

Notice of Meeting

BOARD OF TRUSTEES OF THE GALVESTON WHARVES

IN ACCORDANCE WITH THE PROVISIONS OF THE AMERICANS WITH DISABILITIES ACT (ADA), PERSONS IN NEED OF A SPECIAL ACCOMMODATION TO PARTICIPATE IN THIS PROCEEDING SHALL, WITHIN THREE (3) DAYS PRIOR TO ANY PROCEEDING, CONTACT THIS OFFICE, 123 ROSENBERG AVENUE, 8TH FLOOR, GALVESTON, TEXAS 77550 (409-766-6105) TO MAKE ARRANGEMENTS FOR THE SPECIAL ACCOMMODATION.

Regular Monthly Meeting

Monday, January 25, 2016

9:00 a.m.

Port of Galveston

8th Floor Shearn Moody Plaza

123 Rosenberg Avenue, Galveston, TX 77550

-THE REGULAR MONTHLY MEETING IS OPEN TO THE PUBLIC-

BOARD OF TRUSTEES

**Chairman Benjamin F. Holland, Jr.
Trustee Elizabeth Beeton
Trustee Albert P. Shannon
Trustee Mayor James D. Yarbrough**

**Vice Chairman Edward J. Walsh, III
Trustee Richard D. DeVries
Trustee Gerald A. Sullivan**

**Michael J. Mierzwa, Port Director
Anthony P. Brown, Port Attorney**

I. REGULAR MONTHLY MEETING

A. CALL TO ORDER

- A-1 Roll Call
- A-2 Declaration of Quorum
- A-3 Pledge of Allegiance

B. DECLARATION OF CONFLICTS OF INTEREST BY TRUSTEES

C. GENERAL BUSINESS

1. PRESENTATIONS AND ANNOUNCEMENTS

A-1 Comments from the Public

2. APPROVAL OF MINUTES OF THE BOARD OF TRUSTEES

B-1 Minutes of the Regular Monthly Meeting of the Board of Trustees held December 21, 2015

3. PORT DIRECTOR'S REPORT

C-1 Port Director/Staff Reports – Consideration of Information Received from the Port Director or Other Members of Port Staff with Respect to Port Operations, Including Such Matters as Revenue, Expense, and Other Financial Information; Cargo Tonnage and Ship Calls; Cruise Passenger Activity, Car Counts, and Ship Calls; Security Conditions and Other Security Related Matters; Facility Improvements, Maintenance, Repairs, and Demolition; Dredging; Matters Relating to Parking Operations; Staff and Trustee Travel Reports; and Other Matters Required to be Reported to the Trustees Pursuant to Law or Board Policy.

4. CONSENT AGENDA

- D-1 Consider Board and Staff Expense Reports
- D-2 Consider Financial Statements
- D-3 Accept Port Investments Report
- D-4 Accept Bank Reconciliation Report and Schedule of Restricted Fund Balances
- D-5 Accept Cash Flow Projections
- D-6 Accept Monthly Delinquent Accounts Receivable Analysis
- D-7 Accept Vendor Check Register Report
- D-8 Consider Trade Development

5. BUSINESS ITEMS

E-1 Discuss and Consider Portfolio Performance Analysis Report, Summary of Investment Performance Report and Investment Detail of the Galveston Wharves Pension Plan for Period Ending December 31, 2015 and Discuss and Consider any Percentage Changes in Fund Mix that May Be Necessary to Increase Investment Results

- E-2 Discuss and Consider First Amendment to Contract for Conduit and Lighting Installation Work in the East End of the Port Dated September 28, 2015 Between the Board of Trustees and Farmers Alloy Fabricating, Inc.
- E-3 Discuss and Consider Board Travel to SeaTrade Conference and Tradeshow, March 14-17, 2016, Ft. Lauderdale, Florida and AAPA Spring Conference, April 5-6, 2016, Washington, DC
- E-4 Discuss and Consider Change in Dates of 2016 Regular Monthly Meetings of the Board of Trustees of the Galveston Wharves
- E-5 Discuss and Consider Board of Trustees Legal Representation

