

**MINUTES OF A REGULAR MEETING OF THE BOARD OF NAVIGATION AND  
CANAL COMMISSIONERS OF THE BROWNSVILLE NAVIGATION DISTRICT OF  
CAMERON COUNTY, TEXAS HELD JUNE 18, 2025 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 of the board on **Wednesday, June 18, 2025 at 5:30 p.m.**

The following individuals were present and absent:

**PRESENT:** Esteban Guerra  
John Reed  
Ernesto Gutierrez  
John Wood

**ABSENT:** Sergio Tito Lopez

**ALSO PRESENT:** William Dietrich, Port Director and CEO  
William Irwin, District Counsel

**STAFF MEMBERS:** Margie Recio  
Janie Velasquez  
Zeus Yanez  
Yessenia Gonzalez  
Estela Rangel  
Manuel Martinez  
Julio Romo  
Juan Resendez  
Guillermo Rico  
Michael Davis  
Santos Barbosa  
Ana Pascual  
Ervey Gonzalez

**OTHERS PRESENT:** Rev. Andreas Lewis  
Sheriff Gonnella  
Micah Hirschfield  
Jorge de la Colina  
Capt. Chris Urbanovsky  
Andrea Meneses  
Rick Stephano  
Eli Jasso  
Jorge Sanchez  
Jose Garcia

## **REGULAR MEETING**

### **1. Meeting Called To Order**

The Chairman called the meeting to order at 5:42 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**

There was none.

### **3. Port Monthly Operations Summary Report**

Mr. Yanez presented the reports to the Board.

## **CONSENT AGENDA**

### **4. Consideration and ACTION on the Following Consent Agenda Items:**

- a. Approval of the Minutes of the Regular Board Meeting of June 04, 2025.
- b. Approval to authorize Payments over \$25,000.00.
  1. Carr, Riggs & Ingram, the amount of \$51,192.00, FY 2024 Pension Plan Audit and District's Financial Audit for year ending December 31, 2024.

Commissioner Reed moved to approve the Consent Agenda Items, Commissioner Wood seconded, and the motion passed unanimously.

## **ACTION ITEMS**

### **5. Discussion and Possible Action on Amending Leasing Policy.**

Mrs. Velasquez addressed the Board that the proposed amendments to the District's Leasing Policy include administrative changes and the addition of new provisions to better align the policy with current internal procedure and practices. Key revisions include:

- Assignments of Leases & Lease Amendments: Lease rental rates will be adjusted to reflect the current rate for the applicable land classification as outlined in the Table of Lease Rental Rates.
- Grazing Leases & Fish Camps: The number of allowable Fish Camps will be reduced from 17 to 5.
- Sublease of Lease: The fee for subleasing a lease will increase from \$500 to \$1,000 for the first year, and from \$250 to \$500 for each subsequent year.
- Security Deposit: The district reserves the right to request an enhanced security deposit if deemed necessary.
- Change in Ownership Control: A transfer of more than 50% of the controlling interest in a leaseholder entity will be considered as a lease assignment requiring District's consent at its sole discretion.

The policy committee and legal counsel have reviewed the proposed amendments. Chairman Guerra inquired on how many grazing leases District has. Commissioner Reed moved to adopt the

Amended Leasing Policy as presented, with an effective date of June 19, 2025, Commissioner Wood seconded, and the motion passed unanimously.

**6. Discussion and Possible Action on proposed Amendments to the Port of Brownsville's Police and Security Department Procedures Manual.**

Mr. Romo addressed the Board that the proposed amendments to the Port of Brownsville's Police and Security Procedures Manual include administrative changes to reflect current practices and the implementation of required policy regulations according to the Texas Commission on Law Enforcement ("TCOLE"). TCOLE is suggesting that these policies be implemented by July 1, 2025. This item has been reviewed by the Policy Committee and Legal Counsel. Commissioner Gutierrez moved to authorize the adoption of the amended Port of Brownsville's Police and Security Procedures Manual as presented with an effective date of June 19, 2025, Commissioner Wood seconded, and the motion passed unanimously.

