22 engineering [6] - 31:23, 35:11, 39:21, 42:1, 42:3, 68:21 enhance [1] - 73:12 enhanced [3] - 39:11, 47:3, 70:9 enhancement [2] - 62:21, 63:5 Enhancement [3] - 32:25, 46:16, 65:14 enhancements [1] - 33:10 enjoying [1] - 24:9 ensure [2] - 20:3, 20:5 ensured [1] - 62:9 ensuring [1] - 20:14 entails [1] - 45:2 enter [1] - 3:18 entered [3] - 56:5, 57:6 entertainment [1] - 35:3 entire [2] - 16:5, 41:23 entities [1] - 22:23 entitled [1] - 32:25 entity [1] - 58:4 entrance [1] - 8:21 envision [1] - 26:22 envisioning [1] - 46:22 Enz [1] - 73:3 escalate [1] - 23:19 escrow [3] - 6:24, 7:6, 12:2</p>
E				
<p>e-mailed [1] - 48:22 Eagle [1] - 26:4 early [2] - 55:5, 65:15 easier [1] - 38:6 easily [1] - 45:5 east [2] - 41:10, 42:10 east-west [1] - 42:10 eastern [2] - 38:22, 42:8 easy [1] - 59:25 echo [2] - 12:14, 23:9 economic [2] - 35:1, 72:10 Ed [2] - 29:5, 66:19 Edward [1] - 17:20 effect [2] - 30:14, 37:20 effects [1] - 28:19 efficiency [3] - 34:15, 35:11, 35:14 efficient [1] - 52:17 effort [2] - 17:7, 49:14 egress [1] - 16:12 eight [1] - 19:14 eighth [1] - 66:22 eighty [1] - 5:8 EILAND [1] - 1:22 either [2] - 41:14, 74:22 elaborate [4] - 44:6, 45:14, 47:1, 47:8</p>	<p>Diang M. Tropia, Inc., Post Office Box 2375, Jacksonville, FL 32203 (904) 821-0300</p>			

<p>essence [1] - 3:23 essentially [2] - 3:16, 57:5 established [1] - 13:18 estimate [7] - 7:8, 7:12, 24:6, 33:19, 63:21, 72:22, 72:24 estimates [4] - 21:9, 40:15, 60:7, 69:14 et [3] - 26:16, 38:4, 53:2 evacuation [1] - 28:10 evaluated [1] - 68:4 event [3] - 7:1, 14:14, 50:13 eventually [1] - 66:6 evidence [1] - 35:5 evident [1] - 35:1 exact [1] - 33:2 exactly [2] - 4:9, 66:10 example [1] - 63:13 examples [3] - 35:24, 36:20, 36:22 exceeded [1] - 7:15 exceeds [1] - 58:9 except [1] - 26:8 exception [1] - 51:18 exceptions [1] - 4:25 excited [7] - 20:1, 20:6, 21:20, 21:22, 22:11, 22:15, 75:1 excitement [1] - 19:25 exciting [1] - 74:19 exclusively [1] - 67:10 excuse [4] - 15:22, 17:13, 17:14, 17:16 execute [2] - 12:1, 19:8 executed [2] - 5:15, 63:8 Executive [2] - 1:19, 1:22 executive's [1] - 32:20 exhaust [1] - 34:9 exhibit [1] - 13:25 existing [1] - 62:10 exists [1] - 33:7 exit [1] - 11:25 expect [2] - 70:10, 72:8 expected [1] - 10:6 expecting [2] - 62:21, 69:17 expenditure [1] - 6:16 expenses [2] - 52:25, 57:21 experience [2] - 20:15, 31:19</p>	<p>expert [1] - 14:11 explain [1] - 3:25 expressed [1] - 3:3 extension [1] - 68:18 extensive [1] - 47:12 extensively [1] - 49:8 extent [2] - 22:18, 25:3 extra [1] - 30:21</p>	<p>finalized [1] - 71:12 finally [2] - 46:3, 74:8 financial [2] - 18:25, 60:25 financing [1] - 69:4 fine [4] - 28:22, 30:15, 31:24, 64:3 fire [2] - 18:3, 18:9 fireman [1] - 18:3 fires [1] - 31:10 first [17] - 2:4, 5:25, 8:14, 9:14, 11:23, 12:2, 18:14, 18:16, 19:23, 32:23, 44:12, 46:1, 50:10, 51:15, 51:22, 53:13, 54:16 First [1] - 60:13 FIS [2] - 60:4, 74:20 five [14] - 6:7, 7:11, 7:13, 12:4, 12:6, 23:17, 23:18, 24:6, 24:15, 25:4, 27:11, 27:12, 55:5 five-year [4] - 6:7, 24:15, 27:11 flexible [1] - 41:19 flipping [1] - 45:4 flooding [1] - 30:2 Floor [1] - 1:8 floor [1] - 66:22 FLORIDA [1] - 77:3 Florida [9] - 1:9, 1:10, 7:3, 19:6, 35:24, 36:22, 60:2, 77:7, 77:18 flow [3] - 51:24, 53:8, 54:2 focus [3] - 26:6, 47:11, 63:3 folks [4] - 19:15, 20:7, 27:19, 46:17 follow [1] - 38:11 followed [1] - 4:22 food [1] - 70:9 Ford [3] - 64:20, 64:22, 64:23 foregoing [2] - 76:2, 77:9 forever [1] - 24:22 form [1] - 6:23 formal [1] - 50:19 former [1] - 65:25 Forsyth [5] - 37:5, 37:24, 38:8, 41:7, 42:21 forth [1] - 14:2 forward [12] - 3:4, 20:16, 27:19, 32:16, 37:18, 40:16, 53:18, 53:22, 55:11, 71:1,</p>	<p>72:4, 72:15 four [2] - 12:3, 15:19 fourth [1] - 6:9 FPR [1] - 1:9 frame [2] - 63:19, 67:14 frankly [5] - 16:13, 22:22, 24:20, 27:21, 31:24 Friday [2] - 26:14, 75:10 friends [1] - 27:17 Froats [4] - 8:2, 14:24, 19:21, 60:22 FROATS [7] - 1:15, 7:25, 14:25, 18:13, 60:23, 63:18, 64:6 front [2] - 46:25, 47:9 frontage [2] - 36:5, 39:23 fronts [1] - 48:1 fruition [1] - 75:2 FSCJ [3] - 43:5, 63:13, 64:18 fuel [2] - 24:3, 24:5 full [2] - 56:25, 64:7 full-time [1] - 64:7 fully [2] - 22:2, 70:3 functional [1] - 56:19 fund [6] - 37:13, 47:3, 62:2, 73:11, 73:15 funded [4] - 42:16, 42:18, 58:18, 70:3 funding [4] - 6:12, 47:11, 56:14, 56:20 funds [9] - 33:17, 36:23, 37:21, 40:21, 40:23, 49:25, 58:7, 72:25 future [1] - 9:19</p>	<p>57:24 gentleman [2] - 15:4, 17:18 gentlemen [1] - 15:22 geographic [1] - 70:8 GIBBS [1] - 1:13 gift/concession [1] - 9:20 Gillam [2] - 23:8, 59:6 GILLAM [6] - 1:14, 23:9, 47:20, 59:7, 59:13, 59:17 Girl [1] - 26:15 given [1] - 16:23 glad [1] - 74:8 goals [2] - 75:14, 75:15 God [1] - 31:15 governed [1] - 11:21 grandfathered [1] - 37:15 Grandson [1] - 21:14 Grant [1] - 32:25 grants [3] - 62:19, 62:21, 63:5 gratis [1] - 17:4 great [6] - 11:15, 11:22, 21:21, 43:7, 43:12, 74:12 greatest [1] - 44:18 greatly [1] - 55:9 Green [1] - 21:7 green [2] - 39:8, 55:4 grounds [1] - 71:18 group [1] - 68:9 grow [1] - 58:6 growing [1] - 34:23 growth [1] - 35:2 Guard [6] - 15:8, 15:16, 18:3, 18:7, 18:10, 18:11 guess [2] - 13:4, 67:9 guided [1] - 27:24 gusts [1] - 29:11 GUY [1] - 1:19 Guy [1] - 60:25</p>
F				
<p>facilitate [1] - 57:12 facilities [1] - 69:2 facility [1] - 10:25 fact [4] - 34:16, 35:10, 52:15, 68:22 factor [1] - 41:21 factual [1] - 29:24 fail [1] - 21:2 fair [1] - 69:12 fairly [3] - 3:15, 34:25, 36:10 fall [1] - 19:1 falling [1] - 61:10 falls [1] - 18:19 familiar [1] - 57:4 far [5] - 52:22, 56:2, 58:3, 61:11, 62:1 fast [1] - 43:13 fault [1] - 50:2 favor [2] - 2:15, 32:10 FDOT [2] - 47:24, 48:6 FDOT-related [1] - 47:24 feasibility [1] - 72:10 feature [2] - 32:17, 48:5 features [1] - 31:4 February [10] - 64:17, 65:15, 65:17, 66:8, 69:10, 69:20, 70:12, 72:8, 73:21, 74:22 fee [3] - 37:11, 37:12, 37:19 fees [1] - 37:17 feet [1] - 36:7 fellow [1] - 23:10 felt [1] - 31:25 ferry [1] - 15:9 few [6] - 4:24, 14:4, 14:18, 16:23, 39:3, 40:16 fide [1] - 15:20 fight [1] - 31:9 figure [1] - 10:22 file [1] - 7:16 files [1] - 64:5 final [2] - 9:2, 74:22</p>		<p>First [1] - 60:13 FIS [2] - 60:4, 74:20 five [14] - 6:7, 7:11, 7:13, 12:4, 12:6, 23:17, 23:18, 24:6, 24:15, 25:4, 27:11, 27:12, 55:5 five-year [4] - 6:7, 24:15, 27:11 flexible [1] - 