

Board of Trustees of the Galveston
Wharves
Special Meeting
Monday, December 6, 2021 1:30 p.m.
Port of Galveston
123 Rosenberg Avenue, 8th Floor
Galveston, TX 77550

BOARD OF TRUSTEES
Chairman Harry D. Maxwell, Jr.
Vice Chairman Todd P. Sullivan
Trustee/Mayor Craig Brown
Trustee Sheila S. Lidstone
Trustee E.L. "Ted" O'Rourke
Trustee Jeff Patterson
Trustee Victor Pierson
Rodger Rees, Port Director/CEO
Anthony P. Brown, Port Attorney

NOTICE OF MEETING

One or more members of the Board of Trustees of the Galveston Wharves may attend the Special Meeting scheduled at 1:30 p.m. on December 6, 2021 at the Port of Galveston, 123 Rosenberg, Galveston Texas 77550, by video-conference or in person.

The Special Meeting is open to the public. Seating is limited due to COVID. To reserve a seat, please call 409.765.9321 ext 4.

Members of the public may participate in the meeting in the following ways:

1. Watch the meeting at the following online at:
<https://www.portofgalveston.com/68/watch-meetings-online>
2. Submit public comment in advance of the meeting. Comments can be submitted to:
[https://www.portofgalveston.com/formcenter/public-comment-form-2/public-comment-form-](https://www.portofgalveston.com/formcenter/public-comment-form-2/public-comment-form-36)

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3. Attend the meeting in person at the above address.

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 TRUSTEE

C. COMMENTS FROM THE PUBLIC

The Public will be permitted to submit public comments electronically. Comments can be submitted to: [HTTPS://WWW.PORTOFGALVESTON.COM/FORMCENTER/PUBLIC-COMMENT-FORM-2/PUBLIC-COMMENT-FORM-36](https://www.portofgalveston.com/formcenter/public-comment-form-2/public-comment-form-36)

D. RECESS INTO EXECUTIVE SESSION

D.1. ANNOUNCE GOING INTO EXECUTIVE SESSION PURSUANT TO TEXAS GOVERNMENT CODE

Section 551.072 - Real Estate

- a. Deliberate the Purchase, Exchange, Lease or Value of Property
 1. Tenant's Leasehold Financing Transaction - Cruise Terminal 10 - Tenant's Request to approve a revised form of the District Agreement between Galveston Cruise Terminal, LLC (Tenant), Wilmington Trust, National Association (Collateral Agent) and Board of Trustees of the Galveston Wharves

ADJOURNMENT OF EXECUTIVE SESSION

E. RECONVENE SPECIAL MEETING

- E.1. **Discuss And Consider Action, If Any, On Specific Matters Discussed In Executive Session Which Were Listed On The Agenda In Sufficient Detail To Provide Notice To The Public As Required By The Texas Open Meetings Act**

F. BUSINESS ITEMS

- F.1. **Discuss And Consider Approval To Execute Revised Form Of The Direct Agreement Between Galveston Cruise Terminal, LLC (Tenant), Wilmington Trust, National Association (Collateral Agent) And Board Of Trustees Of The Galveston Wharves**

G. COMMENTS FROM THE BOARD OF TRUSTEES

Pursuant to Texas Government Code Section 551.0415, Trustees may report on any of the following items:

1. Expressions of thanks, gratitude, and condolences
2. Information regarding holiday schedules
3. Honorary or salutary recognition of a public official, public employee, or other citizen
4. Reminders regarding Galveston Wharves events
5. Reminders regarding community events
6. Health and safety announcements

H. 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.

I certify that the above Notice of Meeting was posted in a place convenient to the public, in accordance with Chapter 551 of the Texas Government Code, on or before 4:00 p.m. Thursday, December 2, 2021.

Rodger Rees, Port Director/CEO

PLEASE NOTE:
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 THE PORT'S OFFICE, 123
ROSENBERG, GALVESTON, TEXAS 77550 (409-765-9321).