



MINUTES

**11 CHAPEL LANE, SUITE B
NEW BOSTON, TX 75570**

The Board of Directors of TexAmericas Center met to conduct business at 11 Chapel Lane, Suite B, New Boston Texas on June 27, 2023.

1. The Directors and public began to assemble at 11:30 a.m. while lunch was served.
2. The Reflection and Pledge of Allegiance were led by Scott Norton and Jim Roberts.
3. Jim Roberts, Chairman of the Board, called the meeting to order at 12:12 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 the following Directors:
Robbin Bass
Denis Washington
Jimmy Howell
Tim Ketchum
Fred Meisenheimer
5. **Directors in Attendance were:**

Jim Roberts	Ben King	Justin Powell	Denis Washington
Ron Collins	Jimmy Howell	Robert Irwin	Kevin Avery
Steve Seals	Craig McDuffie	Tim Ketchum	Fred Meisenheimer
Robbin Bass			

Directors Absent were:

Dan Boyles Marc Reiter

Staff and Others in Attendance were:

Scott Norton	Marla Byrd	Andrew Hill	Jeff Whitten
Eric Voyles	John Sesler	Wes Jordan	Judge Bobby Howell
		Jordan Law Firm	Bowie County Judge
Kyle Dooley	Gabe Tarr		
Riverbend Water Resources Dist.	Visitor		

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. Denis Washington, Chair of the Nominating Committee, provided a report to the Board from the May 17, 2023 Nominating Committee Meeting. The recommendations of the Committee for the 2023-2024 Executive Officers were as follows:
 - Chairman – Jim Roberts
 - Vice Chairman – Ben King
 - Secretary – Justin Powell
 - Treasurer – Denis WashingtonJim Roberts called for nominations from the floor. None noted and nominations were closed. Jim Roberts called for a motion to accept the slate of Executive Officers as recommended by the Nominating Committee for 2023-2024 . A motion was made by Craig McDuffie and seconded by Fred Meisenheimer to approve the slate of Executive Officers as recommended. The motion carried unanimously by voice vote.
9. Scott Norton and Jim Roberts briefed the board regarding the 2023-2024 Committee Appointments for 2023-2024. The Board has authorized the Chairman to make the final committee selections and chairmanships as authorized by our By-Laws. A motion was made by Ron Collins and seconded by Denis Washington. The motion carried unanimously by voice vote.
10. Jim Roberts called for reports from the standing Committees of TexAmericas Center. No Committees had met since the last board meeting; therefore, no reports.
11. A motion was made by Justin Powell and seconded by Fred Meisenheimer 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 May 23, 2023.
 - b. Approved Check Book Register and Deposit Summary from May 19, 2023 – June 15, 2023.
12. Kyle Dooley, Executive Director/CEO of Riverbend Water Resources District provided a report regarding regional water.
13. Considered and took action upon **Resolution #20230627-01 amending a Land Use and Site Design Policy for all TexAmericas Campuses**. A motion was made by Fred Meisenheimer and seconded by Ron Collins. The motion carried unanimously by voice vote.
14. Considered and took action upon **Resolution #20230627-02 delegating financial authority to the Vice President of Finance**. At this time, Scott Norton introduced Andrew Hill, Vice President of Finance to the Board of Directors. A motion was made by Justin Powell and seconded by Ben King.
15. Considered and took action upon **Resolution #20230627-03 authorizing the Executive Director/CEO to execute a hunting license agreement for hunting areas number one through nine**. A motion was made by Craig McDuffie and seconded Justin Powell. The motion carried unanimously by voice vote.

16. Considered and took action upon **Resolution #20230627-04 authorizing the Executive Director/CEO to execute Work Order 2023-04 for Professional Engineering Services with MTG Engineers and Surveyors, Inc.** A motion was made by Ron Collins and seconded by Denis Washington. The motion carried unanimously by voice vote.

17. Considered and took action upon **Resolution #20230627-05 approving and adopting the Restated Regulations (commonly referred to as By Laws) for the Operations of TexAmericas Center.** A motion was made by Jimmy Howell and seconded by Fred Meisenheimer. The motion carried unanimously by voice vote.

