

OFFICIAL PROCEEDINGS
ST. BERNARD PORT, HARBOR AND TERMINAL DISTRICT
REGULAR MONTHLY MEETING – NOVEMBER 8, 2022

The Board of Commissioners of the St. Bernard Port, Harbor and Terminal District met in regular session on Tuesday, November 8, 2022, at 12:00 p.m. in the boardroom of its office located at 100 Port Boulevard, 3rd Floor, Chalmette, Louisiana.

After the Pledge of Allegiance, Roll was called.

Member's present were: Ms. Rachel L. Nunez, President; Ms. Jeanne E. Ferrer, Vice President; Mr. Walter J. Cure IV, Secretary and Mr. Larry M. Aisola, Jr., Treasurer (arrived 12:03). Also present were: Mr. Drew Heaphy, Executive Director; Ms. Denise Kraesig, Executive Assistant; Mr. Ross Gonzales, Director of Administration; Mr. Ted Roche, Director of Operations; Mr. Reddy Nandipati, ACCU-Environmental; Mr.'s Todd Fuller, Gary Poirrier and Zeljko Franks, Associated Terminals; Mr. Mike Caparotta, Ericksen Krentel and Ms. Ashley Coker, Sher Garner.

President Nunez asked if there were any public comments in accordance with R.S. 42:14(D). Not hearing from anyone, she continued with the meeting.

On motion of Mr. Cure, seconded by Ms. Ferrer, and after asking for any public comment, the Board unanimously approved the minutes of the regular meeting held on October 11, 2022.

President Nunez recognized Mr. Caparotta who gave a presentation on the Fiscal Year 2021-2022 Audit. He stated the Port received an unmodified opinion and was conducted in accordance with U.S. generally accepted auditing standards, the Louisiana Governmental Audit Guide and Government Auditing Standards. The Board discussed the Audit. Mr.'s Caparotta and Heaphy thanked the staff for all their help before and during the auditing process.

On motion of Mr. Cure, seconded by Ms. Ferrer, and after asking for any public comment, the Board unanimously approved the Fiscal Year 2021-2022 Audit.

President Nunez recognized Mr. Gonzales who gave the Finance Report. Mr. Gonzales reported on the Operating and Capital Budgets, Professional Services, Balance Sheet and Lessees Arrears. Ms. Ferrer requested that the Arrears Statement be submitted with the agenda prior to the meeting. The Board discussed the Finance Report.

President Nunez then recognized Mr. Heaphy who gave the Executive Director's Report. Mr. Heaphy discussed the Small Business Matters Summit on November 10, 2022, Reflection Breakfast on November 14, 2022 and River Works on November 15 & 16, 2022. Mr. Heaphy then congratulated Ms. Ferrer for being the Women Offshore Conference Wave Maker Winner for 2022. The Board and audience members congratulated Ms. Ferrer. Mr. Heaphy then informed the Board that the Christmas Open House will be on December 14, 2022 and that the December board meeting will be held at 11:00 a.m. before the Open House. Mr. Heaphy then recognized Mr. Roche who gave an update on the current and future construction projects. The Board discussed the Executive Director's report.

On motion of Mr. Cure, seconded by Ms. Ferrer, and after asking for any public comment, the Board unanimously approved authorization for the Executive Director to Advertise for Bids for the Smokestack Modifications project.

On motion of Mr. Cure, seconded by Ms. Ferrer, and after asking for any public comment, the Board unanimously approved the following resolution authorizing the Executive Director to execute any and all document and perform such actions reasonable necessary to exercise its option to acquire the 26 Acres (and the additional) lands and to consummate the transaction in accordance with the Second Amendment to Cooperative Endeavor Agreement with the Port of New Orleans:

THE BOARD OF COMMISSIONERS OF THE ST. BERNARD PORT, HARBOR AND TERMINAL DISTRICT

RESOLUTION

The following Motion and Resolution was offered by Mr. Cure who moved for its adoption, and seconded by Ms. Ferrer at the November 8, 2022, meeting of The Board of Commissioners of the St. Bernard Port, Harbor and Terminal District (the "Board"):

WHEREAS, on December 7, 2004, the Board of Commissioners of the Port of New Orleans (the "**Board**") and the St. Bernard Port, Harbor and Terminal District (the "**District**") entered into a cooperative endeavor agreement (the "**Original CEA**") for the purpose of joining forces on marketing, operations, and financing; and

WHEREAS, the Board and the District amended the Original CEA by First Amendment dated November 17, 2017 (the "**First Amendment**", and the Original CEA as amended by the First Amendment being the "**Existing CEA**") to acknowledge the benefits that each receives from their ongoing collaboration related to Foreign-Trade Zone 2 ("**FTZ2**") and the magnet sites at the District's property at the Arabi Terminal and Industrial Park and the Chalmette Terminal and Industrial Park and to agree to jointly market the benefit of the FTZ2 in order to maintain a continued presence of Foreign-Trade Zone activity on District property; and

