

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 26 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:

Michael Dees, General Counsel

Mr. Hank called the meeting to order at 4:01 P.M. and Mr. Abraham gave the invocation. Ms. Barnett 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.

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1. Submission 2008 – 102 authorizing a settlement agreement with Miles R. Mitchem.
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Mr. Hank asked for a motion to enter into Executive Session to discuss the settlement agreement with Miles R. Mitchem. Mr. Godwin offered a motion to enter Executive Session. Mr. Shaddock seconded the motion and it carried unanimously.

Mr. Godwin also offered a motion to add to the Executive Session the item of the West Cameron Port Litigation. Mr. Shaddock seconded the motion and it carried unanimously.

The Board entered into Executive Session at 4:04 p.m.

The Board returned from Executive Session at 4:25 p.m. and Mr. Hank stated no action was taken in Executive Session.

Mr. Shaddock offered a motion to adopt Resolution 2008 – 102 authorizing a settlement agreement with Miles R. Mitchem, et al, and authorizing dismissal of the motion for Dismissal filed by defendants on October 13, 2008 in that certain litigation entitled, "Lake

Charles Harbor and Terminal District vs no. 2008 – 5087 Miles R. Mitchem, et al” on the docket of the Fourteenth Judicial District Court, Parish of Calcasieu, State of Louisiana. Mr. Godwin seconded the motion and it carried unanimously.

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- 2. Submission 2008 – 103 authorizing the incurring of debt and issuance of not exceeding Six Hundred Thousand (\$600,000) Dollars of Lake Charles Harbor and Terminal District Certificates of Indebtedness.
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Mr. Abraham offered a motion to adopt Resolution 2008 – 103 to authorize the incurring of debt and issuance of not exceeding Six Hundred Thousand (\$600,000) Dollars of Lake Charles Harbor and Terminal District Certificates of Indebtedness, Series 2009; prescribing the form, terms and conditions of said Certificates; designating the date, denomination and place of payment of said Certificates; providing for the payment thereof in principal and interest; and providing for other matters in connection therewith.

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- 3. Other Matters which may properly come before the Board.
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There being no further business to come before the Board, on a motion made by Mr. Godwin seconded by Mr. Abraham 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