TexAmericas CENTER

MINUTES

The Board of Directors of TexAmericas Center met to conduct business at 11 Chapel Lane, Suite B, New Boston, TX 75570 on November 30, 2021.

1. The Directors and public began to assemble at 11:30 a.m. while lunch was served.

2. The Reflection and the Pledge of Allegiance were led by Scott Norton and Jim Roberts.

3. Jim Roberts, Chairman of the Board, called the meeting to order at 12:06 p.m. certifying that the meeting was properly posted, being held in accordance with the Texas Open Meetings act and that a quorum was present.

4. Jim Roberts, Chairman of the Board, swore in a New Director, Kyle Davis.

5. **Directors in Attendance were:**

Jim Roberts	Justin Powell	Ben King	Denis Washington
Ron Collins	Jimmy Howell	Steven Seals	Craig McDuffie
Kevin Avery	Dan Boyles	Marc Reiter	Kyle Davis

Directors Absent were:

Steve Mayo	Fred Meisenheimer	Tim Ketchum

Staff and Others in Attendance were:

Scott Norton	Marla Byrd	John Moran	Eric Voyles
Jeff Whitten	John Sesler	Wes Jordan Jordan Law Firm	Kyle Dooley Riverbend Water Resources District
Troy Lemons Holliday, Lemons & Cox, P.C.			

6. Jim Roberts called for Public Comments for Non-Agenda Items. Comments are limited to five minutes. None noted.

7. Jim Roberts called for Public Comments for Agenda Items. Comments are limited to five minutes. None noted.

8. Jim Roberts called for reports from the standing Committees of TexAmericas Center. Committees that had met since the last board meeting were:
   a. Infrastructure/REM
   b. Executive

c. Investment/Finance

No other comments other than the Minutes provided in the board packet.

9. A motion was made by Marc Reiter and seconded by Ron Collins to approve the items listed under the Consent Agenda. The motion carried unanimously by voice vote. Those items were:
   a. Approved Minutes of Board Meeting from October 26, 2021
   b. Approved Check Book Register and Deposit Summary from October 21, 2021 –November 19, 2021.
   c. Considerer and took action upon **Resolution #20211130-01** approving the **Fiscal Year 2021 4th Quarter Scrap and Timber Sales Report.**
   d. Considered and took action upon **Resolution #20211130-02** approving the Fiscal **Year 2021 4th Quarter Investment Report.**
   e. Considered and took action upon **Resolution #20211130-03** authorizing the Executive Director/CEO **to execute contract for health insurance for employees for 2022.**
   f. Considered and took action upon **Resolution #20211130-04** authorizing the Executive Director/CEO **to continue coverage with AMERITAS for employee dental benefits for 2022 and execute any documents if necessary.**
   g. Considered and took action upon **Resolution #20211130-05** authorizing the Executive Director/CEO **to continue coverage with Superior Vision for employee vision benefits for 2022 and execute any documents if necessary.**
   h. Considered and took action upon **Resolution #20211130-06** authorizing the Executive Director/CEO **to continue coverage with One America for employee life and supplemental benefits for 2022 and execute any documents if necessary.**
   i. Considered and took action upon **Resolution #20211130-07** authorizing the Executive Director/CEO **to continue cover with Colonial Life for employee supplemental benefits for 2022 and execute any documents if necessary**.
   j. Considered and took action upon **Resolution #20211130-08 ratifying the execution of the purchase of an additional insurance policy for rail operation with Offenhauser Insurance through Indian Harbor to cover related aspects of TexAmericas Center operations (23,587.54).**
   k. Considered and took action upon **Resolution #20211130-09 ratifying the execution of the purchase of an additional insurance policy for rail operations with Conner and Duffer Insurance through Travelers of its affiliates to cover related aspects of TexAmericas Center operations not to exceed $10,500.00.**

10. Considered and took action upon **Resolution #20211130-10** approving the **Fiscal Year 2021 4th Quarter Financials.** Troy Lemons with Holliday, Lemons and Cox, P.C. presented the FY2021 4th Quarter Financials. A motion was made by Justin Powell and seconded by Denis Washington. The motion carried unanimously by voice vote.

11. Kyle Dooley, Executive Director/CEO of Riverbend Water Resources District provided a report regarding regional water.

12. Considered and took action upon **Resolution 20211130-11** approving revisions to TexAmericas Center Purchasing and Accounts Payable Documentation Policy. A motion was made by Dan Boyles and seconded by Justin Powell. The motion carried unanimously by voice vote.

