



**LOUISVILLE AND JEFFERSON COUNTY
RIVERPORT AUTHORITY**

MINUTES OF JANUARY 15, 2025, BOARD OF DIRECTORS MEETING
(Approved by the Board on March 10, 2025)

A meeting of the Louisville and Jefferson County Riverport Authority Board of Directors was held on January 15, 2025, in the Boardroom of the Louisville and Jefferson County Riverport Authority located at 6900 Riverport Drive, Suite A, Louisville, Kentucky.

Members present were David S. Waskey, Chair, Ronald Carmicle, Sheri Duff, and William E. Summers V. Also in attendance was Rick Blackwell, mayoral nominee for the Board pending Metro Council approval. Staff members present were Steve Miller, Executive Director; Monica L. Harmon, Chief Financial Officer; and Miguel Zamora, Executive Vice President. Amy Cubbage, legal counsel from Tachau Meeks; William Meyer and Rene Valadez, auditors from LBMC, LLC; Maria L. Bouvette, consultant to Riverport Authority; Ron Boyle, Riverport Contractor; and Jim Adams, representing Port of Louisville, were also in attendance.

The meeting was called to order by the Chair Waskey, who made opening remarks and introductions to those in attendance. The first order of business was approval of the minutes of the meeting held on August 9, 2024. Motion was duly made by William Summers and seconded by David Waskey to accept and approve the minutes. The motion was unanimously approved.

The Chair requested a motion be made to adopt the schedule of meetings to be held on the second Wednesday of the month at noon on a bi-monthly basis. William Summer made the motion, and David Waskey seconded the motion. The Board passed the motion unanimously.

Steve Miller, Executive Director, spoke to the Director's report and following brief comments requested Monica Harmon, CFO, to introduce the financial discussions for the day. Ms. Harmon introduced the auditors and requested they present the observations of the audit. With no questions, a motion was made to adopt Resolution 1, Series 2025 to accept and approve the FY24 financial audit. Also requested was for the minutes to reflect management's representation to the Board that there are no known conditions or events, considered in the aggregate, that raise substantial doubt about the Authority's ability to continue as a going concern for 12 months beyond the financial statement date, including any currently known information that may raise substantial doubts shortly thereafter. The motion was made by William Summer and seconded by Ron Carmicle following a brief discussion. The motion passed unanimously.

Both Steve Miller and Monica Harmon expressed appreciation for the work and report prepared by William Myer and Rene Valadez. Ms. Harmon then presented to the Board the financial statements for the period of July through December 2024 with comments highlighting key variances.

Steve Miller spoke of the need for amending the Authority Bylaws to allow the Board to form Board committees. Following Board discussion, he suggested that a motion to adopt Resolution 2, Series 2025 to amend the Bylaw by creating a new Section 2.10 on committees would be in order. Ron Carmicle made the requested motion, and it was seconded by William Summer. The Board unanimously voted to approve the motion.

Let the minutes reflect the fact that Board member Bonnie Michael, who attended virtually, joined the meeting.

Steve Miller requested a motion to create a Finance Committee and establish its charter. The motion to adopt Resolution No. 3, Series 2025, a Resolution to amend the bylaws of the Louisville and Jefferson County Riverport Authority, providing for the establishment of a Finance Committee was made by William Summer and seconded by Ron Carmicle. The Board unanimously voted to approve the motion.

Steve Miller requested a motion to create an Executive Committee and establish its charter. The motion to adopt Resolution No. 4, Series 2025, a Resolution to amend the bylaws of the Louisville and Jefferson County Riverport Authority, providing for the establishment of an Executive Committee was made by Ron Carmicle and seconded by William Summer. The Board unanimously voted to approve the motion.

Steve Miller requested the Board adopt a policy on public comments during Board meetings. Resolution No. 5, Series 2025 A Resolution to Establish A Process for Public Comments During Meetings of the Louisville and Jefferson County Riverport Authority was presented and following several suggestions regarding number of speakers, frequency, and time limits, the Board requested the motion be tabled for additional requirements and brought to the Board when finalized. The Board unanimously voted to approve the motion.

