

**MINUTES OF A PILOT MEETING AND REGULAR MEETING OF THE BOARD OF
NAVIGATION AND CANAL COMMISSIONERS OF THE BROWNSVILLE
NAVIGATION DISTRICT OF CAMERON COUNTY, TEXAS HELD JANUARY 7, 2026
AT 5:30 P.M.**

The Board of Navigation and Canal Commissioners of the Brownsville Navigation District of Cameron County, Texas, held a pilot meeting and a regular meeting of the board on **Wednesday, January 7, 2026 at 5:30 p.m.**

The following individuals were present and absent:

PRESENT: Esteban Guerra, Chairman
Sergio Tito Lopez, Vice Chairman
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
Janie Velasquez
Yessenia Gonzalez
Estela Rangel
Manuel Martinez
Zeus Yanez
Tony Rodriguez
Ervey Gonzalez
Guillermo Rico
Carlos Garza
Margie Recio
Edgar Garcia
Justin Torres
Ana Pascual
Estephany Bravo
Brittney Campos

OTHERS PRESENT: Rev. Andreas Lewis
Jorge de la Colina
Shariff Gonnella
Luis Rodriguez
Chris Urbanovsky
Jonathan Willet

Nelly Garcia
Yliana Guzman
Tony Wise
Jorge Sanchez
Justin Knight
Cesar Caballero
Russell Gibson
Ricardo Pedraza
Mike Nigro
Chad Janosky
Keith Donohue

PILOT MEETING

At 5:36 p.m. Chairman Guerra called the pilot board meeting to order.

1. Consideration and ACTION to have Pilot Captain Jonathan P. Willet considered for re-commission for Office of Branch Pilot of the State of Texas.

Captain Willet addressed the Board and thanked the Port for the opportunity to serve. Commissioner Gutierrez moved to re-commission Jonathan P. Willet as branch pilot, Commissioner Lopez seconded, and the motion passed unanimously.

There being no further business before the Pilot Board, the Chairman closed the meeting and proceeded into the regular meeting agenda at 5:39 p.m.

REGULAR MEETING

1. Meeting Called To Order

At 5:39 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

There was none.

3. Directors' Reports

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 Special Board Meeting of December 11, 2025.
- b. Approval of the Minutes of the Regular Board Meeting of December 17, 2025.
- c. Approval to authorize payments over \$25,000.00
 1. HDR Engineering, Inc., the amount of \$74,266.00, for engineering services for the Cargo Dock 15 and 16 Deepening Evaluation project.

Commissioner Lopez moved to approve the Consent Agenda Items, Commissioner Gutierrez seconded, and the motion passed unanimously.

ACTION ITEMS

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

Mr. Dietrich addressed the Board regarding the following Items:

1. Synergia Energy Park LLC (Authority to Negotiate)

Synergia Energy Park, LLC is seeking a lease on approximately 350-acres located on Highway 48. The requested term of the lease is for an initial period of five years with five additional five-year renewal options. The renewal options will be contingent upon demonstrated substantial compliance with their timeline for due diligence, permitting, and construction development. The purpose shall be for the construction of electrical power generation with micro-grid. The Synergia team has indicated that they will develop and manage power infrastructure, including local grid connectivity and substation step downs, followed by typical and conventional natural gas fired power production (redundant modules). As part of this initiation, District would be granted right of first refusal on power produced in the energy park. Additionally, Small Modular Reactor (SMR) technology will be guided by University of Texas nuclear engineering department (or equivalent institution approved by the District) for future consideration and deployment for licensed and regulated commercial use (non-prototypes). Synergia has indicated that the CAPEX investment for the first three phases of the project will be approximately \$558,500,000 with the creation of up to 650 direct and indirect jobs. Commissioner Wood moved to authorize negotiations of a lease with Synergia Energy Park, LLC, Commissioner Gutierrez seconded, and the motion passed unanimously.

2. 2685 North Indiana, a series of Electrical Forever, LLC (Consent to Sublease and Lease

Amendment)

2685 North Indiana, a series of Electrical Forever, LLC, a current lessee, is seeking the Board's Consent to Sublease their warehouse on the leased premises to ROX Edna E. Salinas d/b/a ROX Sharptech. In addition, the lessee seeks the Board's approval to expand the stated purpose of the lease from injection molding to also include sharpening of grinding tools by sublessee. Commissioner Lopez moved to approve the Lease Amendment and Consent to Sublease for 2685 North Indiana, a Series of Electrical Forever, LLC, Commissioner Gutierrez seconded, and the motion passed unanimously.

3. Ten08 Energy, LLC (Termination of Option to Lease)

Ten08 Energy, LLC entered into Option to Lease Agreement No. 4713 for a 300-acre site. The Option to Lease commenced on April 17, 2024, with an initial term of one-year and included a one-year renewal option. Ten08 exercised its renewal option from April 17, 2025 through April 16, 2026. However, Ten08 has since decided not to proceed with the planned development of a low carbon ammonia facility and is seeking the district's approval to terminate the Option to Lease effectively on December 17, 2025. Ten08 has made two option fee payments, totaling \$508,708.00, which cover the period beginning April 17, 2024 and ending April 16, 2026. District agrees to return the sum of \$84,320.09, representing the prorated option fee for the period beginning December 17, 2025 and ending April 16, 2026. Commissioner Reed moved to approve the Release/Termination of Option to Lease with Ten08 Energy, LLC, Commissioner Lopez seconded, and the motion passed unanimously.