41:19 flipping [1] - 45:4 flooding [1] - 30:2 Floor [1] - 1:8 floor [1] - 66:22 FLORIDA [1] - 77:3 Florida [9] - 1:9, 1:10, 7:3, 19:6, 35:24, 36:22, 60:2, 77:7, 77:18 flow [3] - 51:24, 53:8, 54:2 focus [3] - 26:6, 47:11, 63:3 folks [4] - 19:15, 20:7, 27:19, 46:17 follow [1] - 38:11 followed [1] - 4:22 food [1] - 70:9 Ford [3] - 64:20, 64:22, 64:23 foregoing [2] - 76:2, 77:9 forever [1] - 24:22 form [1] - 6:23 formal [1] - 50:19 former [1] - 65:25 Forsyth [5] - 37:5, 37:24, 38:8, 41:7, 42:21 forth [1] - 14:2 forward [12] - 3:4, 20:16, 27:19, 32:16, 37:18, 40:16, 53:18, 53:22, 55:11, 71:1,</p>	<p>game [1] - 46:21 gangway [1] - 16:10 garage [7] - 57:9, 57:10, 59:14, 59:21, 60:3, 60:4 garages [5] - 57:8, 57:11, 57:21, 60:6, 60:14 gathering [1] - 33:25 Gay [1] - 17:5 gazebo [1] - 8:22 general [3] - 3:2, 11:15, 16:5 General [1] - 1:21 generally [2] - 4:23, 8:12 generate [2] - 26:24,</p>	<p>H Hall [1] - 1:7 hand [1] - 38:14 handle [1] - 13:5 handled [3] - 12:20, 31:21 handling [1] - 71:23 handout [1] - 32:24 happy [4] - 7:20, 22:16, 30:22, 55:18 Harbor [1] - 17:21 hard [3] - 21:10,</p>

<p>23:11, 48:5 Hart [1] - 38:20 Haskell [2] - 73:7, 73:8 hatched [1] - 38:10 hatches [1] - 31:10 hate [1] - 47:22 headquarters [1] - 74:20 Health [1] - 43:5 hear [1] - 71:11 heard [3] - 3:2, 20:21, 70:15 hearing [7] - 2:14, 19:24, 42:14, 48:19, 64:12, 74:4, 75:24 heavier [1] - 30:7 heavy [1] - 29:14 height [1] - 36:4 held [3] - 1:6, 66:17, 66:18 help [2] - 16:25, 19:16 helped [3] - 20:22, 29:6, 57:12 Hemming [2] - 14:16, 28:12 hi [1] - 15:12 high [2] - 23:11, 63:24 higher [1] - 35:4 highlights [1] - 39:8 highly [1] - 36:11 highway [1] - 48:5 hindsight [2] - 61:3, 61:6 hired [1] - 62:11 hiring [1] - 15:21 Historic [1] - 5:18 historic [2] - 31:7, 69:13 history [3] - 20:7, 29:24, 57:3 Hogan [10] - 39:9, 39:12, 39:15, 42:11, 42:12, 42:18, 42:20, 42:23, 43:8 hogan [3] - 42:11, 42:24, 42:25 hold [2] - 67:4, 70:24 hope [8] - 11:16, 12:15, 12:18, 20:8, 64:19, 72:15, 73:20 hopefully [1] - 72:21 hopes [1] - 23:12 hoping [3] - 22:1, 55:10, 72:3 hopping [1] - 5:10 horse [1] - 42:7 hour [4] - 25:22, 29:2, 32:1, 48:4 hours [10] - 10:17,</p>	<p>10:21, 10:22, 11:4, 25:13, 25:18, 25:21, 26:7, 26:13, 27:1 huge [2] - 26:16, 29:16 Hughes [2] - 49:4, 71:5 hull [1] - 16:4 hundred [3] - 5:8, 24:7, 63:1 hundred-and-eighty [1] - 5:8 Hurricane [3] - 30:1, 30:14, 31:18 hurricane [1] - 28:10 Hyatt [1] - 65:24 hypothetical [1] - 42:13</p>	<p>50:7, 74:24 improvements [3] - 34:20, 38:3 improves [1] - 35:10 improving [1] - 49:11 inadequate [1] - 53:4 inasmuch [1] - 5:12 inaudible [4] - 15:9, 25:17, 56:2, 63:20 inaudible [2] - 22:9, 59:18 incentive [2] - 33:1, 36:9 incentivizes [1] - 48:1 include [1] - 11:6 included [2] - 37:5, 71:8 including [1] - 57:22 inconsistencies [1] - 52:7 incorporate [1] - 28:2 incorporated [1] - 10:19 incorrect [2] - 49:24, 52:1 increased [1] - 35:14 increases [1] - 35:7 increasing [1] - 35:12 increment [2] - 58:24, 62:2 incur [1] - 57:17 indemnification [1] - 13:7 Independent [1] - 69:9 indication [3] - 49:20, 49:21, 52:3 individual [1] - 35:13 industry [1] - 34:10 information [7] - 33:12, 33:25, 49:1, 53:19, 55:15, 55:22, 64:5 infrastructure [2] - 34:19, 69:2 initial [2] - 48:14, 57:23 input [1] - 21:2 inspect [2] - 15:18 inspection [3] - 15:2, 18:3, 18:4 inspections [2] - 15:8, 70:16 inspector [1] - 18:9 instances [1] - 52:1 insurance [16] - 12:25, 13:17, 13:19, 13:21, 13:22, 14:2, 14:11, 14:12, 14:16, 20:2, 21:13, 21:15, 30:18, 30:24, 31:6, 31:14</p>	<p>insured [1] - 12:24 intelligent [1] - 24:17 intend [5] - 8:22, 16:11, 26:11, 26:12, 28:2 intensely [1] - 55:20 intention [1] - 65:6 interest [1] - 58:2 interested [4] - 25:14, 31:20, 70:20, 71:16 interface [1] - 20:13 interim [3] - 49:4, 56:13, 61:2 internal [3] - 49:17, 50:5, 52:6 internally [3] - 52:2, 52:4, 73:20 intersections [1] - 43:24 interview [1] - 66:5 interviews [3] - 65:1, 65:12, 66:12 intimately [1] - 57:4 invested [1] - 72:6 invested [1] - 21:1 investment [1] - 57:23 INVESTMENT [1] - 1:2 invoices [1] - 53:1 IRB [2] - 57:12, 57:19 Irma [6] - 14:15, 28:19, 28:20, 30:1, 30:14, 31:18 issue [8] - 13:9, 13:10, 47:24, 55:14, 62:19, 62:20, 68:18 issued [4] - 49:3, 57:14, 70:18, 71:3 issues [6] - 48:6, 51:19, 51:21, 61:17, 63:17 it'll [1] - 24:10 item [14] - 2:4, 4:20, 5:5, 5:11, 9:14, 32:19, 53:9, 63:14, 70:1, 74:16, 74:19, 75:4, 75:6 items [2] - 64:14 itself [2] - 20:16, 51:13</p>	<p>77:15 Jax [1] - 72:6 JEDC [4] - 56:6, 56:9, 57:12, 57:15 Jefferson [4] - 38:15, 41:15, 41:17, 74:7 job [6] - 8:16, 11:25, 12:6, 12:10, 12:22, 64:7 JOHN [2] - 1:20, 1:21 John [4] - 15:12, 17:20, 28:18, 63:2 joined [1] - 60:24 joint [1] - 49:14 Jr [1] - 17:20 July [3] - 53:14, 54:9, 54:23 June [1] - 54:22 Juton [1] - 16:2 JUTON [1] - 16:3</p>
I				
<p>I-10 [1] - 38:21 I-95 [1] - 38:21 idea [3] - 11:16, 38:7, 73:10 identified [2] - 49:17, 52:6 identify [1] - 50:5 identifying [1] - 39:19 II [4] - 22:10, 22:16, 42:12, 70:15 III [1] - 69:24 illustrations [1] - 36:3 imagine [2] - 44:19 immediate [1] - 36:8 immediately [2] - 7:17, 36:5 impact [3] - 37:11, 37:17, 66:4 impacting [1] - 34:11 implement [6] - 34:1, 37:8, 40:13, 44:9, 44:12, 47:10 implementation [1] - 44:17 Implementation [1] - 75:9 implemented [2] - 30:20, 40:7 implementing [2] - 46:4, 49:13 implied [1] - 8:24 important [7] - 37:20, 41:22, 46:6, 46:19, 46:21, 62:14, 64:19 improper [1] - 49:23 improve [3] - 34:14, 34:20, 34:24 improved [1] - 55:10 improvement [2] -</p>				
K				
<p>KAREN [1] - 1:22 keep [1] - 30:7 KELLY [1] - 1:20 Kenny [1] - 26:6 kids [1] - 28:3 kind [11] - 10:25, 14:4, 17:10, 28:11, 40:4, 40:25, 44:25, 48:4, 48:23, 63:2, 64:14 kiosks [1] - 75:18 knots [3] - 29:2, 29:10 knowing [1] - 25:14 knowledge [1] - 10:13 known [1] - 24:14</p>				
L				
<p>lady [1] - 29:6 land [1] - 67:10 landscaping [1] - 47:4 lane [5] - 39:13, 43:1, 43:2, 45:2, 45:3 language [3] - 9:16, 13:15, 14:22 Large [1] - 1:10 large [1] - 52:11 larger [2] - 5:7, 28:9 largest [3] - 24:9, 62:1, 62:3 laser [1] - 28:2 last [18] - 3:1, 5:25, 6:18, 8:20, 10:15, 16:23, 20:11, 24:22, 24:24, 29:3, 29:12, 30:5, 33:16, 54:18, 70:19, 71:14, 72:19, 74:18</p>			<p>JACKSONVILLE [1] - 1:1 Jacksonville [8] - 1:8, 5:18, 6:11, 7:3, 7:9, 17:21, 21:21, 23:25 Jacksonville's [1] - 34:12 January [6] - 1:6, 2:1, 54:9, 54:21, 69:6,</p>	

