



Port of Corpus Christi

Regular Session Meeting

Tuesday, June 12, 2012 9:00 AM

NOTICE OF MEETING

The Port Commission (“Commission”) of the Port of Corpus Christi Authority (“PCCA”) will hold a Regular Session Meeting on **Tuesday, June 12, 2012, at 9:00 AM**, at the Congressman Solomon P. Ortiz International Center located at 402 Harbor Drive, Corpus Christi, Texas 78401.

Persons with disabilities who plan to attend this meeting and who may need auxiliary aids or services are requested to contact Sherry DuBois at 885-6174 at least 48 hours in advance so that appropriate arrangements can be made.

Si usted se dirige a la junta y cree que su inglés es limitado, habrá un intérprete inglés español en la reunión de la junta para ayudarle.

Members of the audience will be provided an opportunity to address the Port Commission. Please speak into the microphone located at the podium and state your name and address. Your presentation will be limited to three minutes.

***PUBLIC NOTICE** is given that the Commission may go into executive session at any time during the meeting to discuss matters listed on the agenda when authorized to do so by the provisions of Section 418.183 or Chapter 551 of the Texas Government Code. In the event the Commission elects to go into executive session regarding any agenda item, the presiding officer will publicly announce the section or sections of the Texas Government Code authorizing the executive session.*

The agenda for the meeting is as follows:

1. Call meeting to order; Pledge of Allegiance; Opening Prayer; and receive conflict of interest affidavits.
2. Approve the minutes of the May 8, 2012 Commission meeting. 4
3. Receive comments from the public. *(Each speaker will be limited to three minutes)* 23
4. Approve Resolution in memory of Dave Throop and naming of PCCA’s maintenance facility in his honor. 24
5. Award contract to CCC Group Inc., the lowest and best bidder based upon bids received on June 1, 2012, for Viola Barge Dock Upgrades. 25
6. Consent Agenda. The Port Commissioners have been furnished with supporting documentation and staff’s recommendation for each of the following items. All Consent Agenda items will be approved, in accordance with the respective staff recommendations, by one vote without being discussed separately unless a Port Commissioner requests otherwise:
 6. A. Award contract to Russell Marine, LLC, the lowest and best bidder based upon bids received on May 22, 2012, for Barge Fender Panel Replacement at Oil Dock 1. 32
 6. B. Award contract to Nueces Power Equipment, the lowest and best bidder based upon bids received on May 31, 2012 for Purchase of Backhoe. 34
 6. C. Ratify Fireboat Dry Docking and Repair Agreement with Gulf Copper. 36
 6. D. Approve a Professional Services Purchase Order with Richmond Engineering for new Programmable Logic Controllers and Direct Current Drives on the Bulk Terminal Traveling Unloading Tower. 37
 6. E. Approve a Professional Services Purchase Order with Govind Development, LLC for Engineering Services for the Replacement of Rail Dump Air Filtration System at the Bulk Terminal. 39
 6. F. Approve a Professional Services Purchase Order with Belaire Environmental for wetlands delineation work on 467.5-acres of land located west of the Former Naval Station Ingleside. 40

6. G. Approve a Professional Services Purchase Order with RVE, Inc. for additional design services for Security Grant 7 Supplemental.	41
6. H. Approve a Professional Services Agreement with W.L. Bates Co., Inc.	43
6. I. Approve an Extension to a Project Management Services Agreement with Lo-Jack Enterprises, LLC for Construction Oversight and Management for Phase II of the Joe Fulton International Trade Corridor Project.	51
6. J. Approve an Easement Agreement with the City of Corpus Christi for an 8-inch gas line crossing the Corpus Christi Ship Channel on the east side of the Harbor Bridge.	52
6. K. Approve Assignment of Lease dated June 14, 2011 from Accutrans, Inc. to Avery Basin Northbank Fleeting, LLC.	61
7. Approve an amendment to the Sales Contract between PCCA and Oxy Ingleside Property Holdings, LLC, for the non-campus portion of the former Naval Station Ingleside Main Base and PCCA's adjacent undeveloped property.	66
8. Receive report from the Executive Director on upcoming community events, PCCA events and activities of the following PCCA departments during the preceding month: business development, community relations, government affairs, operations, engineering services, accounting, and human resources.	67
9. Receive comments from Port Commissioners on any of the agenda items for this meeting, the PCCA's activities during the preceding month, upcoming PCCA events, and suggestions for future agenda items.	104
10. The Commission will go into executive session pursuant to §551.071 of the Texas Government Code to consult with its attorney regarding settlement of Complaints filed against PCCA before the Federal Maritime Commission by CITGO Refining & Chemicals Company, L.P., and Valero Refining – Texas, L.P. The Commission may consider and take action on Agreements to settle these Complaints in open session.	105
11. The Commission will go into executive session pursuant to §551.072 of the Texas Government Code to deliberate the purchase of real property in the vicinity of PCCA's La Quinta Trade Gateway property on the La Quinta Channel in San Patricio County.	106
12. The Commission will go into executive session pursuant to §551.072 of the Texas Government Code to deliberate the sale of all or part of PCCA's La Quinta Trade Gateway property on the La Quinta Channel in San Patricio County.	107
13. The Commission will go into executive session pursuant to §551.072 of the Texas Government Code to deliberate the purchase of real property in the vicinity of the Inner Harbor.	108
14. The Commission will go into executive session pursuant to §551.071 of the Texas Government Code to consult with its attorney regarding legal issues involved in leasing the Bulk Terminal.	109
15. The Commission will go into executive session pursuant to §551.071 of the Texas Government Code to consult with its attorney regarding appealing the Corps of Engineers Jurisdictional Determination for Wetlands and Waters on PCCA's undeveloped 467.5 acre tract of upland and submerged land adjacent to the western boundary of the former Naval Station Ingleside.	110
16. Approve a Retention Agreement with Connelly-Baker-Wotring LLP for legal work associated with leasing the Bulk Terminal	111
17. Adjourn.	

**OFFICIAL MINUTES OF PORT COMMISSION MEETING
MAY 8, 2012**

The Port Commissioners of the Port of Corpus Christi Authority met in regular session on Tuesday, May 8, 2012 at 9:00 a.m., at the Congressman Solomon P. Ortiz International Center located at 402 Harbor Drive, Corpus Christi, Texas.

Present: Mr. Mike Carrell
Mr. Richard M. Borchard
Ms. Judy Hawley
Mr. Mike Scott
Mr. Robert Kostelnik
Mr. Al Jones
Mr. Charles Zahn

Present: Mr. John P. LaRue
Mr. Frank Brogan
Mr. Sandy Sanders
Mr. Greg Brubeck
Ms. Patricia Cardenas
Mr. Dennis DeVries
Mr. David Krams
Ms. Audre Debler
Ms. Lynn Angerstein
Mr. Darrin Aldrich
Mr. Bland Chamberland
Ms. Sherry DuBois
Mr. Gustavo Espinosa
Ms. Monica Euresti
Ms. Sarah Garza
Mr. Raymond Kadlecek
Mr. Paul Kaup
Mr. Dave Michaelsen
Ms. Nelda Olivo
Mr. John Slubar
Ms. Liz Cantu
Ms. Peggy Mettlen
Mr. Jacob Morales
Mr. Jesse Samu
Mr. Rat Garcia

Others Present: Mr. Leo J. Welder, Jr.

Others Present:

Mayor Pete Perkins
City of Ingleside
Ms. Nancy Zuniga
MDR
Mr. Tom Curlee
Port Industries of CC
Mr. Tom Moore
Consultant
Mr. Pat Veteto
RVE, Inc.
Mr. Harry G. Plomarity
Citizen
Mr. Rick DuPriest
WL Bates
Mr. Dick Ehmann
Ingleside on the Bay
Ms. Josephine Miller
San Patricio EDC
Mr. Chuck Bogk
ILA #26
Mr. Lillian Riojas
Valero Refining
Judge Terry Simpson
Mr. Fred Nardini
San Patricio County
Mr. Roland Mower
Mr. John Plotnick
CC Regional EDC
Capt. Bobby Grumbles
Aransas/CC Pilots Assn.
Mr. Mike Smith
CC Caller-Times
Mr. Tim Clower
Clower & Co.
Mr. John Kelley
We The People
Mr. Ed Motter
Mr. Mark Evans
Mr. Mukadam
OxyChem
Ms. Lacey Brewer
Leadership Portland
Capt. Peter Gooding
Capt. Pasch
USCG

Mr. Jim Scilian
Mr. Chris Burnett
Mr. Rick Webb
Mr. Wes Gore
Mr. Dilio Baptista
NuStar
Mr. Paul Baen
Mr. Bill Wilson
City of Ingleside
Mr. Charles Tilletsan
Suderman
Mr. Bob Weatherford
Gulf Compress
Ms. Lori Garza
TX A&M University-CC
Mr. Blaine Webber
Heldenfels
Ms. Amanda Kadlecek
Ms. Sophia Kadlecek
Mr. Steve Williams
Citizens
Mr. David Cave
Mr. Sonny Loudon
Mr. Elbert Oranas
CITGO
Mr. Lynn Stewart
South Texas Shipping
Mr. Joe Guzman
Mr. Foster Edwards
CC Chamber of Commerce
Mr. Chuck Bogk
ILA #26
Mr. Jim Shiner
Shiner Consulting
Mr. Dick Messbarger
Kingsville EDC
Ms. Susie Saldana
C-Cause
Ms. Lucy Rubio
CCISD
Mr. Daniel Rossi
Del Mar College
Mr. Rich Stroot
H.R. Green
Mr. Scott Neeley
RTA

I.

Chairman Carrell called the meeting to order and asked for any conflict of interest affidavits. None were submitted.

The Commission recognized port employee Israel "Rat" Garcia for his outstanding community service.

II.

On motion made by Mr. Scott and seconded by Mr. Kostelnik, the minutes of the April 10 and April 27, 2012 Commission meetings were approved, in the form presented to the meeting.

III.

Chairman Carrell asked for comments from the public. Mr. Sonny Loudon of CITGO requested the Commission consider some relief for the fees CITGO pays on the cyler barges in the Inner Harbor.

IV.

On motion made by Mr. Borchard and seconded by Mr. Kostelnik, the following resolution was adopted:

RESOLUTION OF APPRECIATION

**For
Raymond Kadlecek
For a Job Well Done
May 8, 2012**

WHEREAS, Raymond Kadlecek, Manager of Dock Operations, after 15 years of outstanding service to the Port of Corpus Christi is seeking retirement; and

WHEREAS, Raymond began his maritime career in September 1989 when he was hired by the Corpus Christi Public Compress as Assistant Manager; and

WHEREAS, in April of 1991, Raymond was promoted to General Manager and held that position until January of 1997 when the Public Compress merged with the Port of Corpus Christi; and

WHEREAS, Raymond was then hired by the Port to continue in the position of General Manager of the Compress. In August 2002, Raymond assumed the duties of Manager of Dock Operations. In July 2003, he took on additional duties as temporary Cold Store Manager until that position was filled; and

WHEREAS, Raymond's dedication and commitment to the Port of Corpus Christi has earned him the respect and gratitude of his fellow employees;

NOW, THEREFORE, BE IT RESOLVED, that by the adoption of this resolution, we, the Port Commissioners and staff, wish to say thank you to Raymond Kadlecek for his conscientious service to the Port of Corpus Christi over the past fifteen years; and

BE IT FURTHER RESOLVED, that we extend our congratulations on his well-earned retirement, and our best wishes to him for continued success, happiness and good health in the years to come.

V.

On motion made by Mr. Borchard and seconded by Mr. Scott, the Commission approved, in the form presented to the meeting, a RESOLUTION APPROVING A SURPLUS PROPERTY SALES AGREEMENT WITH OXY INGLESIDE PROPERTY HOLDINGS, LLC, FOR THE SALE OF THE NON-CAMPUS PORTION OF THE NAVAL STATION INGLESIDE MAIN BASE AND PCCA'S ADJACENT UNDEVELOPED PROPERTY, AND MATTERS RELATED THERETO. A copy of the Resolution is attached hereto as Attachment One.

VI.

On motion made by Mr. Kostelnik and seconded by Mr. Jones, the Commission approved, in the form presented to the meeting, a RESOLUTION AUTHORIZING THE SALE OF THE CAMPUS PORTION OF THE NAVAL STATION INGLESIDE MAIN BASE BY SEALED BIDS, AND MATTERS RELATED THERETO. A copy of the Resolution is attached hereto as Attachment Two.

VII.

On motion made by Mr. Jones and seconded by Ms. Hawley, the Commission authorized the payment of an additional \$50,000 to the Corpus Christi Chamber of Commerce under its 2012 Development Services Agreement with PCCA as consideration for additional services to ensure continued federal funding for PCCA, the military, transportation and economic development in the Coastal Bend, contingent upon the City of Corpus Christi committing \$50,000 and the Nueces County Commissioners Court committing \$37,500 to this effort in 2012. Ms. Hawley asked the Chamber of Commerce representative to provide PCCA with a strategic plan showing how these monies were to be allocated.

VIII.

On motion made by Mr. Kostelnik and seconded by Mr. Zahn, the Commission ratified, in the form presented to the meeting, an electrical services contract with Reliant Energy Retail Services for the period from August 1, 2012, to July 31, 2017.

IX.

On motion made by Mr. Scott and seconded by Ms. Hawley, the Commission approved, in the form presented to the meeting, the Sixth Amendment to PCCA's Lease Agreement with Gulf Copper Ship Repair, Inc., dated April 14, 1998, which removes Cargo Dock 12 from the leased premises if NuStar Logistics, L.P., pays Gulf Copper the amount stated in their agreement dated April 25, 2012.

X.

On motion made by Mr. Scott and seconded by Ms. Hawley, the Commission approved, in the form presented to the meeting, a Lease Agreement with NuStar Logistics, L.P. for 4.27 acres of upland and submerged land which includes Cargo Dock 12.

XI.

On motion made by Mr. Kostelnik and seconded by Mr. Scott, the Commission approved the payment of up to \$200,000 to Smith, Robertson, Elliot, Glen, Klein & Douglas, LLP, Attorneys at Law, for legal work associated with the appeal of the Corps of Engineers Jurisdictional Determination for Wetlands and Waters on PCCA's undeveloped 467.5 acre tract of upland and submerged land adjacent to the western boundary of the former Naval Station Ingleside. This represents a \$100,000 increase in the previously authorized amount for these services.

XII.

On motion made by Mr. Zahn and seconded by Mr. Borchard, the Commission approved the payment of up to \$100,000 to Belaire Environmental for environmental work associated with the appeal of the Corps of Engineers Jurisdictional Determination for Wetlands and Waters on PCCA's undeveloped 467.5 acre tract of upland and submerged land adjacent to the western boundary of the former Naval Station Ingleside. This represents a \$50,000 increase in the previously authorized amount for these services.

XIII.

Item C was removed from the Consent Agenda to be acted upon separately. Then upon motion made by Mr. Kostelnik and seconded by Mr. Scott, Items A, B, D, E and F on the Consent Agenda were approved, in accordance with the respective staff recommendations furnished to the Commission at the meeting, by one vote. These items were as follows:

- A.** Approve a contract with Trico Lift, the lowest and best bidder based upon bids received on April 30, 2012 for Purchase of Boom Lift for the Bulk Terminal.
- B.** Approve a Professional Services Purchase Order with Brown and Caldwell for GIS Upgrades.

- D.** Approve a Site Investigation Access Agreement with VTD Properties Company and El Paso Merchant Energy Petroleum Company for access to PCCA's property at Oil Dock 7.
- E.** Approve the Second Amendment to PCCA's Lease with Vulcan Construction Materials, LP, to adjust the lease limits to better accommodate the Viola Barge Dock Improvements.
- F.** Approve the First Amendment to PCCA's Lease with The University of Texas System for the relocation of an air monitoring station near the west end of the Viola Turning Basin.

With respect to Item C on the Consent Agenda, on motion made by Mr. Borchard and seconded by Ms. Hawley, the Commission approved, in the form presented to the meeting, a Declaration in connection with the settlement of all damage claims arising from an alleged allusion involving Bulk Dock 3 (under lease to Maritime Berthing, Inc.) and the M/V Maverick J and Buffalo barges 802 and 803 on August 21, 2011.

XIV.

On motion made by Ms. Hawley and seconded by Mr. Kostelnik, the Commission approved, in the form presented to the meeting, PCCA's Investment Report for quarter ended March 31, 2012.

XV.

On motion made by Mr. Kostelnik and seconded by Mr. Scott, the Commission approved, in the form presented to the meeting, PCCA's Financial Report for quarter ended March 31, 2012.

XVI.

The Executive Director reported on the following during his report: Promotion of David Krams to Director of Engineering Services; TxDot Transportation hearings in Washington, DC; and Panama Canal Expansion.

XVII.

Chairman Carrell asked for comments from the Commissioners.

At 11:03 a.m., the Chairman announced that the Commission would go into executive session pursuant to §551.071 and §551.072 of the Texas Government Code to deliberate items 18, 19, 20, and 21.

At 12:33 p.m. the Commission reconvened into open session.

Mr. Scott was not present for the remainder of the meeting.

XVIII.

On motion made by Zahn and seconded by Mr. Borchard the Commission:

- A.** approved, in the form presented to the meeting, the Final Terms of Settlement Agreement with CITGO Refining & Chemicals Company, L.P. (“CITGO”) in settlement of CITGO’s Complaint filed against PCCA before the Federal Maritime Commission on August 30, 2011;
- B.** approved, in the form presented to the meeting, the Final Terms of Settlement Agreement with Valero Refining – Texas, L.P. (“Valero”) in settlement of Valero’s Complaint filed against PCCA before the Federal Maritime Commission on October 20, 2011; and
- C.** authorized the Chairman or Executive Director to schedule a meeting with CITGO as soon as possible to discuss CITGO’s requests regarding its cyclor barges.

Mr. Kostelnik abstained from voting on this motion. A copy of the Final Terms of Settlement Agreement with CITGO is attached hereto as Attachment Three and a copy of the Final Terms of Settlement Agreement with Valero is attached hereto as Attachment Four.

XIX.

The Commission consulted with its attorney in executive session regarding threatened litigation involving PCCA’s purchase of Cooks Island.

XX.

The Commission consulted with its attorney in executive session regarding contemplated litigation with the Texas Department of Insurance.

XXI.

The following agenda item was for executive session only: Deliberate the purchase and sale of real property in the vicinity of PCCA’s La Quinta Trade Gateway property on the La Quinta Channel in San Patricio County.

XXII.

On motion made by Mr. Borchard and seconded by Ms. Hawley, the Commission approved the engagement of The Rangel Law Firm, P.C. to represent PCCA in connection with threatened litigation involving PCCA’s purchase of Cooks Island. Mr. Jones abstained from voting on this motion.

XXIII.

There being no further business, the meeting adjourned at 12:48 p.m.

ATTACHMENT ONE

RESOLUTION APPROVING A SURPLUS PROPERTY SALES AGREEMENT WITH OXY INGLESIDE PROPERTY HOLDINGS, LLC, FOR THE SALE OF THE NON-CAMPUS PORTION OF THE NAVAL STATION INGLESIDE MAIN BASE AND PCCA'S ADJACENT UNDEVELOPED PROPERTY, AND MATTERS RELATED THERETO

WHEREAS, the Port of Corpus Christi Authority ("PCCA") and Oxy Ingleside Property Holdings, LLC, a Delaware limited liability company ("OXY"), entered into a Letter of Intent dated March 29, 2012 ("LOI"), regarding OXY's purchase of the following described real property and real property interests (collectively, the "Subject Property"):

(a) approximately 380.1 acres of upland property on Ingleside Point in San Patricio County designated as Tract I in the aerial photograph attached hereto as Exhibit A ("Upland Tract I"), but excluding the interior tracts designated as A, B and C in the aerial photograph;

(b) approximately 435.7 acres of upland property on Ingleside Point in San Patricio County designated as Tract II in the aerial photograph attached hereto as Exhibit A ("Upland Tract II" and, together with Upland Tract I, the "Upland Property");

(c) an exclusive appurtenant easement on approximately 29.26 acres of submerged land in Nueces County designated as Tract III ("Submerged Tract III") and approximately 83.06 acres of submerged land in Nueces County designated as Tract IV ("Submerged Tract IV") in the aerial photograph attached hereto as Exhibit A (collectively, the "Submerged Lands"); and

(d) all buildings and improvements on the Upland Property and the Submerged Lands, including the two-tier berthing pier constructed on the Submerged Tract IV (the "Alpha Pier");

WHEREAS, by resolution adopted on August 10, 2010 (the "August 10th Resolution"), PCCA's Port Commission (the "Port Commission") declared the Upland Property, all buildings and improvements located thereon, and the Alpha Pier (collectively, the "Surplus Property") to be surplus property (that is, property not needed by PCCA for a navigation-related project) in accordance with Chapter 498, Acts of the 81st Legislature, Regular Session, 2009 (the "Act"); and

WHEREAS, the Act grants the Port Commission the authority to sell or lease the Surplus Property on such terms as the Port Commission considers advisable to carry out the purposes of

the Act; provided, however, that such property may not be sold in a private sale for less than its fair market value as determined by an appraisal obtained by PCCA; and

WHEREAS, PCCA obtained an appraisal of the Surplus Property from American Appraisers, Inc., dated August 31, 2011, which opined that the market value of the Surplus Property as of August 26, 2011, was \$82,110,000; and

WHEREAS, the August 10th Resolution has not been revoked and remains in full force and effect; and

WHEREAS, a Surplus Property Sales Agreement by and between PCCA and OXY for the purchase and sale of the Subject Property has been presented to the Port Commission for consideration (the "Sales Contract"); and

WHEREAS, the purchase price of the Surplus Property stated in the Sales Contract is \$82,110,000, payable in immediately available funds at closing; and

WHEREAS, the Sales Contract does not include and is not intended to include a sale of the Submerged Lands to OXY, but pursuant to the terms of the Sales Contract PCCA will grant OXY an exclusive easement on the Submerged Lands which is appurtenant to the Upland Property (the "Appurtenant Easement"); and

WHEREAS, the Appurtenant Easement is for the express purpose of (i) owning, constructing, operating, maintaining, repairing, replacing, upgrading and/or removing existing or future wharfs, quays, piers, bulkheads, docks, and other similar improvements on the Submerged Lands (collectively, "Navigation Related Improvements"), (ii) accessing the Corpus Christi Ship Channel and/or the La Quinta Ship Channel (collectively, the "Ship Channel") in connection with shipping commodities to, from or across the Navigation Related Improvements or the Upland Property, and (iii) dredging the Submerged Lands and PCCA's submerged land between the Submerged Lands and the Ship Channel as is reasonably necessary in furtherance of the foregoing activities; and

WHEREAS, OXY has agreed, in the Sales Agreement, to pay as additional consideration for the Appurtenant Easement a monthly rental equal to the product of (i) the quantity of each commodity shipped across the bulkhead line of the Ship Channel to or from the Upland Property or any of the Navigation Related Improvements during such month, multiplied by (ii) 50% of PCCA's then-current tariff wharfage rate on such commodity; and

WHEREAS, the Port Commission has determined and does hereby determine that selling the Surplus Property to OXY in accordance with the terms of the Sales Contract will carry out the purposes of the Act and other purposes incident to and necessary for the development and operation of the navigable waters and ports within PCCA's boundaries and will aid in the development of industries on the Surplus Property, all of which are public purposes and matters of public necessity; and

WHEREAS, the Port Commission wishes to authorize the sale of the Subject Property to OXY in accordance with the terms and conditions of the Sales Contract; and

WHEREAS, this Preamble constitutes an integral part of this Resolution;

NOW, THEREFORE, BE IT RESOLVED BY THE PORT COMMISSION THAT

Section 1. The sale of the Subject Property to OXY in accordance with the terms and conditions of the Sales Contract (the "Transaction") is hereby approved, and the Executive Director of PCCA is hereby authorized and directed, for and on behalf of PCCA, to execute the Sales Contract in substantially the form presented to this meeting.

