

Minutes of the Special Meeting of the Board of Commissioners of the Lake Charles Harbor and Terminal District held at 4:00 P.M., Friday, December 19 2008, in the Board Room of the Port of Lake Charles located at 150 Marine Street, Lake Charles, Louisiana.

In attendance and constituting a quorum, were:

Harry C. Hank, President
Kay C. Barnett, Vice President
Mark T. Abraham, Secretary/Treasurer
Fred R. Godwin, Commissioner
C. Wade Shaddock, Jr., Commissioner

Absent:

Stephen L. Hebert, Assistant Secretary/Treasurer
David J. Darbone, Commissioner

Also Present:

R. Adam McBride, Port Director
Michael Dees, General Counsel
Bill Rase, Director of Operations
Donald Brinkman, Director of Engineering, Maintenance and Development
Channing Hayden, Director of Navigation/Security
Richert Self, Director of Administration and Finance
Derek Schierloh, Marketing Manager
Michelle Bolen, Administrative Assistant

Mr. Hank called the meeting to order at 4:00 P.M. and Mr. Abraham gave the invocation. Mr. Shaddock led the Board and audience in the Pledge of Allegiance.

Mr. Hank made a statement reminding the Public of the Port's procedure for the Public to address an agenda item to the Board.

Mr. Hank asked Mr. Dan Flavin to address the Board. Mr. Flavin stated in looking at the Port insert printed in the American Press he thought Mr. McBride, staff and the Board are doing a great job in creating jobs for the area's economy and the Port is a powerhouse for driving economic employment. He thanked the Board and staff for their efforts to the community.

Mr. Hank stated he would also like to update everyone on the issue of exclusivity. He said Lake Charles Stevedores has withdrawn their request for exclusivity and therefore the moratorium on exclusivity will expire at the end of this month.

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1. Approval of the November 24, 2008 Regular Meeting Minutes.
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Mr. Godwin offered a motion to approve the November 24, 2008 Regular Meeting Minutes. Mr. Shaddock seconded the motion and it carried unanimously.

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2. Submission 2008 – 095 establishing the Regular Meetings of the Board of Commissioners of the Lake Charles Harbor and Terminal District for the calendar year 2009.
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Mr. Abraham offered a motion to adopt Resolution 2008 – 095 to establish the Regular Meetings of the Board of Commissioners of the Lake Charles Harbor and Terminal District for the calendar year 2009. Ms. Barnett seconded the motion and it carried unanimously.

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3. Submission 2008 – 096 authorizing the Port Director to purchase Construction Management, Field Technical and QV/QC services from River West Enterprises, Inc.
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Mr. Abraham offered a motion to adopt Resolution 2008 – 096 to authorize the Port Director to purchase Construction Management, Field Technical and QV/QC services from River West Enterprises, Inc. Mr. Shaddock seconded the motion and it carried unanimously.

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4. Submission 2008 – 097 authorizing the Port Director to enter into a professional services agreement with Shaw Environmental and Infrastructure Group.
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Mr. Godwin offered a motion to adopt Resolution 2009 – 097 to authorize the Port Director to enter into a professional services agreement with Shaw Environmental and Infrastructure Group. Mr. Shaddock seconded the motion and it carried unanimously.

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5. Submission 2008 – 098 authorizing the Port Director to grant extensions to the 2008 Stevedoring Permits.
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Mr. Shaddock offered a motion to adopt Resolution 2008 – 098 to authorize the Port Director to grant extensions to the 2008 Stevedoring Permits. Mr. Abraham seconded the motion and it carried unanimously.

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6. Submission 2008 – 099 authorizing a Servitude of Drainage Agreement with the City of Sulphur, Louisiana.
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Ms. Barnett offered a motion to adopt Resolution 2008 – 099 to authorize a Servitude of Drainage Agreement with the City of Sulphur, Louisiana. Mr. Shaddock seconded the motion and it carried unanimously.

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7. Submission 2008 – 100 amending Resolution 2008 – 088 concerning the Sabine Beneficial Use project.
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Mr. Shaddock offered a motion to adopt Resolution 2008 – 100 to amend Resolution 2008 – 088 concerning the Sabine Beneficial Use project. Mr. Godwin seconded the motion and it carried unanimously.

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8. Administration, Personnel and Audit Committee
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The Committee met in Executive Session on December 8, 2008 to discuss the General Counsel's performance evaluation. The Committee stated no action would be taken and would meet again on December 16, 2008 to finalize the General Counsel's evaluation.

