

OFFICIAL PROCEEDINGS
ST. BERNARD PORT, HARBOR AND TERMINAL DISTRICT
SPECIAL MEETING – December 16, 2020

The Board of Commissioners of the St. Bernard Port, Harbor and Terminal District met in special session in accordance with ACT 302 of the Regular Session R.S. 42:17.1 and in consideration of the safety and well-being of the Board's members, staff, and communities directly impacted by the COVID-19 Public Health Emergency (Proclamation 27 JBE 2020), the Board's special meeting was convened remotely, via teleconferencing/videoconferencing on Wednesday, December 16, 2020, at 12:00 noon, Chalmette, Louisiana.

Roll was called.

Members present were: Mr. William T. Bergeron, President; Mr. Larry M. Aisola, Jr., Vice President; Ms. Rachel L. Nunez, Secretary; Mr. Harold J. Anderson, Treasurer and Rev. Henry Ballard, Jr., Commissioner. Also present were: Mr. Drew Heaphy, Executive Director; Ms. Denise Kraesig, Executive Assistant; Mr. Ross Gonzales, Director of Administration; Mr. Todd Fuller, Associated Terminals; Ms. Tomeka Bryant, New Orleans Public Belt; Ms.'s Elizabeth Bordelon, Brandy Christian, Margaret Cloos, Gina Palermo, Jessica Ragusa, Monique Singley, Jaqueline Woodward, Port of New Orleans; Mr.'s Robert Landry, Walter Ieger and Charles Ponstein, Port of New Orleans; Ms. Ashley Coker and Mr. James Garner, Sher Garner; Mr. Tim Johnson, The TJC Group; Mr. Raymond Garofalo, State Representative and phone callers: 504-202-0197, 504-259-8929 and 504-666-0861.

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

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

On motion of Ms. Nunez, seconded by Mr. Aisola, and after asking for any public comment, the Board unanimously approved the minutes of the regular meeting held on December 8, 2020.

On motions of Ms. Nunez, seconded by Rev. Ballard, and after asking for any public comment, the Board unanimously approved by a roll call vote, Bergeron, Yea; Aisola, Yea; Nunez, Yea; Anderson, Yea; Ballard, Yea; the Second Amendment to Cooperative Endeavor Agreement between the Board of Commissioners of the Port of New Orleans and St. Bernard Port related to resolution of the litigation regarding the expropriation of the Violet Dock Port, 34th Judicial District Court, Case #116-860 and United States District Court Case #2:19-cv-11586-ILRL-DMD, satisfaction of judgments including *dation en paiement* of the property, subsequent use of the property by

St. Bernard Port; authorizing the execution of documents associated therewith including, but not limited to, the Second Amendment to Cooperative Endeavor Agreement and all other forms, agreements, and documents required and/or contemplated in the Second Amendment to Cooperative Endeavor Agreement going forward; and otherwise providing with respect thereto. During discussion of this item, before the roll-call vote, President Bergeron recognized Mr. Heaphy who stated that the cooperative endeavor agreement between the St. Bernard Port and the Port of New Orleans would be good for both ports and settle the judgement against the St. Bernard Port. Mr. Heaphy recognized Mr. Garner who stated under the circumstances the agreement is the best thing for the Port and the Parish by presenting new opportunities and closing the judgement which will resolve the pending litigation. Ms. Nunez then stated for clarification that this agenda item authorizes the Executive Director to execute the Cooperative Endeavor Agreement and all documents or agreements necessary to resolve the litigation. Rev. Ballard stated that, under the circumstances he understands why the meeting must be virtual due to a port employee being positive for Covid-19 and others being exposed, but this results in the Violet Community not having an opportunity to attend an in-person meeting. Rev. Ballard informed the Board that he did reach out and supplied others in the Violet community with the virtual meeting attendance information and was asked by Mr. Ken Jefferson to inform the board of the following: Mr. Jefferson wanted the Board to know that he is not 100 percent against what the Port is doing, but he feels that it has been rushed and sped up and did not afford the Violet community the opportunity to express their concerns at meetings nor get necessary information to be comfortable with the process taking place. He wanted the board to know the community wanted to hear from St. Bernard Port and the Port of New Orleans in public meetings. Rev. Ballard stated he echoes Mr. Jefferson's sentiments and that the community's voice has not been heard. Rev. Ballard stated he is aware of his fiduciary responsibilities to the Port and that this litigation predates his appointment to the Board of Commissioners. He then stated that the Port must look to the future, and he has every reason to believe in and has confidence in what Brandy Christian has said to the Board and has put in writing relative to commitments from the Port of New Orleans to the Violet community. That the community's concerns will be addressed and the Port of New Orleans is coming from a place of sincerity and integrity. He looks forward to a relationship between the Port of New Orleans and the Violet Community in which the community's concerns will be heard and addressed. The other board members agreed with the sentiments of Rev. Ballard. Ms. Nunez added that even though this seems like it has been rushed by some, it has been a long process for the Board as this litigation has been ongoing prior to her appointment to the Board. She also stated she has received commitments from commissioners and leadership from the Port of New Orleans that they will work with the St. Bernard Port and Violet community relating to all processes and procedures. Mr. Bergeron stated on behalf of the St. Bernard Port that this litigation has been ongoing for ten years and the Port has worked towards the best possible solution for both ports, the