Section 2. The Chairman of the Port Commission ("Chairman") and the Executive Director are authorized and directed, for and on behalf of PCCA, to close the Transaction pursuant to and in accordance with the terms and conditions of the Sales Contract without any further actions or approvals by the Port Commission.

Section 3. In connection with the closing of the Transaction, the Chairman is authorized and directed, for and on behalf of PCCA, to execute a special warranty deed in substantially the form attached to the Sales Contract as Exhibit B, with such changes therein as shall be approved by the Chairman, his execution thereof to constitute conclusive evidence of such approval.

Section 4. In connection with the closing of the Transaction, the Chairman is authorized and directed, for and on behalf of PCCA, to execute an easement agreement in substantially the form attached to the Sales Contract as Exhibit C, with such changes therein as shall be approved by the Chairman, his execution thereof to constitute conclusive evidence of such approval.

Section 5. In connection with the closing of the Transaction, the Chairman and the Executive Director are hereby severally authorized and directed, for and on behalf of PCCA, to execute and deliver the following documents to OXY after the legal form of such documents has been approved by PCCA's counsel: (i) the Personal Property Use Agreement described in Section 2.8 of the Sales Contract; (ii) the Joint Use Agreement described in Section 2.9(a) of the Sales Contract; (iii) the Campus Property Easement described in Section 2.9(b) of the Sales Contract; (iv) the Bill of Sale described in Section 4.2(a) of the Sales Contract; (v) the Closing Statement described in Section 4.2(c) of the Sales Contract; (vi) the Foreign Investment in Real Property Tax Act affidavit described in Section 4.2(c) of the Sales Contract; and (vii) the quitclaim deed covering a portion of the lands along the common boundary line of Upland Tract I and Submerged Tract IV described in Section 4.2(c) of the Sales Contract.

Section 6. The Chairman and the Executive Director are hereby severally authorized and directed to execute, attest, seal, and deliver any and all additional certificates, documents, or other papers and to do any and all things he deems necessary to effect the closing of the Transaction and to carry out the intent and purposes of this Resolution.

* * * * *

EXHIBIT A
 (Aerial Photograph of Subject Property)



ATTACHMENT TWO

RESOLUTION AUTHORIZING THE SALE OF THE CAMPUS PORTION OF THE NAVAL STATION INGLESIDE MAIN BASE BY SEALED BIDS, AND MATTERS RELATED THERETO

WHEREAS, by resolution adopted on August 10, 2010 (the "August 10th Resolution"), the Port Commission (the "Port Commission") of the Port of Corpus Christi Authority ("PCCA") declared the Naval Station Ingleside Main Base ("Base") and PCCA's undeveloped property adjacent to the Base (collectively, the "Surplus Property") to be surplus property (that is, property not needed by PCCA for a navigation-related project) in accordance with Chapter 498, Acts of the 81st Legislature, Regular Session, 2009 (the "Act"); and

WHEREAS, the Act grants the Port Commission the authority to sell or lease the Surplus Property on such terms as the Port Commission considers advisable to carry out the purposes of the Act; and

WHEREAS, on March 7, 2011, PCCA sold a portion of the Surplus Property to Flint Hills Resources Corpus Christi, LLC ("FHR") and leased the Base's Small Craft Pier to FHR;

WHEREAS, on May 8, 2012, PCCA agreed to enter into a Surplus Property Sales Agreement with Oxy Ingleside Property Holdings, LLC ("OXY") for the sale of the non-campus portion of the remaining portion of the Base (after the FHR sale), including the Base's Alpha Pier, and PCCA's adjacent undeveloped property; and

WHEREAS, the campus portion of the Base consists of the following tracts of land and the improvements thereon (collectively, the "Campus Property");

- (a) approximately 8.496 acres of land inside the perimeter of the Base designated as Tract A in the aerial photograph attached hereto as Exhibit A;
- (b) approximately 85.947 acres of land inside the perimeter of the Base designated as Tract B in the aerial photograph attached hereto as Exhibit A; and
- (c) approximately 5.28 acres of land inside the perimeter of the Base designated as Tract C in the aerial photograph attached hereto as Exhibit A;

WHEREAS, PCCA's staff has recommended to the Port Commission that the Campus Property be sold by seal bid, subject to certain terms and conditions; and

WHEREAS, it is the opinion of this Port Commission that it would be advisable and in furtherance of the purposes of the Act to offer to sell the Campus Property by sealed bids upon the terms and conditions stated in this Resolution;

NOW, THEREFORE, BE IT RESOLVED that PCCA staff is hereby authorized to prepare bid specifications for sealed bids for the purchase of the Campus Property, which specifications shall include without limitation the following terms and conditions, all of which must be complied with or the bid may be rejected:

1. the bids must be sealed and submitted prior to the deadline stated in the published bid notice;
2. the full amount of the purchase price of the Campus Property must be paid in cash at closing;
3. each bid must be accompanied by a certified check or cashier's check payable to PCCA in the amount of \$1,000,000, which will guarantee that the bidder will perform the terms of its bid if it is accepted by the Commission;
4. the Campus Property will be sold subject to any and all leases, restrictive covenants, easements, agreements, encumbrances, and mineral interests, if any, held or owned by others, relating to the Surplus Land, but only to the extent they are still in effect;
5. the Campus Property will be conveyed "**as is, where is and with all faults,**" based upon the bidder's own investigations and not in reliance upon any statements or records furnished to the bidder by the PCCA or prior owners of the Campus Property; and
6. the Port Commission reserves the right to reject any or all bids.

BE IT FURTHER RESOLVED that PCCA staff is hereby authorized to request sealed bids for the purchase of the Campus Property in accordance with the foregoing bid specifications and the procedure described in Section 272.001(a) of the Texas Local Government Code.

EXHIBIT A
(Aerial Photograph of Campus Property)



ATTACHMENT THREE

Final Terms of Settlement Agreement with CITGO:

1. Settlement Agreement for 10-year period ending December 31, 2021.
2. Tariff reductions are from the 2012 Current Published Wharfage Rate on liquid petroleum of \$0.0883 cents per bbl and will be retroactive to January 1, 2012.
3. The \$0.0883/bbl rate will be adjusted as of the first day of each calendar year during the term of the agreement (starting on January 1, 2014) by 82% of the percentage increase or decrease in the Producers Price Industry Index for Port and Harbor Operations (PPI) during the most recent 12-month period preceding the calendar year for which figures are available (*e.g.*, October 2012 to October 2013).
4. Tariff and rental reductions based on Volume Commitment of 125,402,173 barrels per year, which is 90% of CITGO's past three years average total combined throughput at public and private docks (*i.e.*, 90% of 139,335,748 barrels per year = 125,402,173 barrels per year). CITGO will meet this Volume Commitment for a calendar year if CITGO's actual throughput for that year equals or exceeds the Volume Commitment or if the three-year moving average of CITGO's throughput as of the end of that year equals or exceeds the Volume Commitment. The three-year moving average for any calendar year is the sum of the throughput for that year and the prior two calendar years, divided by three. If CITGO makes any deficiency payments to the Port for not meeting the Volume Commitment, the Port will refund these deficiency payments if CITGO's total combined throughput at the public and private docks during the term of the Settlement Agreement exceeds 1,254,021,730 barrels.
5. Public Oil Dock Tariff Reductions in Wharfage Rate
 - a. 2012 – 2% Reduction (Pay 98% of \$0.0883/bbl)
 - b. 2013 – Additional 2% reduction (Total 4%; pay 96% of \$0.0883/bbl)
 - c. 2014 – Additional 2% reduction (Total 6%; pay 94% of \$0.0883/bbl +/- PPI adjustment)
 - d. 2015 – End of 2021 – Total 6% reduction remains in effect (Pay 94% of \$0.0883/bbl +/- PPI adjustment each year)
6. Private Oil Dock Rent Reductions
 - a. 2012 – 10% Reduction (Pay 45% of \$0.0883/bbl)
 - b. 2013 – Additional 5% reduction (Total 15%; pay 42.5% of \$0.0883/bbl)
 - c. 2014 – Additional 3% reduction (Total 18%; pay 41% of \$0.0883/bbl +/- PPI adjustment)
 - d. 2015 – End of 2021 – Total 18% reduction remains in effect (pay 41% of \$0.0883/bbl +/- PPI adjustment each year)

7. Neither the Port's security fees nor dockage rates are addressed by this agreement and are therefore not altered by any of its terms.
8. No new surcharges or special assessments will be implemented by the Port on liquid petroleum without CITGO's consent, which shall not be unreasonably withheld if the new surcharges or special assessments directly relate to the liquid petroleum business.
9. Most Favored Nations Agreement – If in the future the Port gives any other liquid petroleum customer, whose total combined throughput at the public and private oil docks is less than 125,402,173 barrels per year, a lower wharfage rate at the public oil docks or a lower rental rate at the private oil docks than the rates specified above, CITGO shall be entitled to such lower rates. The Most Favored Nations Agreement will not apply to (a) lower rates in any existing agreements, or (b) lower rates granted to a third party in a subsequent agreement in exchange for the third party's promise to construct public oil dock improvements with the third party's funds.

File: H:eng\pcb\legal\Citgo Complaint\Final Terms of Settlement Agreement with Citgo 5-3-12

ATTACHMENT FOUR

Final Terms of Settlement Agreement with Valero:

1. Settlement Agreement for 10-year period ending December 31, 2021.
2. Tariff reductions are from the 2012 Current Published Wharfage Rate on liquid petroleum of \$0.0883 cents per bbl and will be retroactive to January 1, 2012.
3. The \$0.0883/bbl rate will be adjusted as of the first day of each calendar year during the term of the agreement (starting on January 1, 2014) by 82% of the percentage increase or decrease in the Producers Price Industry Index for Port and Harbor Operations (PPI) during the most recent 12-month period preceding the calendar year for which figures are available (*e.g.*, October 2012 to October 2013).
4. Tariff and rental reductions based on Volume Commitment of 112,332,143 barrels per year, which is 75% of Valero's past three years average total combined throughput at public and private docks (*i.e.*, 75% of 149,776,190 barrels per year = 112,332,143 barrels per year). Valero will meet this Volume Commitment for a calendar year if Valero's actual throughput for that year equals or exceeds the Volume Commitment or if the three-year moving average of Valero's throughput as of the end of that year equals or exceeds the Volume Commitment. The three-year moving average for any calendar year is the sum of the throughput for that year and the prior two calendar years, divided by three. If Valero makes any deficiency payments to the Port for not meeting the Volume Commitment, the Port will refund these deficiency payments if Valero's total combined throughput at the public and private docks during the term of the Settlement Agreement exceeds 1,123,321,430 barrels.
5. Public Oil Dock Tariff Reductions in Wharfage Rate
 - a. 2012 – 2% Reduction (Pay 98% of \$0.0883/bbl)
 - b. 2013 – Additional 2% reduction (Total 4%; pay 96% of \$0.0883/bbl)
 - c. 2014 – Additional 2% reduction (Total 6%; pay 94% of \$0.0883/bbl +/- PPI adjustment)
 - d. 2015 – End of 2021 – Total 6% reduction remains in effect (Pay 94% of \$0.0883/bbl +/- PPI adjustment each year)
6. Private Oil Dock Rent Reductions
 - a. 2012 – 10% Reduction (Pay 45% of \$0.0883/bbl)
 - b. 2013 – Additional 5% reduction (Total 15%; pay 42.5% of \$0.0883/bbl)
 - c. 2014 – Additional 3% reduction (Total 18%; pay 41% of \$0.0883/bbl +/- PPI adjustment)
 - d. 2015 – End of 2021 – Total 18% reduction remains in effect (pay 41% of \$0.0883/bbl +/- PPI adjustment each year)

7. Neither the Port's security fees nor dockage rates are addressed by this agreement and are therefore not altered by any of its terms.
8. No new surcharges or special assessments will be implemented by the Port on liquid petroleum without Valero's consent, which shall not be unreasonably withheld if the new surcharges or special assessments directly relate to the liquid petroleum business.
9. Most Favored Nations Agreement – If in the future the Port gives any other liquid petroleum customer, whose total combined throughput at the public and private oil docks is less than 112,332,143 barrels per year, a lower wharfage rate at the public oil docks or a lower rental rate at the private oil docks than the rates specified above, Valero shall be entitled to such lower rates. The Most Favored Nations Agreement will not apply to (a) lower rates in any existing agreements, or (b) lower rates granted to a third party in a subsequent agreement in exchange for the third party's promise to construct public oil dock improvements with the third party's funds.

File: H:eng\pcb\legal\Valero Complaint\Final Terms of Settlement Agreement with Valero 5-3-12

AGENDA ITEM NO. 3

NO ATTACHMENT

**Resolution in Memory
of
David (Dave) Phillip Throop
Maintenance Manager, Port of Corpus Christi
by
PORT OF CORPUS CHRIST AUTHORITY
OF NUECES COUNTY, TEXAS**

WHEREAS, Dave Throop was the Manager of the Port of Corpus Christi Maintenance Department for over twelve years and passed away on May 30, 2012; and

WHEREAS, during his employment with the Port of Corpus Christi, Dave was a loyal and trusted friend and co-worker; and

WHEREAS, Dave's strong work ethic and dedication to the Port of Corpus Christi proved to be a guiding force to his fellow employees; and

WHEREAS, during his employment with the Port of Corpus Christi, Dave was actively involved in the planning and set-up of numerous Port events and activities and member of the "Happy Harbor Cookers" Special Events Barbecue Team; and

WHEREAS, Dave's easy-going, pleasant and friendly demeanor proved to make him a team player and a loyal and trusted friend and co-worker;

NOW, THEREFORE, BE IT RESOLVED, by the Port Commission of the Port of Corpus Christi Authority of Nueces County, Texas, that the Port Commission and staff wishes to express their heartfelt sorrow to the family of Dave Throop for their loss and extend support for the naming of the Maintenance Facility, the "Dave Throop Maintenance Facility"; and

BE IT FURTHER RESOLVED, that the Port Commission and staff, with the adoption of this Resolution, wishes to acknowledge their deep appreciation of Dave Throop as a loyal friend and trusted colleague of the Port of Corpus Christi who will be sorely missed; and

BE IT FURTHER RESOLVED, that this Resolution be made a part of the permanent minutes of this Port Commission and that a copy of the Resolution be furnished to the family of Dave Throop.

Port Commissioners
Agenda Item No. 5
June 12, 2012
Page -2-

Staff recommends a contract be awarded to CCC Group Inc. in the total amount of \$3,540,459.00 for the base bid work. Staff also recommends that the Director of Engineering Services be authorized a 5 % contingency in accordance with the standard contingency guidelines for marine projects. This item is included on the agenda of the June 12, 2012 commission meeting for your consideration and action. Should you have any questions, please call me.

Sincerely,



John P. LaRue
Executive Director

Attachment



**BID TABULATION FOR VIOLA BARGE DOCK UPGRADES
PROJECT NO. 11-054A
Bid Opening: June 1, 2012 at 3:00 pm**

Company Name	Bid Bond or Check	Base Bid ^A	Project Schedule	Time of Delivery*	Addend No. 1	Addend No. 2
CCC Group, Inc.	5 % Bid Bond	\$3,540,459.00	Yes	150	X	X
J.M. Davidson, Ltd.	5% Bid Bond	\$3,640,000.00	Yes	150	X	X
Russell Marine	5% Bid Bond	\$3,720,225.00	Yes	150	X	X
Orion Construction	5% Bid Bond	\$4,800,625.00	No	150	X	X

*In calendar days - Days to complete stated in Bid, Paragraph G

^A BASE BID: This item includes but is not limited to construction of a cantilevered and an anchored steel sheet piling bulkhead encapsulating an existing steel sheet piling bulkhead, two (2) 4-pile breasting structures, dock basin dredging, a dock house, a road section and built up grade civil work, sewage system, non-potable water line, a dry fire protection system, project electrical system, area lighting, security fencing and other miscellaneous items as indicated on project plans and specifications. This item also includes the demolition of an existing metal building with concrete foundation, existing security fence system and existing mooring bollards, existing timber fenders and the other miscellaneous items as indicated on project plans and specifications. This is a Lump Sum bid item.

Tabulated By: Greg Brubeck, P.E.

Checked By: Bert Perez, P.E.

Checked & Prepared By: Melinda Maldonado

Date: June 1, 2012



PORTCORPUSCHRISTI

June 4, 2012
PCCA Project No. 11-054A

Mr. James Pinchback, Director
Plains Eagle Ford Pipeline, LLC
333 Clay Street, Suite 1600
Houston, Texas 77002

Subject: Barge Dock Improvement and Use Agreement between Port of Corpus Christi Authority of Nueces County and Plains Eagle Ford Pipeline, LLC (Agreement) - Revised Cost of Construction

Dear Mr. Pinchback,

On June 1, 2012, the Port of Corpus Christi Authority (PCCA) received competitive sealed bids for the upgrades to the PCCA's Viola Barge Mooring Dock. The apparent low bidder, CCC Group, Inc., submitted a bid in the amount of \$3,540,443. Per the Barge Dock Improvement and Use Agreement between Port of Corpus Christi Authority of Nueces County, Texas and Plains Eagle Ford Pipeline, LLC (Plains), the PCCA has determined a revised Cost of Construction totaling \$4,128,614.95. This total includes planning, surveying, permitting, and engineering costs to date with a projection of engineering and testing services during construction, road and security (fencing) improvements for access to the Barge Dock, the amount to be recommended for approval by the PCCA Commission for a construction contract award to CCC Group, Inc. to perform Barge Dock Improvements, plus 5% of the recommended contract award for contingencies. See attached for a spreadsheet detailing the costs.

Since the Revised Cost of Construction exceeded the original project cost estimate of \$3.8 million, which was the basis for the Minimum Guaranteed Throughput in Article 4 of the Agreement, the Agreement required this notification to Plains providing Plains the option to terminate the Agreement within ten (10) days. The attached spreadsheet also indicates the revised minimum guaranteed barrel throughput based on the original and revised Cost of Construction.


Should Plains not elect to terminate the Agreement and the Project moves forward to construction, after completion of PCCA's improvements of the Barge Dock Project, a final accounting of expenses will be performed and the final Minimum Guaranteed Throughput volumes will be determined per the Agreement.

Please review the attached and if acceptable to Plains, please provide written notification to the PCCA that Plains will not exercise its right to terminate the Agreement. If provided to the PCCA prior to the June 12, 2012 PCCA Commission meeting, the construction contract for

Mr. Pinchback
June 4, 2012
Page 2

award of the PCCA's improvements to the Viola Barge Mooring Dock can be brought to the Commission for their action at that time.

Respectfully,



David L. Michaelsen, P.E.
Chief Engineer

Enclosure

cc: Lawrence J. Dreyfuss
William Keener
John P. LaRue, PCCA Executive Director
Frank C. Brogan, PCCA Deputy Port Director
Greg Brubeck, PCCA Director of Engineering
David Krams, PCCA Manager of Channel Development

BARGE DOCK IMPROVEMENT AND USE AGREEMENT

Viola Barge Dock Project

Revised Cost of Construction and Minimum Guaranteed Throughput

Revised Cost of Construction - Section 3.01

		Actual Cost-To-Date
Preliminary Engineering (Govind Development)	\$ 46,995.00	\$ 46,995.00
Surveying (Frontier)	\$ 8,338.00	\$ 8,338.00
Final Design Engineering (Govind Development)	\$ 148,000.00	\$ 103,654.50
Advertizing/Bidding/Copies	\$ 1,800.00	-
Road Access and Security Improvements	\$ 175,000.00	-
Projected Engineering and Construction Administration Services during	\$ 6,000.00	-
Projected Material Testing During Construction (Rock Engineering)	\$ 25,000.00	-
Contract Award Amount (CCC Group)	\$ 3,540,459.00	-
5% Contingency of Contract Award Amount	<u>\$ 177,022.95</u>	<u>-</u>
Revised Cost of Construction	\$ 4,128,614.95	
Final Cost of Construction		TBD

Minimum Guaranteed Throughput - Section 4.01

Original Cost of Construction	\$ 3,800,000.00	
Revised Cost of Construction		\$ 4,128,614.95
Final Cost of Construction		TBD

	Minimum Guaranteed Throughput		
	<u>Original Barrels</u>	<u>Revised Barrels</u>	<u>Final Barrels</u>
Year No. 1	4,000,000	4,345,910	TBD
Year No. 2	5,000,000	5,432,388	TBD
Year No. 3	10,000,000	10,864,776	TBD
Year No. 4	12,500,000	13,580,970	TBD
Year No. 5	12,500,000	13,580,970	TBD



PLAINS
PIPELINE, L.P.

