PROCEEDINGS OF A REGULAR MEETING OF

**THE BOARD OF COMMISSIONERS OF**

**THE MORGAN CITY HARBOR AND TERMINAL DISTRICT**

**January 14, 2019**

The Board of Commissioners (“Board”) of the Morgan City Harbor and Terminal District (“District”) met in regular session at the District’s office at 7327 Highway 182, Morgan City, Louisiana on January 14, 2019 at 5:00 p.m. Deborah Garber, Treasurer, convened the meeting with Commissioners Joseph Cain, Tim Matthews, Sr., Ben Adams, Adam Mayon, Lee Dragna, Pete Orlando, Troy Lombardo and Steven Cornes in attendance. Also present at the meeting were Raymond Wade, Executive Director; Tori Henry, Office Manager; Cindy Cutrera, Manager of Economic Development; Jennifer Reasoner and Gerard Bourgeois, Board Attorneys; Clay Breaud, GSE/Providence Engineering; Councilmen Louis Tamporello, City of Morgan City; Mayor Duval Arthur and Councilmen Kevin Hebert and Colleen Askew, Town of Berwick; Sheriff Blaise Smith; Parish President David Hanagriff and Councilman Kevin Voison, St. Mary Parish; Jeremy Meaux and Patti Falcon, Darnall, Sikes, Gardes & Frederick; along with members of the media and general public.

The meeting was called to order and the presence of a quorum was noted. Sheriff Smith led the invocation and the Pledge of Allegiance was recited. Mr. Gerard Bourgeois swore in Troy Lombardo and Steven Cornes as the newest members of the Morgan City Harbor & Terminal District’s board, who were welcomed by Mr. Wade and the Board.

It was necessary to elect officers for the upcoming term and Mr. Adams nominated Mr. Dragna, for the office of President, Mr. Cain for the office of Vice-President, Mr. Matthews for office of Secretary and Mrs. Garber for office of Treasurer. Mr. Orlando moved to amend Mr. Adams’ nomination of Mr. Dragna for President, to nominate Mr. Cain for President and to nominate and vote by each office. Motion was seconded and carried, with only Mr. Adams opposing. Nominations were open for office of President, with Mr. Cain being nominated by Mr. Orlando and Mr. Dragna being nominated by Mr. Adams. After roll was called, Mr. Cain was elected President. Mr. Cain nominated Mr. Dragna for the office of Vice-President, who was then elected; and Mr. Orlando nominated Mrs. Garber for office of Treasurer, who was elected by acclimation. Mr. Dragna nominated Mr. Adams, who declined the nomination, and Mr. Orlando nominated Mr. Matthews as Secretary.

It was moved by Mr. Dragna and seconded by Mr. Mayon that the minutes of the Regular Meeting of December 10, 2018 be approved and adopted, with said motion carrying unanimously.

It was moved by Mrs. Garber that the report of receipts and disbursements for the month of December 2018 be received and accepted and that all invoices presented to the Board for the month of December 2018 be paid. Mr. Lombardo seconded that motion, which carried unanimously.

Jeremy Meaux presented Darnall, Sikes, Gardes & Frederick’s Audit Report to the Board for the year ending June 30, 2018 with an unmodified opinion on the District’s financial statements, which is the highest audit opinion. Mr. Meaux did report the lack of segregation of accounting duties finding but noted that next year the finding will disappear since the Port has been able to segregate the duties with the implemented controls that went into effect January 1, 2018. Mr. Adams moved to accept said report, which was seconded by Mrs. Garber and carried unanimously.

Raymond Wade reported on behalf of Commander Heather Mattern that: (i) due to the government shutdown, they are unable to attend community outreach meetings, but they are open and are available to the public; (ii) there was a 1.4% increase in tows in 2018 and a .4 % increase in total transits for 2018.

Tim Connell reported via telephone conference that: (i) a solicitation for FY19 maintenance dredging of Bayou Chene will be released in February and dredge availability will dictate when would be the best time to do the work; (ii) Dredge Robert White will head to Lafourche first in hopes of getting past the high water event before dredging; (iii) current prediction of high water is 6’4”, with a crest on January 24th; (iv) he spoke with Brice today and they are in the process of procuring components, with the expectancy to meet the 150-day mark or shortly thereafter; (v) Bayou Boeuf guide wall will begin to impact to navigation late February or early March; (vi) recent surveys are showing issues at Stouts Pass and Coast Guard has placed and repositioned buoys for the best route. He also noted that MR&T funds were hit pretty bad, which is what this and Bayou Chene falls under, so he is not optimistic about it; (vii) Rock placement on Morgan City side should be completed by the end of the week, with continued progress of rock placement at LAD.