<p>late [10] - 3:9, 18:20, 21:5, 54:14, 54:17, 54:18, 54:19, 72:8 Laura [2] - 17:25, 46:10 lead [1] - 27:22 least [2] - 40:9, 44:12 leave [3] - 11:7, 22:23, 26:18 left [2] - 14:21, 38:14 left-hand [1] - 38:14 legislation [1] - 72:3 legislatively [1] - 47:2 legwork [1] - 5:19 length [1] - 34:5 less [2] - 5:22, 60:12 letter [3] - 6:24, 18:11, 53:12 level [2] - 34:18, 36:4 Liaison [1] - 1:21 Liberty [3] - 38:22, 41:15, 41:17 license [14] - 3:4, 3:19, 4:15, 5:14, 6:3, 6:4, 6:9, 6:13, 10:16, 11:3, 13:20, 13:22, 13:25, 19:12 Life [1] - 69:9 life [2] - 21:1, 31:19 light [1] - 61:8 lights [1] - 45:4 likely [1] - 69:10 likewise [1] - 21:19 line [2] - 19:4, 39:8 lines [4] - 29:14, 38:7, 38:10, 38:11 list [7] - 37:4, 37:6, 42:21, 42:23, 42:24, 63:15, 73:16 listed [1] - 12:24 literally [1] - 45:4 live [1] - 73:21 living [2] - 15:23, 55:19 loan [13] - 54:7, 57:12, 57:16, 57:17, 57:19, 58:1, 58:5, 58:9, 58:17, 59:12, 63:13, 64:18 loans [2] - 19:3, 62:19 local [1] - 21:6 location [2] - 23:2, 39:4 Lofts [1] - 74:7 longstanding [1] - 57:2 look [12] - 2:5, 11:20, 12:6, 20:16, 32:16, 40:18, 44:10, 46:6, 46:11, 47:2, 54:11,</p>	<p>69:2 looking [7] - 27:21, 40:1, 43:18, 46:13, 53:1, 62:6, 73:23 looks [2] - 64:9, 73:6 LORI [1] - 1:19 loss [2] - 54:7, 57:17 Louisiana [1] - 21:8 love [1] - 22:25 lower [1] - 36:4 Lynwood [1] - 1:7</p>	<p>41:18, 44:19, 57:2, 60:15, 60:19, 63:14, 67:14 media [1] - 27:17 meet [1] - 30:10 meeting [16] - 2:3, 3:1, 4:10, 8:20, 20:11, 33:17, 43:15, 64:17, 65:15, 65:18, 69:16, 69:23, 71:14, 73:3, 75:10 MEETING [1] - 1:3 Meeting [2] - 2:5, 2:15 meetings [1] - 70:19 Member [5] - 1:14, 1:15, 1:15, 1:16, 1:16 MEMBER [66] - 2:7, 2:10, 7:25, 8:3, 8:8, 8:11, 9:11, 9:17, 9:24, 11:6, 11:14, 12:14, 14:25, 18:13, 19:23, 21:19, 23:6, 23:9, 25:9, 27:3, 27:6, 28:5, 28:8, 28:16, 30:17, 32:5, 41:7, 42:3, 42:20, 43:7, 43:11, 44:22, 44:24, 45:15, 45:20, 45:24, 47:13, 47:20, 51:11, 56:1, 56:22, 58:12, 58:14, 58:16, 58:20, 59:1, 59:7, 59:13, 59:17, 59:19, 60:9, 60:23, 63:18, 64:6, 64:9, 66:10, 66:14, 66:15, 66:20, 67:1, 67:24, 68:1, 68:9, 68:13, 74:13, 75:11 members [3] - 23:10, 33:5, 65:8 MEMBERS [13] - 1:12, 2:13, 2:17, 2:19, 32:7, 32:11, 32:14, 48:18, 64:11, 68:15, 74:3, 75:5, 75:23 memorial [1] - 23:1 mention [1] - 48:8 mentioned [2] - 42:21, 72:18 mentioning [1] - 14:5 met [4] - 3:20, 48:9, 71:4, 74:18 meters [2] - 43:25, 75:18 Metric [1] - 33:22 Metro [1] - 22:19 MICHAEL [1] - 1:21 middle [1] - 69:8</p>	<p>might [8] - 9:3, 15:1, 16:20, 29:2, 41:13, 66:17, 67:8, 70:11 miles [3] - 29:2, 32:1, 48:4 million [8] - 19:5, 24:25, 25:1, 57:13, 58:2, 58:23, 59:4 minimal [1] - 44:2 minor [1] - 3:15 Minutes [2] - 2:5, 2:16 mirrors [1] - 4:24 Mobile [1] - 26:19 Mobility [4] - 37:9, 37:11, 38:1, 41:13 mobility [3] - 37:12, 37:19, 72:1 moment [2] - 55:13, 67:4 Monday [3] - 26:22, 64:25, 68:6 money [9] - 6:25, 16:14, 17:6, 19:3, 19:9, 24:19, 26:10, 26:17, 72:19 money-making [1] - 26:17 monitoring [2] - 61:11, 62:18 Monroe [1] - 37:5 monstrous [1] - 29:16 month [3] - 54:6, 63:19, 72:4 month's [2] - 3:1, 33:16 monthly [3] - 52:14, 52:15, 54:3 months [9] - 40:16, 41:2, 50:21, 51:4, 54:10, 57:18, 58:6, 63:23 Moody [2] - 59:16, 66:9 moody [5] - 21:18, 23:7, 55:25, 64:22, 68:10 MOODY [11] - 1:13, 21:19, 23:6, 51:11, 56:1, 56:22, 59:19, 60:9, 66:10, 66:14, 75:11 moody's [1] - 68:9 moored [2] - 15:17, 29:14 mooring [1] - 29:14 Morales [1] - 29:6 morning [4] - 68:23, 71:5, 74:5, 75:13 most [3] - 5:19, 64:19, 67:13</p>	<p>motion [2] - 2:6, 7:25 move [14] - 2:7, 3:4, 5:6, 8:1, 19:19, 22:19, 30:15, 30:23, 39:5, 41:4, 44:3, 45:5, 53:22, 66:25 moved [2] - 2:8, 23:1 moving [7] - 6:3, 30:7, 37:18, 41:20, 71:1, 72:4, 72:14 Moye [2] - 33:18, 72:22 MPS [11] - 48:22, 50:8, 50:20, 51:17, 51:25, 52:15, 53:6, 53:13, 53:25, 57:7, 57:15 MR [25] - 4:2, 4:4, 9:8, 9:12, 13:14, 15:6, 15:15, 17:15, 17:17, 17:25, 18:18, 20:18, 22:7, 23:14, 24:4, 25:19, 26:11, 27:10, 28:15, 28:18, 29:24, 31:13, 32:18, 73:5, 74:17 MS [40] - 2:23, 9:16, 9:18, 10:13, 32:21, 41:11, 42:15, 42:23, 43:10, 43:13, 45:8, 45:19, 46:22, 48:7, 48:20, 51:12, 56:5, 57:1, 58:19, 58:23, 59:3, 59:9, 59:15, 59:24, 60:13, 61:25, 63:22, 64:13, 66:12, 66:17, 66:21, 67:3, 67:18, 67:21, 68:3, 68:10, 68:17, 73:8, 75:8, 75:12 multiple [4] - 65:22, 65:23, 66:2, 67:11 museum [2] - 9:21, 17:9 mutually [1] - 19:12</p>
M		N		
<p>magnitude [3] - 44:18, 62:1, 62:3 mailed [1] - 48:22 Main [3] - 47:23, 48:3, 48:11 maintenance [1] - 15:21 management [4] - 50:12, 56:7, 62:9, 62:12 Management [2] - 13:18, 14:8 Manager [1] - 1:19 manager [2] - 50:9, 50:24 managing [3] - 49:23, 50:24, 56:3 mandate [1] - 9:9 manner [1] - 55:7 map [4] - 38:1, 38:5, 38:14, 42:25 MARC [1] - 1:15 March [4] - 69:11, 69:20, 70:11, 74:22 marine [1] - 29:5 Maritime [2] - 21:7, 23:24 maritime [2] - 31:5, 31:6 mark [1] - 64:20 market [2] - 60:14, 72:10 Market [1] - 41:16 marketing [1] - 72:7 marry [1] - 63:12 match [1] - 4:9 materials [1] - 72:7 math [1] - 52:4 mathematically [1] - 52:1 Mathews [1] - 38:21 matter [3] - 39:3, 49:16, 69:19 Mayport [1] - 15:25 MBRC [1] - 72:2 mean [8] - 10:22,</p>	<p>name [1] - 17:19 narrow [1] - 36:11 national [1] - 34:17 nature [3] - 18:23, 27:15, 30:3 Naval [2] - 2:25, 5:18 Navy [10] - 7:5, 15:13, 15:23, 17:2, 18:5, 18:6, 20:7, 21:20, 30:11, 31:9 near [1] - 32:17 neat [1] - 17:10 necessarily [1] - 60:17</p>			