June 4, 2012

David Krams
Manager of Channel Development
Port of Corpus Christi Authority
222 Power St.
Corpus Christi, TX 78401

Subject: Barge Dock Improvement and Use Agreement between Port of Corpus Christi Authority of Nueces County and Plains Eagle Ford Pipeline, LLC (Agreement) - Revised Cost of Construction

Dear Mr. Krams,

Pursuant to the above referenced Agreement, this letter shall serve as Plains Eagle Ford Pipeline, LLC's ("Plains") approval to proceed with the upgrades to the Viola Barge Mooring Dock at the revised cost of construction of \$4,128,614.95. Further, Plains acknowledges that the Minimum Guaranteed Throughput in Article 4 of the Agreement will be adjusted per your notification letter dated June 1, 2012.

We look forward to working with you on the project.

Regards,

James Pinchback
Managing Director
Plains Pipeline, L.P.

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PORTCORPUSCHRISTI

June 12, 2012

The Honorable Mike Carrell
The Honorable Richard M. Borchard
The Honorable Judy Hawley
The Honorable Robert Kostelnik
The Honorable Mike Scott
The Honorable Al Jones
The Honorable Charles Zahn
Port Commissioners
Port of Corpus Christi Authority

Subject:

AGENDA ITEM NO. 6-A

Award a Contract to Russell Marine, LLC, the Lowest and Best Bidder Based Upon Bids Received on May 22, 2012, for Barge Fender Panel Replacement at Oil Dock 1

Dear Commissioners:

Oil Dock 1 was originally constructed in 1981 for use by both ship and barge vessels. The original dock included two outer breasting structures for ships and two fender panels at the dock for barges. The existing barge panel fender system consists of two structural steel panels lined with UHMW low-friction pads on the channel side, supported by rubber fenders on the dock. This proposed project will replace the originally installed barge fender panel system, which has been damaged from use and worn from the elements.

On May 22, 2012, we received five responses to our Notice to Bidders (see attached bid tabulation sheet). The lowest evaluated bid was submitted by Russell Marine, LLC, in the amount of \$238,615. Russell Marine, LLC, is located in Channelview, Texas, and they have recently been awarded two other marine projects by the PCCA.

Staff recommends a contract be awarded to Russell Marine, LLC, in the total amount of \$238,615 for the base bid work. Staff also recommends that the Director of Engineering Services be authorized a 9% contingency in accordance with the standard contingency guidelines for marine projects. This item is included on the agenda of the June 12, 2012 commission meeting for your consideration and action. Should you have any questions, please call me.

Sincerely,

A handwritten signature in blue ink that reads "John P. LaRue".

John P. LaRue
Executive Director

Attachment





**BID TABULATION FOR
 BARGE FENDER PANEL REPLACEMENT AT OIL DOCK 1
 PROJECT NO. 12-015E
 Bid Opening: May 22, 2012 at 3:00 p.m.**

Company Name	Bid Bond or Check	Base Bid ^A	Time of Delivery [*]	Addendum No. 1
Russell Marine LLC	5 % Bid Bond	\$238,615.00	210	X
CCC Group, Inc.	5 % Bid Bond	\$252,787.00	330	X
J M Davidson, Ltd.	5 % Bid Bond	\$274,789.00	120	X
Derrick Construction Co Inc	5 % Bid Bond	\$293,525.00	90	X
Orion Construction LP	5 % Bid Bond	\$353,200.00	140	X

*In calendar days

^A BASE BID: The scope of work consists of demolishing and disposing of two existing barge fender panels, four trapezoidal fenders with associated accessories. Work also includes to supply and install four new trapezoidal fenders along with fabrication and installation of two new barge fender panels with associated accessories. This is a Lump Sum bid item.

Read By: Greg Brubeck, P.E.

Tabulated By: Bert Perez, P.E.

Checked & Prepared By: Melinda Maldonado

Date: May 22, 2012



John P. LaRue
EXECUTIVE DIRECTOR

PORTCORPUSCHRISTI

June 12, 2012

The Honorable Mike Carrell
The Honorable Richard M. Borchard
The Honorable Judy Hawley
The Honorable Robert Kostelnik
The Honorable Mike Scott
The Honorable Al Jones
The Honorable Charles Zahn
Port Commissioners
Port of Corpus Christi Authority

Subject:

**AGENDA ITEM NO. 6-B
Approve a Contract with Nueces Power Equipment,
the Lowest and Best Bidder Based Upon Bids
Received on May 31, 2012, for Purchase of Backhoe**

Dear Commissioners:

The Bulk Terminal's existing backhoe is a highly utilized piece of equipment that maintenance staff uses to clean ditches and ponds, level unpaved roads, move materials, *etc.* Due to the backhoe's age and increasing maintenance history, staff budgeted \$75,000 for its replacement this year.

On May 31, 2012, we received two responsive bids to our Notice to Bidders (see attached bid tabulation sheet). Nueces Power Equipment was the apparent low bidder for a Case 580 Super NT-4 backhoe. Nueces Power Equipment is an equipment dealership located in Corpus Christi, Texas, and has provided equipment to the PCCA in the past.

Staff recommends award of a purchase order to Nueces Power Equipment in the total amount of \$72,434 for the purchase of one Case 580 Super NT-4 backhoe. This price includes a trade-in of \$7,500 for the PCCA's existing 2002 Terex backhoe. This item is included on the agenda of the June 12, 2012, commission meeting for your consideration and action. Should you have any questions, please call me.

Sincerely,

John P. LaRue
Executive Director

Attachment





BID TABULATION FOR PURCHASE OF BACKHOE
PROJECT NO. 12-008D
Bid Opening: May 31, 2012 at 3:30 pm

Company Name	Manufacturer	Model	Less Trade-In ^A	Total Bid ^B	Time of Delivery*
Nueces Power Equipment	Case	580 Super NT-4	\$7,500.00	\$72,434.00	30-90
Holt CAT	Caterpillar Inc.	420F C4EX	\$10,000.00	\$79,289.00	60

*In calendar days

^A LESS TRADE-IN: 2002 Terex Loader Backhoe Unit #297 (S/N: 2-6332)

^BTOTAL BID: Lump Sum price for Backhoe

Tabulated By: Greg Brubeck, P.E.

Checked By: Jacob Morales, P.E.

Checked & Prepared By: Melinda Maldonado

Date: May 31, 2012

June 12, 2012

The Honorable Mike Carrell
The Honorable Richard M. Borchard
The Honorable Judy Hawley
The Honorable Robert Kostelnik
The Honorable Mike Scott
The Honorable Al Jones
The Honorable Charles Zahn
Port Commissioners
Port of Corpus Christi Authority

Subject: AGENDA ITEM NO. 6-C
Ratify Fireboat Dry Docking and Repair Agreement with Gulf Copper

Dear Commission:

The Port of Corpus Christi Fireboat is now twelve years old and is in need of dry docking and repair. A combination of age and the elements have created numerous repair problems that must be attended to. Much of the needed work on the vessel can only be seen on dry dock. As a result, the Port created a work list of all needed repairs that could be readily identified. We then asked both local ship yards to provide us bids for the repairs as well as dry docking.

The low bidder was Gulf Copper with a base bid of \$112,648.00. The fireboat was towed to the Gulf Copper dry dock at Red Fish Bay on the Gulf Intracoastal Waterway. Once on dry dock the underbody of the vessel was examined and all necessary repairs delineated. Also, all tanks were opened for internal inspection and inspected for necessary repairs. Thus far the additional repairs discovered upon dry docking amount to \$31,767.00.

Staff recommends ratification of the repairs to the fireboat in the amount of \$144,415.00. Further, staff recommends a contingency of 20% to allow for other needed repairs. This item is included on the agenda of the June 12, 2012, commission meeting for your consideration and action. Should you have any questions, please call me.

Sincerely,



John P. LaRue
Executive Director



PORTCORPUSCHRISTI

June 12, 2012

The Honorable Mike Carrell
The Honorable Richard M. Borchard
The Honorable Judy Hawley
The Honorable Robert Kostelnik
The Honorable Mike Scott
The Honorable Al Jones
The Honorable Charles Zahn
Port Commissioners
Port of Corpus Christi Authority

Subject: *AGENDA ITEM NO. 6-D*
**Approve a Professional Services Purchase Order with Richmond Engineering
for New Programmable Logic Controllers and Direct Current Drives
on the Bulk Terminal Traveling Unloading Tower**

Dear Commissioners:

During the 2012 budget process, staff determined that the Programmable Logic Controller (PLC) on the Bulk Dock 1 Traveling Unloading Tower (TUT) should be replaced. The PLC was installed in 1992 and is now obsolete. The 2012 budget included \$250,000 for the replacement of the PLC. After further evaluation of the TUT, staff found that the Direct Current (DC) motor drives, which were also installed in 1992, need to be replaced. Replacement parts for the motor drives have become increasingly difficult to find and the threat of a major breakdown is becoming a concern with the increased volume of business being handled at the Bulk Terminal. Staff concluded that it would be more efficient and economical for the PCCA to replace both the PLC and DC drives at the same time. The estimated cost to replace both is \$350,000.

Staff contacted Richmond Engineering to prepare a design for this project as they were the engineers for the 1992 TUT rehabilitation project and are therefore familiar with the electrical and operating parameters of the TUT. Richmond submitted a proposal to design a new PLC and DC drive system for the TUT in an amount not to exceed \$85,000. This fee includes design of new electromagnetic brakes for the bucket hold and close drives, which would be bid as an additive bid item.

Port Commissioners
Agenda Item No. 6d
June 12, 2012
Page -2-

Staff recommends that the Port Commission approve a professional services purchase order with Richmond Engineering for the design of a new PLC, DC drives, and brake system for the TUT. Richmond Engineering is based in Pittsburg, Pennsylvania. This item is included on the agenda of the June 12, 2012, commission meeting for your consideration and action. Should you have any questions, please call me.

Sincerely,



John P. LaRue
Executive Director



PORTCORPUSCHRISTI

June 12, 2012

The Honorable Mike Carrell
The Honorable Richard M. Borchard
The Honorable Judy Hawley
The Honorable Robert Kostelnik
The Honorable Mike Scott
The Honorable Al Jones
The Honorable Charles Zahn
Port Commissioners
Port of Corpus Christi Authority

Subject: *AGENDA ITEM NO. 6-E*
Approve a Professional Services Purchase Order with
Govind Development, LLC, for Engineering Services for the
Replacement of Rail Dump Air Filtration System at the Bulk Terminal

Dear Commissioners:

The Bulk Terminal includes an old rail dump station that was built in the mid 1980s. This structure has been used for petroleum coke but soon will be used to unload incoming coal from unit trains. Operation of the rail dump station requires air emissions control in order to maintain compliance with our air permit. With the anticipated increase in incoming bulk materials, more efficient equipment is required to minimize emissions at this rail dump station.

Staff negotiated with Govind Development, LLC, to provide a design to upgrade this facility. Upgrades will include a new dust extractor system, modification to existing ductwork and the existing structural steel platform, electrical improvements, and the replacement of portions of the existing building siding and roof. Govind Development, LLC, is a local engineering firm and members of its staff have performed numerous civil, marine and rehabilitation projects for the PCCA over the years.

Staff recommends approval of a professional services purchase order with Govind Development, LLC, in an amount not to exceed \$75,000 for engineering services associated with the replacement of the rail dump air filtration system. This item is included on the agenda of the June 12, 2012 commission meeting for your consideration and action. Should you have any questions, please call me.

Sincerely,

John P. LaRue
Executive Director



PORTCORPUSCHRISTI

June 12, 2012

The Honorable Mike Carrell
The Honorable Richard M. Borchard
The Honorable Judy Hawley
The Honorable Robert Kostelnik
The Honorable Mike Scott
The Honorable Al Jones
The Honorable Charles Zahn
Port Commissioners
Port of Corpus Christi Authority

Subject:

AGENDA ITEM NO. 6-F
**Approve a Professional Services Purchase Order with
Belaire Environmental for Wetlands Delineation Work on
467.5 Acres of Land Located West of the
Former Naval Station Ingleside**

Dear Commissioners:

The PCCA has hired various consultants to assist us in preparing a request for reconsideration and possible appeal of a wetlands jurisdictional determination issued by the Galveston District of the U.S. Army Corps of Engineers on the 467.5-acre tract of land adjacent to the former Naval Station Ingleside base. These consultants include technical and legal experts. Our technical consultant is Belaire Environmental, and they have performed a substantial amount of wetlands evaluation work directly for the PCCA and for others on this same property.

In order for our efforts to resolve the wetlands issue to be as successful as possible, we need access to the information that Belaire previously performed for others on this property. We met with Belaire and negotiated a price of \$65,000 for access to and use of this prior work. We believe this is a reasonable price for this data.

Staff recommends that the Port Commission approve a professional services purchase order with Belaire Environmental in the amount of \$65,000. This item is included on the agenda of the June 12, 2012, commission meeting for your consideration and action. Should you have any questions, please call me.

Sincerely,

John P. LaRue
Executive Director



PORTCORPUSCHRISTI

June 12, 2012

The Honorable Mike Carrell
The Honorable Richard M. Borchard
The Honorable Judy Hawley
The Honorable Robert Kostelnik
The Honorable Mike Scott
The Honorable Al Jones
The Honorable Charles Zahn
Port Commissioners
Port of Corpus Christi Authority

Subject: *AGENDA ITEM NO. 6-G*
**Approve a Professional Services Purchase Order with RVE Inc.
for Additional Design Services for Security Grant 7 Supplemental**

Dear Commissioners:

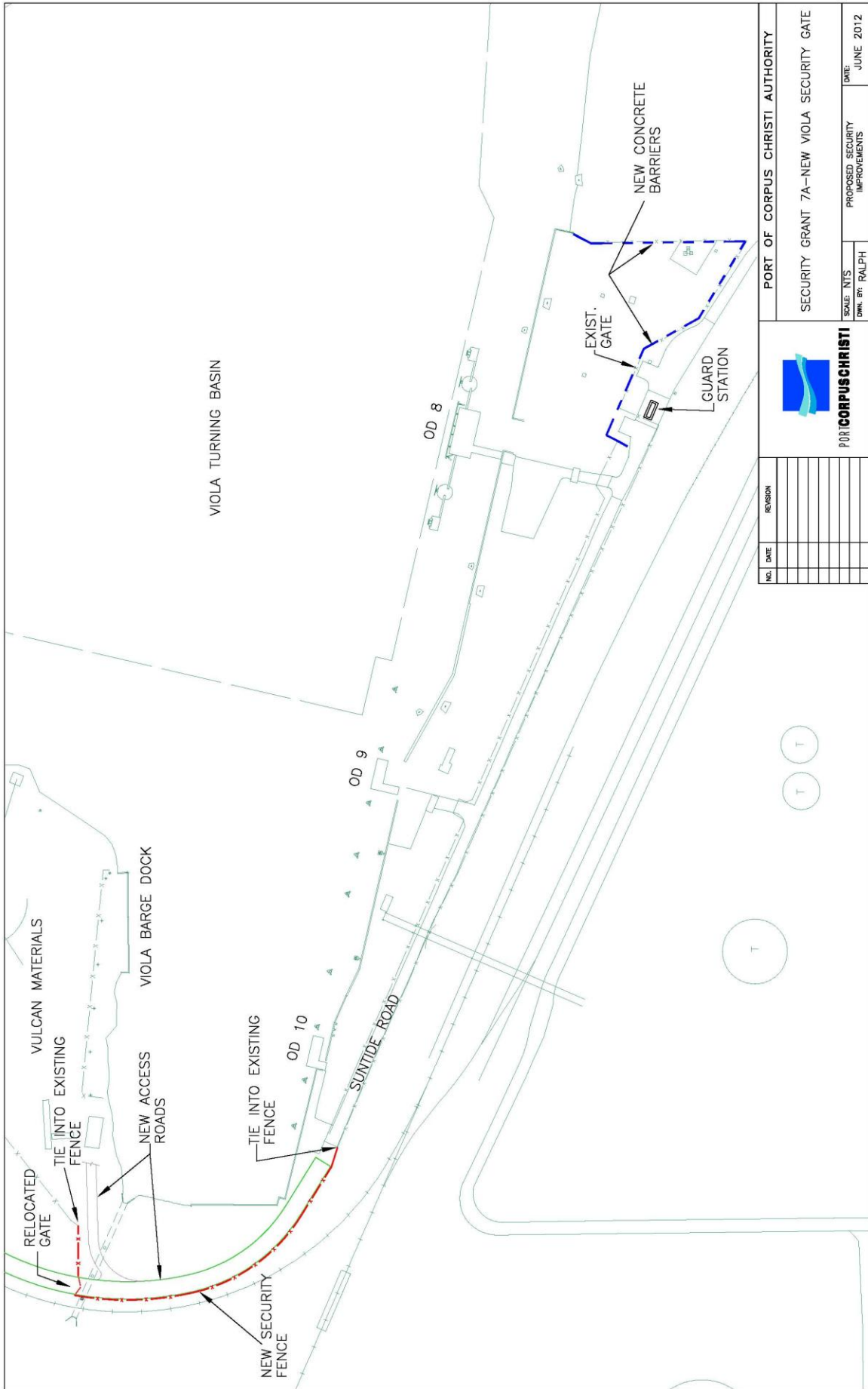
The Security Grant 7 supplemental grant primarily funded construction of the new security gate at the Viola Oil Docks at the west end of the Inner Harbor. While the original scope of work for this project is nearly complete, staff has requested several additional security features in the area of the Viola Oil Docks to be funded with the remaining grant funds. Approximately \$57,000 remains in grant funds which will expire on July 31, 2012. The additional security features include the placement of concrete barriers between the fence line and the adjacent edge of Suntide Road and the extension of approximately 1,200 feet of security fence to the new Oil Dock 5 located at the west end of the Viola Turning Basin as shown on the attached map. Design fees and project management services for this work are approximately \$20,000.

Staff recommends approval of an additional professional services purchase order with RVE Inc. in an amount not to exceed \$20,000 for additional work related to the Security Grant 7 supplemental grant. This item is included on the agenda of the June 12, 2012, commission meeting for your consideration and action. Should you have any questions, please call me.

Sincerely,

John P. LaRue
Executive Director

Attachment



NO.	DATE	REVISION



PORT OF CORPUS CHRISTI AUTHORITY
 SECURITY GRANT 7A--NEW VIOLA SECURITY GATE
 SCALE: NTS
 DRAWN BY: RALPH
 PROPOSED SECURITY IMPROVEMENTS
 DATE: JUNE 2012

June 12, 2012

The Honorable Mike Carrell
The Honorable Richard Borchard
The Honorable Judy Hawley
The Honorable Robert Kostelnik
The Honorable Mike Scott
The Honorable Al Jones
The Honorable Charles Zahn
Port Commissioners
Port of Corpus Christi Authority

Subject:

AGENDA ITEM NO. 6-H
Approve a Professional Services Agreement
With W.L. Bates Co., Inc.

Dear Commissioners:

For the past three years, Rick DuPriest has provided a most valuable professional service as real estate and property management consultant focused on the sale of Naval Station Ingleside. His current professional services contract will expire on June 30, 2012. Staff recommends his contract be extended to June 30, 2013.

In this extended contract, staff further recommends that the duties of Mr. DuPriest be expanded beyond the disposition of NSI. He will provide industrial real estate advice to the Deputy Director of the Port, Sandy Sanders, to assist with current and future industrial business development throughout the Port industrial base. Rick's vast experience in this field uniquely qualifies him for this work.

This item will be on Tuesday's agenda for your review and official action. Should you have any questions, please call me at 885-6189.

Sincerely,



John P. LaRue
Executive Director

Attachment

PROFESSIONAL SERVICES AGREEMENT

THIS AGREEMENT made and entered into July 1, 2012, by and between Port of Corpus Christi Authority of Nueces County, Texas (PCCA), and W. L. Bates Co., Inc. (Consultant), whose address is 901 N. Carancahua, Corpus Christi, Texas 78401 is for the performance by Consultant of the professional services described in paragraph number 2 of this Agreement and is as follows:

1. **DESCRIPTION OF PROJECT SITE:** Real estate consulting and property management for redevelopment of approximately 576-acre main base of Naval Station Ingleside and adjoining 435 acre undeveloped property in Ingleside, Texas. Consultant will also provide consultation for PCCA on other industrial projects as requested by PCCA management, including, but not limited to the La Quinta Project, the Harbor Bridge Project, Harbor Island, Rincon Industrial Park, Main Ship Channel Inner harbor, etc.

2. **DESCRIPTION OF PROFESSIONAL SERVICES TO BE PROVIDED BY W. L. BATES CO., INC.:** Consultant will perform the professional services described in Attachment A hereto, which is incorporated herein by reference and which services will be performed in accordance with generally-accepted planning and real estate development standards in the state of Texas. Consultant has been a licensed Real Estate Broker in the State of Texas for over 25 years, and was elected to the Society of Industrial and Office Realtors as an Industrial Specialist in 1991.

3. **COMPENSATION:** The compensation to be paid Consultant for providing the requested services shall be the compensation described in Attachment B hereto, which is incorporated herein by reference. Consultant will obtain the approval of PCCA's Executive Director before incurring travel and other reimbursable expenses.