6. Consideration and ACTION on the adoption of "Order and Appointment of Agent for Election Duties for the Secretary of the Board of Commissioners' duties related to the May 2, 2026 General Election." (*Examinar y tomar medidas acerca de una decisión sobre la adopción de "Orden y Nombramiento de un Agente por Funciones Electorales del Secretario del Consejo de Comisionados en relación con Elección General el 2 de mayo 2026."*)

Mrs. Recio addressed the Board that Under the State's election laws, the Secretary of the Board has the duty to hold regular daily office hours during the times that candidates may need to file election documents, specifically 50 days prior and 40 days following the election date. To administer this responsibility, as well as additional administrative duties that are assigned to the Secretary, Election Code Section 31.123 permits the Board to appoint someone to act as an agent for the Secretary in the performance of these election duties. The Director of Administrative Services has normally been appointed the agent. Commissioner Wood moved to authorize the adoption of this Order and Appointment of Agent for Election Duties to the Director of Administrative Services, Margie Recio, Commissioner Lopez seconded, and the motion passed unanimously.

BIDS/AGREEMENTS/PURCHASES

7. Consideration and ACTION on a Contract for a Joint Election and Election Services with the Cameron County Election Administrator for the May 2, 2026 General Election. (*Consideración y acción para un contrato conjunto y servicios para la elección con el administrador de elecciones de Condado de Cameron para el día 2 de mayo de*

2026 elecciones generales.

Mrs. Recio addressed the Board that the Contract for Election Services for the District's May 2, 2026 election has been provided by Remi Garza, Cameron County Elections Administrator. While the primary body of the agreement has been drafted and is ready for consideration, Attachments A, B, and C are still undergoing finalization. Attachments A, B, and C are integral to providing specific details related to the election process, and the Cameron County Elections Office are working diligently to ensure their completion. District anticipates having the following items finalized within the next month: Election Day Polling Places; Election judges to be used in the election and other poll workers, this listing is subject to change as Early Voting approaches; Schedule of dates and times for Early Voting; and Estimate of Report of Contracted Expenses for the County Elections Service Contract. The estimate of contracted expenses details that the District's pro-rata share for this election is projected to be \$151,212.19, assuming that TSC does hold an election. This is an estimated cost, based on estimates of voter activity derived from previous elections. Circumstances may cause the actual costs to increase. To secure the services of Cameron County Elections Office and initiate the necessary preparations, a deposit of 60% of the total estimate cost is required. The contract has been reviewed by Staff and the District's Legal Counsel. Commissioner Wood moved to approve the Contract for Election Services with the Cameron County Elections Administrator in the estimated amount of \$151,212.19 and approve payment of invoices once received, Commissioner Lopez seconded, and the motion passed unanimously.

8. Consideration of and ACTION on Change Order No. 1 to the BND Cargo Dock 3 project, to adjust the contract price by \$176,348.34 to remove an unforeseen existing sheet pile wall.

Mr. Martinez addressed the Board that, during the demolition of Cargo Dock 3, Russell Marine L.L.C., working under contract 4789, encountered an unexpected steel sheet pile wall embedded underground and not shown in the demolition plan. The wall's height interferes with the construction of the new landside dock platform and needs to be removed. The original Cargo Dock 3 construction plans do not show any wall being built. Change Order No. 1 accounts for the cost of labor and equipment required to remove approximately 440-L.F. of sheet pile wall, 16-ft high, found under the existing Cargo Dock 3. Change Order No. 1 will increase the total contract amount to \$30,907,537.34. Discussion followed regarding pre-contract reviews performed by HDR, Inc. Commissioner Reed asked whether HDR had performed any inspection other than relying on drawings for the dock, which were very old. Mr. Martinez said no inspection was performed. Discussion followed regarding negotiations for the change order with Russell Marine, L.L.C. and implications for the project if the change order were not approved. Commissioner Reed asked staff to talk with HDR, Inc. about paying for the change order amount. Commissioner Lopez moved to approve Change Order No. 1 to the Cargo Dock 3 contract with Russell Marine L.L.C., increasing the current \$30,731,189.00 contract amount by \$176,348.34, for the new contract amount of \$30,907,537.34, Commissioner Wood seconded, and the motion passed 4-1. Commissioner Reed voted "Nay".

EXECUTIVE SESSION

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 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.

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

There was none.

11. Adjournment.

Commissioner Lopez moved to adjourn the meeting, Commissioner Reed seconded, and the meeting was adjourned by unanimous consent at 6:01 p.m.



Esteban Guerra
Chairman of the Board

ATTEST



John Reed, Secretary