13. Considered and took action upon **Resolution #20211130-12 approving supplemental employee benefit flexible spending account with a vendor.** A motion was made by Dan Boyles and seconded by Justin Powell. The motion carried unanimously by voice vote.

14. Considered and took action upon **Resolution #20211130-13 ratifying the execution of an agreement with Lockwood, Andrews & Newnam, Inc. (LAN) for support in pursuit of project funding through the FRA sponsored CRISI Grant Program.** A motion was made by Ron Collins and seconded by Jimmy Howell. The motion carried unanimously by voice vote.

15. Considered and took action upon **Resolution #20211130-14 adopting a standard Railcar Storage Agreement Form; Authorizing the Executive Director/CEO to Execute Railcar Storage Agreements; and Providing for an Effective Date.** A motion was made by Jimmy Howell and seconded by Denis Washington. The motion carried unanimously by voice vote.

16. Considered and took action upon **Resolution #20211130-15** authorizing the Executive Director/CEO **to execute a Franchise Agreement and Easement Agreement with Valor Telecommunication of Texas, LLC D/B/A Windstream; and Providing an Effective Date.** A motion was made by Justin Powell and seconded by Denis Washington. The motion carried unanimously by voice.

17. Considered and took action upon **Resolution #20211130-16** authorizing the Executive Director/CEO **to execute a contract for the repair and replacement of doors at 245 Ammo Drive in an amount not to exceed $75,000.00.** A motion was made by Dan Boyles and seconded by Denis Washington. The motion carried unanimously by voice vote.

18. Considered and took action upon **Resolution #20211130-17** authorizing the Executive Director/CEO **to execute a contract for the repair and replacement of the roof at 245 Ammo Drive in an amount not to exceed $175,000.00.** A motion was made by Justin Powell and seconded by Denis Washington. The motion carried unanimously by voice vote.

19. Considered and took action upon **Resolution #20211130-18** authorizing the Executive Director/CEO **to execute a Limited Waiver and Termination of Restrictive Covenant Regarding Property Owned by the W.W. Williams Company; and Defining an Effective Date.** A motion was made by Denis Washington and seconded by Dan Boyles. The motion carried unanimously by voice vote.

20. Staff Reports:
    a. Scott Norton provided the Executive Director/CEO Report.
    b. Eric Voyles provided the Executive Vice President/CEDO Report/
    c. Jeff Whitten provided Executive Vice President/COO Report including Conceptual Plan for the Utility Infrastructure Improvements in Area BB on the TAC East Campus.
    d. John Sesler provided the Vice President of Logistics Report and in Darrell Thompson's absence, provided a brief update on Railroad and Transload Ops.
    e. John Moran provided the Vice President of Finance Report.

21. A motion was made at 1:09 p.m. by Ben King and seconded by Justin Powell to adjourn to Executive Session pursuant to the following Sections. The motion carried unanimously by voice vote.
    a. Section 551.071 of the Texas Government Code; Consultation with attorney regarding legal issues relating to pending or contemplated litigation.
    b. Section 551.072 of the Texas Government Code; Deliberation of the purchase, exchange, lease, or value of real property.
    c. Section 551.074 of the Texas Government Code; Personnel Matters.

d. Section 551.087 of the Texas Government Code; Deliberation regarding Economic Development Negotiations.

Marc Reiter left the meeting at 1:37 p.m.

22. A motion was made by Ben King and seconded by Justin Powell to reconvene in Open Session at 1:53 p.m. The motion carried unanimously by voice vote.

23. Considered and took action upon **Resolution #20211130-19** authorizing the Executive Director/CEO **to execute a modification of lease and future reduction of leased premises with Array Technologies, Inc. for 553 Elm Circle, Hooks TX 75561, located upon the TAC-East Campus.** A motion was made by Justin Powell and seconded by Ben King. The motion carried unanimously by voice vote.

24. Considered and took action upon **Resolution #20211130-20** authorizing the Executive Director/CEO **to execute a modification of lease with Harrison, Walker & Harper, LLC for a company name change to We Build, Inc. dba HWH Industrial for 161 Arkansas Avenue, Lot B, Laydown Yard, New Boston, TX located upon the TAC-Central Campus.** A motion was made by Denis Washington and seconded by Jimmy Howell. The motion carried unanimously by voice vote.

With no other business to discuss, a motion was made by Jimmy Howell and seconded by Denis Washington to adjourn the meeting at 1:54 p.m. The motion carried unanimously by voice vote.

The above and foregoing minutes of the TexAmericas Center Board of Directors meeting, November 30, 2021, were read and approved on January 25, 2022.

Justin Powell, Secretary