4. **INVOICE PROCEDURE AND PAYMENT:** The term of this Agreement is from July 1, 2012 to June 30, 2013. Consultant shall submit invoices monthly to the Authority beginning August 1, 2011, for work accomplished during each preceding calendar month. Such invoices shall be due and payable by Authority on or before thirty (30) days from receipt by Authority. Monthly compensation for the services to be performed in accordance with Attachment A and Attachment B. Payment for Consultant's services will be divided into equal monthly payments. Invoices shall also describe any work performed by Professional Associates retained by Consultant and reimbursable costs. Consultant is an independent contractor for the performance of his duties under this agreement. Accordingly, the Consultant shall be responsible for payment of all taxes including federal, state and local taxes arising out of the Consultant's activities in accordance with this Agreement, including by way of illustration but not limitation, federal and state income tax, social security tax, unemployment insurance taxes, and any other taxes or business license fees as required. Consultant is responsible for the compensation, including any withholding, Social Security, or other taxes on such compensation, of any Professional Associates, or Consultant's employees performing work on the Project.

5. **ATTORNEY'S FEES:** In the event Consultant or PCCA breach any of the terms of this Agreement and the party not in default employs attorneys to protect or enforce its rights hereunder and prevails, then the defaulting party agrees to pay reasonable attorney's fees and costs incurred by the prevailing party.

6. **COST ESTIMATES:** PCCA hereby acknowledges that Consultant cannot warrant that estimates of probable market value provided by Consultant will not vary from actual market prices obtained by PCCA.

7. **LIMITS OF LIABILITY:** The PCCA agrees that the total aggregate of liability of Consultant to the PCCA due to the errors, omissions, or negligent acts of Consultant shall not exceed the total amount of applicable insurance coverage which Consultant has in force on the date of this Agreement.

8. **INSURANCE:** Consultant shall at all time carry worker's compensation insurance, comprehensive general liability, and automotive public liability and property damage insurance with limits of liability and with insurance companies approved by the Authority.

9. **ASSIGNMENT:** Neither PCCA nor Consultant will assign or transfer its interest in this Agreement without the written consent of the other.

10. **SUSPENSION, TERMINATION, CANCELLATION, OR ABANDONMENT:** Both parties may suspend, cancel, terminate, or abandon this Agreement. The parties shall be given thirty (30) days prior written notice of such action. Consultant shall be compensated for the professional services provided up to the date of suspension, termination, cancellation, or abandonment in accordance with the provisions of this Agreement for all work performed up to the date of suspension, termination, cancellation, or abandonment, including reimbursable expenses.

11. **MEDIATION:** PCCA and Consultant agree they will, before taking any other action, including filing suit, attempt in good faith, to mediate in Corpus Christi, Texas, any controversy or claim arising out of or related to this Agreement before a mediator to be agreed upon by PCCA and Consultant. PCCA and Consultant must agree upon a mediator within fifteen (15) days after a written request for mediation by either party, or either party may request any State District Judge sitting in Nueces County, Texas, to appoint a mediator and such appointment will be final. The mediator will schedule a mediation meeting at a time and place determined by the mediator. PCCA and Consultant will each pay one-half of the costs of mediation to the mediator.

12. **PROMOTIONS:** Consultant shall have the right to include representations of the design of the Project. Consultant will be made aware of, and have access to any Project photography produced by PCCA, consultants, or contractors, and have rights to duplicate photography for promotional and professional use, at Consultant's expense.

Consultant's materials shall not include PCCA's or proprietary information if PCCA has previously advised Consultant of the specific information considered by PCCA to be confidential or proprietary.

13. **STAFFING:** PCCA designates Richard A. Dupriest Jr. its Real Estate consultant. Consultant may not change its Project Manager without the written consent of PCCA. PCCA designates Tom Moore its Project Manager until such time as all NSI assets are disposed of. At that time, PCCA designates Maynard J. "Sandy" Sanders its Deputy Port Director of Business Development, Communications, and Operations to oversee consultant on all other tasks.

14. **ENTIRETY OF AGREEMENT:** This writing embodies the entire Agreement and understanding between the parties hereto, and there are no other agreements or understandings, oral or written, with reference to the subject matter hereto that are not merged herein and superseded hereby. No alteration, change, or modification of the terms of this Agreement shall be valid unless made in writing and signed by both parties hereto.

IN WITNESS WHEREOF, this Agreement is made, effective on the first date written above.

**PORT OF CORPUS CHRISTI AUTHORITY
OF NUECES COUNTY, TEXAS**

By: _____
Name: _____
Title: _____
Date: _____

"PCCA"
W. L BATES CO., INC.

By: _____
Name: _____
Title: _____
Date: _____

"Consultant"

ATTACHMENT A

SCOPE OF SERVICES FORMER NAVAL STATION INGLESIDE (NSI) REDEVELOPMENT PROJECT

Overview

Naval Station Ingleside (NSI) officially closed on April 30, 2010 and was reverted to the Port of Corpus Christi Authority (PCCA). Since that time, Port's NSI Project Manager and Consultant have worked with prospective buyers to facilitate the sale of NSI and adjoining 435 acre tract. The upland portion of NSI is scheduled to close by August 13, 2012 to Oxy Ingleside Property Holdings LLC. Consultant has also served as property manager overseeing the current Base Operations Services (BOS) maintenance provided by PCCA's temporary employees.

In 2009, NSI Project Manager responsible for redevelopment of the 576 acre main base recommended to the PCCA's Port Commission that industrial development real estate expertise for the Project should be obtained by selecting a real estate professional with special knowledge in the field of development and redevelopment of industrial real estate. In 2010, Project Manager recommended Consultant to be property manager providing technical expertise and management of current BOS contract.

Tasks

The Consultant/ Property Manager will perform the following tasks:

Task 1: Perform as consultant for property marketing services oversight under the supervision and guidance of Tom Moore until such time as all NSI assets are sold.

Task 2: Oversee and insure the maintenance and upkeep duties are performed on both the upland tracts until if/when closing occurs and on the campus tracts until such time if/when they are sold through the sealed bid process. Property Manager shall be responsible for oversight if there are any remaining assets at NSI. These duties include but are not limited to the following:

- Ensuring quality control by overseeing, inspecting and reviewing sampling of all materials and work;
- Keeping and maintaining good project records;
- Reviewing and verifying contractor monthly pay estimates;
- Setting and maintaining a high professional standard; and,
- Reporting to the requirements of the PCCA contract

Task 3: Manage the daily activities of the property management oversight team which includes supervision of the facilities director and the facilities administrator and any personnel employed by the PCCA to work exclusively at NSI.

Task 4: Work with prospective purchasers or tenants to provide all relevant information on improvements including building drawings, environmental and engineering reports, etc., if needed.

Task 5: Consultant will report directly to the Port's NSI Project Manager on a daily basis and will provide monthly logs of consultant's daily activities concerning NSI efforts on behalf of the PCCA until such time as all NSI assets have been divested.

Task 6: Consultant will coordinate turnover of upland portions of NSI to Oxy Ingleside Property Holdings, LLC, if transaction is completed. If not, continue to coordinate maintenance of entire NSI through Project Manager. If transaction does occur, coordinate joint use of shared assets with buyer and continue maintenance and property management of assets retained by the PCCA until such time as those assets are sold or otherwise disposed of.

Task 7: Will provide Commercial/ Industrial real estate advice as requested by Project Manager, Business Development, or Administration of PCCA. This will include any work requested of consultant on Harbor Island, LaQuinta, Rincon Industrial Park, Harbor Bridge area, and Corpus Christi Ship Channel Inner Harbor area. Services may include opinions of value on PCCA assets in order to sell/ lease those assets. Will provide marketing expertise and brokerage services as requested, including the actual marketing of surplus assets for sale or lease currently being outsourced and will negotiate on the PCCA's behalf as requested, sales, leases, extensions or modifications of existing leases.

Task 8: Will integrate with the Business Development group and provide advice to team members as requested in a support roll to help leverage their efforts by providing 28 years of experience in commercial/ industrial/ waterfront real estate brokerage.

Deliverables: All deliverables will be fully completed during the term of this agreement.

Deliverable 1: Provide documentation on all maintenance (equipment, parts and supplies) requests including whether each is recommended by consultant for review/ approval by Project Manager before any action is taken.

Deliverable 2: Provide PCCA with all maintenance correspondence and will provide review and approval before any invoices are forwarded to PCCA for payment.

Deliverable 3: Will provide written recommendations to the PCCA advising whether or not in consultant's opinion and any leases/ sales transactions should or should not be accepted and whether or not development goals are being met until all NSI assets are disposed of, then will perform same as requested by PCCA staff.

Deliverable 4: Will professionally prepare all documents and reports applicable to real estate transactions for approval by PCCA attorney.

Deliverable 5: Submission of daily logs will be delivered monthly.

Deliverable 6: Will coordinate all outside subcontractors as requested through PCCA Project Manager/ Deputy Director of Business Development, Communications, and Operations and will oversee any tenant build-out if leases are entered into with PCCA, including recommendations on tenant finish out.

ATTACHMENT B
FEE SCHEDULE

The Consultant will perform Tasks (1 through 7) for a total sum amount of \$147,600, all inclusive of labor, indicated in the Scope of Services and including any Professional Associates or staff. In addition, the Consultant will be reimbursed for all direct expenses, such as travel (airfare, car rental, hotel, per diem) only as approved in paragraph 3 of this agreement.

The Consultant shall submit monthly invoices for its services, which shall include the fees earned during that period which will equal 1/12 of the lump sum amount and will also include, separately itemized, all applicable direct expenses incurred which are to be previously approved in writing by the Authority.



PORTCORPUSCHRISTI

June 12, 2012

The Honorable Mike Carrell
The Honorable Richard M. Borchard
The Honorable Judy Hawley
The Honorable Robert Kostelnik
The Honorable Mike Scott
The Honorable Al Jones
The Honorable Charles Zahn
Port Commissioners
Port of Corpus Christi Authority

**Subject: AGENDA ITEM NO. 6-I
Approve an Extension to a Project Management Services Agreement
with Lo-Jack Enterprises, LLC, for Construction Oversight and Management
Services for Phase II of the Joe Fulton International Trade Corridor Project**

Dear Commissioners:

Lo-Jack Enterprises, LLC (Tommy Solomon), has been providing construction management services during Phase II of the Joe Fulton International Trade Corridor project under a Project Management Services Agreement approved on December 8, 2009. Prior to coming to work on this project, he was employed by and highly recommended to us by the Texas Department of Transportation. His services have included reviewing all invoices and contractor submittals as well as project inspection. Construction is expected to be complete later this summer. Since a substantial portion of the project was funded with state and federal funds, we anticipate that one or more state or federal agencies (*e.g.*, Texas Department of Transportation, Federal Highway Administration, *etc.*) may conduct an audit at the end of the project. As a result, we need to make sure that all the final paperwork on the project is well organized and readily available for inspection.

Staff recommends that the Port Commission approve an additional professional services purchase order in an amount not to exceed \$55,000 with Lo Jack Enterprises, LLC, to finish all inspections and finalize the project documentation. We expect his services to end around September or October of this year. This item is included on the agenda of the June 12, 2012 commission meeting for your consideration and action. Should you have any questions, please call me.

Sincerely,



John P. LaRue
Executive Director



Port Commissioners
Agenda Item No. 6j
June 12, 2012
Page -2-

Staff recommends approval of an easement with the City of Corpus Christi Gas Department as summarized on the attached Easement Summary Report. This item is included on the agenda of the June 12, 2012, commission meeting for your consideration and action. Should you have any questions, please call me.

Sincerely,



John P. LaRue
Executive Director

Attachment

**PORT OF CORPUS CHRISTI AUTHORITY
EASEMENT SUMMARY**

Grantee: City of Corpus Christi

Easement Location: As depicted on the attached drawing.

Use: For the purpose of constructing, laying, operating, maintaining, repairing, replacing and removing one (1) 8 inch natural gas pipeline(s) (the "Pipeline") for the uses herein set out upon, over and across the Pipeline Easement hereby granted, together with such valves, fittings, meters and other equipment and appurtenances as may be necessary for such purposes.

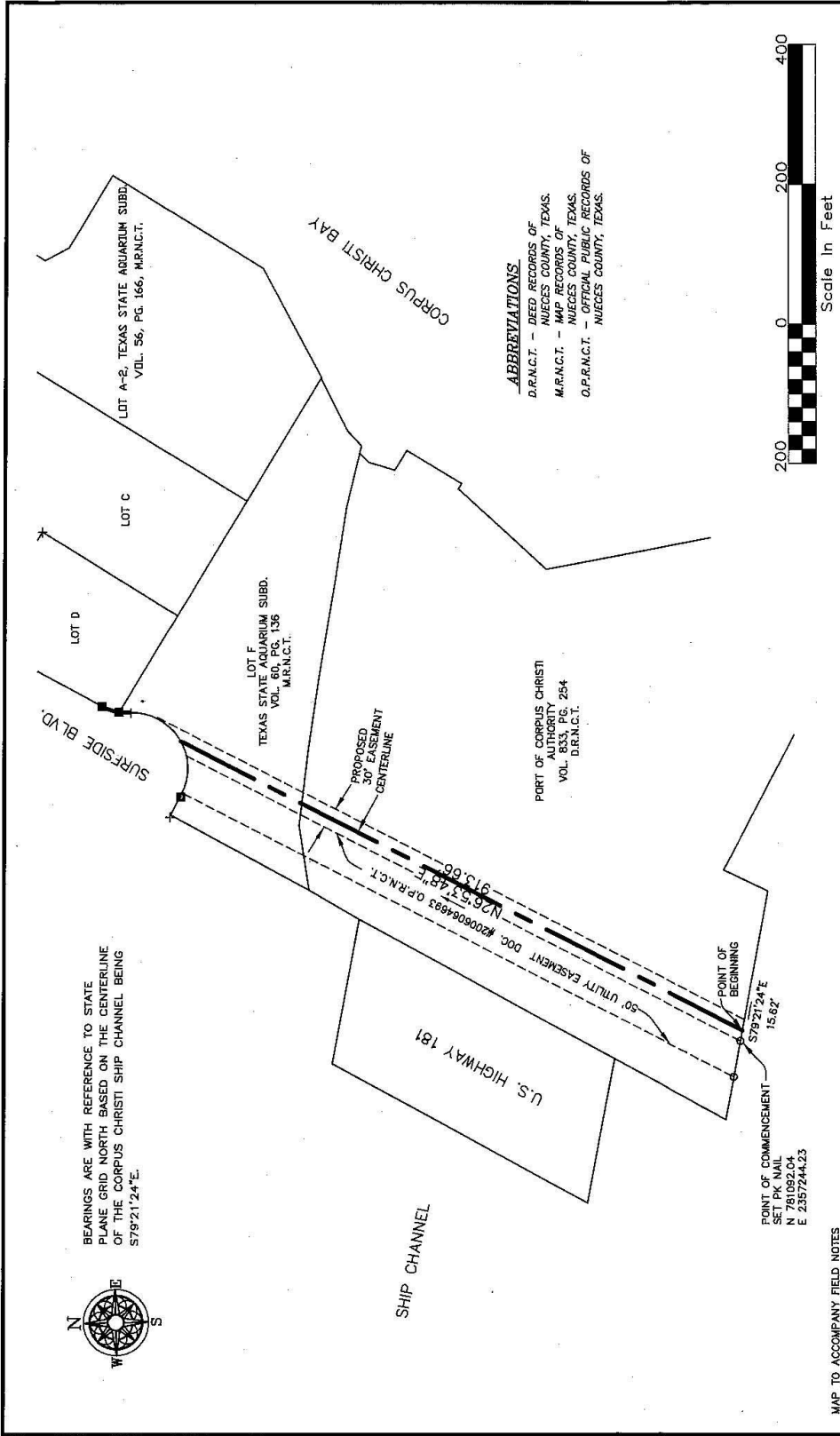
Term: 30 years

Options: None.

Start Date: June 12, 2012

Fee: For the first ten (10) years of the term of this Agreement, Grantee will pay to the Authority a fee in the amount of One Thousand Five Hundred Fifty and 45/100 Dollars (\$1,550.45) payable in advance.

Adjustment of Fee: During each succeeding ten (10) year period during the term of this easement, the annual fee will be as set by the Port Commissioners of the Authority based upon Authority's then current schedule for the fee for pipelines of the said pipeline diameter. Grantee may prepay all annual installments due for each ten (10) year period at the beginning of each such period.



CITY of CORPUS CHRISTI, TEXAS
Department of Engineering Services
Survey Division 361-826-3500

CORPUS CHRISTI SHIP CHANNEL CROSSING
30' NATURAL GAS PIPELINE EASEMENT
OWNER: PORT OF CORPUS CHRISTI AUTHORITY

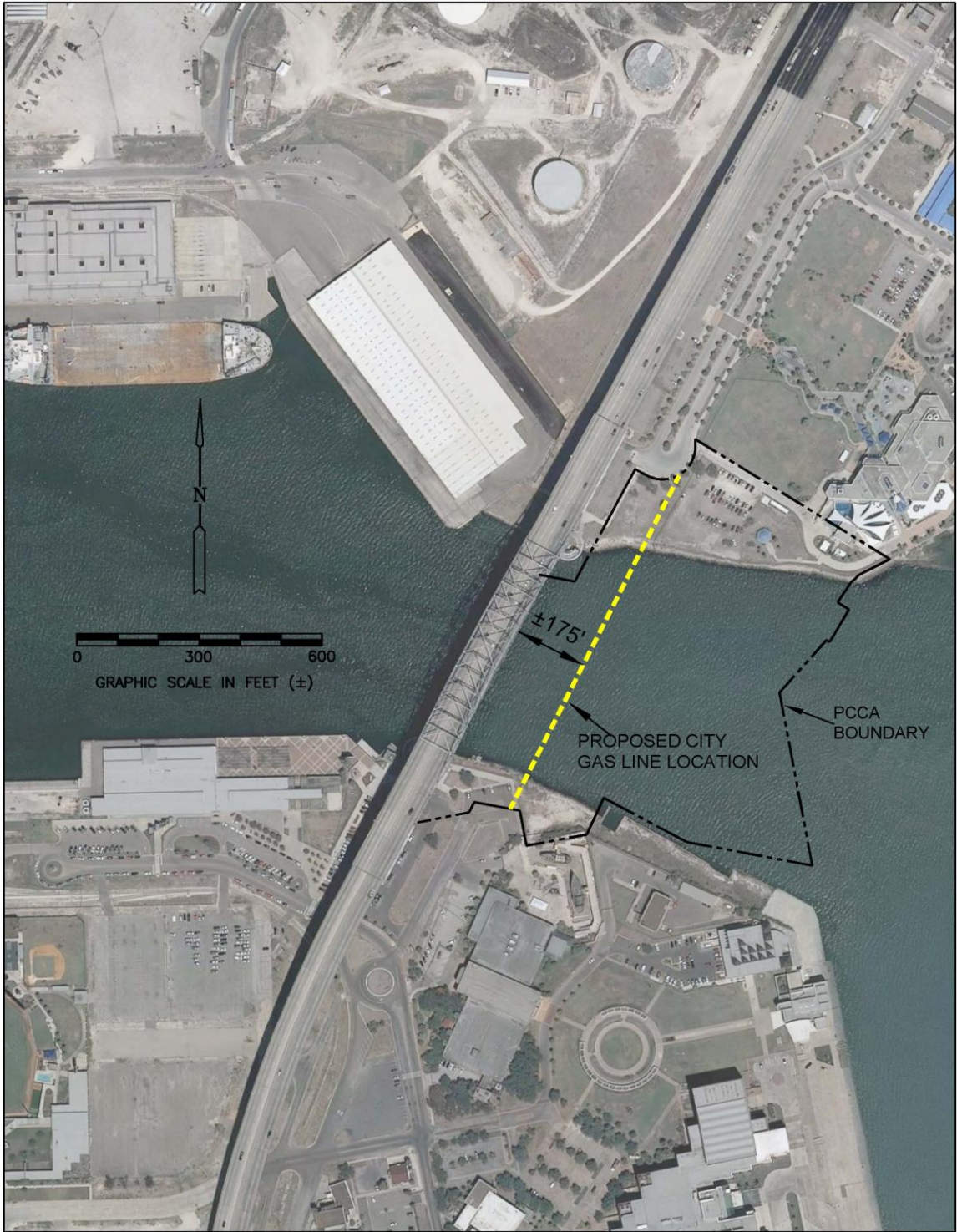
BEING A 30' WIDE GAS PIPELINE EASEMENT LOCATED WITHIN THE PORT OF CORPUS CHRISTI AUTHORITY AND DESCRIBED IN VOLUME 833, PAGE 254 OF THE DEED RECORDS OF NUECES COUNTY, TEXAS AND LOT F, TEXAS STATE AQUARIUM SUBD. AS RECORDED IN VOLUME 60, PAGE 136 OF THE MAP RECORDS OF NUECES COUNTY, TEXAS.

Date: 03-05-2012
Drawn By: R. OCHS
Checked By: O. NESMITH
Project: 95001 - MISC. GAS PROJECTS
(CORPUS CHRISTI SHIP CHANNEL CROSSING)

File: \LAND PROJECTS 3\90015\ SHIPCHANNELCROSSING.DWG

SHEET 1 OF 2

MAP TO ACCOMPANY FIELD NOTES



UTILITY EASEMENT

THE STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS THAT:**
COUNTY OF NUECES §

Port of Corpus Christi Authority of Nueces County, Texas, acting herein by and through its Port Commissioners hereunto duly authorized (hereinafter called "Authority") for and in consideration good and valuable considerations, including the covenants and conditions herein made and provided to be kept and performed by Grantee, has **GRANTED AND CONVEYED** and by these presents does **GRANT AND CONVEY** to City of Corpus Christi, P. O. Box 9277, Corpus Christi, Texas 78469-9277, a Texas Home Rule municipal corporation, its successors and legal representatives (hereinafter called "Grantee"), a right-of-way and easement on and through the Authority's land located in Nueces County, Texas, for one 8-inch natural gas pipeline.

