

**MINUTES
MID-BAY BRIDGE AUTHORITY
THURSDAY, AUGUST 19, 2021**

**CITY OF DESTIN BOARD ROOM
4200 INDIAN BAYOU TRAIL
DESTIN, FLORIDA**

I. OPENING

Members present: James D. Neilson, Jr.
Gordon E. Fornell
Parker Destin

Members absent (excused): Kim Wintner
James T. Wood, Jr.

Also present: Van Fuller Executive Director
Michelle Anchors Legal Counsel
Cathy Demoreski Administrative Assistant

Absent: Bryant Paulk FDOT Ex officio, non-voting

II. INTRODUCTION OF VISITORS & PUBLIC COMMENTS

There were no visitors.

III. APPROVAL OF MINUTES

A. Regular Meeting – July 15, 2021

A motion to approve the July 15, 2021, Regular Meeting Minutes was made by Mr. Destin with a second by Mr. Fornell and a 3-0 vote was taken for approval.

IV. TREASURER’S REPORT

Mr. Destin presented the Treasurer’s Report for July 2021. Account balances were:

FNBT	\$ 206,681.36
Regions	\$53,927,759.33

Mr. Destin made a motion to accept the Treasurer’s Report for July 2021 with a second by Mr. Fornell and a 3-0 vote was taken for approval.

V. EXECUTIVE DIRECTOR

A. Operations. Mr. Fuller reported transactions are surpassing previous year numbers.

Mr. Fuller has been in contact with the Florida Department of Transportation (FDOT) structures office, who are conducting chloride intrusion testing of Pier 104 to determine appropriate repair and monitoring actions. The repair work is still scheduled to be completed in October 2021.

B. Annual Consultants Review Recommendations (Meeting held via ZOOM on Aug 18, 2021, due to COVID-19). Mr. Fuller reported that it was a good ZOOM meeting in which Mr. Neilson, the Authority Chairman, welcomed everyone. There were no recommendations coming from the meeting; however, it was a good update to synchronize everyone's efforts. Trey Monroe and Reid Cavnar with Stiffel, the Authority's Investment Advisors, continue to monitor any investment opportunities for the funds being held by the Trustee, Regions Bank. We are confident Stiffel will identify investment options to increase the earnings of those funds. Greg Carey, with Goldman Sachs, the Authority's Underwriter, discussed bond market conditions, interest rates, and projections. Considering the outlook, refinancing to reduce debt service and subsequently toll rates is not viable until at least 2025 (the call date of the Authority's bonds). We will continue to confer and monitor market conditions.

Mr. Fuller informed the members that the Authority's bond rating outlook was recently upgraded to "stable" by Standard & Poor's.

C. Traffic & Revenue Consultant Contract Award Recommendation. Mr. Fuller reported that the review committee, which included Mr. Fornell, Mr. Wintner and Mr. Fuller, ranked the three responses received to the Authority Request for Qualifications. The selection criteria included qualifications and experience of team and key personnel, past performance, knowledge and understanding, staff and quality control. The ranking was very close, and the results were: 1- Jacobs; 2-Stantec; 3-C&M. After consultation with the committee and Michelle Anchors, the Authority's Legal Counsel, the recommendation was to award to both Jacobs and Stantec. Mr. Fuller reminded the Authority that there are no costs unless the Authority assigns a Task to one of the firms. He further explained that the benefit of a multi-award is that the Authority will have a back-up Traffic and Revenue Consultant in the event one or the other cannot complete the contract/task, as happened a few years ago, leaving the Authority without a Traffic and Revenue Consultant for a short period of time. If approved the Executive Director will prepare a contract for each firm to be presented to the Authority for approval. Mr. Fuller has requested that both Jacobs and Stantec provide their labor rates to be made part of the contract agreement.

Discussion included Mr. Neilson's inquiry as to whether the Authority's long time Traffic and Revenue Analyst, Neal Cohen, would continue. Mr. Fuller explained that Mr. Cohen is currently employed by Jacobs and would continue his work as defined in a task order. The intent is to assign a task order to either firm depending on the requirement. Both Jacobs and Stantec may work together if necessary. The data produced by either company is the property of the Authority. Mr. Fornell inquired as to whether the two firms would have to bid for each task order the way it is done in the military to which Mr. Fuller responded that task orders can be assigned without competition and that State Statutes are different than Department of Defense requirements.

A motion was made by Mr. Destin to award a contract for Traffic and Revenue Consulting Services with both Jacobs and Stantec, with services provided by task order, with a second by Mr. Fornell and a 3-0 vote taken for approval.

D. Bond Year 2021 Arbitrage Letter of Engagement – Warren Averett. Mr. Fuller presented Bond Year 2021 Arbitrage Letter of Engagement for approval by the Authority. He explained that interest earnings are to be compared to bond dividend annually and certified every five years to ensure that the investments are not earning more than the bonds. If the interest earnings do exceed the bond dividends, then the Authority would be required to pay taxes on those earnings.

A motion was made by Mr. Destin to approve the Warren Averett Bond Year 2021 Arbitrage Letter of Engagement, with a second by Mr. Fornell and a 3-0 vote taken for approval.

E. FY2021 Compilation Letter of Engagement – Warren Averett. Mr. Fuller presented and recommended approval of the FY2021 Compilation Letter of Engagement. He explained that the day-to-day accounting data maintained by the Authority is reviewed annually by Warren Averett for compilation into the annual financial statements.

A motion was made by Mr. Fornell to approve the Warren Averett FY2021 Compilation Letter of Engagement, with a second by Mr. Destin and a 3-0 vote taken for approval.

F. FY2021 Audit Letter of Engagement – Carr, Riggs, Ingram. Mr. Fuller presented for approval the FY2021 Audit Engagement Letter. Carr, Riggs, Ingram was previously selected by the Authority to perform the annual audit and produce the financial statements.

A motion was made by Mr. Destin to approve the Carr, Riggs, Ingram FY2021 Audit Letter of Engagement, with a second by Mr. Fornell and a 3-0 vote taken for approval.

VI. LEGAL COUNSEL

Ms. Anchors reported there were no legal comments other than how much she enjoys attending the annual consultants meeting to see firsthand Main Street vs Wall Street. The Authority is an outstanding model of an organization reaching out to experts, when needed, and listening to their consultants' recommendations.

VII. BOARD MEMBER COMMENTS

Mr. Neilson welcomed Mr. Griffith with the Bay Beacon, who arrived late.

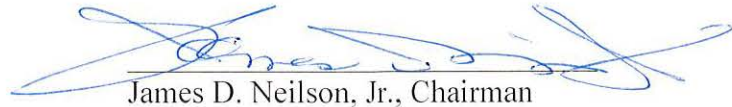
VIII. GENERAL DISCUSSION

The next regular meeting of the Authority will be held on **Thursday, September 16, 2021**, at 9:00 a.m. in the Niceville City Hall Council Chambers, Niceville, Florida.

IX. ADJOURNMENT

The meeting adjourned at approximately 9:19 a.m.

Approved this 16th day of September 2021.

A handwritten signature in blue ink, appearing to read "James D. Neilson, Jr.", is written over a horizontal line. The signature is stylized and cursive.

James D. Neilson, Jr., Chairman