<p>necessary [2] - 4:16, 14:22 necessity [1] - 30:5 need [7] - 7:1, 10:22, 14:19, 16:18, 30:13, 33:25, 73:17 needed [1] - 51:22 needs [2] - 43:17, 45:10 negotiate [3] - 3:17, 3:18, 4:14 negotiations [1] - 72:14 net [2] - 54:6, 57:17 netted [2] - 57:22, 57:23 network [2] - 35:10, 35:15 never [2] - 29:10, 29:12 new [14] - 9:16, 17:12, 33:2, 33:5, 40:18, 56:1, 61:12, 61:21, 64:13, 70:7, 72:7, 73:21, 74:20 New [4] - 31:5, 33:1, 75:6, 75:22 newer [2] - 62:16, 62:17 news [2] - 43:12, 49:19 next [23] - 2:21, 6:19, 32:19, 33:13, 40:16, 40:19, 41:4, 41:9, 42:16, 42:18, 45:18, 45:19, 48:19, 48:20, 53:22, 63:22, 64:12, 64:21, 71:17, 72:16, 74:16, 75:4, 75:6 nice [1] - 11:17 night [1] - 21:5 nights [1] - 26:15 nine [1] - 67:9 nobody's [1] - 13:8 none [5] - 2:14, 48:19, 64:12, 74:4, 75:24 nonpermanent [1] - 9:4 nonprofit [1] - 23:5 North [2] - 17:25, 48:3 Northbank [1] - 16:10 northern [1] - 38:18 Notary [1] - 1:9 notes [2] - 19:8, 77:11 nothing [1] - 12:16 notice [4] - 5:6, 5:9, 36:4, 70:18 notify [1] - 65:8 November [1] - 24:24 number [11] - 10:23,</p>	<p>25:15, 37:19, 50:5, 50:21, 51:3, 51:17, 53:3, 53:7, 63:4, 73:12 numerous [3] - 16:19, 19:15, 61:16</p> <p style="text-align: center;">O</p> <p>o'clock [2] - 75:11, 75:12 O'Neil [8] - 15:11, 15:12, 15:15, 17:20, 25:23, 28:19, 28:20, 28:24 O'NEIL [9] - 15:12, 15:16, 17:20, 18:7, 21:4, 23:21, 25:24, 28:25, 31:3 object [2] - 55:1, 55:2 objective [1] - 53:3 obligation [5] - 58:11, 59:8, 59:10, 59:11, 62:5 obviously [10] - 18:23, 20:25, 22:25, 24:16, 25:15, 30:4, 30:5, 45:8, 61:5, 61:9 occupied [1] - 74:10 occur [4] - 4:5, 5:17, 26:14, 32:1 Ocean [2] - 47:23, 48:11 OED [2] - 56:8, 56:16 OF [4] - 1:1, 77:1, 77:3, 77:4 offer [1] - 27:11 offered [1] - 65:19 office [2] - 49:8, 65:9 Office [1] - 1:21 Officer [1] - 1:19 official [1] - 21:20 OGC [3] - 12:20, 14:7, 14:9 Old [1] - 75:4 OLIVER [1] - 1:14 Oliver [2] - 11:19, 20:12 on-street [5] - 43:3, 44:16, 75:16, 75:17, 75:19 onboard [1] - 16:9 once [7] - 10:5, 10:11, 42:5, 65:7, 65:12, 67:19 one [48] - 5:20, 5:22, 8:18, 8:19, 15:22, 22:8, 28:1, 28:8, 28:17, 32:23, 34:7, 34:13, 35:25, 36:2,</p>	<p>36:3, 36:15, 37:1, 38:9, 38:16, 38:19, 38:20, 39:5, 39:7, 39:13, 41:15, 41:21, 42:9, 43:2, 44:25, 45:3, 47:21, 51:22, 51:24, 52:10, 53:9, 53:15, 58:16, 61:14, 62:3, 63:25, 65:20, 66:2, 72:17, 74:19 one-way [15] - 34:7, 34:13, 35:25, 36:15, 38:9, 38:16, 38:19, 38:20, 39:5, 39:7, 39:13, 41:21, 45:3 open [13] - 2:3, 6:1, 10:4, 10:5, 10:24, 11:4, 13:15, 14:21, 25:25, 26:3, 26:13, 29:21, 65:10 open-by-appointment [1] - 10:24 open-ended [2] - 13:15, 14:21 opening [1] - 74:6 operate [1] - 57:10 operated [2] - 15:9, 28:22 operating [10] - 10:17, 11:3, 25:13, 25:18, 25:21, 25:22, 51:23, 54:7, 57:17, 57:21 operation [3] - 21:8, 24:2, 26:17 Operations [1] - 1:19 operations [4] - 10:2, 10:8, 26:21, 27:1 opportunities [4] - 6:6, 50:8, 60:16, 62:7 opportunity [4] - 33:6, 46:9, 47:11, 47:15 opposed [1] - 45:13 opposition [2] - 2:18, 32:12 order [4] - 30:7, 36:9, 46:15, 61:25 ordinance [1] - 37:10 Ordinance [2] - 9:9, 36:25 organization [2] - 31:6, 58:21 organizations [4] - 25:16, 27:8, 27:18 originally [2] - 23:22, 56:6 Orleck [7] - 2:22, 3:2, 24:21, 27:23, 28:22, 32:2, 32:17</p>	<p>otherwise [1] - 52:5 ourself [1] - 22:13 ourselves [1] - 17:5 outside [2] - 15:24, 38:13 outstanding [2] - 55:13, 62:18 overall [2] - 61:13, 69:25 Overlay [1] - 39:16 overlay [1] - 40:2 overs [2] - 26:12, 26:14 oversight [1] - 9:6 own [2] - 52:2, 73:19 owners [1] - 70:21 owns [1] - 58:4</p> <p style="text-align: center;">P</p> <p>p.m [3] - 1:7, 2:1, 76:3 package [1] - 34:19 packet [5] - 3:12, 3:14, 4:8, 4:11, 53:11 Padgett [8] - 2:8, 8:4, 11:13, 12:12, 28:7, 32:4, 44:23, 74:6 PADGETT [11] - 1:15, 2:7, 8:3, 11:14, 28:8, 28:16, 30:17, 32:5, 44:24, 45:15, 74:13 Padgett's [1] - 12:14 Page [10] - 5:2, 5:3, 5:10, 5:24, 6:18, 6:19, 9:13, 51:13, 54:12 page [5] - 36:24, 37:4, 47:14, 51:11, 54:15 pages [1] - 73:23 paid [2] - 55:5 paint [2] - 16:2, 16:3 Paint [1] - 16:2 pair [2] - 39:5, 39:7 Palafox [1] - 36:13 Palmer [1] - 48:10 paper [2] - 52:12, 62:4 paperwork [1] - 19:8 parcel [3] - 13:3, 65:24, 67:7 parcels [1] - 65:23 pardon [1] - 67:18 Park [1] - 22:19 park [2] - 22:20, 22:21 parking [18] - 11:20, 23:1, 36:10, 43:3, 44:16, 56:4, 57:8, 59:14, 59:21, 60:3, 60:4, 60:6, 60:11, 60:14, 75:10, 75:15, 75:17</p>	<p>Parks [1] - 72:25 parks [1] - 69:1 PAROLA [4] - 1:19, 9:8, 73:5, 74:17 Parola [3] - 61:1, 71:23, 72:22 part [15] - 8:24, 12:19, 13:3, 24:18, 25:5, 26:16, 27:12, 34:18, 37:6, 39:1, 42:12, 61:4, 62:10, 67:5, 69:25 partially [1] - 40:9 particular [5] - 35:16, 39:4, 40:9, 47:12, 61:14 particularly [4] - 33:5, 34:10, 34:24, 35:2 parties [1] - 14:22 passenger [1] - 15:7 passes [2] - 2:20, 32:15 past [3] - 4:19, 4:24, 61:16 pay [3] - 37:12, 37:17, 55:3 paying [2] - 6:15, 59:12 payment [2] - 52:20, 57:20 payments [6] - 49:21, 51:15, 54:1, 56:16, 59:11, 62:22 pedestrian [6] - 38:3, 39:10, 39:18, 39:19, 39:23, 39:24 pedestrians [1] - 34:24 Pensacola [1] - 36:13 people [6] - 17:4, 20:10, 27:23, 41:24, 48:9, 67:4 per [2] - 24:7, 27:12 percent [5] - 7:7, 7:16, 7:19, 63:1, 74:10 percentage [1] - 63:25 perception [1] - 11:7 perfect [3] - 9:25, 64:2 perform [1] - 51:5 performance [1] - 68:19 performed [1] - 5:14 perhaps [2] - 62:16, 69:20 period [2] - 5:17, 56:13 permanently [1] - 15:17 permission [1] - 4:25 person [2] - 18:16,</p>
--	---	--	--	---

<p>21:15 personal [1] - 19:3 personally [1] - 22:25 personnel [1] - 27:22 perspective [1] - 42:1 Petersburg [1] - 36:2 Phase [3] - 42:12, 69:24, 70:4 phase [1] - 46:24 Phases [1] - 70:3 phases [1] - 38:12 photographs [2] - 29:3, 35:23 picture [1] - 36:14 pictures [2] - 30:2, 36:16 piece [2] - 25:2, 66:2 Pier [2] - 16:7, 16:12 pier [11] - 16:14, 16:15, 16:17, 16:18, 29:12, 29:20, 29:23, 30:1, 30:15, 31:24 piers [1] - 29:4 pilings [3] - 29:18, 29:21, 30:22 place [7] - 22:12, 28:21, 30:24, 43:18, 50:21, 61:22, 62:8 Place [1] - 75:1 Plan [4] - 37:9, 37:11, 38:1, 41:13 plan [20] - 15:21, 25:5, 30:19, 30:20, 33:3, 34:4, 36:25, 37:7, 40:3, 40:6, 41:12, 42:12, 46:2, 48:14, 56:12, 61:21, 61:22, 69:25, 70:25 planned [1] - 24:18 planning [2] - 59:23, 68:21 Planning [1] - 33:20 plans [1] - 28:10 plant [1] - 73:16 Plaza [2] - 14:17, 28:12 pleasure [2] - 7:23, 32:9 plus [2] - 17:1, 24:3 podium [1] - 15:11 point [29] - 5:25, 6:1, 6:10, 6:18, 6:19, 9:14, 13:16, 16:12, 19:18, 24:23, 30:17, 37:19, 40:5, 40:11, 40:23, 45:18, 46:3, 47:19, 48:19, 49:14, 56:15, 58:8, 58:16, 64:12, 68:5, 70:24, 71:2, 71:7, 71:13</p>	<p>Point [2] - 35:20 points [1] - 48:23 policies [3] - 50:11, 50:13, 50:19 pops [1] - 4:17 Port [1] - 29:8 position [1] - 62:14 positive [1] - 50:4 possession [1] - 25:1 possible [2] - 52:18, 70:22 possibly [1] - 29:11 potential [2] - 12:18, 50:15 potentially [3] - 67:7, 67:9, 70:20 Powell [3] - 21:13, 21:14, 31:4 PowerPoint [1] - 33:14 pre [1] - 4:10 pre-meeting [1] - 4:10 preamble [2] - 4:5, 4:12 preceding [1] - 54:9 precursors [1] - 33:24 predecessors [1] - 49:22 