The easement hereby granted is described on Exhibit A and depicted on Exhibit B, each of which is attached hereto and incorporated herein by reference for all purposes. In the event construction is not commenced within one year from the date hereof, this easement will terminate, unless the period for commencement of construction is extended beyond one year by Authority.

TO HAVE AND TO HOLD unto Grantee, its successors and assigns, the rights and privileges hereby conveyed for so long as the easement granted is used for the Pipeline, and upon the following covenants and conditions which are a part of the consideration for this grant, which covenants and conditions are and shall be construed as covenants running with the land, and which covenants and conditions by its acceptance hereof Grantee covenants and agrees to keep and perform.

This right-of-way and easement is granted subject to the following:

A. Fee. For the first ten (10) years of this agreement, Grantee will pay to the Authority a fee in the amount of One Thousand Five Hundred Fifty and 45/100 Dollars (\$1,550.45) payable in advance. During each succeeding ten (10) year period during the term of this easement, the annual fee will be set by the Port Commissioners of the Authority based upon Authority's then current schedule for the fee for pipelines of the Pipeline diameter. Grantee may prepay all annual installments due for each ten (10) year period at the beginning of each period. .

B. Access. The rights of ingress and egress hereinabove referred to in Grantee shall be confined to the above-described easement and Grantee shall not have the right to cross Authority's adjacent land, store materials or equipment thereon or to conduct any of its operations thereon, unless the prior consent of the Authority is obtained in writing, which consent will not be unreasonably withheld. Except in the case of an emergency, Grantee agrees to notify the Authority not less than seventy-two (72) hours prior to its employees, agents or contractors entering upon the

easement for construction, maintenance, repairs or other operations.

C. Construction, Maintenance and Use. Prior to the commencement of construction of the Pipeline Grantee will furnish Authority issued for construction drawings. Grantee shall construct and maintain the Pipeline in a good and workmanlike manner and in compliance with all applicable governmental and industry standards for construction and maintenance of the same.

Grantee shall bury or otherwise install the Pipeline and any appurtenances to a minimum depth of 90-feet below mean low tide at any point within 250 feet (either side) from the centerline of the Corpus Christi Ship Channel.

Grantee's use of the easement herein granted and its operations in relation to it shall at all times comply with all applicable laws, statutes, rules and regulations of federal, state and local government.

Grantee shall furnish the Authority upon completion of the Pipeline or any modification thereof, an as-built drawing of the location of the improvements and any modification.

Grantee shall be responsible for coordination of its construction and use in the easement with any other existing users and easement holders in or near the Grantee's easement. Grantee shall promptly restore any portion of the right-of-way damaged by Grantee. All restoration work shall be appropriately tested at Grantee's expense.

D. Reservations and Exceptions. The easement herein granted shall be subject to any and all easements heretofore granted by Authority to other parties whether of record in Nueces County or not. The Authority reserves the right to grant easements upon, over, under and across the property embraced by the easement herein granted and to grant rights of use, leases and easements above, below and on the surface of such property.

Except as otherwise expressly limited herein, it is the intent of the parties hereto that all indemnity obligations and liabilities assumed under the terms of this easement be without monetary limit and without regard to the cause or causes thereof. The indemnity contained in this paragraph applies, without limitation, to any violation of any applicable environmental law in effect during the term of this easement, including any extension, and any and all matters arising out of any act, omission, event or circumstance existing or occurring during the term of this easement, including any extensions, regardless of whether the act, omission, event or circumstance constituted a violation of any applicable environmental law at the time of its existence or occurrence.

E. Assignment. The rights herein granted may not be assigned without the prior written consent of the Authority, which consent will not be unreasonably withheld. This easement shall be deemed a covenant running with the land and shall inure to the benefit of and be binding upon the parties hereto, their successors and assigns. Assignment shall not relieve Grantee from liability for the performance of the covenants and indemnities hereof.

F. Termination. This easement and all rights to use and occupy the easement shall terminate if Grantee shall at any time abandon or cease the use of the same for the purposes herein granted for a continuous period of two (2) years; and such termination will occur upon the expiration of the said two (2) year period. This easement and all of Grantee's interest hereunder, at the option of Authority, shall forthwith terminate upon breach by Grantee of any of the conditions hereof and the failure of Grantee to remedy the same within ninety (90) days after written notice from the Authority so to do. Grantee agrees it will within ninety (90) days after the termination of this easement remove the Pipeline existing in the easement and restore Authority's lands to the condition in which same existed prior to the existence of the pipe line. In the event Grantee fails to remove the Pipeline, the Authority may either declare the termination of Grantee's interest in any the Pipeline and all of Grantee's interest therein shall thereupon terminate, or the Authority may cause the Pipeline or any part thereof, to be removed and disposed of, and the lands of the Authority restored, all at the cost of Grantee.

The execution of this easement shall be conclusive of the agreement of Grantee to all of the terms and conditions hereof, whereupon this easement and all of its provisions shall extend to and be binding upon the legal representatives, successors and assigns of Grantee and Authority, respectively.

WITNESS this 12th day of June 2012.

**PORT OF CORPUS CHRISTI AUTHORITY
OF NUECES COUNTY, TEXAS**

By: _____
John P. LaRue
Executive Director

"Authority"

CITY OF CORPUS CHRISTI

By: _____

Name: _____

Title: _____

"Grantee"

STATE OF TEXAS §
 §
COUNTY OF NUECES §

This instrument was acknowledged before me on the _____ day of _____, 2012, by JOHN P. LaRUE, Executive Director of Port of Corpus Christi Authority of Nueces County, Texas, on behalf of the Port.

NOTARY PUBLIC, STATE OF TEXAS

My commission expires:_____.

STATE OF TEXAS §
 §
COUNTY OF NUECES §

This instrument was acknowledged before me on the _____ day of _____, 2012, by _____ of _____ of the City of Corpus Christi, a Texas Home Rule municipal corporation, on behalf of said City.

NOTARY PUBLIC, STATE OF TEXAS

My commission expires:_____.



PORTCORPUSCHRISTI

June 12, 2012

The Honorable Mike Carrell
The Honorable Richard M. Borchard
The Honorable Judy Hawley
The Honorable Robert Kostelnik
The Honorable Mike Scott
The Honorable Al Jones
The Honorable Charles Zahn
Port Commissioners
Port of Corpus Christi Authority

Subject: *AGENDA ITEM NO. 6-K*
**Approve Assignment of Lease Dated June 14, 2011, from
Accutrans Inc. to Avery Basin Northbank Fleeting, LLC**

Dear Commissioners:

On June 14, 2011, the Port Commission approved a Lease Agreement with Accutrans Inc. for a barge fleeting site. By letter dated April 26, 2012, Accutrans has requested that this Lease Agreement be assigned to Avery Basin Northbank Fleeting, LLC. Attached for your review is a copy of the Assignment, Assumption, Consent, and Release Agreement to further that request. Accutrans Inc. and Avery Basin Northbank Fleeting, LLC, are both wholly owned by Gary Osorno.

Staff recommends approval of assignment of this lease to Avery Basin Northbank Fleeting, LLC. This item is included on the agenda of the June 12, 2012, commission meeting for your consideration and action. Should you have any questions, please call me.

Sincerely,

John P. LaRue
Executive Director

Attachment

ASSIGNMENT AND ASSUMPTION OF LEASE

THIS ASSIGNMENT AND ASSUMPTION OF LEASE (this "Assignment") is made as of June 12, 2012 (the "Effective Date"), by ACCUTRANS, INC., a Louisiana Corporation ("Assignor"), whose address is 2740 Indiana Ave., Kenner, Louisiana, and AVERY BASIN NOTHBANK FLEETING, LLC, a Louisiana limited liability company ("Assignee"), whose address is 2740 Indiana Ave., Kenner, Louisiana.

For valuable consideration, the receipt and adequacy of which are expressly acknowledged, Assignor and Assignee agree that:

1. Definitions. In this Assignment, these defined terms are used:

(a) Landlord: Port of Corpus Christi Authority of Nueces County, Texas.

(b) Lease: Lease Agreement dated September 13, 2011, between Landlord, as lessor, and Assignor, as lessee. A copy of the Lease is annexed to this Assignment as Exhibit A and made a part of this Assignment by this reference.

(c) Premises: The 2.9 acres of land, more or less, described in the Lease as the Leased Premises.

2. Assignment and Delivery of the Premises. Assignor assigns to Assignee, effective as of the Effective Date, all of Assignor's right, title, and interest in the Lease. Assignor will deliver possession of the Premises to Assignee on the Effective Date.

3. Assumption and Acceptance of the Premises. Assignee assumes and agrees to perform each and every obligation of Assignor under the Lease, effective as of the Effective Date. Assignee will accept the Premises in their "AS IS" condition on the Effective Date.

4. Assignor's Warranties. Assignor warrants to Assignee that (a) the Lease is in full force and effect and unmodified, and all Rent (as that term is defined in the Lease) will be paid through the Effective Date; (b) Assignor's interest in the Lease is free and clear of any liens, encumbrances, or adverse interests of third parties, and the Premises have not been sublet in whole or in part; (c) Assignor has full and lawful authority to assign its interest in the Lease; and (d) there is no default under the Lease or any circumstances which by lapse of time or after notice would be a default under the Lease. The warranties contained in this paragraph will be true as of the date of Assignor's execution of this Assignment and will be true as of the Effective Date. These warranties will survive the Effective Date.

5. Consent. The effectiveness of this Assignment is conditioned upon the endorsement of the Consent by Landlord.

6. Amendment of Lease. Assignor authorizes Assignee to amend the Lease after the Effective Date, in Assignee's sole discretion and without notice to or consent of Assignor, and

Assignor agrees that no such amendment will limit or alter Assignor's liability under the Lease, as it may be amended from time to time; however, no such amendment will increase the amount of Rent for which Assignor is obligated under the Lease.

7. Joint and Several Liability. The liability of Assignor and Assignee under the Lease will be joint and several.

8. Excess Rent. Assignor agrees that if the cash consideration it receives from Assignee for this Assignment exceeds the Rent payable under the Lease, then Assignor shall pay Landlord as additional rent under the Lease all such excess consideration immediately upon receipt thereof from Assignee.

9. Entire Agreement. This Assignment embodies the entire agreement of Assignor and Assignee with respect to the subject matter of this Assignment, and it supersedes any prior agreements, whether written or oral, with respect to the subject matter of this Assignment. There are no agreements or understandings which are not set forth in this Assignment. This Assignment may be modified only by a written instrument duly executed by Assignor and Assignee.

10. Binding Effect. The terms and provisions of this Assignment will inure to the benefit of, and will be binding upon, the successors, assigns, personal representatives, heirs, devisees, and legatees of Assignor and Assignee.

(The Signature Page is the Next Page)

IN WITNESS WHEREOF, Assignor and Assignee have each caused this Assignment to be executed by its duly authorized representative effective as of the Effective Date.

**ASSIGNOR:
ACCUTRANS, INC.**

By: _____
Gary Osorno
President

**ASSIGNEE:
AVERY BASIN NORTHBANK FLEETING, LLC**

By: _____
Gary Osorno
President and Sole Member

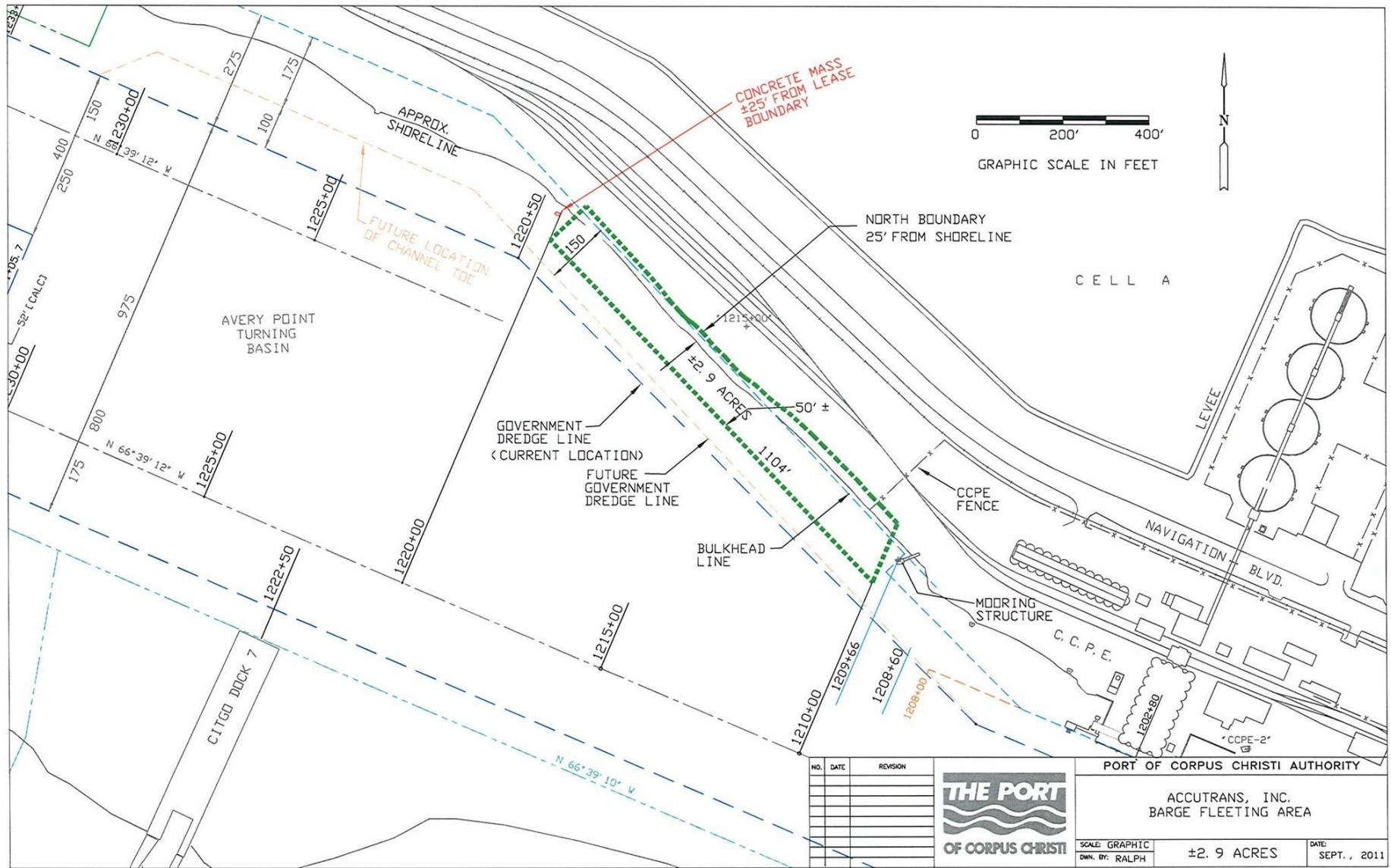
LANDLORD'S CONSENT

Landlord consents to the preceding assignment so long as: (a) the Assignor remains fully liable for all the obligations under the Lease, whether arising before or after the Effective Date of the Assignment; and (b) the Lease cannot be further assigned without Landlord's consent.

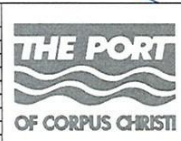
AUTHORITY:

**PORT OF CORPUS CHRISTI AUTHORITY OF
NUECES COUNTY, TEXAS**

By: _____
John P. LaRue
Executive Director



NO.	DATE	REVISION



PORT OF CORPUS CHRISTI AUTHORITY		
ACCUTRANS, INC. BARGE FLEETING AREA		
SCALE: GRAPHIC DWN. BY: RALPH	±2.9 ACRES	DATE: SEPT., 2011

AGENDA ITEM NO. 7

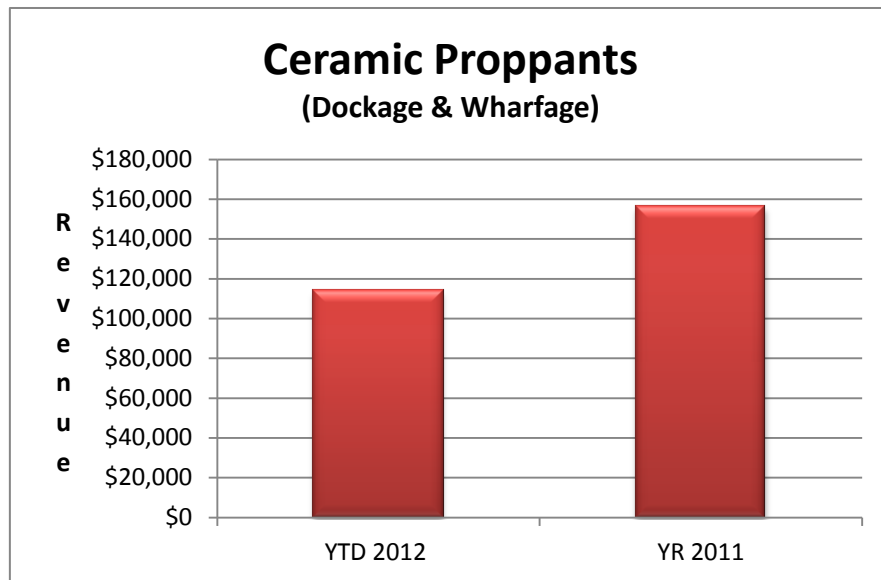
NO ATTACHMENT

EXECUTIVE DIRECTOR'S REPORT

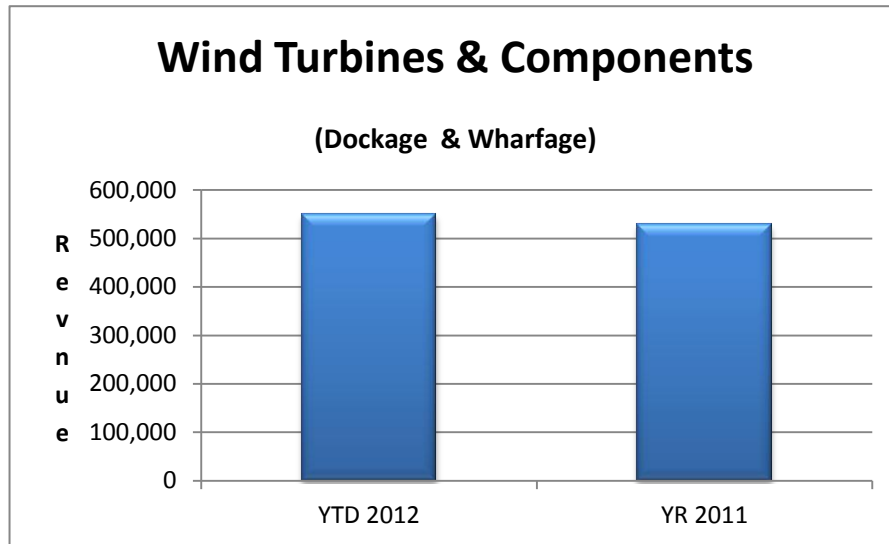
For the month of June 2012

BUSINESS DEVELOPMENT

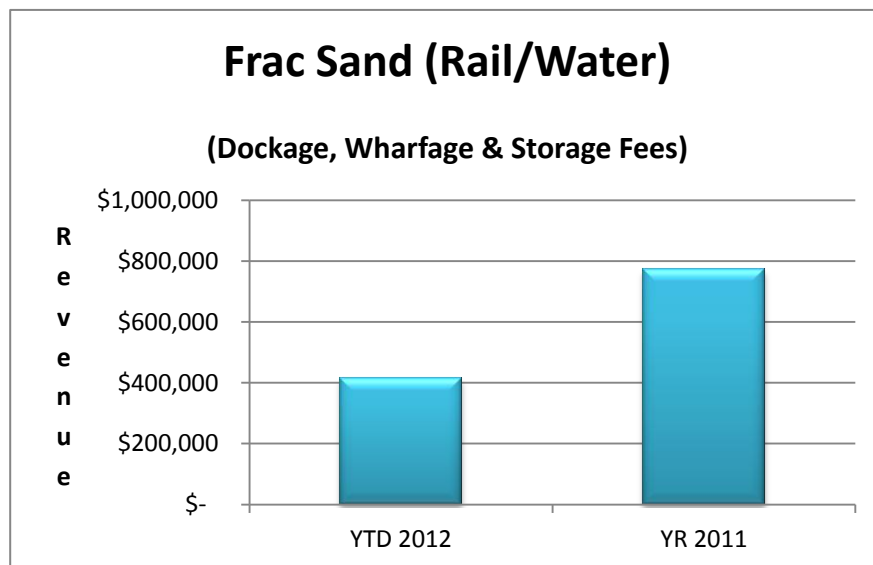
- Worked on the preparations for the AWEA (American Wind Energy Association) yearly Port participation. Event should expect over 20 thousand attendees.
- Participated in the International Trade Symposium presenting the Port to domestic and international custom brokers and freight forwarders.
- Revenues for Ceramic Proppants from Asia, year to date, are steadily increasing. We estimate to surpass last year's amount by 15% by end 2012.



- Participated within the ALACAT (Latin American Federation Freight Forwarders, Logistics) yearly congress. The Port had a booth and various general cargo prospects are in the process of materializing.
- Attended and participated in the Texas-Cuba Trade Alliance workshop. For 2012 Cuba has increased their imports of food products so we expect to export beans in the near future.
- Wind cargo, from various manufactures/developers continues to be handled via this Port. Year to date, we already have surpassed the overall revenues achieved in 2011. Lay down areas are becoming saturated. Nevertheless, we are on target to reach over \$1.5 million by end 2012.