Mike Knobloch reported that: (i) there is one project left in the radio room under the FY16 Port Security Grant; (ii) funding for the FY19 Port Security Grant may be affected due to the government shutdown; (iii) he and Mac are reviewing potential projects at our dock facility for the INFRA grant application; (iv) since we are a Section 105 regulated facility, we are required to have a facility security plan (FSP), which will expire in June. We will be meeting with the Coast Guard regarding what changes we need to make to the new plan.

Clay Breaud reported that: (i) the HVAC system is missing a remote sensor that will be installed this week, prior to release of retainage; (ii) progress on the port priority projects include: they have made revisions to Phase I – Railroad Maintenance plans and specs as per DOTD and authorization to bid; Phase II – Drainage Canal topographic surveys are complete and acquisition of servitudes are being determined; and Phase III – Dock Extension – has not begun.

Cindy Cutrera reported that: (i) we sent out our yearend report after the holidays to all stakeholders, as well as posted it on our website and Facebook page; (ii) we will be hosting a stakeholder meeting on February 11th, with a save the date to go out tomorrow; (iii) none of our three proposals submitted for WRDA 16 Section 1122 Pilot Program were approved, as were none from the New Orleans District. (iv) Micaela Coner of CPRA will attend our February board meeting to provide an update on the Increase Atchafalaya to Terrebonne project; (v) we are still working with Terrebonne, CPRA and Avoca, Inc. for the 2023 Master Plan, which was one of the projects selected for additional modeling. Mart Black of Terrebonne stated as of his most recent conversations with CPRA, they are still encouraging us to further develop that proposal; (vi) We met with Rene Simon of LA Department of Agriculture about the potential for shipping agricultural products from rural communities in the state. Mr. Cain thanked her for the detailed report we sent out and noted the importance of getting the word out to the community. He also thanked the Daily Review for the great article in honor of Gary Duhon.

Mayor Duval Arthur reported that the Town of Berwick will have some upcoming economic development projects, in which they would like sediment from dredging for beneficial use. Mr. Wade urged him to contact the Corps about permits needed ahead of time.

Gerard Bourgeois reported: (i) new election of officers requires approval of Whitney National Bank and Patterson State Bank banking resolutions. It was moved by Mr. Mayon and seconded by Mr. Dragna to adopt the following resolution authorizing Messrs. Cain, Dragna, Matthews and Mrs. Garber to sign on both the Whitney Bank and Patterson State Bank accounts; which motion carried unanimously.

**RESOLUTION**

A resolution providing for the execution of certain account agreements for the Morgan City Harbor and Terminal District (“District”), with Patterson State Bank (PSB”) and Hancock Whitney Bank (“HWB”) (herein collectively, the “Banks”) .

WHEREAS, the MORGAN CITY HARBOR AND TERMINAL DISTRICT (“District”) is a political subdivision of the State of Louisiana, and is subject to the restrictions imposed under the laws of the State of Louisiana with respect to the investment of funds of municipalities, parishes and other political subdivisions; and

WHEREAS, the District has received and reviewed the Banks agreements and such other documents material to establishment and/or modification of accounts with said Banks; and

NOW, THEREFORE, BE IT RESOLVED that,

(1) PSB and HWB are designated as a depository(ies) for the funds of this District.

(2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by such Banks.

(3) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the District with Banks prior to the adoption of this resolution are hereby ratified, approved and confirmed.

(4) Any of the persons named below, so long as they act in a representative capacity as agents of this District, are authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effect exercise of the powers indicated below, from time to time with said Banks, concerning funds deposited in PSB and/or HWB, moneys borrowed from either Bank or any other business transacted by and between the District and PSB or HWB subject to any restrictions stated below.

(5) Any and all prior resolutions adopted by the District and certified to PSB and/or HWB as governing the operation of the District’s account(s), are in full force and effect, unless supplemented or modified by this authorization.