PRESENT [2] - 1:12, 1:18 presentation [5] - 2:25, 3:8, 16:22, 33:14, 68:22 presentations [1] - 38:5 presents [1] - 46:8 preservation [2] - 16:5, 69:13 preserving [1] - 17:7 president [1] - 23:5 pretty [6] - 27:25, 44:20, 59:24, 60:7, 60:8, 61:12 prevent [1] - 4:17 previous [7] - 5:7, 5:12, 5:15, 6:4, 6:20, 6:21, 13:20 previously [1] - 62:14 price [2] - 33:19, 40:10 prices [1] - 23:18 pricing [2] - 43:20, 43:22 primarily [3] - 34:8, 69:4, 75:14 primary [3] - 4:4, 7:4, 34:11 printed [1] - 33:15 priority [1] - 37:23 problem [2] - 7:15,</p>	<p>44:14 problems [2] - 50:15, 53:10 procedures [4] - 50:11, 50:19, 51:23, 62:8 Proceedings [1] - 1:6 proceedings [2] - 76:2, 77:9 process [13] - 9:6, 12:22, 19:17, 47:21, 48:25, 49:9, 49:11, 52:17, 56:2, 60:20, 63:17, 71:19, 71:24 processes [3] - 16:22, 50:6, 62:8 Procurement [3] - 65:9, 67:22, 68:6 producer [1] - 24:9 professional [1] - 71:22 Professional [2] - 77:7, 77:18 Program [2] - 33:1, 46:16 program [2] - 33:7, 70:1 project [15] - 6:13, 20:22, 23:13, 34:1, 34:6, 42:13, 44:7, 44:19, 61:15, 69:9, 70:2, 74:7, 74:8, 74:12, 74:24 Project [1] - 33:16 projected [1] - 24:19 projects [9] - 37:2, 37:13, 37:23, 40:6, 40:10, 46:2, 58:22, 66:4, 66:5 promissory [1] - 19:8 promote [1] - 35:1 proper [2] - 23:2, 64:5 Property [2] - 65:14, 66:6 property [4] - 22:5, 35:4, 35:7, 70:21 proposal [1] - 69:20 proposed [1] - 41:9 protect [1] - 20:4 protected [1] - 8:13 provide [5] - 6:12, 31:3, 38:16, 53:19, 67:16 provided [8] - 31:17, 33:11, 33:17, 52:8, 52:11, 52:14, 52:15, 72:25 provides [2] - 38:19, 38:20 providing [3] - 12:25,</p>	<p>33:4, 39:19 PSEC [1] - 72:12 public [5] - 11:5, 20:13, 65:2, 66:12, 69:1 Public [4] - 1:9, 33:21, 72:20, 74:23 publicly [1] - 48:9 pull [1] - 70:23 purchasing [1] - 70:21 purpose [1] - 58:4 pursuant [1] - 72:12 put [14] - 6:22, 16:1, 16:3, 16:14, 17:3, 17:7, 17:19, 18:24, 19:9, 24:19, 27:16, 29:18, 29:21, 62:8 putting [1] - 8:16</p> <p style="text-align: center;">Q</p> <p>quality [4] - 20:15, 34:11, 34:17, 34:21 questions [17] - 7:20, 8:8, 8:12, 14:25, 19:25, 20:2, 25:7, 25:12, 31:2, 41:3, 41:5, 45:16, 55:18, 55:21, 55:23, 68:14, 74:2 quick [2] - 64:16, 67:24 quickly [3] - 39:6, 39:7, 49:17 quite [3] - 35:5, 45:11, 54:4</p> <p style="text-align: center;">R</p> <p>radars [1] - 17:10 raised [1] - 14:13 rather [3] - 35:21, 41:16, 41:17 re [1] - 19:8 re-execute [1] - 19:8 reach [1] - 19:11 read [1] - 14:11 ready [3] - 19:19, 47:10, 70:12 real [2] - 31:19, 64:15 realignment [1] - 74:24 really [13] - 3:23, 10:6, 11:17, 20:3, 21:22, 24:5, 34:16, 40:4, 41:14, 42:10, 46:11, 56:19, 63:15 reasonable [1] - 23:17 receipts [1] - 62:4 received [10] - 4:9,</p>	<p>9:2, 21:3, 53:14, 54:16, 54:17, 55:17, 72:9, 72:20, 74:21 receiving [2] - 53:5, 53:9 recognize [1] - 48:6 recognized [1] - 34:23 recommendation [3] - 44:11, 51:9, 65:17 recommendations [2] - 53:23, 53:24 record [3] - 17:19, 27:17, 77:10 rectangular [1] - 38:24 redevelopment [1] - 22:4 reduce [1] - 34:9 reduced [1] - 5:20 reduction [2] - 5:7, 5:23 reevaluation [1] - 24:16 refer [2] - 15:17, 24:13 reference [1] - 65:5 referenced [1] - 13:25 regard [6] - 7:24, 23:19, 32:9, 51:7, 52:9, 74:12 regarding [11] - 3:1, 8:21, 10:1, 10:7, 12:15, 50:12, 50:19, 69:16, 69:19, 69:21, 69:24 regulatory [2] - 50:23, 62:13 reintroduce [1] - 37:2 reinvent [1] - 47:16 reinvention [1] - 46:15 reinvigoration [1] - 36:18 related [2] - 13:21, 47:24 relation [1] - 21:23 relationship [1] - 21:25 relieve [1] - 58:10 remain [2] - 38:15, 39:12 remains [1] - 38:19 remember [1] - 56:4 remind [2] - 43:8, 75:8 renewals [1] - 6:8 renovation [1] - 36:18 rent [1] - 6:15 repair [1] - 16:21 repeated [1] - 5:4 report [10] - 32:20, 52:3, 52:18, 53:1, 53:8, 53:21, 69:6, 73:25, 74:5, 77:9</p>
--	--	---	---	--

<p>reported [1] - 51:16 REPORTER [1] - 77:1 Reporter [2] - 77:8, 77:18 reports [6] - 51:25, 52:4, 52:7, 52:10, 52:24, 54:3 representatives [1] - 15:7 reprint [2] - 33:3, 36:24 reprogrammed [1] - 45:11 request [9] - 40:17, 53:13, 54:16, 54:17, 54:18, 54:22, 54:25, 55:1, 55:3 requests [3] - 54:6, 54:20 require [3] - 3:21, 6:21, 36:8 required [3] - 10:17, 30:10, 53:7 requirements [4] - 12:25, 13:17, 14:2, 20:3 requires [5] - 5:13, 7:7, 7:10, 27:13, 52:13 research [1] - 34:23 residential [2] - 35:2, 71:17 reso [1] - 5:2 Resolution [3] - 2:21, 7:24, 32:9 resolution [7] - 2:24, 3:11, 3:12, 3:14, 4:7, 5:3, 9:13 resolutions [1] - 63:6 respect [2] - 27:7, 61:23 respondent [3] - 65:21, 65:24, 65:25 respondents [1] - 65:22 response [12] - 2:13, 2:19, 2:24, 32:7, 32:14, 48:18, 55:17, 64:11, 68:15, 74:3, 75:5, 75:23 responses [3] - 64:23, 65:7, 65:11 responsibility [1] - 56:25 rest [1] - 43:14 restaurants [1] - 35:3 restrooms [1] - 9:20 results [1] - 35:4 Retail [3] - 32:25, 46:16, 65:14</p>	<p>retail [3] - 43:15, 62:20, 63:4 retired [3] - 7:5, 15:13, 17:2 return [1] - 57:22 reuse [1] - 22:4 REV [1] - 62:19 revenue [4] - 26:25, 55:15, 57:24, 58:18 review [6] - 33:6, 52:17, 55:3, 55:6, 62:4, 65:10 Review [2] - 9:23, 74:18 reviewed [1] - 10:15 reviewing [3] - 52:24, 71:9, 73:22 revised [3] - 3:11, 3:13, 69:20 revision [2] - 3:11, 6:20 rewrite [1] - 14:6 RFP [2] - 40:17, 46:23 Rice [1] - 29:7 ride [1] - 75:18 rights [2] - 37:16, 72:1 Rise [1] - 71:15 rise [1] - 29:22 Risk [2] - 13:18, 14:8 river [1] - 13:9 Riverwalk [2] - 73:1, 73:13 road [1] - 4:17 roadways [1] - 68:25 Rob [1] - 48:10 Roberts [1] - 1:7 role [2] - 18:5, 18:6 RON [1] - 1:13 room [3] - 23:3, 50:7, 66:16 Room [1] - 1:8 rotate [2] - 17:11, 25:4 route [2] - 9:10, 35:22 RS&H [1] - 48:10 run [5] - 19:17, 25:21, 28:13, 28:17, 49:17 running [4] - 10:11, 45:6, 70:4, 74:9 rusting [1] - 13:8</p>	<p>saw [1] - 60:24 SAWYER [1] - 1:21 Sawyer [1] - 70:13 scenario [1] - 12:17 scepticism [2] - 20:20, 20:24 schedule [1] - 65:13 scheduled [1] - 68:22 school [1] - 26:3 scope [1] - 46:23 scored [2] - 68:8, 72:9 scorer [1] - 72:12 scores [4] - 64:24, 68:5, 68:7, 68:8 scoring [2] - 64:23, 68:4 Scout [1] - 26:5 Scouts [4] - 26:4, 26:15, 26:18 scrap [2] - 7:4, 7:5 scuttles [1] - 31:11 seat [1] - 32:25 seating [1] - 66:23 second [12] - 2:9, 2:10, 5:11, 7:11, 8:3, 8:15, 18:13, 27:6, 43:1, 51:9, 51:24, 54:17 secondarily [1] - 34:14 seconded [2] - 2:11, 8:4 Secretary [1] - 1:14 