- Met with general cargo/heavy industries importers in the East Coast showcasing the Port's deep draft, ample storage areas and uncongested roads.
- Attended Texas-Mexico Automotive Supercluster (TMASC) meeting hosted by Bexar's EDC for potential new vehicles distribution center within Port premises.
- The frac-sand cargo continues to arrive, via rail and barge, for transloading operations. So far we have reached closed to 50% of the entire revenues achieved in 2011 and expect to surpass them by approximately 20% by end of year.



- Continue maintenance work on Port Tariff 100-A & Bulk Terminal Tariff 1-A.
- Met with prospect/customer planning to import steel pipes for the oil industry with 5 thousand tons per ship, as a start, then reaching 10 thousand tons per ship by end 2012.

COMMUNICATIONS

During the month of May, the Communications Dept planned, attended and/or coordinated employee participation in the following events:

- ALACAT, San Antonio May 12, 2012
- CCISD / Port Career Fare May 1, 2012
- Wellness Luncheon May 3, 2012
- March of Dimes Silent Auctions May 3, 2012
- March of Dimes Walk May 5, 2012
- Buc Days Parade May 5, 2012
- KEDT Auction Angel Night May 7, 2012
- Port Commission Meeting May 8, 2012
- Port Summer Picnic / Hurricane Alley May 8, 2012
- Power of the Purse May 15, 2012
- EMS Study Session May 16, 2012
- CVB Destination Economic Summit May 16, 2012
- American Diabetes Lunch (Walk to Stop) May 17, 2012
- American Cancer Lunch (Go Red) May 18, 2012
- Maritime Festival May 19, 2012
- CC State Assisted Living Board Orientation May 22, 2012
- Menger Elementary Community Connection May 23, 2012
- A&M Groundbreaking Soccer & Track Stadium May 25, 2012

Upcoming Tours

- Tajikistan June 14, 2012
- Victoria Jr. College July 12, 2012

Events/Sponsorships

- March of Dimes Walk Sponsor May 5, 2012
- Buc Days Parade Sponsor May 5, 2012
- KEDT Auction Angel Sponsor May 7, 2012
- Flint Hills (Flights of Angels Golf Tournament) May 7, 2012
- CBPOA Chili Cook Off May 12, 2012
- ALACAT Symposium San Antonio May 13, 2012
- The Unveiling of Destination Imagination May 14, 2012
- Girl Scouts – Power of the Purse May 15, 2012
- Fiesta de Mayo May 15, 2012
- CVB Destination Economic Summit May 16, 2012

Junior Achievement Hall of Fame	May 16, 2012
CBPOA Chili Cook Off	May 12 2012
ALACAT Symposium San Antonio	May 13, 2102
American Cancer Luncheon GO RED	May 18, 2012
Beach to Bay Team	May 19, 2012
Maritime Festival	May 19, 2012
Lead First Event	May 19, 2012
American Diabetes (Walk to stop Diabetes)	May 17 2012
Sherwin Alumina Gold Sponsor	May 21, 2012
Ingleside Fire Corps Sponsor	May 26, 201

Upcoming Events/Sponsorships

WBA Luncheon (LNG Facility)	June 7, 2012
114 th Hospital Corpsman Benefit Ball	June 15, 2012
ABTPA Annual Conference	June 25, 2012
CC Literacy Council Bowl A-thon	July 28, 2012
2 nd Annual William D. Dodge Run	September 16, 2012

Multimedia Specialist Projects

- Social Media
 - Continuing research for the launch of the Port Corpus Christi Social Media Campaign
 - Communication with HR, IT, and Legal on updating electronic communications policy
- Photography
 - Photos for recognition of Israel “Rat” Garcia, and Raymond Kadlecek at May Commission meeting
 - Continued Portrait shots of all Port employees
 - General “beauty shots” for file
 - General photos of Port resources/abilities
- Video
 - Compilation and editing of a story on Port Sr. Maintenance worker Israel “Rat” Garcia in honor of his community service.
 - Editing of compiled footage of several wind vessels in Port, offloading, stevedores, etc to be used for a video to showcase our wind component handling capabilities, also collecting footage of laydown yards/activity
 - General video of Port operations
- Public Relations
 - Composition and distribution of “Our Port” newsletter
- Press Releases
 - Ongoing update of distribution list database
- Media Relations
 - Assistance w/media at commission mtg
 - Co-coordinating media interviews for AWEA w/Patricia

- Marketing
 - Social Media – continuing research in anticipation of launch
 - Work up of images for FTZ brochure
 - Updating of “general port presentation”
 - Compilation of stories and photos for Our Port newsletter
 - Tracking and maintaining a list of Port Corpus Christi in the news

May Media Coverage

04.30.2012	Caller Times	Program teaches Coastal Bend students about balance between economy, ecology
05.02.2012	Caller Times	Portland officials discuss drainage issues; engineer says projects could cost as much as \$40 million
05.02.2012	Caller Times	Oil tanker hits jack-up rig near Port Aransas jetties
05.03.2012	TankerOperator	LR1 hits oil rig - damages bow
05.02.2012	KIII tv	Freighter collides with oil rig off Port A coast
05.07.2012	Caller Times	Las Brisas heads back to court Monday
	UtilityProducts.com - Power	
05.07.2012	Industry News	Power plant hearing set for today
		Las Brisas hearing addresses issues with proposed petroleum coke-fueled electricity plant
05.08.2012	Caller Times	Port Corpus Christi gets new Director of Engineering Services (USA)
05.08.2012	DredgingToday.com	
05.08.2012	KIII tv	Naval Station Ingleside sale near complete
		Port of Corpus Christi, CITGO, Valero move forward in discussion of fee dispute
05.08.2012	Caller Times	
05.09.2012	Bloomberg Businessweek	Company Overview of The Port of Corpus Christi
05.09.2012	GuidryNews.com	The Port Recognizes One of Its Own
		Port Corpus Christi gets new Director of Engineering Services (USA)
05.08.2012	MB50's Liquid Mud Blog	The Port Awards Israel Garcia the Pocca's Award for his Outstanding Community Service
05.08.2012	CityBizList Houston	Occidental Petroleum Corp., Port of Corpus Christi reach sales contract on former naval station
05.08.2012	Caller Times	NuStar inks deal to convert Port Corpus Christi dock to bring in more Eagle Ford crude
05.09.2012	topix	NuStar inks deal to convert Port Corpus Christi dock to bring in more Eagle Ford crude
05.10.2012	Caller Times	
05.14.2012	KRIS tv	Peace Officers Memorial Day Ceremony
05.14.2012	KIII tv	Law enforcement honors fallen heroes in ceremony
05.14.2012	MySanAntonio.com	Panama Canal widening to have global ripple effect
		NuStar inks deal to bring in Eagle Ford Crude to Port of Corpus Christi
05.14.2012	TankTerminals.com	Ceremony serves to remember 21 fallen Coastal Bend peace officers
05.14.2012	Caller Times	
05.11.2012	BreakBulk	Corpus Christi names engineering director replacement
05.16.2012	Oil & Gas Journal	Gulf of Mexico site chosen for first US floating LNG plant
05.17.2012	Heavy Lift & PFI	Port Corpus Christi names director of Engineering Services
05.12.2012	T21	Bitacora: "START"; logistica de tres estrellas

05.22.2012 dvids
05.23.2012 DredgingToday.com

USACE Galveston District awards \$4.4 million contract to dredge Corpus Christi Ship Channel, Inner Basin to Viola Turning Basin
USA: Army Corps Awards Corpus Christi Dredging Contract

May Marketing Projects

- La Quinta Trade Gateway Pop Up Banner
- FTZ Brochure updates
- START One-Sheets
- La Quinta/CC Ship Channel Brochure Revisions
- Inner Harbor Map Puzzle
- AAPA Communication Award Entries
- EMS Litter Brochure
- AWEA Booth Invitations
- UP annual visit
- Port editorials for:
 - AJOT
 - T-21/MEXICO
 - CENTRAL AMERICA DATA
 - WORLD TRADE 100 MAGAZINE
 - WIND MAGAZINE

Marketing Placement

Another full and exciting month ahead of us. We will be in Atlanta, GA the first week in June for the 2012 WINDPOWER Conference and for the first time, the port along with Port San Antonio will be present at TOP Cargo 2012 in Mexico City. Each year, this conference proves to be a great source for contacts in the wind energy sector. Our next meeting for South Texas Alliance for Regional Trade will be on June 14 and Corpus Christi will be hosting. We will analyze and discuss ALACAT and our next steps.

May Publication/Media Editorial Ad

- America Economia - Online banner ad - Su Puerto en Texas
- Business News America Online and e-news ad - Su Puerto en Texas
- *Breakbulk Magazine* - Breakbulk Europe Conference - Big Components? No problem.
- Breakbulk.com - Online Banner - Port of the Lone Star State
- Central America Data - Online Banner - Su Puerto en Texas
- *Heavy Lift* - Report on Mexico/Project Cargo - Port of the Lone Star State
- *Inbound Logistics Mexico* - World Trade & Global Logistics - Desde aqui
- *International Transport Jrnl* - Breakbulk/RoRo/Ports & Terminals - Big Components? No problem.
- JOC.com - Online Banner - Port of the Lone Star State
- NAWindpower.com - Online Banner - Big Components? No problem.
- *T21 Revista* - Various/ALACAT - Desde aqui
- T21.com - Online Banner Ad - Su Puerto en Texas
- *Wind Systems* - AWEA 2012 - Big Components? No problem

June Publication/Media Editorial Ad

- America Economia - Online banner ad - Su Puerto en Texas
- American Jrnl of Transp. - Gulf Coast Ports - Texas Bound? Access here.
- American Jrnl of Transp. - Logistics/Warehousing/Truck - Texas Bound? Access here.
- AWEA Show Directory - Big Components? No problem.
- Business News America - Online and e-news ad - Su Puerto en Texas
- Central America Data - Online Banner - Su Puerto en Texas
- Fairplay Feature on Panama TBD
- JOC Asia - eNewsletter - Port of the Lone Star State
- NAWindpower.com - Online Banner - Big Components? No problem.
- ReCharge - AWEA edition - Big Components? No problem.

Current Marketing Developments

On a larger regional effort, Port Corpus Christi has been working with Port San Antonio and Port Laredo to develop materials for the START (South Texas Alliance for Regional Trade) effort.

In May, we worked on finalizing a pop-up banner and one-sheets for ALACAT in San Antonio. We're also gearing up for AWEA in Atlanta, GA, June 3-6. We will be inviting people to stop by our booth and visit.



GOVERNMENT AFFAIRS

During May 2012, Government Affairs promoted and protected port and regional interests at the local, state and federal levels of government.

LOCAL

- Attended Corpus Christi Chamber of Commerce government affairs committee meeting focused on windstorm insurance rates for our community.
- Attended PICC committee meeting.
- Attended the Corpus Christi Walkability Audit headed by the City of Corpus Christi; the purpose of the one day workshop was to identify strategies for improving pedestrian mobility in the downtown area (includes the port area and Ortiz Center); information gathered will be used to develop a master plan to leverage federal investments in infrastructure, facilities and services for our community.

STATE

- Coordinated visit by the TX Legislative Budget Board; purpose of their visit was to learn more about ports in preparation for the upcoming legislative session; port briefing and tour were provided, our state delegation members also attended meeting.
- Attended Film and Tourism conference hosted by Rep Hunter; included was a session on attracting the cruise industry to Corpus Christi; Governor Rick Perry was keynote speaker.
- Prepared and submitted written testimony for Executive Director to the Texas House Transportation hearing held in Houston; the committee is charged with studying the state's preparedness for the Panama Canal expansion and whether the state's transportation infrastructure is ready for the increased commerce.
- Met with new staff from Representative Todd Hunter's office for briefing on key projects and to discuss the upcoming legislative session.
- Assisted with data for economic impact study for the Texas Ports Association; TPA has retained Martin Associates to prepare; included will be an individual study for each port; study should be completed in 90 days.

FEDERAL

- The FY 2013 House Defense Authorization Act included an amendment urging the Department of Defense to complete a review of strategic ports and requires the GAO to comment on the review.
- The House and Senate conferees are trying to reach an agreement on the pending surface transportation authorization bill before the current extension expires on June 30th.
- USDOT is wrapping up final review of TIGER 2012 grant applications; an announcement is expected around June 15th.
- Working with congressional offices and consultants to monitor FY 2013 budget, USCOE funding, WRDA, TIGER 2013, homeland security, Harbor Maintenance Trust Fund, US Coast Guard Reauthorization Act, etc.



MEMORANDUM

To: Nelda Olivo
From: Hugo Berlanga
Re: May Activity Report
Date: June 1, 2012

Below, please find an update on issues of interest to the Port. Also, please find a brief summary of those activities conducted by Berlanga Business Consultants on behalf of the Port:

Representative Larry Taylor (R-Friendswood) expressed displeasure after the Texas Windstorm Insurance Association (TWIA) Actuary and Underwriting Subcommittee recommended an additional 10 percent rate increase in Galveston County. Rep. Taylor's district is entirely in Galveston County. The recommended 10 percent increase would be in addition to the already planned annual 5 percent across the board increase.

TWIA decided to ask for an across the board 5 percent rate increase on all residential and commercial policies effective next year. TWIA has deferred action on a supplemental rate increase that would have used territorial ratings. The supplemental rate increase would have increased rates on residential policies by an average of 4.7 percent and 1.7 percent on commercial policies. Also, because the supplemental rates are tied to territory, some areas would see increases above the average and some would see a reduction in rates. These rates, if they were approved, would have gone into effect in October.

Representative Bryan Hughes (R-Mineola) announced he will challenge current House Speaker Joe Straus (R-San Antonio) for the position.

In primary election news, Lieutenant Governor David Dewhurst and newcomer Ted Cruz will face off in a runoff for the U.S. Senate seat. U.S. Representative Silvestre Reyes (D-El Paso) was the only incumbent congressman not reelected. Several House incumbents lost bids for reelection, among them, House Public Education chairman Rob Eissler (R-The Woodlands), House Licensing & Administrative Procedures chairman Mike "Tuffy" Hamilton (R-Mauriceville) and House Pensions & Investments chairwoman Vicki Truitt (R-Keller). Others who lost their seats include Rep. Marva Beck (R-Centerville), Rep. Leo Berman (R-Tyler), and Rep. Barbara Nash (R-Arlington). In all, there will be at least 17 new House members in the next legislative session with the possibility of more after the runoff election.

- Attended TLR meeting in Austin with Rep. Todd Hunter held on May 2, 2012.
- Attended a Legislative Budget Board Meeting held with Port staff at the Port Office in Corpus Christi on May 3, 2012.
- Attended and hosted a fundraiser for Rep. J. M. Lozano at the Tow Club on May 10, 2012.

- Attended a Film and Tourism Conference hosted by Rep. Todd Hunter at TAMU, with Gov. Rick Perry in attendance, on May 15, 2012.
- Attended an event hosted by Citgo at the Oveal Williams Service Center on May 17, 2012.
- Attended a meeting regarding Windstorm Insurance with Port staff and Port Commissioner Charlie Zahn at the Port office on May 23, 2012.
- BBC will continue to work with Port staff to coordinate all legislative lobbying efforts;
- BBC will continue communication with the members and staff of Senate IGR, Senate Natural Resources, Senate State Affairs, the Lt. Governor's office and House Transportation & Speaker's Office;
- BBC will continue to send notices regarding meetings and articles of interest to the Port via fax and/or e-mail.

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MEMO

To: Port of Corpus Christi
From: Borski Associates
Date: June 1, 2012
Re: Monthly Report

FY13 Budget and Appropriations

The Senate Appropriations Committee reported its version of the FY13 Energy and Water Appropriations bill, which funds Army Corps programs and activities. Included in this bill was \$8.1 million for maintenance dredging of the Corpus Christi ship channel. (See attached) This is equal to the Army Corps request and approximately \$300,000 more than the House level.

Both the House and Senate Appropriations Committees considered their respective versions of the FY13 Homeland Security Appropriations bill. The House provides \$1.76 billion for State and Local Programs from which port security grants are funded. This is a \$410 million increase over last year's allocation. However, there is no specific allocation for port security grants.

The Senate provides \$1.65 billion for State and Local Programs, which is \$110 million less than the House provided (but \$300 million more than FY12). In contrast to the House, the Senate Appropriations Committee designated that \$132 million for port security grants (which is \$35 million more than the Department of Homeland Security allocated in FY12).

FY13 National Defense Authorization Act

The House passed legislation authorizing national defense programs on May 18th. Included in this bill was an amendment to expedite the Department of Defense's strategic ports and have the General Accountability Office review this

Mid-year 2012 Outlook

While little substantive legislation will be passed this summer, the discussions on a broad range of issues, particularly those related to taxation and spending, will set the table for a massive negotiation this fall – most likely after the election. In the meantime, the House seems intent on passing appropriations bills, as well as some election year legislation that has no chance of

becoming law. The Senate does not seem likely to proceed on appropriations bills, choosing instead to use its time on issues such as student loans, the annual defense authorization, and election year legislation.

There are several federal laws that will expire at the end of the calendar year, most notably the personal income tax scheme and a broad range of business and investment tax benefits. The federal Highway Trust Fund, which funds all surface transportation programs, is inching closer to insolvency. As noted, the Senate will likely hold appropriations bills for a post-election negotiation. Finally, the United States is projected to reach its debt ceiling limit in February 2013, requiring congressional action.

Casting a shadow over these issues is last year's debt ceiling agreement, the Budget Control Act. This agreement capped federal spending for the coming 10 fiscal years (starting in FY13). Additionally, because the congressional "supercommittee" failed to identify agree to additional spending cuts, the agreement mandated \$1.2 trillion in cuts, equally apportioned to defense spending and non-defense spending.

House Republicans have bristled at the mandatory cuts to defense programs, while Senate Democrats and the President have insisted that the agreement be honored. The House Appropriations Committee, seeking to undo these cuts, actually increased defense spending for the FY13 year, while enacting additional cuts to non-defense programs. This has created a dynamic that virtually ensures that no appropriations bills will be passed before the election, as the disparate topline spending levels must be resolved.

This confluence of events has been dubbed "the fiscal cliff" by pundits. The Congressional Budget Office has forecasted that the combination of tax increases and spending cuts scheduled to go into effect in January will likely drive the U.S. economy into recession in 2013.

Politically, it creates a situation for an unprecedented negotiation that could produce an agreement on several long-term issues. However, due to the scope and implications of these policy decisions, it is unlikely that any formal progress can be made before the election. Informal discussions, however, are likely this summer, at least within each respective congressional chamber.

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Firm Client: Port of Corpus Christi Authority, Texas

Primary Client Team: Barry Rhoads, Steven McKnight, James Lofton, and Andrew Forbes

Services Period: May 1-31, 2012

Summary of Services on behalf of Port of Corpus Christi Authority, Texas:

- Substantive consulting on federal government issues on behalf of PCCA
 - ▶ Researched responsibility for consideration of TIGER IV grants at Office of Management and Budget
 - ▶ Provided updated information about Department of Transportation timeline for approval of TIGER IV grant applications
- Legislative Liaison and Monitoring
 - ▶ Consulted on strategy for using temporary surface transportation authorization act for amending law to broaden uses of Harbor Maintenance Trust Fund to include highway bridge supporting Port
 - ▶ Meet with Senate staff about potential for compromise on RAMP Act amendment to highway support for highway and railroad infrastructure projects in support of Port objectives
 - ▶ Drafted talking points for Congressional use in contacting Administration in support of Port's TIGER IV grant application
- Client Contact and Team Coordination
 - ▶ Engaged in regular telephone and e-mail contact on PCCA matters with Executive Director John LaRue and Government Relations Manager Nelda Olivo
 - ▶ Updated Port Commission members on status of firm initiatives in support of Port priorities and infrastructure
 - ▶ Reviewed news media coverage on new economic development at Port and other PCCA activities, discussed same with PCCA representatives

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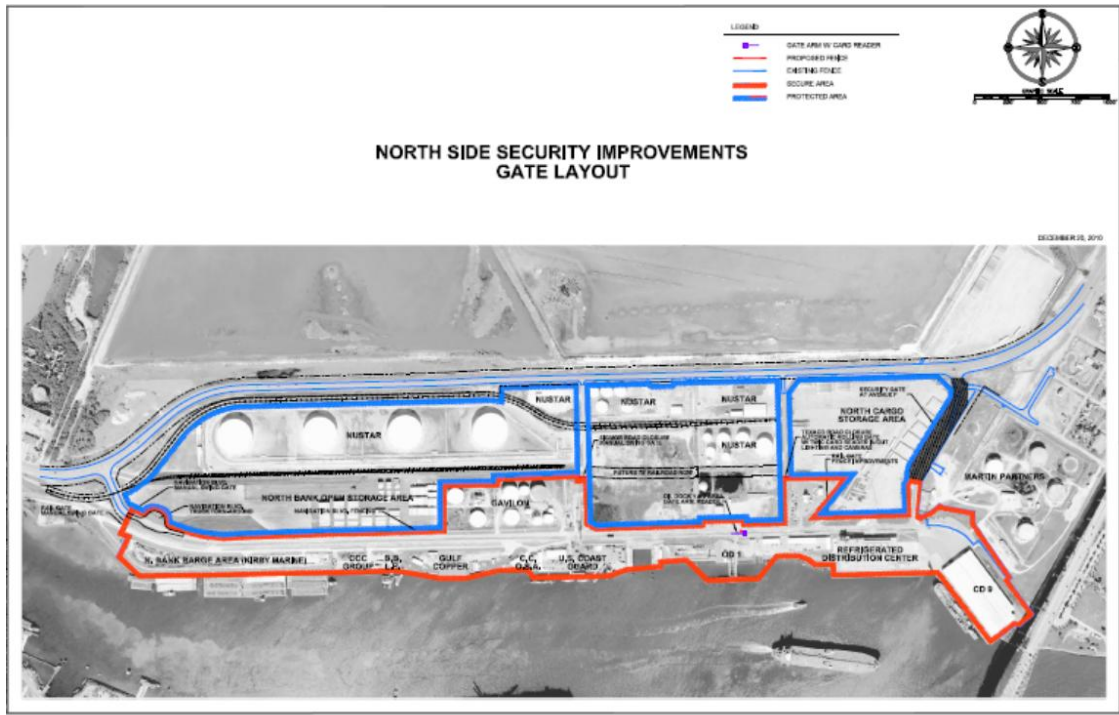
CORPS OF ENGINEERS—OPERATION AND MAINTENANCE—Continued
(In thousands of dollars)