**7. Consideration and Possible Action to adopt the District's Capital Improvement Plan.**

Mr. Yanez addressed the Board that the Capital Improvement Plan ("CIP") is a comprehensive five-year plan of equipment and projects necessary to maintain and improve the physical properties of the Port. The CIP is intended to illustrate the magnitude of equipment, facility and infrastructure needs throughout the entire Port. The CIP is coordinated and prepared by the Finance department in collaboration with the Capital Infrastructure Committee and stakeholders from each department. The proposed projects are analyzed and prioritized based on Port Priorities. The costs identified in the first year (FY 2025 Budget column) of the CIP represent the FY 2025 Capital Budget. With the exception of grant funded projects, the projects and costs identified in fiscal years 2026 through 2029 of the CIP have been identified as priorities to receive funding in the future; however, these funds are not allocated at this time and are contingent upon future funding approval. Cash flow requirements for proposed capital projects will be funded from current unrestricted cash and reserves, Federal/State grants, and public-private partnerships. Discussion followed regarding plans to purchase equipment and procedures and considerations for staff. The Board thanked staff for their efforts and diligence in developing the plan. Commissioner Gutierrez moved to adopt the Capital Improvement Plan as presented, Commissioner Wood seconded, and the motion passed unanimously.

**8. Consideration and ACTION on Leases, Assignments, Negotiations, Easements, Subleases, and Contracts in general.**

Mr. Dietrich addressed the Board regarding the following Items:

**1. Texas LNG Brownsville LLC (Third Lease Amendment)**

Texas LNG Brownsville LLC (Contract #4499) entered into a lease agreement on December 16, 2020. The lease has since been amended twice: first on December 7, 2022, by extending the Effective Date by one year and four additional Pre-Effective Date quarterly payments; and again on November 1, 2023, by extending the Effective Date by eighteen months and six additional quarterly payments. To date, the lessee has made eighteen Pre-Effective Date quarterly payments of \$250,000 each. A Third Lease Amendment is now proposed to extend the Effective Date by one year from July 1, 2025 to July 1, 2026, and to add four additional Pre-Effective Date Quarterly payments. Commissioner Reed moved to approve the Third Lease Amendment for Texas LNG



Brownsville LLC as presented, Commissioner Wood seconded, and the motion passed unanimously.

**2. Hernandez Seafood (Authority to Negotiate)**

Hernandez Seafood is interested in leasing approximately 0.496 acres located at 2380 Everglades Road. The company seeks Authority to Negotiate a new lease for an initial term of 1 year, with 4 mutual renewal options of 1 year each. The purpose of the lease will be for buying and selling seafood. Commissioner Reed moved to authorize negotiations for a new lease with Hernandez Seafood, Commissioner Gutierrez seconded, and the motion passed unanimously.

**3. Bluewing One, LLC (License Agreement)**

Bluewing One, LLC (Contract #3840) seeks the Board's approval of a License Agreement to install product pipelines extending from its leased site to Oil Dock #6. The proposed installation includes six 8-inch, two 2-inch and one 6-inch steel pipelines. The proposed License Agreement is to take effect on June 18, 2025 and will remain in force for the duration of the existing lease. The current lease term expires on October 23, 2026, with two additional five-year renewal options available under the same terms and conditions as outlined in the lease. Commissioner Reed moved to approve the Licensing Agreement with Bluewing One, LLC, Commissioner Gutierrez seconded, and the motion passed unanimously.

**BIDS/AGREEMENTS/PURCHASES**

**9. Consideration and ACTION to Authorize Port Staff to issue payment to the U.S. Army Corps of Engineers of administrative fees of \$66,035.00 to process the disposal of Tracts 3, 10, 122E and A-100E and authorize Chairman of the Board, Esteban Guerra, to execute the corresponding Memorandum of Agreement.**

Mr. Martinez addressed the Board that BND Staff has been working with the Real Estate (RE) department of the Galveston Division (SWG) of the United States Corps of Engineers (USACE) to process the disposal of Tracts 3, 10, 122E and A-100E with Real Estate Intake Number (REIN) 25-010. USACE has estimated a cost of \$66,035.00, which includes work products like the review of environmental, cultural and historical assessments, and the preparation of the disposal reports. The Corps of Engineers developed and submitted, for execution, a Memorandum of Agreement (MOA) that outlines the roles and responsibilities of both parties. Commissioner Reed moved to authorize payment of \$66,035.00 to the U.S. Corps of Engineers to process the disposal of Tracts and authorize Chairman of the Board Esteban Guerra to execute the Memorandum of Agreement for this action, Commissioner Gutierrez seconded, and the motion passed unanimously.

