

**MINUTES OF A REGULAR MEETING OF THE BOARD OF NAVIGATION AND
CANAL COMMISSIONERS OF THE BROWNSVILLE NAVIGATION DISTRICT OF
CAMERON COUNTY, TEXAS HELD MARCH 22, 2017 AT 5:30 P.M.**

The Board of Navigation and Canal Commissioners of the Brownsville Navigation District of Cameron County, Texas, held a regular meeting on **Wednesday, March 22, 2017 at 5:30 p.m.** The following individuals were present and absent:

PRESENT: John Wood, Chairman
John Reed
Sergio Tito Lopez
Ralph Cowen
Carlos R. Masso

ABSENT: None

ALSO PRESENT: Eduardo A. Campirano, Port Director and CEO
Daniel Rentfro Jr., District Counsel
William J. Irwin, Associate District Counsel

STAFF MEMBERS: Donna Eymard
Steve Tyndal
Bea Rosenbaum
Ariel Chavez
Oscar Garcia
Steve Fitzgibbons
Jaime Martinez
Chief Carlos Garcia
Lieutenant Mario Esquivel
Michael Davis
Tony Rodriguez
Debby Duke
Margie Recio
Patty Gonzales

OTHERS PRESENT: Rev. Andreas Lewis
Peter Schmar
Kris Wood
Kevin Garcia
Jaime Escobedo
Joe Linck
KBSD

1. Meeting Called To Order

The Chairman called the meeting to order at 5:35 p.m. Reverend Lewis offered a prayer. The Chairman then led those present in the Pledge of Allegiance to the United States and Texas flags.

2. Public Audience

No person registered to address the Board.

3. Receive Director's Report

a. Receive Port Monthly Operations Summary Report

Mr. Fitzgibbons made a report to the Board. Discussion followed.

CONSENT AGENDA

4. Consideration and Action on the Following Consent Agenda Items:

- a. Approval of the Minutes of the Regular Board Meeting of March 8, 2017.
- b. Approval to authorize payments over \$25,000.00:
 1. HDR, the amount of \$49,529.16, for Brazos Island Harbor Deepening Project.
- c. Approval of the following leases:
 1. Brownsville Acquisition, Inc. (Lease Amendment)
 2. Centurion Brownsville Terminal, LLC (New lease)
 3. U.S. Army Corps of Engineers (USACE) U.S. Customs and Border Protection (CBP) (Right-of-Entry)

Mr. Campirano asked that Consent Agenda Items 4c1 and 4c2 be tabled until after executive session. Commissioner Masso moved to table Items 4c1 and 4c2, Commissioner Reed seconded, and the motion passed unanimously. Commissioner Cowen moved to approve all other consent agenda items, Commissioner Masso seconded, and the motion carried unanimously.

5. Consideration and Action to adopt a Resolution of the Board Setting the Procedure for the Signing of Checks and the Authorization of Electronic Transfers of Funds.

Mrs. Duke addressed the Board requesting the adoption of a Resolution of the Board Setting the Procedure for the Signing of Checks and the Authorization of Electronic Transfers of Funds. The District staff has been investigating the possibility of eliminating the need for transfer checks to be signed by Commissioners. To that end, a Resolution has been drafted to change the check signing requirement for these checks from two commissioners to two Directors, including the Supervisors in the Finance Department. Also included in the Resolution are the procedures for the authorization of ACH transactions, EFT transactions and wire transfers. The District's auditor, Carlos Barrera, recommended delaying the implementation of this new procedure until the new Financial software, Incode, goes live to avoid any loss of control over expenditures. This is scheduled to occur in May or June, 2017. This Resolution was discussed with the Policy Committee who gave it authorization to be presented to the Board for their consideration. Commissioner Reed made two suggestions regarding revisions to the proposed resolution: first, that the Port Director and Deputy Port Director be specifically listed as authorized signers, and second, that the Board receive monthly reports of wire transfers in addition to checks. Commissioner Masso moved to approve the Resolution as presented by the Staff with the revisions proposed by Commissioner Reed, and to authorize the delay in its implementation until the Incode Financial Software goes live, Commissioner Cowen seconded, and the motion passed unanimously.