Item	Budget estimate	Committee recommendation
STILLWATER LAKE, PA	511	511
SURVEILLANCE OF NORTHERN BOUNDARY WATERS, PA	101	101
TIOGA-HAMMOND LAKES, PA	2,496	2,496
TIONESTA LAKE, PA	1,735	1,735
UNION CITY LAKE, PA	449	449
WOODCOCK CREEK LAKE, PA	1,419	1,419
YORK INDIAN ROCK DAM, PA	729	729
YOUGHIOGHENY RIVER LAKE, PA AND MD	2,451	2,451
RHODE ISLAND		
FOX POINT BARRIER, HARRANGANSETT BAY, RI	2,030	2,030
GREAT SALT POND, BLOCK ISLAND, RI	250	250
INSPECTION OF COMPLETED WORKS, RI	45	45
PROJECT CONDITION SURVEYS, RI	500	500
WOONSOCKET, RI	679	679
SOUTH CAROLINA		
CHARLESTON HARBOR, SC	15,883	15,883
COOPER RIVER, CHARLESTON HARBOR, SC	4,590	4,590
INSPECTION OF COMPLETED WORKS, SC	65	65
PROJECT CONDITION SURVEYS, SC	875	875
SOUTH DAKOTA		
BIG BEND DAM, LAKE SHARPE, SD	9,567	9,567
COLD BROOK LAKE, SD	453	453
COTTONWOOD SPRINGS LAKE, SD	394	394
FORT RANDALL DAM, LAKE FRANCIS CASE, SD	8,848	8,848
INSPECTION OF COMPLETED WORKS, SD	139	139
LAKE TRAVERSE, SD AND MN	583	583
CAHE DAM, LAKE CAHE, SD AND ND	11,215	11,215
SCHEDULING RESERVOIR OPERATIONS, SD	120	120
TENNESSEE		
CENTER HILL LAKE, TN	5,299	5,299
CHEATHAM LOCK AND DAM, TN	8,369	8,369
CORDELL HULL DAM AND RESERVOIR, TN	6,430	6,430
DALE HOLLOW LAKE, TN	6,650	6,650
INSPECTION OF COMPLETED WORKS, TN	103	103
J. PERCY PRIEST DAM AND RESERVOIR, TN	4,622	4,622
NORTHWEST TENNESSEE REGIONAL HARBOR, LAKE COUNTY, TN	10	10
OLD HICKORY LOCK AND DAM, TN	9,755	9,755
TENNESSEE RIVER, TN	20,726	20,726
WOLF RIVER HARBOR, TN	109	109
TEXAS		
AQUILLA LAKE, TX	1,176	1,176
ARKANSAS-RED RIVER BASINS CHLORIDE CONTROL—AREA VI	1,529	1,529
BARBOUR TERMINAL CHANNEL, TX	3,011	3,011
BARDWELL LAKE, TX	1,916	1,915
BAYPORT SHIP CHANNEL, TX	1,398	1,398
BELTON LAKE, TX	3,486	3,486
BENBROOK LAKE, TX	2,313	2,313
BRAZOS ISLAND HARBOR, TX	3,560	3,560
BUFFALO BAYOU AND TRIBUTARIES, TX	2,862	2,862
CANYON LAKE, TX	3,321	3,321
CEDAR BAYOU, TX	227	227
CHANNEL TO PORT BOLIVAR, TX	409	409
CORPUS CHRISTI SHIP CHANNEL, TX	8,129	8,129
DENISON DAM, LAKE TEXOMA, TX	7,137	7,137
ESTELLINE SPRINGS EXPERIMENTAL PROJECT, TX	42	42
FERRILLS BRIDGE DAM, LAKE O' THE PINES, TX	3,529	3,529
FREEMPORT HARBOR, TX	8,848	8,848

OPERATIONS

PORT POLICE

In the next few weeks, the “East Navigation Blvd Industrial Complex” new secure area will be implemented. Through a Port Security Grant Program project, the Port has established a secure perimeter from East Navigation Blvd at the Joe Fulton Corridor (JFC), westward to the east boundary of Cargo docks 9 & 10. Port PD has been working with involved customers and tenants to address, and work through problems that they foresee. Port PD is continuing in that effort. The primary access control point for E. Navigation Blvd. will be through the newly constructed vehicle & pedestrian controlled access gates on Avenue F, between JFC and E. Navigation Blvd. The diagram below reflects the secure perimeter. The red line is the secure perimeter, the blue line simply reflects pre-existing fencelines that serve as a hardened buffer area.



HARBORMASTER

Ship Arrivals

<u>Tankers</u>	<u>May 2012</u> <u>Freighters</u>	<u>YTD ships</u>	<u>Tankers</u>	<u>May 2011</u> <u>Freighters</u>	<u>2011 YTD</u>
77	33	512	83	37	595

Barge Arrivals

<u>Tank Barges</u>	<u>May 2012</u> <u>Freight Barges</u>	<u>YTD Barges</u>	<u>Tank Barges</u>	<u>May 2011</u> <u>Freight Barges</u>	<u>2011 YTD</u>
411	21	1807	309	25	1626

Shifting

<u>Tankers</u>	<u>May 2012</u> <u>Freighters</u>	<u>Tankers</u>	<u>May 2011</u> <u>Freighters</u>
5	3	13	4
<u>Tank barges</u>	<u>Freight Barges</u>	<u>Tank barges</u>	<u>Freight Barges</u>
992	26	986	14

	<u>May 2012</u>	<u>May 2011</u>
Average daily ship arrivals	3.67	3.87
Average daily Barge arrivals	14.40	10.77

Channel disruptions

May 2012

14.92 hours of channel disruptions; 8.25 hours for rig movements; and 6.67 hours due to high winds. 4 inbounds and 7 outbounds were delayed during these disruptions.

May 2011

4.75 hours channel disruption; 4.75 hours due to a rig movements. 1 inbound was delayed during this disruption.

BULK TERMINAL

- Current Projects:
 - Bulk Terminal rail improvements
 - Working with Wood Chip and Bio Mass exporters
 - Working with customers on scheduling of coal shipments
 - Progressing on Preventative Maintenance Program
 - Working on RFP for Bulk Terminal
- Current Activity
 - Railcars:
 - Loaded rail cars: 272 cars loaded for total of 30,041.35 Short Ton pet coke
 - Unloaded rail cars: 0 cars unloaded for a total of 0 Short Ton pet coke

- Bulk Dock #1:
44,687.68 Short Tons Slag
- Bulk Dock #2:
- Pads
 - 99,366.19 Short Tons pet coke
 - 12,000 Short Tons sulfur

SAFETY & TRAINING

Safety Committee

- There was one vehicle accident during the month of May.
- Written policy on backing of Port vehicles and equipment continues to be reviewed by the Port attorneys.
- A written Lockout/Tagout program continues to be developed.

Safety

- Hot Work Policy was finalized and training will be conducted in May 2012.
- The second series of Hepatitis B vaccinations were given on May 24. The third and final round will occur the end of June.
- The Port's auto insurance provider has scheduled a Vehicle Operations for Public Entities class for the middle of June. It will be a three hour class and mandatory for all employees who drive Port vehicles.

Insurance

- Put together the re-rate information for the Port's auto, law enforcement liability and general liability policies. These renewals are due in October 2012.
- An outside safety consultant conducted site inspections on Port facilities on behalf of one of our property underwriters.
- Worked on various insurance issues throughout the month.

EMS

- Conducted the final Internal Auditor's study session on 22 March in accordance with our Corrective Action Plan.
- Training for the new Lead Auditor continues through 2012.

Port Damage Claims

- Awaiting payment on:
 - CD 8 damage in the amount of \$32,264.
 - Tule Lake breasting structure damage of \$9,960.

MAINTENANCE

- Helped NSI on the sump pump with the crane truck.
- Completed gate 143 the repairs.
- Took the fire boat to dry dock for repairs.

- Interviewed for Sr. Maintenance Worker and made one selection. Waiting on HR.
- Working on two new vehicles to get them back on the road.
- Put mulch in the front of the planter at the Ortiz Center.
- Completed installation of two Yokohama fender at the east wharf at NSI dock.
- Delivered, set up chairs for Police Memorial Service at the Ortiz Center.

FOREIGN TRADE ZONE

- FTZ Manager attended the National Association of Foreign Trade Zones Conference on May 6 and 7 and a Grantee outreach meeting with the Foreign Trade Zones Board on May 8 in Atlanta.
- FTZ Manager participated on a panel at the ALACAT conference on May 16 in San Antonio.
- FTZ Manager continues to work with companies interested in the FTZ program.

ORTIZ CENTER

<i>2012</i>	<i>Guest Attendance</i>	<i>Number of Events</i>	<i>% of Monthly Budgeted Sales</i>	<i>Status</i>
January	4,547	35	142%	Actual
February	5,720	45	148%	Actual
March	9,695	39	112%	Actual
1st Quarter	19,962	119	135.8%	Actual
April	5,621	44	101%	Actual
May	8,009	59	123%	Actual
June	6,290	16	66%	Projected
2nd Quarter	19,920	119	97%	Projected

July	3,796	15	116%	Projected
August	1,503	9	91%	Projected
September	1,981	11	72%	Projected
3rd Quarter	7,280	35	89%	Projected
October	7,623	24	88%	Projected
November	5,994	21	62%	Projected
December	4,035	15	103%	Projected
4th Quarter	17,652	60	85%	Projected

2012	Guest Attendance Estimate	Number of Events	% of Yearly Budgeted Sales	Status
	64,814	333	98%	Projected

May Close: May has been our busiest month this year. With 59 events, it was full of school banquets and graduation parties, fundraisers and community events. We are happy to be building our relationship with local schools by working on a special menu package that is in their price range. We know this will result in more school events.

We continue to improve our relationships with the Chamber of Commerce and Hispanic Chamber of Commerce. The Hispanic Chamber hosted their first Fashion Night Out event here on May 17th while Aubrey Winston and Leann Hutchison are continuing their involvement with the Corpus Chamber’s Ambassador program.

Our sales team went out on calls to Ingleside and Beeville earlier this month. They solicited many of the oilfield companies stationed in those areas. Our goal is to increase our industrial events with these companies hosting trainings and seminars here at the Ortiz Center.

A few of the fundraisers include American Heart Association’s “Go Red for Women” luncheon here on May 18th. The event brings 420 women through our doors on an annual basis. The Girl Scouts of America also hosted their “Power of the Purse” fundraiser here on May 15th. Each event brings many community and city leaders to the Ortiz Center.

ENGINEERING SERVICES

As of May 31, 2012, the Port of Corpus Christi Authority Department of Engineering Services had completed 17 projects and has 73 projects in progress. These projects consist of 42 Capital, 22 Maintenance, and 26 Professional Service projects. During May, \$1,910,000 was invoiced for ongoing work. To date this year approximately \$5,583,000 has been invoiced for work performed. Below is a table detailing the 2012 budget amount and the “to date” cost, for the capital, maintenance and professional services.

Engineering Services May 2012 Report			
Project Type	No. of Projects	2012 “Revised” Budget Amount	Expended To Date
Capital	83	\$28,978,150	\$4,179,000
Maintenance	34	\$3,752,500	\$767,000
Professional Services	36	\$1,980,000	\$637,000
Total	158	\$34,710,650	\$5,583,000

The status of the following listed projects currently in progress is provided for your information:

CAPITAL PROJECTS

Security Grant Improvements

Grant Seven: This project is complete. Traffic will begin to travel through the new Northside gate facility the 2nd week of June. Full security measures will take place soon thereafter.

Grant Eight: The contractor has mobilized and installed the piers for the light tower foundations. Design continues on the fiber loop around the Port.

Grant Nine: Design work is underway on the north and south Sigmor gates, the Ave F motorized gate project and the new boat dock by the Maintenance facility.

Grant Ten: Funding has been released for three of the four projects.

Grant Eleven: The investment justifications have been submitted to the local AMSC for consideration.

Gangway Ramp and Hoist Foundations at Oil Docks 4, 7, and 11 (08-001A)

Initial project will be at Oil Dock 11. Project will include hoist foundation(s) and support for a new gangway. Staff has combined this project with project (11-028A), Avery Point Oil Dock Platform Extensions & Evacuation Catwalk. Contract has been awarded to Russell Marine and plans to mobilize on-site in June.

Fulton Corridor – Phase II (09-026A)

Ballenger construction has completing the limestone base on the northside lane and shoulder. Work is 95% complete on the drainage structures and driveways. Final base course paving will be completed in June followed by the surfacing hot-mix and stripping.

Fire Pressurization on Oil Docks (08-046A)

Notice to Proceed issued on January 20, 2012, and construction is underway.

Permian Site Yard & Rail Improvements (09-041A)

This project has been placed on hold due to budget adjustments; however efforts continue to have the pipeline owners relocate lines within the site boundaries.

Nueces River Rail Yard (09-037A)

The COE permit has been issued. CH2M Hill is working on various options for the unit train track location adjacent to the Viola yard. A 2012 Tiger Grant application for a \$10 million grant has been submitted to the FedDOT to construct this rail project.

La Quinta Multi-Purpose Dock & Infrastructure Projects (07-036A & 07-037A)

Preliminary engineering phase is complete. Project is on hold.

Oil Dock 9 Allision Repairs (10-029A)

CCC Group is lacking the installation of anodes to complete project.

Tule Lake Lift Bridge Foundation Removal (07-046C)

One very high bid was opened on October 28, 2010. This project is on hold.

New Oil Dock 9 Dock House (11-032A)

Project is complete and issuing final acceptance paperwork.

Bulk Dock 1- Fender Replacement (11-019A)

At March 13th commission meeting bids were rejected because they came in substantially over budget. Staff will explore other less costly design options and/or program more money in 2013 and re-bid project in 2013. In the meantime timber fender repairs will be made.

Bulk Terminal Expansion Master Plan (11-047A)

Work on the Bulk Terminal Master Plan is idle while the Bulk Terminal lease RFP documents are being developed.

Provide Dock Space for Gangway at Oil Dock 1 (11-013A)

Design work complete. Barge fender panel replacement originally included in the project, will be bid as a standalone project 12-015E (see project below). The remaining project components are being deferred until after customers improvements at the dock are complete.

Barge Fender Panel Replacement at Oil Dock 1 (12-015E)

Bids were opened on May 21, 2012. Refer to commission letter for additional information.

Truck Loading Station at Bulk Dock 2 (12-001A)

The TCEQ granted an air permit amendment at Bulk Dock 2 to allow the construction of a new conveyor and truck loading station. The design team has completed review of the 90% set of design drawings. This project should be ready to bid in early July. Staff has returned the review comments back to TEC, Inc. for incorporation with the plan set.

Purchase of Vehicles (12-009A)

Six of the seven vehicles have been delivered.

Viola Barge Dock Upgrades (11-054A)

Bids were opened on June 1, 2012. Refer to commission letter for additional information.

Barge Breasting Structures at Oil Dock 6 (12-044A)

To improve barge mooring for the Eslabon oil barges that will routinely be loading at Oil Dock 6, the Engineering Department is designing a project to install 2 additional barge breasting structures. This is an unbudgeted project that will be brought to the Commission after bids are opened for commission approval and prior to award of a contract.

MAINTENANCE PROJECTS

Upgrades to Administration and Annex Building Elevator Systems (11-030A)

Staff is proceeding with modernizing Administration building elevator and improving interior of Annex building elevator as the option selected. Currently finalizing contract documents and design drawings. This project will bid in July.

Oil Dock 6 Fender Upgrades & Breasting Structure Replacement (11-027B)

Russell Marine is currently furnishing staff with submittals for review.

Replace Stairs on Gantry Crane (11-035A)

The design is approximately is complete. This project is scheduled to bid on June 21, 2012.

ENVIRONMENTAL/PROFESSIONAL PROJECTS

Monitoring of Remediation of Harbor Island Exxon Terminal (09-002B)

In accordance with the Site Remediation Agreement between PCCA and Exxon, soils on site have been cleaned up to 1% Total Petroleum Hydrocarbons. The site has been restored and the remediation report for PCCA activities has been submitted to the Railroad Commission of Texas. No response has been received yet from RRC on their review of the report.

ExxonMobil previously completed its soil remediation activities at the site. ExxonMobil has installed five monitor wells at the site in September 2011. ExxonMobil's consultant has notified us that a report documenting the monitor well installation activities will be completed by the end of February or early March and that a summary report of all the soil remediation activities will be completed by May. If groundwater sampling indicates no issues in groundwater then site closure to industrial standards will also be requested by ExxonMobil. A deed recordation of the industrial cleanup for the property will need to be filed by PCCA at that time. To date, the reports have not been completed.

In order to have a residential closure for the property, PCCA has been advised by RRC that a cap of the site is required.

PCCA Environmental Management System (11-025A)

PCCA has an ISO 14001 certified Environmental Management System since July 2007. On June 13, 2011, the program was recertified and includes the Bulk Terminal, Maintenance Facility, Public Cargo Dock and associated laydown.

The 2011 Annual Report is being compiled for presentation to Senior Management. A combined Core Team Meeting and Steering Committee Meeting was held in March to select the 2012 significant aspects and set the 2012 objectives and targets.

Martin Middle School Science and Spanish Club has partnered with PCCA and ADM and adopted the portion of Joe Fulton Corridor that is heavily littered due to trucks lining up for the grain elevator. To date, 248 bags of trash have been picked up. Additionally, they adopted the Public Fishing Area by the high lines and removed 26 bags of trash at the last pick up event.

The external certification audit was conducted on June 5 and 6 by National Quality Assurance.

Harbor Bridge Height Study (10-019A)

The report has been completed and forwarded to TxDOT.

Underwater Inspections of Various Waterfront Facilities (10-020A)

Underwater inspections complete at Oil Docks 1, 6, & 12; Cargo Dock 1, Water Taxi Landing, and Viola Barge Dock. Oil Docks 8 & 10 inspections will be performed as dock closure schedules allow.

Assumption of Maintenance for Deepening the La Quinta Channel Extension (11-050B)

Feasibility study in progress under Section 204 (f) of WRDA 1986 for the Federal government to assume the operation and maintenance of the La Quinta Ship Channel Extension should the Port deepen the authorized La Quinta Ship Channel Extension from -39' to -45' at its own expense to match the depth of other portions of the La Quinta Channel. Studies, reviews and negotiation of a Memorandum of Agreement are projected to be complete in January/February 2013. Initial draft of the Feasibility Study was submitted to the Corps of Engineers – Galveston District in April 2012.

DREDGING

Corps of Engineers (COE) Dredging for FY 2012

COE is currently soliciting bids for a contract for maintenance dredging the Corpus Christi Ship Channel in select reaches from the Inner Basin to the Viola Turning Basin and Rincon Canal. Contract will include options for maintenance dredging various PCCA public dock facilities. Contract award is anticipated by June 2012.

Channel Improvement Project (98-012A, 04-027A, 09-048B/C)

In November 2007, Congress passed WRDA of 2007 authorizing the Port's Channel Improvement Project.

The project include in following improvements:

1. Widening the CCSC to 530' from Port Aransas to the Harbor Bridge.
2. Adding 200'-wide barge shelves on both sides of the ship channel across Corpus Christi Bay.
3. Extending La Quinta Channel by 7400' at a depth of -39' MLT.
4. Deepening all reaches of CCSC (excluding La Quinta) from -45' MLT to -52' MLT.
5. Constructing Ecosystem Restoration projects near Port Aransas and Ingleside on the Bay.

Project received congressional appropriation in FY2009 for the construction phase of the project, officially ending the Pre-Construction Engineering and Design phase. A Project Partnership Agreement (PPA) was executed in October 2009 for the La Quinta Channel Extension & Ecosystem Restoration. Construction of Contract No. 1 was completed in 2010 to construct DMPA 14. Fifty-eight million in federal funds were appropriated in May 2011 enabling the COE to solicit additional construction contracts. COE awarded two (2) contracts in September 2011; one to extend the La Quinta Ship Channel and the other to construct the Ecosystem Restoration project adjacent to Ingleside-on-the-Bay, Texas. The dredging associated with La Quinta Ship Channel Extension is about 15% complete and the Ecosystem Restoration project is approximately 90% complete.

Deepening and widening of the CCSC and the addition of barge shelves is still undergoing re-evaluation and the studies are projected to be complete in the summer of 2012. Draft re-evaluation confirmed these two project components are still in the Federal interest.

UPCOMING BID OPENINGS

Replace Stairs on Gantry Crane (<i>11-035A</i>)	June 21, 2012
Maintenance Painting at Bulk Terminal (<i>12-033A</i>)	June 29, 2012
Replace Belt on CB-7, 8, 9 and Shiploader at Bulk Dock 2 (<i>12-016A</i>)	June 29, 2012

HUMAN RESOURCES

- New Hire: Jesse Serrata, Maintenance Worker
- Employee Service Awards were also conducted. Eight (8) employees which totaled fifty-three years were presented with service awards.
- Staff attended the annual conference of the Texas County and District Retirement System. Some of the highlights of the conference included: National Public Pension Trends and What they mean for Texas; The Changing Face of the Texas Labor Market and Legislation: A Look Ahead.
- Staff participated in the Calallen Middle School Fourth Annual Career Day.
- There were additional meetings held with staff to discuss Human Relations, Recruitment, Staffing and Employee Development.

