MINUTES OF A REGULAR MEETING OF THE BOARD OF NAVIGATION AND CANAL COMMISSIONERS OF THE BROWNSVILLE NAVIGATION DISTRICT OF CAMERON COUNTY, TEXAS HELD NOVEMBER 05, 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, November 05, 2025 at 5:30 p.m.**

The following individuals were present and absent:

PRESENT:	Esteban Guerra Sergio Tito Lopez John Reed John Wood Ernesto Gutierrez
ABSENT:	None
ALSO PRESENT:	William Dietrich, Port Director and CEO William Irwin, District Counsel
STAFF MEMBERS:	Arturo Gomez Michael Davis Margie Recio Janie Velasquez Yessenia Gonzalez Estela Rangel Manuel Martinez Santos Barbosa Zeus Yanez Jorge Montero Julio Romo Ana Pascual Juan Resendez Julio Romo Tony Rodriguez Ervey Gonzalez Carlos Garza Guillermo Rico Justin Torres Ana Pascual
OTHERS PRESENT:	Rev. Andreas Lewis Ricardo Gonzalez Shariff Gonnella Bob Berry

Jorge de la Colina
Ruben Lopez
Donald Brinkman
Ron Whitlock
Jorge Sanchez
Courtney Bates
Kendall Spurlin

REGULAR MEETING

1. Meeting Called To Order

At 5:32 p.m. Chairman Guerra called to order the regular meeting. 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

Ricardo Gonzalez addressed the Board regarding development of a small business program at the District.

3. Director's Report

The Board received the reports.

CONSENT AGENDA ITEMS

4. Consideration and ACTION on the Following Consent Agenda Item:

a. Approval of the Minutes of the Regular Board Meeting of October 15, 2025.

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

ACTION ITEMS

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

Mrs. Velasquez addressed the Board regarding the following Items:

Commissioner Reed noted he would be abstaining from Item 5(1).

1. CHCL Enterprise, LLC **(Consent to Leasehold Deed of Trust)**

CHCL Enterprises LLC (BND Contract #4704) is requesting approval of a Consent to Leasehold Deed of Trust. As part of its ongoing development of their business park at the port, CHCL is entering into a loan agreement with First Community Bank to finance the construction of additional warehouses on the leased premises. As a condition of the financing, First Community Bank has requested confirmation that the lease remains in full force and effect and that CHCL is not in default. To satisfy this requirement, the District is being asked to execute the Consent to

Leasehold Deed of Trust. The proposed Consent to Leasehold Deed of Trust follows the format used in other recent transactions and includes similar provisions designed to protect the District in its capacity as landlord. Notably, it includes a provision granting the District certain approval rights if the lessee seeks to assign the lease or transfer any interest in the property. BND Legal Counsel has reviewed and approved the agreement, which is ready for board consideration. Commissioner Wood moved to approve the Consent to Leasehold Deed of Trust for CHCL Enterprises LLC as presented, Commissioner Lopez seconded, and the motion passed by a vote of 4-0 with Commissioner Reed abstaining.

2. Bluewing Royal, LLC / Bluewing One, LLC **(Lessor Agreements, Estoppel Certificate, and Consent to Leasehold Deed of Trust)**

On December 4, 2024, the Board approved Lessor Agreements for Bluewing Royal, LLC and Bluewing One, LLC (BND Contracts 3218, 3840, 4140, 4153, 4502, and 4732) to subordinate in favor of Cadence Bank in connection with financing for their operations at six leased premises at the Port. A new credit agreement has since been established, and new leasehold deeds of trust, lessor agreements, and estoppel certificates are required as post-closing deliverables. None of these documents relieve the tenant of its primary responsibility for the obligations under the lease, nor do these documents amend the primary lease. BND Legal Counsel has reviewed and approved the agreements, which are ready for board consideration. Commissioner Reed moved to approve the lessor agreements in favor of Candence Bank under BND Contracts 3218, 3840, 4140, 4153, 4502, and 4732 for Bluewing Royal, LLC / Bluewing One, LLC, Commissioner Lopez seconded, and the motion passed unanimously.

3. Christopher Lee Hernandez d/b/a Hernandez Seafood **(New Lease)**

Christopher Lee Hernandez d/b/a Hernandez Seafood seeks a new lease for 0.496 acres located at 2380 Everglades Road. The intended use of the site is for buying and selling seafood. The initial term would be for one year and the lessee and District may agree to extend the term of the agreement by four terms of one year each. A Special Conditions provision will be added to the lease agreement stating that if lessee submits a written request to renew the term of the lease agreement and is not in default under any part of the agreement, the request will be presented to the District's Board of Commissioners for approval. The Board may approve or reject the renewal request at its discretion. If the request is denied, the lease will expire on the current expiration date. Commissioner Lopez moved to approve the new lease for Christopher Lee Hernandez d/b/a Hernandez Seafood, Commissioner Gutierrez seconded, and the motion passed unanimously.

4. International Shipbreaking Limited, LLC **(Subordination Agreement)**

International Shipbreaking Limited, LLC (BND Contract #3969) is obtaining equipment financing from De Lage Landen Financial Services, Inc. to support its operations at the Port of Brownsville. The Subordination Agreement is required to allow the lessee to close on the loan and receive the loan proceeds. BND Legal Counsel has reviewed and approved the agreement, which is ready for board consideration. Commissioner Wood moved to approve the subordination agreement for International Shipbreaking Limited, LLC, Commissioner Lopez seconded, and the motion passed unanimously.

BIDS/AGREEMENTS/PURCHASES

6. **Consideration and ACTION to authorize the Port Director & CEO to enter into an Agreement for Professional Services provided by AECOM Technical Services, Inc. and to execute Task Order No. 1.**

Mr. Martinez addressed the board that, based on previous flood events, Port of Brownsville (POB) seeks to enhance its storm drainage capacity to mitigate infrastructure damage and safeguard logistics operations. This project aims to assess existing drainage systems within various project limits, identify vulnerabilities, and propose strategic solutions to improve resilience against future flooding. AECOM Technical Services, Inc., has previously completed a similar project under a now expired master service agreement. AECOM would like to renew their Agreement for Professional Engineering Services with POB and commence work for submitted Task Order No. 1 in the (not to exceed) amount of $233,512.95. Professional engineering services include, but are not limited to, project management and coordination, data collection and review, hydrologic and hydraulic modeling and analysis, reports, and recommendations. Discussion followed regarding the drainage study and where the study would be focused. Commissioner Reed asked if any local engineers had been considered for this work. After discussion, Chairman Guerra asked that staff look into the availability of local firms to perform the study. Commissioner Reed moved to table the item, Commissioner Lopez seconded, and the motion passed unanimously.

EXECUTIVE SESSION

7. **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).**

There was none.

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

There was none.

9. **Adjournment.**

Commissioner Wood moved to adjourn the meeting, Commissioner Lopez seconded, and the meeting was adjourned by unanimous consent at 5:48 p.m.

Esteban Guerra
Chairman of the Board

ATTEST

John Reed, Secretary