6. Consideration and Action to approve Secretary's Certificate and Signature Cards for the District's Bank Accounts.

Mrs. Duke addressed the Board requesting approval of Secretary's Certificate and Signature Cards for the District's Bank Accounts. The Board was asked to consider a Resolution regarding the procedures for signing checks and authorizing electronic transfers of funds under the preceding item on this agenda. With its approval, new Secretary's Certificates and Signature Cards will be required to comply with the terms of that Resolution. They will be completed to be in effect once the Incode Financial System goes live. The documents will cover all of the District's accounts with the exception of BND30-Pension Funds, which are controlled by the Pension Trustees. Commissioner Reed moved to approve the Secretary's Certificate and Signature Cards for the District's bank accounts to conform to the terms in the newly adopted Resolution, Commissioner Masso seconded, and the motion passed unanimously.

7. Consideration and Action on extending the Agreement for Professional Services with the Randolph L. DeLay.

Mr. Campirano addressed the Board requesting authorization on extending the Agreement for Professional Services with the Randolph L. DeLay. The Brownsville Navigation District has engaged the services of Randolph L. DeLay to represent the Port's interests in federal and state matters involving both public and private agencies. The current agreement is set to expire March 31, 2017. Commissioner Cowen moved to approve the Extension of the Agreement with the Randolph L. DeLay for a period of two years, Commissioner Reed seconded, and the motion passed unanimously.

8. Consideration and Action to approve a renewal of the Maintenance Agreement of the Port Security Surveillance Camera System between the Brownsville Navigation "DBA" as Port of Brownsville and American Surveillance Company, Inc.

Chief Garcia addressed the Board requesting approval of a renewal of the Maintenance Agreement of the Port Security Surveillance Camera System between the Brownsville Navigation "DBA" Port of Brownsville and American Surveillance Company, Inc., for the total amount of \$110,000.00. The Port of Brownsville currently utilizes American Surveillance Company, Inc. to perform maintenance, software upgrades, repair or replace equipment currently under warranty on the Port Security Surveillance Camera System. Commissioner Masso moved to approve the renewal of the maintenance agreement for the period of March 14, 2017 to March 13, 2018, Commissioner Lopez seconded, and the motion passed unanimously.

9. Adjourn into Executive Session, as authorized by Subchapter D of Chapter 551 of the Government Code to discuss with attorneys pending or contemplated litigation and matters in which the duty of the attorneys under the Rules of Professional Conduct clearly conflict with Chapter 551; to conduct deliberations regarding real property (§551.072); to deliberate the deployment of security personnel or devices (§551.076); to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee (§551.074); and to conduct deliberations regarding economic development negotiations (§551.087).

The Chairman then announced that the time was 5:47 p.m. Commissioner Cowen moved to adjourn into executive session, Masso seconded, and the motion passed unanimously.

The Chairman then announced that the time was 7:28 p.m., and that the Board had reconvened in open session.

10. Possible action on matters or items discussed in Executive Session.

Chairman Wood left the Board Room.

Vice Chairman Reed recalled Consent Agenda Item 4c1.

Brownsville Acquisition, Inc. (Lease Amendment)

With Vice Chairman Reed presiding, Commissioner Masso moved to approve the Mutual Waiver of Lease Termination Right as presented to the Board, Commissioner Cowen seconded, and the motion passed by a vote of 4-0.

Chairman Wood returned to the Board Room and presided over the remainder of the meeting. Chairman Wood recalled Consent Agenda Item 4c2.

Centurion Brownsville Terminal, LLC (New Lease)

With Chairman Wood presiding, Commissioner Masso moved to table this Item, Commissioner Cowen seconded, and the motion passed unanimously.

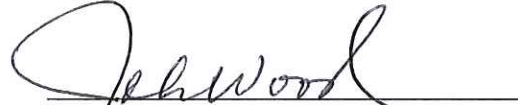
11. Adjournment.

Commissioner Masso moved to adjourn the meeting, Commissioner Reed seconded, and the meeting was adjourned by unanimous consent at 7:29 p.m.

ATTEST



Secretary



John Wood
Chairman of the Board