section [1] - 13:22 sections [1] - 13:21 secured [1] - 19:5 security [2] - 70:17, 71:2 see [36] - 4:6, 6:1, 22:11, 22:15, 22:16, 22:25, 30:13, 32:1, 32:2, 33:6, 35:6, 36:3, 37:1, 37:4, 38:13, 38:22, 39:2, 39:9, 40:15, 49:10, 50:18, 51:4, 53:11, 54:13, 54:15, 54:21, 55:4, 64:17, 65:10, 66:24, 67:15, 69:9, 69:21, 70:11, 74:8, 75:20 seeing [2] - 53:1, 75:1 seem [1] - 64:6 segment [3] - 39:10, 39:15, 41:23 select [1] - 65:23 selecting [2] - 65:20, 65:21 self [3] - 26:25, 27:24, 35:1</p>	<p>self-evident [1] - 35:1 self-guided [1] - 27:24 self-sustaining [1] - 26:25 send [1] - 67:22 senior [1] - 26:5 sense [1] - 59:20 sent [1] - 53:13 sentiment [1] - 3:2 separate [1] - 67:8 September [1] - 53:12 serve [2] - 27:20, 27:22 service [2] - 27:18, 71:22 services [1] - 40:17 serving [1] - 49:7 set [3] - 7:19, 14:1, 29:1 seven [2] - 26:7, 26:8 several [3] - 5:13, 15:20, 16:25 shade [1] - 73:13 share [11] - 12:22, 32:23, 33:13, 34:1, 34:5, 48:8, 48:21, 65:6, 71:4, 71:21, 75:18 sheet [5] - 4:1, 4:23, 5:24, 13:14, 14:21 sheets [2] - 6:20, 6:21 shelf [1] - 47:10 ship [36] - 5:6, 6:22, 7:2, 7:3, 9:21, 11:21, 13:24, 14:16, 14:18, 15:3, 15:19, 16:1, 16:6, 16:7, 16:9, 16:11, 16:12, 16:21, 16:22, 17:4, 17:8, 17:9, 19:19, 20:1, 20:14, 20:16, 25:4, 28:13, 29:13, 29:19, 29:20, 30:7, 30:14, 31:8, 31:12 Ship [2] - 2:25, 5:18 ship's [2] - 29:17, 29:22 ships [1] - 31:7 shipyard [3] - 6:14, 22:3, 22:17 shipyards [2] - 15:24, 21:23 shop [1] - 9:20 short [1] - 63:3 shorter [1] - 63:24 shortlist [3] - 65:1, 66:13, 68:2 show [3] - 6:1, 37:21, 50:17 shows [1] - 38:1</p>	<p>shrimp [2] - 29:25, 31:20 side [7] - 16:8, 29:19, 30:15, 38:14, 38:23, 43:3, 55:8 sidewalk [5] - 36:9, 39:11, 40:1, 44:4, 44:15 sidewalks [3] - 36:7, 46:14, 46:18 sign [2] - 2:18, 32:13 Signage [1] - 44:1 signage [1] - 45:6 signal [2] - 43:24, 45:10 signify [2] - 2:16, 32:10 similar [4] - 4:20, 4:22, 14:14, 63:16 simple [1] - 45:12 simplest [2] - 43:20, 43:23 simply [2] - 30:6, 39:18 simultaneously [2] - 19:10, 19:18 single [1] - 58:4 single-purpose [1] - 58:4 sit [1] - 15:14 site [2] - 66:1, 71:17 sits [1] - 10:5 six [10] - 26:7, 41:2, 54:6, 54:10, 57:18, 58:6, 63:19, 63:23, 67:8, 67:13 six-month [2] - 54:6, 63:19 sleep [2] - 26:12, 26:14 sleep-overs [2] - 26:12, 26:14 slightly [1] - 41:12 small [2] - 46:12, 59:2 smaller [1] - 41:25 Smith [2] - 21:7, 23:23 solid [1] - 38:7 somber [1] - 23:2 someone [4] - 35:19, 39:5, 62:11, 67:10 something-is-better-than-nothing [1] - 12:16 sometime [1] - 18:20 somewhat [2] - 41:18, 43:16 somewhere [1] - 56:18 sorry [6] - 5:2, 45:20, 45:21, 45:22, 45:24,</p>
S				
<p>safety [3] - 34:24, 70:17, 71:2 salvage [1] - 25:2 Sandy [1] - 29:7 satisfactory [1] - 19:12 satisfy [1] - 51:7 Saturday [1] - 26:15</p>	<p>saw [1] - 60:24 SAWYER [1] - 1:21 Sawyer [1] - 70:13 scenario [1] - 12:17 scepticism [2] - 20:20, 20:24 schedule [1] - 65:13 scheduled [1] - 68:22 school [1] - 26:3 scope [1] - 46:23 scored [2] - 68:8, 72:9 scorer [1] - 72:12 scores [4] - 64:24, 68:5, 68:7, 68:8 scoring [2] - 64:23, 68:4 Scout [1] - 26:5 Scouts [4] - 26:4, 26:15, 26:18 scrap [2] - 7:4, 7:5 scuttles [1] - 31:11 seat [1] - 32:25 seating [1] - 66:23 second [12] - 2:9, 2:10, 5:11, 7:11, 8:3, 8:15, 18:13, 27:6, 43:1, 51:9, 51:24, 54:17 secondarily [1] - 34:14 seconded [2] - 2:11, 8:4 Secretary [1] - 1:14 section [1] - 13:22 sections [1] - 13:21 secured [1] - 19:5 security [2] - 70:17, 71:2 see [36] - 4:6, 6:1, 22:11, 22:15, 22:16, 22:25, 30:13, 32:1, 32:2, 33:6, 35:6, 36:3, 37:1, 37:4, 38:13, 38:22, 39:2, 39:9, 40:15, 49:10, 50:18, 51:4, 53:11, 54:13, 54:15, 54:21, 55:4, 64:17, 65:10, 66:24, 67:15, 69:9, 69:21, 70:11, 74:8, 75:20 seeing [2] - 53:1, 75:1 seem [1] - 64:6 segment [3] - 39:10, 39:15, 41:23 select [1] - 65:23 selecting [2] - 65:20, 65:21 self [3] - 26:25, 27:24, 35:1</p>	<p>self-evident [1] - 35:1 self-guided [1] - 27:24 self-sustaining [1] - 26:25 send [1] - 67:22 senior [1] - 26:5 sense [1] - 59:20 sent [1] - 53:13 sentiment [1] - 3:2 separate [1] - 67:8 September [1] - 53:12 serve [2] - 27:20, 27:22 service [2] - 27:18, 71:22 services [1] - 40:17 serving [1] - 49:7 set [3] - 7:19, 14:1, 29:1 seven [2] - 26:7, 26:8 several [3] - 5:13, 15:20, 16:25 shade [1] - 73:13 share [11] - 12:22, 32:23, 33:13, 34:1, 34:5, 48:8, 48:21, 65:6, 71:4, 71:21, 75:18 sheet [5] - 4:1, 4:23, 5:24, 13:14, 14:21 sheets [2] - 6:20, 6:21 shelf [1] - 47:10 ship [36] - 5:6, 6:22, 7:2, 7:3, 9:21, 11:21, 13:24, 14:16, 14:18, 15:3, 15:19, 16:1, 16:6, 16:7, 16:9, 16:11, 16:12, 16:21, 16:22, 17:4, 17:8, 17:9, 19:19, 20:1, 20:14, 20:16, 25:4, 28:13, 29:13, 29:19, 29:20, 30:7, 30:14, 31:8, 31:12 Ship [2] - 2:25, 5:18 ship's [2] - 29:17, 29:22 ships [1] - 31:7 shipyard [3] - 6:14, 22:3, 22:17 shipyards [2] - 15:24, 21:23 shop [1] - 9:20 short [1] - 63:3 shorter [1] - 63:24 shortlist [3] - 65:1, 66:13, 68:2 show [3] - 6:1, 37:21, 50:17 shows [1] - 38:1</p>	<p>shrimp [2] - 29:25, 31:20 side [7] - 16:8, 29:19, 30:15, 38:14, 38:23, 43:3, 55:8 sidewalk [5] - 36:9, 39:11, 40:1, 44:4, 44:15 sidewalks [3] - 36:7, 46:14, 46:18 sign [2] - 2:18, 32:13 Signage [1] - 44:1 signage [1] - 45:6 signal [2] - 43:24, 45:10 signify [2] - 2:16, 32:10 similar [4] - 4:20, 4:22, 14:14, 63:16 simple [1] - 45:12 simplest [2] - 43:20, 43:23 simply [2] - 30:6, 39:18 simultaneously [2] - 19:10, 19:18 single [1] - 58:4 single-purpose [1] - 58:4 sit [1] - 15:14 site [2] - 66:1, 71:17 sits [1] - 10:5 six [10] - 26:7, 41:2, 54:6, 54:10, 57:18, 58:6, 63:19, 63:23, 67:8, 67:13 six-month [2] - 54:6, 63:19 sleep [2] - 26:12, 26:14 sleep-overs [2] - 26:12, 26:14 slightly [1] - 41:12 small [2] - 46:12, 59:2 smaller [1] - 41:25 Smith [2] - 21:7, 23:23 solid [1] - 38:7 somber [1] - 23:2 someone [4] - 35:19, 39:5, 62:11, 67:10 something-is-better-than-nothing [1] - 12:16 sometime [1] - 18:20 somewhat [2] - 41:18, 43:16 somewhere [1] - 56:18 sorry [6] - 5:2, 45:20, 45:21, 45:22, 45:24,</p>	