parish and surrounding metro areas and neighboring states. It also settles the lawsuit, legal fees and continuing judicial cost. Mr. Bergeron also asked for everyone to remember we are moving forward with the acknowledgement that the Port of New Orleans intends to have intense discussions with all involved. Mr. Bergeron, along with the other board members, Rep. Garofalo, Mr. Leger and Mr. Heaphy thanked everyone involved in the process of concluding this matter.

Mr. Aisola left the meeting.

On motion of Ms. Nunez, seconded by Mr. Anderson, and after asking for any public comment, the Board unanimously approved the Ninth Amendment to Amended, Restated and Superseding Lease by and between St. Bernard Port as Lessor, and Associated Terminals, as Lessee.

On motion of Ms. Nunez, seconded by Rev. Ballard, and after asking for any public comment, the Board unanimously approved the Lease with the Port of New Orleans for use of berths at the Violet Dock Property; authorizing the execution of documents associated therewith; and other providing with respect thereto.

On motion of Ms. Nunez, seconded by Mr. Anderson, and after asking for any public comment, the Board unanimously approved the following resolution authorizing the St. Bernard Port, Harbor and Terminal District to reallocate a portion of the revenue and funding bonds issued by the Louisiana Local Government Environmental Facilities and Community Development Authority on January 22, 2020; authorizing the execution of documents associated therewith; and otherwise providing with respect thereto:

RESOLUTION

A RESOLUTION AUTHORIZING THE ST. BERNARD PORT, HARBOR AND TERMINAL DISTRICT TO REALLOCATE A PORTION OF THE REVENUE AND REFUNDING BONDS ISSUED BY THE LOUISIANA LOCAL GOVERNMENT ENVIRONMENTAL FACILITIES AND COMMUNITY DEVELOPMENT AUTHORITY ON JANUARY 22, 2020; AUTHORIZING THE EXECUTION OF DOCUMENTS ASSOCIATED THEREWITH; AND OTHERWISE PROVIDING WITH RESPECT THERETO.

WHEREAS, Chapter 10-D of Title 33 of the Louisiana Revised Statutes of 1950, as amended, comprised of La. R.S. 33:4548.1 through 4548.16, inclusive, is known as the Louisiana Local Government Environmental Facilities and Community Development Authority Act (the “Act”);

WHEREAS, the Act creates the Louisiana Local Government Environmental Facilities and Community Development Authority (the “*Authority*”) for the purpose of assisting political subdivisions, as defined in the Act, and other designated entities in acquiring, financing and refinancing the acquisition and construction of certain facilities, including industrial and economic development facilities and to otherwise establish programs to aid in the financing of local government and economic development projects;

WHEREAS, the St. Bernard Port Harbor and Terminal District (the “*District*”) is a participating political subdivision of the Authority in accordance with its Act;