The Committee met on December 16, 2008 in Executive Session to finalize the General Counsel's performance evaluation.

The Committee stated no action was taken in Executive Session. Mr. Godwin offered a motion to recommend to the full Board at the December 19, 2008 Special Board meeting that based on the General Counsel evaluation rating of 4.725 out of a 5 point scale to increase his base salary by 3 ½% beginning January 1, 2009. Mr. Hank seconded the motion and it carried unanimously.

Mr. Godwin also offered a motion to recommend to the full Board that the General Counsel be paid the same retention as the other Directors are to receive. He further amended that motion to include the Port Director. Mr. Hank seconded the motion and it carried unanimously.

At the Special Board meeting on December 19, 2009 Ms. Barnett offered the Committee recommendation to the full Board to increase the General Counsel's base salary by 3 ½% beginning January 1, 2009. Being a Committee nomination, no second to the motion is required. The motion passed unanimously.

Ms. Barnett also offered a motion to the full Board that the Committee recommended the General Counsel and Port Director receive the same retention payment as the Directors. Being a Committee nomination, no second to the motion is needed. The motion passed unanimously.

Ms. Barnett stated the Committee also met to discuss the 2009 Operating, Non-operating, and Capital Budget. She stated Mr. Godwin offered a motion to recommend to the full Board at the December 19, 2008 Special Board meeting to approve the 2009 Operating, Non-operating and Capital budget. Mr. Hank seconded the motion and it carried unanimously.

At the December 19, 2008, Special Board Meeting, Ms. Barnett offered a motion to adopt Resolution 2008 – 101 to approve the 2009 Operating, Non-operating and Capital budget. Being a committee meeting, no second to the motion is needed. The Board approved the motion unanimously.

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- 9. November 2008 Financials Briefing Note.
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The Briefing Note regarding the Industrial Track Agreement was rendered to the Board and is on file in the Executive Offices.

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- 10. Monthly Staff report from General Counsel.
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The General Counsel’s Monthly Staff Report was rendered to the Board and is on file in the Executive Offices.

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- 11. Monthly Staff report from Director of Administration and Finance.
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The Director of Administration and Finance’s Monthly Staff Report was rendered to the Board and is on file in the Executive Offices.

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- 12. Monthly Staff report from Director of Navigation and Security.
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The Director of Navigation and Security’s Monthly Staff Report was rendered to the Board and is on file in the Executive Offices.

- 13. Monthly Staff report from Director of Terminal Operations.

The Director of Terminal Operations' Monthly Staff Report was rendered to the Board and is on file in the Executive Offices.

- 14. Monthly Staff report from Director of Marketing and Trade Development.

The Director of Marketing and Trade Development's Monthly Staff Report was rendered to the Board and is on file in the Executive Offices.

- 15. Monthly Staff report from Director of Engineering, Maintenance, and Development.

The Director of Engineering, Maintenance, and Development's Monthly Staff Report was rendered to the Board and is on file in the Executive Offices.

- 16. Monthly Staff report from the State Port Lobbyist.

The State Port Lobbyist's Monthly Staff Report was rendered to the Board and is on file in the Executive Offices.

- 17. Monthly Staff report from the National Port Lobbyist.

The National Port Lobbyist's Monthly Staff Report was rendered to the Board and is on file in the Executive Offices.

- 18. Executive Session.

- a. West Cameron Port Authority Litigation
- b. Discussion of Potential Litigation with F. Miller and Sons, LLC., et al
- c. Litigation with Mitchum Group

Mr. Hank asked for a motion to enter into Executive Session. Mr. Shaddock offered a motion to enter into Executive Session. Ms. Barnett seconded the motion and it carried unanimously.

The Board entered into Executive Session at 4:46 p.m.

The Board returned from Executive Session at 5:34 p.m. Mr. Hank stated no action was taken in Executive Session.

19. Other Matters which may properly come before the Board.

There being no further business to come before the Board, on a motion made by Mr. Godwin seconded by Ms. Barnett and approved unanimously among those present the meeting adjourned.

All discussions held on the above items were recorded on Compact Disc Number 1, and filed in the Executive Offices of the District.

Please note that when the votes are shown as unanimous, it is the policy of the Board that the President does not vote except in the event of a tie vote by the rest of the Board and/or unless otherwise indicated.

H. C. Hank, President

ATTEST:

Mark T. Abraham, Secretary/ Treasurer