<p>47:20 sort [2] - 12:19, 27:14 sound [1] - 45:12 sounds [4] - 11:25, 12:4, 17:6, 56:24 sources [1] - 47:4 South [1] - 26:19 space [5] - 9:22, 11:1, 12:17, 39:12, 40:2 spaces [2] - 60:3, 75:19 speaking [1] - 23:4 speaks [1] - 39:17 specific [1] - 37:2 specifically [2] - 9:18, 62:12 spectacular [2] - 44:20, 44:25 speed [2] - 34:15, 35:13 spelled [1] - 14:20 spelling [1] - 4:7 spend [1] - 46:17 spent [1] - 18:15 spin [1] - 47:20 sports [1] - 57:10 Springs [1] - 21:7 spurs [1] - 20:9 St [1] - 36:2 stack [1] - 18:25 stadium [1] - 23:4 staff [3] - 3:16, 25:25, 56:19 stand [2] - 61:20, 61:22 standard [6] - 12:21, 13:6, 25:22, 30:10, 30:11, 51:23 standards [1] - 34:17 standpoint [6] - 35:12, 48:13, 49:25, 51:2, 62:24, 62:25 starboard [1] - 16:8 start [11] - 33:25, 38:9, 44:3, 46:4, 46:12, 48:15, 59:12, 72:14, 75:13, 75:14 started [2] - 51:13, 73:3 starting [1] - 51:20 starts [2] - 13:8, 41:1 State [3] - 1:10, 19:6, 38:18 STATE [1] - 77:3 statements [1] - 60:25 States [2] - 18:5, 24:8 statistical [1] - 35:5 status [1] - 55:16 stay [1] - 26:3</p>	<p>stenographic [1] - 77:11 stenographically [1] - 77:9 step [1] - 22:8 Stephanie [1] - 68:11 stepping [1] - 18:17 steps [1] - 5:13 stern [3] - 16:8, 16:9, 16:11 STEVE [1] - 1:20 still [10] - 16:15, 19:6, 30:24, 53:8, 53:10, 56:16, 70:19, 71:5, 71:18, 71:19 storm [3] - 29:4, 29:17, 30:23 straight [1] - 9:15 Strategic [1] - 75:9 strategy [1] - 12:1 street [13] - 36:11, 36:16, 39:25, 40:10, 40:18, 43:3, 43:4, 43:21, 44:16, 46:14, 75:16, 75:17, 75:19 Street [15] - 1:8, 28:23, 30:2, 30:16, 33:16, 36:13, 38:22, 39:9, 39:12, 42:11, 42:18, 47:23, 48:3, 74:7, 74:25 streets [13] - 34:12, 35:8, 35:25, 37:3, 37:4, 38:8, 39:3, 40:19, 41:9, 42:10, 44:13, 46:7, 47:16 streetscape [1] - 70:2 strengthen [1] - 31:23 strike [2] - 3:14, 4:5 strike-through [1] - 3:14 strike-throughs [1] - 4:5 striping [1] - 43:23 strips [1] - 45:5 stronger [1] - 20:22 structure [4] - 11:9, 30:12, 31:22, 70:22 structures [2] - 9:4, 9:5 study [1] - 72:10 stuff [1] - 56:24 subject [2] - 9:21, 12:20 submerged [1] - 67:10 submissions [3] - 53:25, 55:11, 67:17 submit [3] - 54:2, 54:5, 54:8 submitted [4] - 7:13,</p>	<p>54:22, 54:24, 72:2 subsequently [1] - 56:7 substantial [2] - 4:11, 6:20 succeeds [2] - 12:15, 12:18 success [1] - 20:8 successful [6] - 20:17, 23:12, 27:25, 28:4, 36:11, 46:10 successive [1] - 6:7 successor [1] - 56:8 sudden [1] - 13:10 suggested [1] - 41:25 Suite [1] - 18:1 summary [1] - 64:16 support [3] - 23:13, 53:5, 55:15 supported [1] - 48:12 supposed [5] - 37:7, 37:22, 54:2, 54:5, 54:8 surge [1] - 14:14 sustaining [1] - 26:25 system [1] - 16:2</p>	<p>17:16, 17:18, 17:22, 19:20, 21:16, 23:7, 23:15, 25:6, 27:5, 28:6, 32:4, 32:6, 32:8, 32:12, 32:15, 32:19, 41:5, 44:23, 45:17, 45:22, 47:18, 48:17, 48:19, 55:23, 58:13, 58:15, 59:6, 59:16, 60:21, 64:10, 64:12, 67:16, 67:19, 67:25, 68:14, 74:1, 74:4, 74:15, 75:3, 75:6, 75:20, 75:24 themselves [1] - 31:21 thinking [3] - 12:7, 13:7, 46:4 thinks [1] - 48:12 third [2] - 5:5, 8:15 thoroughly [2] - 52:5, 52:19 thousands [1] - 26:18 three [10] - 5:17, 35:16, 41:2, 57:8, 58:4, 60:13, 67:7, 67:15, 68:7, 69:19 three-year [1] - 5:17 thrilled [1] - 46:3 throughout [2] - 4:7, 45:10 throughs [1] - 4:5 Thursday [1] - 64:25 ticket [2] - 9:19, 18:22 ticket-taking [1] - 18:22 tidal [1] - 14:14 tied [2] - 29:25, 30:22 tier [1] - 36:6 tiered [2] - 43:22, 44:10 tight [1] - 31:12 timeframe [1] - 56:20 timeliness [5] - 51:19, 51:21, 53:25, 55:9, 55:10 timely [2] - 55:7, 55:12 timing [8] - 18:16, 43:17, 45:9, 45:10, 52:20, 54:19, 62:24, 67:5 tired [1] - 64:9 today [4] - 32:23, 33:2, 33:9, 72:20 TODD [1] - 1:15 together [2] - 8:16, 18:24 toll [1] - 34:9 took [1] - 49:5 top [6] - 29:4, 37:22, 61:19, 62:23, 68:7,</p>	<p>72:11 topic [1] - 41:4 topics [1] - 32:22 topped [1] - 29:12 torpedoes [1] - 17:11 Tossgreen [1] - 63:13 totals [1] - 52:25 touch [2] - 64:1, 72:23 tour [1] - 27:24 tow [3] - 22:9, 24:20, 24:22 tow-away [1] - 24:20 towed [1] - 28:14 towers [1] - 36:6 towing [3] - 23:16, 23:19, 23:21 tows [1] - 21:12 track [6] - 39:11, 39:14, 42:19, 43:1, 43:4, 55:8 trade [1] - 42:8 traffic [7] - 33:23, 35:11, 41:14, 45:9, 47:17, 48:12, 72:18 Trail [1] - 39:10 tranche [4] - 51:15, 53:13, 54:6, 54:22 transaction [1] - 5:5 Transaction [1] - 9:13 transcript [1] - 77:10 transferred [3] - 56:8, 56:10, 56:21 transition [1] - 49:4 travel [4] - 34:15, 35:13, 35:14, 43:2 tree [3] - 47:3, 73:11, 73:15 trees [5] - 44:15, 46:14, 73:1, 73:12, 73:17 Trio [2] - 69:17, 69:22 Tropia [3] - 1:9, 77:7, 77:18 true [1] - 77:10 try [5] - 7:21, 31:15, 34:20, 41:22, 41:23 trying [4] - 26:6, 35:19, 39:5, 63:11, 65:13, 73:16 Tuesday [1] - 26:22 tug [1] - 21:9 tugboat [1] - 21:6 turn [2] - 43:25, 48:21 turning [2] - 5:24, 48:2 turnover [1] - 50:14 turns [1] - 61:7 Twane [2] - 14:3, 14:7 Two [1] - 33:15 two [42] - 6:6, 6:7,</p>
T				
<p>table [1] - 17:1 tag [1] - 28:2 tags [1] - 40:11 take-away [1] - 50:4 tasked [1] - 56:3 tax [2] - 58:24, 62:2 taxes [1] - 57:20 team [2] - 61:12, 61:21 technically [1] - 54:24 temporary [1] - 9:4 ten [4] - 6:5, 21:1, 21:14, 25:4 ten-year [1] - 6:5 term [10] - 3:25, 4:23, 5:24, 6:5, 6:7, 6:20, 6:21, 13:14, 14:21, 63:3 termination [1] - 10:10 terms [10] - 3:19, 6:17, 27:16, 51:18, 61:25, 62:3, 62:5, 69:13, 70:6, 70:10 terrible [1] - 61:3 testing [1] - 54:12 Texas [2] - 7:4, 23:25 THE [57] - 2:3, 2:8, 2:11, 2:14, 2:18, 2:20, 4:3, 7:22, 8:1, 8:4, 8:9, 11:12, 12:12, 14:23, 17:13,</p>	<p>17:16, 17:18, 17:22, 19:20, 21:16, 23:7, 23:15, 25:6, 27:5, 28:6, 32:4, 32:6, 32:8, 32:12, 32:15, 32:19, 41:5, 44:23, 45:17, 45:22, 47:18, 48:17, 48:19, 55:23, 58:13, 58:15, 59:6, 59:16, 60:21, 64:10, 64:12, 67:16, 67:19, 67:25, 68:14, 74:1, 74:4, 74:15, 75:3, 75:6, 75:20, 75:24 themselves [1] - 31:21 thinking [3] - 12:7, 13:7, 46:4 thinks [1] - 48:12 third [2] - 5:5, 8:15 thoroughly [2] - 52:5, 52:19 thousands [1] - 26:18 three [10] - 5:17, 35:16, 41:2, 57:8, 58:4, 60:13, 67:7, 67:15, 68:7, 69:19 three-year [1] - 5:17 thrilled [1] - 46:3 throughout [2] - 4:7, 45:10 throughs [1] - 4:5 Thursday [1] - 64:25 ticket [2] - 9:19, 18:22 ticket-taking [1] - 18:22 tidal [1] - 14:14 tied [2] - 29:25, 30:22 tier [1] - 36:6 tiered [2] - 43:22, 44:10 tight [1] - 31:12 timeframe [1] - 56:20 timeliness [5] - 51:19, 51:21, 53:25, 55:9, 55:10 timely [2] - 55:7, 55:12 timing [8] - 18:16, 43:17, 45:9, 45:10, 52:20, 54:19, 62:24, 67:5 tired [1] - 64:9 today [4] - 32:23, 33:2, 33:9, 72:20 TODD [1] - 1:15 together [2] - 8:16, 18:24 toll [1] - 34:9 took [1] - 49:5 top [6] - 