II. RECESS INTO EXECUTIVE SESSION

ANNOUNCE GOING INTO EXECUTIVE SESSION PURSUANT TO TEXAS GOVERNMENT CODE

-Section 551.071 – Consultation with Attorney

- a. Seek or Receive Advice on Pending or Contemplated Litigation or a Settlement Offer, Including Without Limitation, Santa Fe Discount Cruise Parking, Inc., et al. v. The Board of Trustees of the Galveston Wharves et al., Federal Maritime Commission Docket No. 14-06, and Santa Fe Discount Cruise Parking, Inc. et al. v. The Board of Trustees of the Galveston Wharves et al., Civil Action No. 3:14-cv-00206, in the United States District Court for the Southern District of Texas, Galveston Division; Civil Action No. 3:14-CV-00383; Baker Pile Driving & Site Work, LLC v. Junttan UK Hire Ltd. et al; In the United States District Court for the Southern District of Texas
- b. Seek or Receive Advice on Legal Matters Not Related To Litigation or the Settlement of Litigation, Including Without Limitation Consultation with the Port's Legal and Legislative Consultants to Discuss Issues Relating to their Representation and to the Legal Effect of Agreements and Transactions Under Consideration by the Board

-Section 551.072 – Real Property

- a. Deliberate the Purchase, Exchange, Lease or Value of Property on Galveston and Pelican Islands, Including Without Limitation the Galveston Railroad, Joe's Crab Shack-Texas, Inc., Del Monte Fresh Produce, N.A., Inc., MBP Corp, Cruise Terminal No. 1 Lease, Cruise Terminal No. 2 Lease, Malin International Ship Repair & Drydock, Inc.,

Wallenius Wilhelmsen Logistics Americas LLC, T&T Marine Salvage, Incorporated, Archer-Daniels-Midland Company, Pelican Island Storage Terminals, Inc., CHS, Inc., T-Mobile Texas, Inc., Pier 19 Charter Area Leases, Gulf Copper & Manufacturing Corporation Agreements, the Shearn Moody Plaza Garage, Galveston Downtown Transit Terminal, the Fadden Building, the Option to Lease with Pelican Island LNG, LLC, the West End Development, Lease Agreement with the Sealy & Smith Foundation, Lease Agreement with Harbor Properties, Lease Agreement With JD's Land Investments, Inc., and Related Facilities

- b. Cruise Terminal Parking, Operating, Financing and Construction Agreements

-Section 551.087 – Economic Development Negotiation

- a. Discuss or Deliberate Regarding Commercial or Financial Information Received from a Business Prospect Seeking to Locate, Stay, or Expand at the Port of Galveston, or Deliberate the Offer of a Financial or Other Incentive to such a Business Prospect

ADJOURNMENT OF EXECUTIVE SESSION

RECONVENE REGULAR MONTHLY MEETING

- E. SET DATE OF NEXT BOARD MEETING, TIME AND LOCATION**
- F. ADJOURNMENT**

THE ITEMS LISTED FOR THE CONSENT AGENDA ARE CONSIDERED ROUTINE AND WILL NOT BE DISCUSSED UNLESS A TRUSTEE DESIRES TO DISCUSS – AS IS THE CASE, THAT SUCH ITEM WILL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED PRIOR TO THE REGULAR AGENDA ITEMS. AS USED IN THIS NOTICE, THE TERM “EXECUTIVE SESSION” MEANS A “CLOSED MEETING” AS DEFINED IN TEXAS GOVERNMENT CODE CHAPTER 551, THE OPEN MEETINGS ACT. THE BOARD RESERVES THE RIGHT TO ADJOURN INTO EXECUTIVE SESSION AT ANY TIME DURING THE COURSE OF THIS MEETING TO DISCUSS ANY SUBJECT, INCLUDING WITHOUT LIMITATION ANY SUBJECT APPEARING ON THIS AGENDA, AS AUTHORIZED BY THE OPEN MEETINGS ACT. FOLLOWING ANY EXECUTIVE SESSION, THE BOARD IN OPEN SESSION MAY TAKE A FINAL ACTION, DECISION, OR VOTE ON A MATTER DELIBERATED IN EXECUTIVE SESSION, AS AUTHORIZED BY THE OPEN MEETINGS ACT.

3:30 p.m., Thursday, January 21, 2016

By: Michael J. Mierzwa
Michael J. Mierzwa, Port Director