WHEREAS, the Board and the District further amended the Existing CEA to establish and agree to the framework and transaction that will enable them to work cooperatively to plan and develop modern container and logistics facilities in the Parish (the “**Project**”), which will benefit St. Bernard Parish, the region and the State of Louisiana by the Second Amendment dated December 29, 2020 (the “**CEA**” will mean the Original CEA, as amended by the First Amendment and the Second Amendment); and

WHEREAS, as part of the Second Amendment and the Non-VDP Property and Payment Agreement by and between the Board and the District executed simultaneously with the Second Amendment (the “**Non-VDP Property Agreement**”), the Board and District have agreed to perform certain obligations, including the following, upon the occurrence of the Second Closing (as defined in the Non-VDP Property Agreement): (i) the Board has agreed to acquire and the District has agreed to transfer to the Board certain acreage owned by the District and the District’s leasehold interest in certain acreage leased by the District, as tenant, under the Meraux Lease (as defined in the Non-VDP Property Agreement) (all such owned and leased lands totaling approximately 8 acres being collectively the “**Property**”), and (ii) the Board has agreed to pay the District the sum of \$8,000,000.00 in the aggregate in consideration for the Property and certain other obligations of the District set out in Section 1(b) of the Non-VDP Property Agreement; and

WHEREAS, as part of the Second Amendment the District has the option to purchase 26 acres of waterfront bature upriver of the Violet Canal (“**26 Acres**”) for \$669,700, the same price as paid by the Board; and

WHEREAS, by correspondence dated August 31, 2022 (the “**Formal Designation Notice**”), the Board elected to move forward with the Project and acquire the Property (the acquisition of the Property by the Board and the acquisition of the 26 Acres by the District in accordance with the CEA (as may be amended and modified) are collectively, the “**Transaction**”); and

WHEREAS, the District desires to exercise its option to acquire the 26 Acres and to consummate the Transaction; and

WHEREAS, certain amendments to the CEA or the Non-VDP Property Agreement, or both, may be required (i) if a consent by the landlord under the Meraux Lease has not been obtained at the time of the Second Closing and the Board and District agree to delay the transfer or sublease of the District’s interest under the Meraux Lease until any necessary consent of the landlord can be obtained, and/or (ii) other amendments to the CEA or Non-VDP Property Agreement are needed to consummate the Second Closing; and

WHEREAS, this Resolution shall take effect immediately.

NOW, THEREFORE, BE IT RESOLVED by the St. Bernard Port, Harbor, and Terminal District, as follows:

Section 1. The facts recited in the preamble to this resolution are found to be true and correct and are specifically and affirmatively adopted by the District as resolutions of the District.

Section 2. The District hereby authorizes the exercise of the District's option to acquire the 26 Acres and to consummate the Transaction.

Section 3. The District hereby authorizes and directs its Executive Director, President, Secretary and such other officers of the District to do any and all things necessary and incidental to carry out the provisions of this Resolution and to execute any and all documents necessary to acquire the 26 Acres and consummate the Transaction and the Second Closing, including but not limited to, documents necessary for the District to acquire the 26 Acres as well as any and all amendments or modifications to the CEA or the Non-VDP Property Agreement, or both, as are necessary or appropriate under the circumstances.

Section 4. This resolution shall take effect immediately.

The Resolution having been submitted to a vote, the vote thereon was as follows:

YEAS:	4
NAYS:	0
ABSENT:	0
NOT VOTING:	0

Whereupon the Resolution was declared adopted by The Board of Commissioners of the St. Bernard Port, Harbor, and Terminal District on the 8th day of November 2022.

I, Rachel L. Nunez, President of The Board of Commissioners of the St. Bernard Port, Harbor, and Terminal District, hereby certify above and foregoing to be a true and exact copy of a resolution adopted by the said Board at its meeting held November 8, 2022, at which a quorum was present, and the same has not been revoked, rescinded or altered in any manner and is in full force and effect.

Witness my hand this 8th day of November 2022.

/s/ Rachel L. Nunez, President

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President Nunez asked if there were any Old Business. Ms. Nunez inquired about the progress being made in the interviewing and hiring of the Deputy FSO and the Public Relations person. Mr. Heaphy informed the Board that The Sloan Group is reviewing the applications and interviews will be taking place in the upcoming weeks and he hopes to have new hires by end of December or the beginning of January.

President Nunez asked if there were any New Business. Not hearing from anyone, she continued with the meeting.

On motion of Ms. Ferrer, seconded by Mr. Cure, the meeting was adjourned.

/s/ Walter J. Cure IV, Secretary