29:4, 37:22, 61:19, 62:23, 68:7,</p>	<p>72:11 topic [1] - 41:4 topics [1] - 32:22 topped [1] - 29:12 torpedoes [1] - 17:11 Tossgreen [1] - 63:13 totals [1] - 52:25 touch [2] - 64:1, 72:23 tour [1] - 27:24 tow [3] - 22:9, 24:20, 24:22 tow-away [1] - 24:20 towed [1] - 28:14 towers [1] - 36:6 towing [3] - 23:16, 23:19, 23:21 tows [1] - 21:12 track [6] - 39:11, 39:14, 42:19, 43:1, 43:4, 55:8 trade [1] - 42:8 traffic [7] - 33:23, 35:11, 41:14, 45:9, 47:17, 48:12, 72:18 Trail [1] - 39:10 tranche [4] - 51:15, 53:13, 54:6, 54:22 transaction [1] - 5:5 Transaction [1] - 9:13 transcript [1] - 77:10 transferred [3] - 56:8, 56:10, 56:21 transition [1] - 49:4 travel [4] - 34:15, 35:13, 35:14, 43:2 tree [3] - 47:3, 73:11, 73:15 trees [5] - 44:15, 46:14, 73:1, 73:12, 73:17 Trio [2] - 69:17, 69:22 Tropia [3] - 1:9, 77:7, 77:18 true [1] - 77:10 try [5] - 7:21, 31:15, 34:20, 41:22, 41:23 trying [4] - 26:6, 35:19, 39:5, 63:11, 65:13, 73:16 Tuesday [1] - 26:22 tug [1] - 21:9 tugboat [1] - 21:6 turn [2] - 43:25, 48:21 turning [2] - 5:24, 48:2 turnover [1] - 50:14 turns [1] - 61:7 Twane [2] - 14:3, 14:7 Two [1] - 33:15 two [42] - 6:6, 6:7,</p>		

<p>8:18, 8:19, 12:19, 13:20, 14:25, 15:22, 34:13, 34:22, 35:8, 36:1, 36:11, 36:15, 36:17, 36:21, 37:3, 37:22, 37:24, 38:2, 38:7, 38:8, 38:10, 39:14, 39:25, 41:9, 41:20, 41:21, 41:23, 43:4, 43:21, 44:1, 45:2, 45:3, 45:6, 48:11, 51:17, 53:3, 64:13, 69:19, 70:19, 74:11</p> <p>two-lane [1] - 45:2</p> <p>two-way [20] - 34:13, 34:22, 35:8, 36:1, 36:11, 36:15, 36:17, 37:3, 37:24, 38:2, 38:10, 39:14, 39:25, 41:20, 41:21, 43:4, 43:21, 44:1, 45:3, 48:11</p> <p>Two-Way [1] - 33:15</p> <p>type [5] - 18:10, 28:2, 30:14, 31:7, 31:17</p> <p>typical [2] - 9:6, 18:4</p> <p>typically [1] - 51:2</p>	<p>41:1, 43:5, 46:25, 47:9, 48:24, 54:19, 55:16, 61:1, 61:2, 63:12, 68:6, 74:8</p> <p>up-to-date [2] - 13:1, 55:16</p> <p>update [1] - 69:7</p> <p>updated [2] - 33:19, 72:24</p> <p>upgrade [1] - 16:17</p> <p>uphill [1] - 48:14</p> <p>upper [1] - 60:10</p> <p>Urban [1] - 69:24</p> <p>urban [1] - 70:1</p> <p>uses [2] - 7:5, 27:23</p> <p>USS [6] - 2:21, 3:2, 4:21, 10:15, 24:21, 27:23</p> <p>utilizing [1] - 25:17</p>	<p>12:14</p> <p>warm [1] - 41:1</p> <p>warm-up [1] - 41:1</p> <p>watching [1] - 46:1</p> <p>water [3] - 23:3, 30:6, 31:11</p> <p>waterfront [1] - 43:6</p> <p>Waterways [1] - 68:23</p> <p>ways [1] - 35:18</p> <p>weaknesses [2] - 49:18, 50:6</p> <p>website [4] - 72:6, 73:19, 73:20, 73:21</p> <p>Wednesday [2] - 1:6, 64:21</p> <p>week [9] - 10:5, 10:21, 10:22, 26:8, 69:17, 70:19, 71:14, 72:21, 74:19</p> <p>weekends [1] - 26:23</p> <p>weeks [2] - 19:14, 69:19</p> <p>welcome [2] - 20:20, 65:2</p> <p>west [2] - 41:10, 42:10</p> <p>West [1] - 1:8</p> <p>western [1] - 42:8</p> <p>whistles [1] - 22:21</p> <p>whole [3] - 7:18, 36:17, 46:11</p> <p>wholistically [1] - 46:6</p> <p>widely [1] - 34:22</p> <p>widen [1] - 44:4</p> <p>widened [1] - 36:7</p> <p>widening [1] - 44:14</p> <p>wider [1] - 46:14</p> <p>widths [1] - 39:20</p> <p>Willdan [1] - 72:11</p> <p>wind [1] - 29:2</p> <p>winds [1] - 30:9</p> <p>Windsor [1] - 17:21</p> <p>Wingard [1] - 72:7</p> <p>wish [2] - 20:8, 36:21</p> <p>won [1] - 57:7</p> <p>wonder [1] - 42:7</p> <p>wonderful [2] - 16:17, 74:7</p> <p>wondering [1] - 42:5</p> <p>word [1] - 72:20</p> <p>works [1] - 11:16</p> <p>Works [3] - 33:21, 72:20, 74:23</p> <p>worse [1] - 13:11</p> <p>WORSHAM [9] - 1:16, 2:10, 19:23, 45:20, 45:24, 47:13, 64:9, 66:15, 66:20</p> <p>Worsham [5] - 2:11, 19:22, 21:17, 45:23,</p>	<p>74:6</p> <p>worth [2] - 59:21, 60:8</p> <p>written [1] - 50:11</p>
U	V		Y
<p>UF [1] - 43:5</p> <p>ultimately [1] - 46:13</p> <p>unanimously [2] - 2:20, 32:15</p> <p>under [12] - 5:10, 5:24, 6:9, 9:12, 9:13, 12:25, 16:19, 50:1, 52:19, 60:6, 63:20, 72:5</p> <p>underlying [1] - 58:9</p> <p>underway [2] - 29:18, 32:3</p> <p>UNDERWOOD [1] - 1:22</p> <p>UNDERWOOD-EILAND [1] - 1:22</p> <p>unengaged [1] - 29:19</p> <p>unfortunately [1] - 22:9</p> <p>Union [1] - 38:18</p> <p>unique [1] - 14:18</p> <p>United [2] - 18:5, 24:8</p> <p>units [1] - 74:9</p> <p>unsigned [1] - 27:11</p> <p>up [27] - 4:9, 4:17, 6:2, 7:15, 10:11, 10:25, 13:1, 14:16, 15:4, 28:12, 28:23, 29:22, 29:25, 30:22, 36:6,</p>	<p>vacant [2] - 11:8</p> <p>value [6] - 25:3, 58:10, 60:1, 60:11</p> <p>values [2] - 35:4, 35:7</p> <p>various [1] - 6:25</p> <p>vehicles [1] - 35:13</p> <p>vehicular [2] - 39:17, 39:20</p> <p>version [4] - 43:20, 43:23, 47:8, 47:9</p> <p>vessels [3] - 7:5, 15:7, 30:3</p> <p>veteran [1] - 25:15</p> <p>veterans [3] - 22:20, 22:21, 27:8</p> <p>viable [1] - 70:25</p> <p>vibrant [1] - 36:12</p> <p>Vice [1] - 1:13</p> <p>vicinity [2] - 20:9, 36:8</p> <p>viewed [1] - 22:13</p> <p>violating [1] - 34:17</p> <p>visible [1] - 11:1</p> <p>volunteer [2] - 27:9, 27:18</p> <p>volunteers [3] - 25:17, 27:13, 27:14</p> <p>vote [1] - 44:24</p> <p>VyStar [1] - 60:5</p>	<p>vacant [2] - 11:8</p> <p>value [6] - 25:3, 58:10, 60:1, 60:11</p> <p>values [2] - 35:4, 35:7</p> <p>various [1] - 6:25</p> <p>vehicles [1] - 35:13</p> <p>vehicular [2] - 39:17, 39:20</p> <p>version [4] - 43:20, 43:23, 47:8, 47:9</p> <p>vessels [3] - 7:5, 15:7, 30:3</p> <p>veteran [1] - 25:15</p> <p>veterans [3] - 22:20, 22:21, 27:8</p> <p>viable [1] - 70:25</p> <p>vibrant [1] - 36:12</p> <p>Vice [1] - 1:13</p> <p>vicinity [2] - 20:9, 36:8</p> <p>viewed [1] - 22:13</p> <p>violating [1] - 34:17</p> <p>visible [1] - 11:1</p> <p>volunteer [2] - 27:9, 27:18</p> <p>volunteers [3] - 25:17, 27:13, 27:14</p> <p>vote [1] - 44:24</p> <p>VyStar [1] - 60:5</p>	<p>yard [1] - 7:5</p> <p>year [16] - 5:17, 5:20, 5:22, 6:5, 6:7, 24:15, 24:24, 27:11, 27:12, 39:17, 42:18, 56:4, 59:5, 61:16, 63:21</p> <p>year's [3] - 40:19, 42:16, 72:19</p> <p>yearly [1] - 23:19</p> <p>years [13] - 7:11, 7:13, 12:4, 12:6, 16:23, 21:1, 21:14, 23:17, 23:18, 24:6, 25:4, 27:12, 58:21</p> <p>yesterday [1] - 3:10</p> <p>yield [1] - 74:11</p> <p>York [1] - 31:5</p> <p>young [2] - 26:18, 28:3</p>
U	W		Z
	<p>Waitz [2] - 33:18, 72:22</p> <p>walk [1] - 5:1</p> <p>wall [1] - 23:1</p> <p>wants [2] - 22:19, 65:2</p> <p>ward [2] - 12:13, 14:23</p> <p>WARD [2] - 1:16,</p>	<p>zone [1] - 39:23</p> <p>zones [5] - 39:17, 39:18, 39:20, 70:9</p> <p>Zoning [1] - 39:16</p>	