As listed on agenda item 7, Steve Miller reviewed with the Board the Executive Director's proposed FY25 performance goals and requested the motion to approve. The motion was made to approve the Executive Director Performance goals for FY2025 by William Summer and seconded by Ron Carmicle. The Board unanimously approved the goals.

Agenda Item 8, Master Plan and strategic plan process, was discussed with the Board by Miguel Zamora and Steve Miller. Miguel clarified the Master Plan will be developed using consultants for purposes of development of 267 acres. Steve stated that the Strategic Plan would focus on the Foreign Trade Zone, utilization of assets, utilization of powers granted under statutes, and enhancing communications. A motion was made to approve the process for creating a Master Plan and strategic plan process by William Summer and seconded by Ron Carmicle. The Board unanimously voted to approve the motion.

Steve Miller requested Amy Cabbage reviewed with the Board their authority and responsibilities. Materials included in the Board package included state statutes, the Kentucky Open Records and Open Meetings Guide, the Authority's Bylaws, and an opinion letter from Riverport's legal counsel. The Chair and members of the Board and staff discussed requirements of ethics, avoiding conflicts of interest, utilization of issued email accounts, and plans to draft and adopt policies for personnel, procurement and open records that comply with requirements relevant to the authority.

A motion was made by Ron Carmicle and seconded by Sheri Duff to go into executive session to discuss pending and potential real estate and legal transactions, legal matters, and business proposals, pursuant to KRS 61.810(1)(c) and (g). The motion was unanimously approved. The Board members, Rick Blackwell, Steve Miller, Miguel Zamora, and Amy Cabbage remained for discussion, and all other guests and staff then left the meeting.

Steve Miller requested Monica Harmon return to record the motion to reconvene in open session, duly made by Ron Carmicle and seconded William Summers, the motion passed unanimously. Chair Waskey stated that the Board had made no decisions during its executive session.

Steve Miller introduced Resolution Number 6, Series 2025, authorizing the execution of a Lease with William Caswell by the Louisville and Jefferson County Riverport Authority. Said lease will allow for the use of a parcel owned by the Authority which adjoins his property at 5610 Pleasure Court, as set forth in the Resolution. A motion was duly made by Ron Carmicle, and seconded by William Summer, to adopt Resolution Number 6, Series 2025. The Board unanimously voted to approve the motion.

A resolution was introduced by Steve Miller and Miguel Zamora for the lease of property, formerly leased to ELG Metals, which was advertised under a Request for Proposals. The sole respondent, Blue Recycled Materials, complied with requirements set forth in the RFP. A motion was made by William Summers, seconded by Ron Carmicle, to accept the lease terms offered, subject to material conformity to the terms

as listed in the Resolution and subject to legal counsel review. The Board unanimously voted to approve the motion.

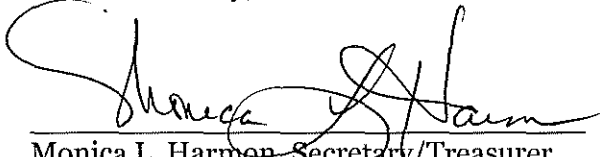
Miguel Zamora updated the Board on the state grant of \$750,000 and contract matters which were still not finalized following receipt of bids. Necessary action will be brought before the Board at a subsequent meeting.

Chair Waskey reminded members of the next meeting but then opened discussion of the schedule for regular Board meetings following Bonnie Michaels' request for a change due to her customary business schedule. Chair Waskey requested a revision to the previous motion to state that regular Board meetings will be held at noon on the second Monday of the month and scheduled every other month, which would be January, March, May, July, September, and November. By unanimous consent, the Board approved this revision.

There being no further business, the Board voted unanimously to adjourn.



David S. Waskey, Board Chair



Monica L. Harmon, Secretary/Treasurer