(6) The District agrees to the terms and conditions of any account agreement, properly opened by any authorized representative(s) of the District, and authorized PSB and HWB, at any time, to charge the District for all checks, drafts, or other orders, for the payment of money, that are drawn on the PSB or HWB, and contain the required number of signatures for this purpose.

(7) If indicated, any person listed below (subject to any expressed restrictions) is authorized to:

Name and Title:

(A) Joseph Cain, President

(B) Lee Dragna, Vice President

(C) Deborah B. Garber, Treasurer

(D) Timothy Matthews, Sr., Secretary

Indicate A, B, C, and/or D

\_A, B, C, D\_\_ (1) Exercise all of the powers listed in (2) through (6).

\_A, B, C, D\_\_ (2) Open any deposit or checking account(s) in the name of this association.

\_A, B, C, D\_\_ (3) Endorse checks and orders for the payment of money and withdraw funds on deposit with this Financial Institution. Number of authorized signatures required for this purpose 2.

\_A, B, C, D \_ (4) Borrow money on behalf and in the name of this association, sign, execute and deliver promissory notes or other evidences of indebtedness. Number of authorized signatures required for this purpose 2.

\_A, B, C, D\_ (5) Endorse, assign, transfer, mortgage or pledge bills receivable, warehouse receipts, bills of lading, stocks, bonds, real estate or other property now owned or hereafter owned or acquired by this association as security for sums borrowed, and to discount the same, unconditionally guarantee payment of all bills received, negotiated or discounted and to waive demand, presentment, protest, notice of protest and notice of non-payment.

Number of authorized signatures required for this purpose 2.

\_A, B, C, D\_\_ (6) Enter into written lease for the purpose of renting and maintaining a Safe Deposit Box in this Financial Institution. Number of authorized persons required to gain access and to terminate the lease 2.

BE IT FURTHER RESOLVED that Deborah B. Garber, Treasurer, be authorized and directed to do any and all acts and things necessary, proper, or that may be required to carry out and accomplish the transactions contemplated above.

Mr. Bourgeois also presented: (i) a renewal of lease with Haliburton at the same amount of $4,000. Mr. Mayon moved to authorize Mr. Wade to execute the renewal letter, which was seconded by Mr. Dragna and carried unanimously; (ii) a bareboat charter agreement between the District and Matthews Brothers, Inc. to lease Barge John Wayne in the amount of $700 per day for six months, with a six-month option. Mr. Adams moved to authorize Mr. Wade to execute said agreement, pending Messer Cain, Dragna, Orlando and Bourgeois’ approvals, which was seconded by Mr. Lombardo and carried unanimously; (iii) Mr. Bourgeois presented a resolution authorizing Mr. Cain to execute Corps Right of Entries. Mr. Adams moved to authorize Mr. Cain to execute said resolution, which was seconded by Mr. Dragna and carried unanimously.

**RESOLUTION**

A resolution authorizing the Morgan City Harbor and Terminal District (“District”) to grant to the United States the rights of entry (ROEs) for disposal easements for the Atchafalaya River and Bayous Chene, Boeuf, and Black Navigation Project.

BE IT RESOLVED, that Joseph E. Cain, President, be authorized and directed to grant on behalf of the Morgan City Harbor and Terminal District (“District”) in favor of the United States Corps of Engineers (“Corps”), their representatives, agents and contractors, to construct, operate and maintain a dredged material disposal areas, including the full right of ingress and egress; to construct dikes; to deposit dredged, excavated and sediment material thereon; to accomplish any alterations of contours on said land for the purpose of accommodating the deposit of dredged material as necessary in connection with the construction, improvement, maintenance and operation of the Atchafalaya River and Bayou Chene, Boeuf and Black, Louisiana Project, as authorized by the Act of Congress approved 13 August 1968 (Public Law 90-483); and is further authorized to execute all corresponding agreements with landowners concerning Corps designated Disposal Areas I, G, 1A, 1B, 5A, and 6 and transfer of the same to the Corps.

BE IT FURTHER RESOLVED that Joseph E. Cain, President, be authorized and directed to do any and all act and things necessary, proper, or that may be required to carry out and accomplish the transactions contemplated with regards to the above mentioned tracts.

(iv) Crosby Tugs answer is due this week on the damages caused to the NOAA Meteorological Station #2.

With no further business to come before the Board, the meeting was adjourned.

Attest:

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Timothy Matthews, Sr., Secretary