WHEREAS, on January 22, 2020 the Authority issued its \$2,870,000 Louisiana Local Government Environmental Facilities and Community Development Authority Revenue Refunding Bonds (St. Bernard Port, Harbor and Terminal District Project) Series 2020A (NON-AMT) (the “*Series 2020A Bonds*”), the \$4,185,000 Louisiana Local Government Environmental Facilities and Community Development Authority Revenue Refunding Bonds (St. Bernard Port, Harbor and Terminal District Project) Series 2020B (AMT) (the “*Series 2020B Bonds*”) and the \$6,895,000 Louisiana Local Government Environmental Facilities and Community Development Authority Revenue Bonds (St. Bernard Port, Harbor and Terminal District Project) Series 2020C (AMT) (the “*Series 2020C Bonds*” and, together with the Series 2020A Bonds and the Series 2020B Bonds, the “*Bonds*”) on behalf of the District for the purpose of refinancing prior debt of the District and financing port projects;

WHEREAS, a portion of the Series 2020C Bonds were intended to be used to finance capital improvements consisting of dock and wharf repair and replacement, construction of a new Port access road, replacement of piling in dock slips, replacement of concrete pavement for a marshalling yard and an approximately eighty-one thousand (81,000) square foot warehouse at the Port (the “*Project*”) as described in the Borrower’s Certificate executed in connection with the issuance of the Series 2020C Bonds (the “*Borrower’s Certificate*”);

WHEREAS, the District desires to authorize the reallocation of a portion of the proceeds of the Series 2020C Bonds to be used to pay a portion of the judgments rendered against the District in the matter captioned *St. Bernard Port, Harbor & Terminal District v. Violet Dock Port, Inc., LLC*, No.116-860, Div. E, 34th Judicial District Court for the Parish of St. Bernard, and No. 2016-0096; No. 2016-0262; No. 2016-0331, Louisiana Fourth Circuit of Appeal, the Borrower has been ordered to pay to Violet Dock Port, Inc., LLC; and

WHEREAS, the amendment of the Borrower’s Certificate to effect such reallocation is necessary and the District desires to authorize the execution of a Supplemental Borrower’s Certificate to effect such reallocation, if necessary.

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 reallocation of a portion of the proceeds of the Series 2020C Bonds to be used to pay a portion of the judgments rendered against the District in the matter captioned *St. Bernard Port, Harbor & Terminal District v. Violet Dock Port, Inc., LLC*, the Borrower has been ordered to pay to Violet Dock Port, Inc., LLC.

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 effect the reallocation of the proceeds of the Series 2020C Bonds, including but not limited to appropriate amendments to the Borrower's Certificate.

Section 4. This resolution shall take effect immediately.

This resolution having been submitted to a vote, the vote thereon was as follows:

<u>Commissioner</u>	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstaining</u>
William T. Bergeron	X			
Larry M. Aisola, Jr.			X	
Rachel L. Nunez	X			
Harold J. Anderson	X			
Henry Ballard, Jr.	X			

And the resolution was declared adopted on this 16th day of December, 2020.

/s/ Rachel L. Nunes, Secretary

/s/ William T. Bergeron, President

On motion of Ms. Nunez, seconded by Mr. Anderson, and after asking for any public comment, the Board unanimously approved to fund down judgment relating to the expropriation of the Violet Dock Port, 34th Judicial District Court, Case #116-860 in the amount of \$3,000,000. During the discussion of this agenda item, Mr. Heaphy was recognized to give a brief explanation of the use of funds.

On motion of Ms. Nunez, seconded by Mr. Anderson, and after asking for any public comment, the Board unanimously approved to take from the table Agenda Item Number 11 from the December 8, 2020 board meeting: Approval of contract with DAR, Incorporated.

On motion of Ms. Nunez, seconded by Mr. Anderson, and after asking for any public comment, the Board unanimously approved the contract with DAR, Incorporated.

On motion of Ms. Nunez, seconded by Mr. Anderson, and after asking for any public comment, the Board unanimously approved to take from the table Agenda Item Number 10 from the December 8, 2020 board meeting: Approval of contract with Colex & Associates, Inc.

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On motion of Rev. Ballard, seconded by Mr. Anderson, and after asking for any public comment, the Board unanimously approved the contract with Colex and Associates, Inc.

On motion of Ms. Nunez, seconded by Rev. Ballard, the meeting was adjourned.

/s/ Rachel L. Nunez, Secretary