WELLNESS PROGRAM

The Wellness Committee held a combined meeting with the Safety Committee to discuss tobacco use. After some discussion it was recommended that we survey port industries and other ports. It was also discussed that there some differentials in contribution payments for the health and dental plan. Further discussions will be held at a date to be determined.

Afterwards the Well Committee held its regular meeting to discuss Challenges for the Summer months and upcoming education sessions and guest speakers. Representatives from Christus Spohn and Walker and Associates were also present. Christus Spohn Health Network and Spohn Community Health and Wellness program along with Direct Health Care in determining the Return on Investment for the Wellness Program. Representatives from Spohn and Direct Health Care provided introductory information our Wellness Program performance. An additional meeting to discuss final results will be held in the next few weeks.

CONTRACT PARTICIPATION

- Staff attended Small Business Development Center held its Annual Small Business Recognition Luncheon.
- As of the end of May 2012, (125) vendors are registered on the established web site (E-Bid System) for vendors. Of the total vendors registered, (56) are target group vendors. Target group vendors the Disadvantaged Business Enterprise (DBE), Historically Underutilized Business (HUB), Minority Business Enterprise (MBE), Woman Owned Business (WOB) and Small Business Enterprise (SBE)

May 31,2012

DEPARTMENTS	Exempt	Non-Exempt	Temporary	Total
Executive Director	3	0	0	3
Human Resources	2	3	0	5
Deputy Port Director of Eng & F/A	2	0	0	2
Engineering Services	11	2	0	13
Finance & Admin.	1	1	0	2
Accounting	2	7	0	9
Information Tech	7	0	0	7
Deputy Port Director of BD & Ops	1	1	0	2
Business Development	3	0	0	3
Communications	3	0	0	3
Operations	5	0	0	5
Maintenance	4	39	0	43
Harbormaster's Office	1	8	0	9
Bulk Handling Facility	3	15	0	18
Security/Police Dept.	4	41	0	45
Temporary Employees at NSI	0	0	8	8
TOTAL	52	117	8	177

E - EXEMPT

NE - NON-EXEMPT

H - HOURLY

T - TEMPORARIES



PORTCORPUSCHRISTI

Port of Corpus Christi Authority

Monthly Financial Summary

April 30, 2012

**Port of Corpus Christi Authority
Monthly Financial Summary
April 30, 2012**

STATEMENT OF NET ASSETS HIGHLIGHTS:

Unrestricted Cash:

Cash in Bank	\$	660,356
Investments		27,758,808
Total	\$	28,419,164

Accounts Receivable:

	\$	7,187,636
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Note Receivable:

	Balance	Principal Payment	Due
Diamond Shamrock	\$ 4,048,169	\$ 844,764	12/31/2012

Accounts Payable:

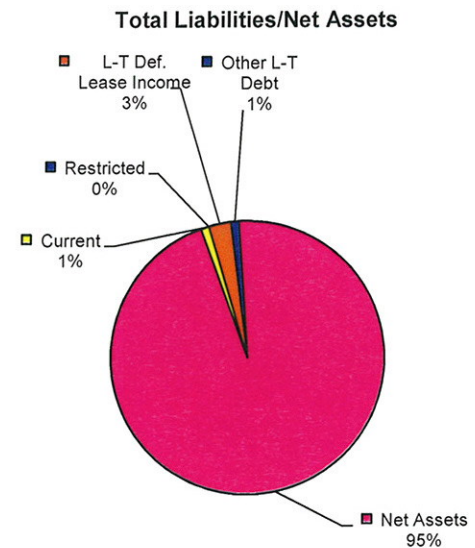
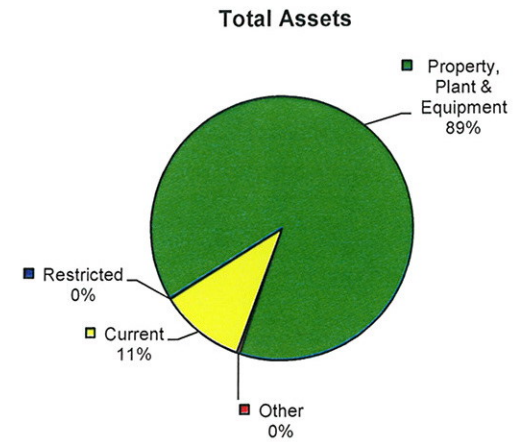
	\$	2,352,296
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Long-term Debt:

	Balance	Principal Payment	Due
General Revenue Bonds			
Series 2002-A	\$ -	\$ -	12/1/2012
Series 2002-B	-	-	12/1/2012
Total	\$ -		

Statement of Net Assets Summary:

Total Assets	\$	394,353,021
Total Liabilities		17,815,182
Net Assets	\$	376,537,839



**Port of Corpus Christi Authority
Monthly Financial Summary
April 30, 2012**

OPERATIONS:

Tonnage (Short Tons):

	Month	2012 Y-T-D	2011 Y-T-D
Bulk Grain	64,273	458,894	1,913,172
Break Bulk	17,271	134,928	52,396
Dry Bulk	430,523	1,944,267	2,473,998
Liquid Bulk	27,042	160,123	200,810
Chemicals	192,924	546,557	548,371
Petroleum Coke	66,689	397,138	349,650
Petroleum	5,184,900	19,932,117	22,230,601
Total	5,983,622	23,574,024	27,768,998

	Actual	Budget	Variance
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Operating Revenue:

Month	\$ 4,810,628	\$ 5,367,987	\$ (557,359)
Y-T-D	\$ 19,366,327	\$ 20,767,655	\$ (1,401,328)

Operating Expenses:

Month	\$ (3,254,445)	\$ (3,362,600)	\$ 108,155
Y-T-D	\$ (11,587,994)	\$ (13,165,831)	\$ 1,577,837

Operating Income (Loss) Before Depreciation:

Month	\$ 1,556,183	\$ 2,005,387	\$ (449,204)
Y-T-D	\$ 7,778,333	\$ 7,601,824	\$ 176,509

Depreciation:

Month	\$ (1,130,199)	\$ (1,053,639)	\$ (76,560)
Y-T-D	\$ (4,531,199)	\$ (4,214,563)	\$ (316,636)

Other Revenue (Expenses):

Month	\$ 28,373	\$ (25,344)	\$ 53,717
Y-T-D	\$ (104,962)	\$ (182,116)	\$ 77,154

Income (Loss) Before Capital Contributions:

Month	\$ 454,357	\$ 926,404	\$ (472,047)
Y-T-D	\$ 3,142,172	\$ 3,205,145	\$ (62,973)

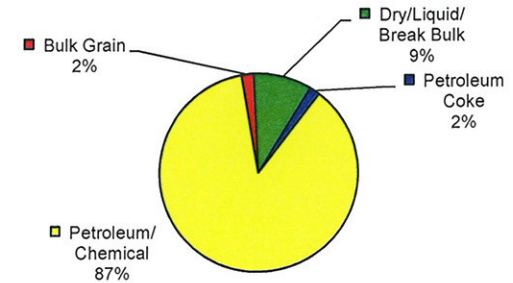
Capital Contributions

Month	\$ 645,766	\$ -	\$ 645,766
Y-T-D	\$ 1,489,441	\$ 1,916,437	\$ (426,996)

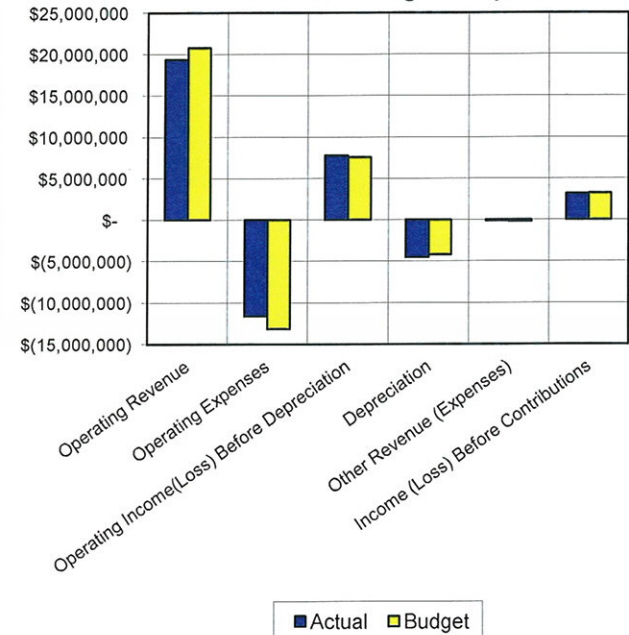
Change in Net Assets

Month	\$ 1,100,123	\$ 926,404	\$ 173,719
Y-T-D	\$ 4,631,613	\$ 5,121,582	\$ (489,969)

Y-T-D Tonnage



Y-T-D Actual/Budget Comparison



**Port of Corpus Christi Authority
Monthly Financial Summary
April 30, 2012**

DIVISION SUMMARY:

	Operating Revenues		Operating Expenses		Operating Income (Loss) Before Depreciation		Other Revenue (Expenses)	Income (Loss) Before Contributions		Budget	Variance					
Oil Docks-Public																
Month	\$	1,412,828	\$	(63,565)	\$	1,349,263	\$	(78,867)	\$	(29,622)	\$	1,240,774	\$	1,383,740	\$	(142,966)
Y-T-D	\$	6,086,815	\$	(227,442)	\$	5,859,373	\$	(315,555)	\$	(267,858)	\$	5,275,960	\$	5,153,822	\$	122,138
Oil Docks-Private																
Month	\$	932,314	\$	(4,073)	\$	928,241	\$	-	\$	-	\$	928,241	\$	987,515	\$	(59,274)
Y-T-D	\$	3,405,653	\$	(15,576)	\$	3,390,077	\$	-	\$	-	\$	3,390,077	\$	3,717,063	\$	(326,986)
Dry Cargo Docks																
Month	\$	521,572	\$	(78,767)	\$	442,805	\$	(169,863)	\$	-	\$	272,942	\$	297,002	\$	(24,060)
Y-T-D	\$	2,017,167	\$	(194,900)	\$	1,822,267	\$	(679,452)	\$	200	\$	1,143,015	\$	1,187,997	\$	(44,982)
Conference Center																
Month	\$	142,120	\$	(161,818)	\$	(19,698)	\$	(25,406)	\$	1,363	\$	(43,741)	\$	(43,285)	\$	(456)
Y-T-D	\$	635,515	\$	(675,337)	\$	(39,822)	\$	(101,878)	\$	3,027	\$	(138,673)	\$	(288,616)	\$	149,943
Bulk Terminal																
Month	\$	676,652	\$	(273,167)	\$	403,485	\$	(68,132)	\$	7,400	\$	342,753	\$	356,488	\$	(13,735)
Y-T-D	\$	2,761,294	\$	(1,007,947)	\$	1,753,347	\$	(272,162)	\$	7,600	\$	1,488,785	\$	1,425,761	\$	63,024
Property and Buildings (Includes NSI)																
Month	\$	389,503	\$	(510,847)	\$	(121,344)	\$	(516,560)	\$	-	\$	(637,904)	\$	(389,485)	\$	(248,419)
Y-T-D	\$	1,592,095	\$	(1,523,259)	\$	68,836	\$	(2,073,674)	\$	110,000	\$	(1,894,838)	\$	(1,557,946)	\$	(336,892)
Other Facilities																
Month	\$	255,800	\$	(260,803)	\$	(5,003)	\$	(29,287)	\$	-	\$	(34,290)	\$	(51,916)	\$	17,626
Y-T-D	\$	890,339	\$	(511,543)	\$	378,796	\$	(117,540)	\$	-	\$	261,256	\$	(180,223)	\$	441,479
Port Security																
Month	\$	478,444	\$	(506,283)	\$	(27,839)	\$	(185,422)	\$	5,802	\$	(207,459)	\$	(102,852)	\$	(104,607)
Y-T-D	\$	1,951,987	\$	(1,881,522)	\$	70,465	\$	(740,387)	\$	(122,923)	\$	(792,845)	\$	(411,847)	\$	(380,998)
General and Administrative																
Month	\$	1,395	\$	(1,395,122)	\$	(1,393,727)	\$	(56,662)	\$	43,430	\$	(1,406,959)	\$	(1,510,803)	\$	103,844
Y-T-D	\$	25,462	\$	(5,550,468)	\$	(5,525,006)	\$	(230,551)	\$	164,992	\$	(5,590,565)	\$	(5,840,866)	\$	250,301
Total																
Month	\$	4,810,628	\$	(3,254,445)	\$	1,556,183	\$	(1,130,199)	\$	28,373	\$	454,357	\$	926,404	\$	(472,047)
Y-T-D	\$	19,366,327	\$	(11,587,994)	\$	7,778,333	\$	(4,531,199)	\$	(104,962)	\$	3,142,172	\$	3,205,145	\$	(62,973)

Port of Corpus Christi Authority
Monthly Financial Summary
April 30, 2012

CAPITAL PROJECTS:

Project Description	Annual Budget	Y-T-D Actual	Balance Remaining
<i>Authority Oil Docks</i>			
Viola Barge Dock Upgrades	\$ 3,800,000	\$ 86,817	\$ 3,713,183
Fire System Pressurization at Avery Point Oil Docks	1,250,000	89,302	1,160,698
Hoist Foundation & Gangway Support at OD's 4, 7 & 11	770,000	1,084	768,916
New Fire Barge Dock	750,000	-	750,000
Fender Upgrades and Breasting/Mooring Structure Replacement at OD 6	600,000	2,700	597,300
Provide Dock Space for Gangway at OD 1	450,000	35,368	414,632
New Oil Dock 9 Dock House	50,000	19,258	30,742
		-	
	7,670,000	234,529	7,435,471
<i>Authority Cargo Docks</i>			
Structural Repairs and Fender Replacements at Cargo Dock 10	250,000	-	250,000
	250,000	-	250,000
<i>Bulk Terminal</i>			
Truck Loading Station at Bulk Dock 2	2,000,000	137,171	1,862,829
Replacement of Fendering on Bulk Dock 1	735,000	13,315	721,685
Replace Cable Drums and Lengthen the Gantry Crane Boom at Dock 1	700,000	524,625	175,375
Bulk Terminal Rail Replacement/Upgrade	500,000	-	500,000
Replace Belts on CB 7,8,9 and Shiploader	350,000	-	350,000
Replacement of Rail Dump Air Filtration System	300,000	-	300,000
Replace Programmable Logic Controller & Drives on Gantry Crane	250,000	-	250,000
Expansion of Bulk Terminal Master Plan	-	7,756	(7,756)
Locomotive Switch Engine Repower Under DERA	-	27	(27)
	4,835,000	682,894	4,152,106

Port of Corpus Christi Authority
Monthly Financial Summary
April 30, 2012

CAPITAL PROJECTS:

Project Description	Annual Budget	Y-T-D Actual	Balance Remaining
<i>Harbor Island</i>			
Harbor Island Drainage Improvements	\$ 50,000	\$ -	\$ 50,000
	50,000	-	50,000
<i>Canals and Basins</i>			
Pelican Island Erosion Protection Phase II-Coastal Impact Assistance	1,500,000	31,561	1,468,439
La Quinta Channel Extension and Ecosystem Restoration	825,000	1,623	823,377
La Quinta Channel Assumption of Maintenance	-	(5,003)	5,003
Replacement of Bulkhead at Viola Turning Basin	350,000	184,815	165,185
Security Enhancements - Grant #7	1,047,500	994,012	53,488
Security Enhancements - Grant #7 Supplemental	-	14,297	(14,297)
Security Enhancements - Grant #8	7,488,000	221,091	7,266,909
Security Enhancements - Grant #9	638,000	51,631	586,369
Security Enhancements - Grant #10	120,000	-	120,000
Security Enhancements - Grant #11	26,250	-	26,250
Channel Improvement-PED Phase	-	(279)	279
	11,994,750	1,493,748	10,501,002
<i>Property and Buildings</i>			
Development of Martin Midstream Property-Clearing & Remediation	900,000	-	900,000
Joe Fulton International Trade Corridor, Phase II	530,000	708,125	(178,125)
Joe Fulton International Trade Corridor Pipeline Removals	500,000	-	500,000
NSI A/C Chiller and Boiler Replacements	468,400	-	468,400
Upgrades to the Administration and Annex Building Elevator Systems	200,000	-	200,000
Administration/Annex Building Improvements	30,000	-	30,000
Permian Site Yard & Rail Improvements	-	43,868	(43,868)
Purchase of 3.31 acres (Cook's Island)	-	110,000	(110,000)
	2,628,400	861,993	1,766,407

Port of Corpus Christi Authority
Monthly Financial Summary
April 30, 2012

CAPITAL PROJECTS:

Project Description	Annual Budget	Y-T-D Actual	Balance Remaining
<i>La Quinta</i>			
Terminal Mitigation and Buffer Area Creation	\$ 100,000	\$ -	\$ 100,000
La Quinta Rail Extension	-	15,149	(15,149)
	100,000	15,149	84,851
<i>Railroads</i>			
Construction of Nueces River Rail Yard Phase I	500,000	-	500,000
Nueces River/Viola Basin Interchange Yard	-	116,014	(116,014)
	500,000	116,014	383,986
<i>Conference Center</i>			
Carpet Replacement at Ortiz Center	120,000	-	120,000
Miscellaneous Purchases	90,000	-	90,000
Audio/Video Equipment Upgrades	8,500	-	8,500
	218,500	-	218,500
<i>Finance and Administration</i>			
KleinPort System Software Upgrade	850,000	-	850,000
File Server Hardware/Software for Administration Building	34,500	-	34,500
Network Hardware/UPS for the Annex Building	47,000	9,500	37,500
Network Hardware for the Administration Building	56,000	-	56,000
<i>Human Resources</i>			
Network Printer	7,000	-	7,000
<i>Trade & Business Development</i>			
Hardware/Software	10,000	-	10,000
	1,004,500	9,500	995,000

Port of Corpus Christi Authority
Monthly Financial Summary
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CAPITAL PROJECTS:

Project Description	Annual Budget	Y-T-D Actual	Balance Remaining
<i>Port Operations</i>			
Purchase of equipment:			
Boom Lift for Bulk Terminal	200,000	-	200,000
Replacement of Batwing Mower for Maintenance Department	85,000	-	85,000
Replacement of Rough Terrain Backhoe for Bulk Terminal	75,000	-	75,000
Replacement of VHF Radios for Maintenance Department	75,000	-	75,000
Emergency Generators for Four Security Guard Shacks	45,000	-	45,000
Replacement of Tractor Mower for Maintenance Department	20,000	-	20,000
Thermal Imaging Camera for Bulk Terminal	-	8,881	(8,881)
Tractor Mower for Bulk Terminal	-	9,119	(9,119)
Maintenance Facility Diesel Tanks	-	32,120	(32,120)
Subtotal	500,000	50,120	449,880
Purchase of vehicles:			
1 Ton Crew Cab Pickups (3) for Maintenance Department	84,000	-	84,000
1/2 Ton Crew Cab Pickups (2) for Bulk Terminal	56,000	43,176	12,824
Four Wheel Drive 1/2 Ton Pickup for Security	28,000	29,032	(1,032)
Fifteen Passenger Van	37,000	-	37,000
High Occupancy SUV for Executive Director	35,000	-	35,000
1/2 Ton Pickup Truck (3) (Used) for NSI	-	21,000	(21,000)
3/4 Ton Pickup Truck (Used) for NSI	-	7,000	(7,000)
Subtotal	240,000	100,208	139,792
Port Security-Office Equipment	6,000	-	6,000
	746,000	150,328	595,672
Total 2012 Capital Budget Expenditures	\$ 29,997,150	\$ 3,564,155	\$ 26,432,995

Port of Corpus Christi Authority
Monthly Financial Summary
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TERMS & DEFINITIONS:

Current Assets	Unrestricted cash and investments, accounts receivables, grant receivables, accrued revenues, inventory, prepaid expenses
Restricted Assets	Restricted cash and investments for Section 125 benefits plan, law enforcement seizure accounts and LEOSE (Law Enforcement Officer Standards & Education) funds and NSI personal property inventory
Property, Plant & Equipment	Capitalized fixed assets and construction in progress, net of accumulated depreciation
Other	Long-term notes receivable and pension plan assets
Current Liabilities	Accounts payables, accrued expenses, deferred income, worker compensation claims liability, and estimated incurred but not reported claims on employee health benefits
Restricted Liabilities	Section 125 benefits plan deposits
L-T Deferred Lease Income	Deferred lease revenue - Gulf Compress La Quinta warehouses
Other Long-Term Debt	Accrued vacation and sick leave, other post-employment benefits, and capital leases payable
Net Assets	Total net assets; total assets less total liabilities

Divisions:

Oil Docks-Public	Oil docks owned by the Port
Oil Docks-Private	Oil docks owned by private industries
Dry Cargo Docks	Dry cargo docks owned both by the Port and private industries, refrigerated warehouse facility, transfer facility and storage yards
Conference Center	Ortiz Center
Bulk Terminal	Bulk docks 1 and 2, public storage pad and storage pads
Property & Buildings	Port property, leased elevator and grain bagging facility, compress, and Naval Station Ingleside
Other Facilities	Service docks owned both by the Port and private industries, bulk docks owned by private industries, railroads, canals and basins, fire fighting response vessel, foreign trade zone, and refinery terminal fire company
Port Security	Port security to include the marine division, Port security guards and Amtex
General & Administrative	Executive director, deputy port directors, business development, finance & administration, engineering services, government affairs, and operations

AGENDA ITEM NO. 9

NO ATTACHMENT

AGENDA ITEM NO. 10

NO ATTACHMENT

AGENDA ITEM NO. 11

NO ATTACHMENT

AGENDA ITEM NO. 12

NO ATTACHMENT

AGENDA ITEM NO. 13

NO ATTACHMENT

AGENDA ITEM NO. 14

NO ATTACHMENT

AGENDA ITEM NO. 15

NO ATTACHMENT

AGENDA ITEM NO. 16

NO ATTACHMENT