18. Considered and took action to appoint directors for TAC East Holdings Company No. 1. The current directors are as follows:

Denis R. Washington

Gabe Tarr

Ben King

Jimmy Howell

William Scott Norton

No other nominations were made from the floor and nominations were closed. Jim Roberts called for a motion to accept the current Directors. A motion was made by Ron Collins and seconded by Kevin Avery. The motion carried unanimously by voice vote.

19. Consider and take action to appoint directors for TAC Public Facility Corporation. The current directors are as follows:

Kevin Avery

Robert Irwin

Fred Meisenheimer

Jim Roberts

Denis Washington

No other nominations were made from the floor and nominations were closed. Jim Roberts called for a motion to accept the current directors. A motion was made by Ron Collins and seconded by Jimmy Howell. The motion carried unanimously by voice vote.

20. Staff Reports:

- a. Scott Norton provided the Executive Director/CEO Report noting TAC's jump in ranking in BF Magazine. Noted job well done to Logistics Division.
- b. Eric Voyles provided the Executive Vice President/CEDO Report.
- c. Jeff Whitten provided the Executive Vice President/COO Report.
- d. John Sesler provided Vice President of Logistics Report.
- e. Andrew Hill provided the Vice President of Finance Report and gave an introduction.
- f. General Manager of Railroad and Transload Ops Report.

21. A motion was made by Justin Powell and seconded by Ben King to adjourn to Executive Session at 12:47 p.m. 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.
22. A motion was made by Ben King and seconded by Justin Powell to reconvene in Open Session at 1:20 p.m. The motion carried unanimously by voice vote.
23. Considered and took action upon **Resolution #20230627-06 authorizing the Executive Director/CEO to execute a seventh modification and extension for lease agreement at 557 Elm Circle, Hooks, TX 75561 to Expal, USA.** A motion was made by Ben King and seconded by Fred Meisenheimer. The motion carried unanimously by voice vote.
24. Considered and took action upon **Resolution #20230627-07 authorizing the Executive Director/CEO to execute a lease modification and extension for lease agreement at 180 Arkansas Avenue, Lots E & F, New Boston, TX 75570 to Harrison, Walker & Harper, LLC.** A motion was made by Ben King and seconded by Ron Collins. The motion carried unanimously by voice vote.
25. Considered and took action upon **Resolution #20230627-08 authorizing the Executive Director/CEO to execute an amendment to the Real Estate Contract between Braven Environmental-Texarkana I, LLC and TexAmericas Center.** A motion was made by Ben King and seconded by Justin Powell. The motion carried un by voice vote.
26. Considered and took action upon **Resolution #20230627-09 authorizing the execution of a Facility Use Agreement with Trinity Rail Maintenance Services, Inc.; authorizing the Executive Director/CEO to execute said agreement and providing for an effective date.** A motion was made by Ben King and seconded by Ron Collins. The motion carried unanimously by voice vote.
27. Considered and took action upon **Resolution #20230627-10 authorizing the Executive Director/CEO to execute a lease agreement for 150 Cypress, Hooks, TX 75561 to East Texas Custom All-Terrains.** A motion was made by Ben King and seconded Ron Collins. The motion carried unanimously by voice vote.
28. Considered and took action upon **Resolution #20230627-11 authorizing the Executive Director/CEO to execute a contract with Industrial Rail & Civil Services, LLC for railroad infrastructure improvements through the Department of Commerce's Economic Development Administration for Public Works and Economic Adjustment Assistance Programs Grant for Engineering Services.** A motion was made by Ron Collins and seconded by Ben King. The motion carried unanimously by voice vote.

With no other business to discuss, a motion was made by Ben King and seconded by Ron Collins to adjourn the meeting at 1:23 p.m. The motion carried unanimously by voice vote.

The above and foregoing minutes of the TexAmericas Center Board of Directors meeting, June 27, 2023 were read and approved on July 25, 2023.



Justin Powell, Secretary