

MEMORANDUM FOR PORTS OF INDIANA COMMISSION MEETING

Q4 Meeting – December 4, 2025 – Indianapolis, Ind.

The memo summarizes the Ports of Indiana Commission meeting held on December 4, 2025, at the Indiana State Museum, 650 W. Washington Street, Indianapolis, IN 46204, as per I.C. 5-14-1.5.

EXECUTIVE SESSION: 8:00 AM (ET): Discussion of litigation, pursuant to I.C.5-14-1.5-6.1-1(b)(2)(B); leases pursuant to I.C.5-14-1.5-6.1(b)(2)(D); personnel issues, pursuant to I.C.5-14-1.5-6.1(b)(9), and other confidential material pursuant to I.C.5-14-1.5-6.1(b)(7).

PUBLIC SESSION: 11:07 AM (ET): General Counsel Doug Kowalski acknowledged a quorum, and we are in compliance with the Indiana Open Door Law. Commissioners present: Steve Stemler, Kari Pfau Estes, Luke Messer, Mike Simms, Jeff Whorley, Chuck Williams, and Secretary Treasurer Jay Potesta. Commissioners absent: Monica Newhouse-Rodriguez.

NEW COMMISSIONERS' OATH OF OFFICE: General Counsel Doug Kowalski administered the oath to new Commissioners Mike Simms and Chuck Williams.

APPROVAL OF MINUTES: **Motion:** Approval of Meeting Minutes from September 11, 2025; **Moved by:** Commissioner Messer **Second:** Commissioner Whorley; **Resolved:** All in favor, none opposed. Motion approved

ACTION ITEMS

1. **Mount Vernon: Lease Amendment for Ag Depot Expansion – Motion:** Delegation of authority to the CEO to negotiate terms and execute a lease amendment with Ag Depot LLC for additional acreage in Mount Vernon; **Moved by:** Commissioner Pfau Estes; **Seconded by:** Commissioner Messer; **Resolved:** All in favor, none opposed. Motion approved.
2. **Mount Vernon: Lease Amendment for Nutrien U.S. Expansion – Motion:** Delegation of authority to the CEO to negotiate terms and execute a lease amendment with Nutrien U.S. for additional acreage in Mount Vernon; **Moved by:** Commissioner Messer; **Seconded by:** Commissioner Pfau Estes; **Resolved:** All in favor, none opposed. Motion approved.
3. **Jeffersonville: Lease with Idemitsu Lubricants America Corporation – Motion:** Delegation of authority to the CEO to negotiate terms and execute a lease with Idemitsu Lubricants America Corporation for a 3-acre site in Jeffersonville; **Moved by:** Commissioner Messer; **Seconded by:** Commissioner Whorley; **Resolved:** All in favor, none opposed. Motion approved.
4. **Jeffersonville Contract JF-2025-C3, General Cargo Facility Upgrades – Motion:** Approve award of contract to Parco Constructors Group, LLC and delegation of authority to the CEO to execute the agreement; **Moved by:** Commissioner Messer; **Seconded by:** Commissioner Whorley; **Resolved:** All in favor, none opposed. Motion approved.
5. **2026 Operating Budget – Motion:** Approval of 2026 Operating Budget; **Moved by:** Commissioner Whorley; **Seconded by:** Commissioner Pfau Estes; **Resolved:** All in favor, none opposed. Motion approved.

6. **Election of Officers – Motion:** Nomination of the following slate of officers for 2026: Chairman Steve Stemler, Vice Chair Luke Messer, Secretary/Treasurer Jay Potesta, Assistant Secretary Jody Peacock; **Moved by:** Commissioner Williams; **Seconded by:** Commissioner Whorley; **Resolved:** All in favor, none opposed. Motion approved.
7. **Delegation to Chair – Motion:** Delegate Authority to Chairman to negotiate and execute employment contracts on behalf of the commission; **Moved by:** Commissioner Whorley; **Seconded by:** Commissioner Messer; **Resolved:** All in favor, none opposed. Motion approved.
8. **Code of Conduct – Motion:** Ports of Indiana staff, in consultation with the Chairman, shall prepare a draft Commission Code of Conduct integrating statutory obligations and recognized governance best practices for review at an upcoming meeting; **Moved by:** Commissioner Whorley; **Seconded by:** Commissioner Williams; **Resolved:** All in favor, none opposed. Motion approved.

The next meeting will be on March 12, 2026, in Jeffersonville, IN.

Meeting adjourned at 12:03 PM (ET)