**10. Consideration and ACTION on the Agreement for Professional Services by Halff Engineering, Inc. to authorize the Port Director & CEO to execute Task Order No. 2.**

Commissioner Reed noted he would be abstaining from this Item.

Mr. Martinez addressed the Board that Halff Engineering Inc, has submitted Task Order No. 2 in the not to exceed amount of \$100,000.00 to provide hourly, on-call professional engineering services provided on an as-needed basis. Professional Engineering services and surveying services include, but are not limited to, planning, permitting and conceptual design, funding assistance, preliminary design, design, bidding and construction phases. Services may include third-party services like the client's advisor, general correspondence, preparation for and attendance in

meetings, review and comment of deliverables and correspondence and preparation and submittal of review documents. Commissioner Wood moved to accept the Task Order No. 2 as proposed by Halff Engineering Inc. for engineering services in the not to exceed amount of \$100,000.00 and authorize Port Director & CEO to execute Agreement for Professional Engineering Services on a Task Order Basis, Commissioner Gutierrez seconded, and the motion passed by a vote of 3-0, with Commissioner Reed abstaining.

**11. Consideration and ACTION to authorize Port Staff to Modify Purchase Order Conditions to allow payment advance for BND Cargo Dock No. 3 Phase II: Pile Procurement project.**

BND Staff is requesting authorization from BND Commissioners to modify Purchase Order conditions to allow payment advance for the BND Cargo Dock No. 3 Phase II: Pile Procurement project. Russell Marine L.L.C. has submitted to this Engineering Department and to HDR, engineers of record, the Pre-Shipment Final Inspection Report certifying the fabrication and coating completion of the piles for the construction of Cargo Dock No. 3. Russell Marine L.L.C. has also submitted an invoice and request for advance payment in the amount of \$4,093,809.64 prior to final delivery of the project. HDR has reviewed the certifications and has marked no exceptions taken. Discussion followed regarding the location of the piles and the amendment of the purchase order. Commissioner Gutierrez moved to authorize staff to modify the purchase order conditions and process advance payment for the BND Cargo Dock No. 3 Phase II: Pile Procurement project in the amount of \$4,093,809.64, Commissioner Wood seconded, and the motion passed unanimously.

**EXECUTIVE SESSION**

**12. 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 deliberate the purchase, exchange, lease, or value of 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).**

1. Discussion with attorneys regarding Master Franchise Agreement with Brownsville & Rio Grande International Railway, LLC; and
2. Discussion with attorneys regarding possible purchase, lease, and value of real property interests relating to Project Rio Grande.

Commissioner Gutierrez moved to adjourn into executive session, Commissioner Wood seconded, and the motion passed unanimously. The Board adjourned into executive session at 6:45 p.m.

The Board reconvened in open session at 7:46 p.m.

**13. Possible ACTION on matters or items discussed in Executive Session.**

1. Authorization for Port Director and CEO to execute letter of intent for the possible purchase or lease of real property interests relating to Project Rio Grande.

Commissioner Reed moved to authorize the Port Director and CEO to execute the letter of intent for possible purchase or lease of real property interests relating to Project Rio Grande, Commissioner Gutierrez seconded, and the motion passed unanimously.

**14. Adjournment.**

Commissioner Wood moved to adjourn the meeting, Commissioner Gutierrez seconded, and the meeting was adjourned by unanimous consent at 7:49 p.m.



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Esteban Guerra  
Chairman of the Board

**ATTEST**



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John Reed, Secretary