

## AGENDA

**Port Freeport  
Brazos Harbor Industrial Development Corporation  
Special Meeting  
Thursday, February 22, 2024, 12:00 pm - 12:45 pm  
In Person & Videoconference - Administration Building - 1100 Cherry Street - Freeport**

**This meeting agenda with the agenda packet is posted online at [www.portfreeport.com](http://www.portfreeport.com)**

The meeting will be conducted pursuant to Section 551.127 of the Texas Government Code titled "Videoconference Call." A quorum of the Brazos Harbor Industrial Development Corporation, including the presiding officer, will be present at the Commissioner Meeting Room located at 1100 Cherry Street, Freeport, Texas. The public will be permitted to attend the meeting in person or by videoconference. The videoconference is available online as follows:

### Join Zoom Meeting

<https://us02web.zoom.us/j/81223683154?pwd=VWUkN3T0IBZFpyNE5abUowWEIldz09>

Meeting ID: 812 2368 3154

Passcode: 718327

### Dial by your location

• 1 346 248 7799 US (Houston)

Meeting ID: 812 2368 3154

Find your local number: <https://us02web.zoom.us/j/kcrlkyVRy>

1. CONVENE OPEN SESSION in accordance with Texas Government Code Section 551.001, et. seq., to review and consider the following:
2. Roll Call.
3. Public Comment. (Public comment on any matter not on this Agenda will be limited to 5 minutes per participant and can be completed in person or by videoconference)
4. Public Testimony. (Public testimony on any item on this Agenda will be limited to 5 minutes per agenda item to be addressed per participant and can be completed in person or by videoconference. The participant shall identify in advance the specific agenda item or items to be address
5. Approval of minutes from the meeting held August 8, 2019.
6. Elections of Officers for the Brazos Harbor Industrial Development Corporation for the period of February 2024 through May 2025.
7. Receive briefing on historical utilization and development capabilities of organization.
8. Adjourn.

***The Brazos Harbor Industrial Development Corporation (BHIDC) does not anticipate going into a closed session under Chapter 551 of the Texas Government Code at this meeting for any other items on the agenda; however, if necessary, the BHIDC may go into a closed session as permitted by law regarding any item on the agenda.***

With this posted notice, Port Commissioners have been provided certain background information on the above listed agenda items. Copies of this information can be obtained by the public at the Port Administrative offices at 1100 Cherry Street, Freeport, TX.



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Phyllis Saathoff, Executive Director/CEO  
**PORT FREEPORT**

Participation is welcomed without regard to race, color, religion, sex, age, national origin, disability or family status. In accordance with Title II of the Americans with Disabilities Act and Section 504 of the Rehabilitation Act, persons with disabilities needing reasonable accommodations to participate in this proceeding, or those requiring language assistance (free of charge) should contact the Executive Assistant no later than forty-eight (48) hours prior to the meeting, at (979) 233-2667, ext. 4326, email: [bevers@portfreeport.com](mailto:bevers@portfreeport.com).

La participación es bienvenida sin distinción de raza, color, religión, sexo, edad, origen nacional, discapacidad o situación familiar. De acuerdo con el Título II de la Ley de Estadounidenses con Discapacidades y la Sección 504 de la Ley de Rehabilitación, las personas con discapacidades que necesiten adaptaciones razonables para participar en este procedimiento, o aquellas que requieran asistencia lingüística (sin cargo), deben comunicarse con el Asistente Ejecutivo a más tardar cuarenta -ocho (48) horas antes de la reunión, al (979) 233-2667, ext. 4326, correo electrónico: [bevers@portfreeport.com](mailto:bevers@portfreeport.com).

# Minutes of Brazos Harbor Industrial Development Corporation

## Port Freeport

### August 8, 2019

A Special Meeting of the Brazos Harbor Industrial Development Corporation was held August 8, 2019, beginning at 1:52 PM at the Port Freeport Administration Building, 1100 Cherry Street, Freeport, Texas.

#### Commissioners present:

Mr. Dan Croft, President  
Mr. Rudy Santos, Secretary  
Mr. Preston Phillips, Asst. Secretary  
Mr. Lonnie Key, Treasurer  
Mr. Paul Kresta, Director  
Mr. John Hoss, Director  
Mr. Ravi K. Singhania, Director  
Mr. Shane Pirtle, Director

#### Staff Members Present:

Mr. Jason Cordoba, Legal Counsel  
Ms. Phyllis Saathoff, Executive Director/CEO  
Mr. Rob Lowe, Director of Administration/CFO  
Mr. Jason Hull, Director of Engineering  
Mr. Al Durel, Director of Operations  
Mr. Chris Hogan, Director of Protective Services  
Mr. Jason Miura, Director of Business & Economic Development  
Ms. Missy Bevers, Executive Assistant  
Mr. Nick Malambri, Engineering Specialist  
Ms. Lauren McCormick, Public Affairs Manager  
Mr. Mike Quilty, Safety Coordinator  
Ms. Mary Campus, Controller

#### Absent:

Mr. Bill Terry, Vice President

#### Also, present:

Mr. Rick Stephanow, Gulf LNG Services  
Mr. Jason Foltyn, HDR  
Mr. Bob Arroyave, BGE, Inc  
Mr. Niels Aalund, WGMA  
Mr. Bruce Reed, Phillips 66  
Mr. Rich Patrick, Ninyo & Moore

1. CONVENE OPEN SESSION in accordance with Texas Government Code Section 551.001, et. seq., to review and consider the following:
2. Approval of minutes from the Special Meetings held June 27, 2019.

A motion was made by Commissioner Hoss to approve the minutes as presented. The motion was seconded by Commissioner Santos with all Commissioners present voting in favor of the motion.

4. Receive briefing on historical utilization and development capabilities of organization.

Mr. Jason Cordoba gave an overview of IDC to include what the entities are and how they are utilized. He stated that an IDC is an entity permitted by the Texas local government code. The Port IDC was formed in 1980 and kept it as an active entity with the Secretary of State since then. It is filed as a non-profit organization but has some aspects of a governmental entity. For example, the Open Meetings Act and the Public Information Act applies to an IDC. The only time you can have a meeting is when you notice it, post an agenda and have a quorum present to discuss any IDC business. Additionally, any communications, written documents or potential agreements are subject to disclosure under the Public Information Act. The power of the IDC is vested in the Board, meaning you take action and approve action by a majority. The Board is appointed by the Port Commission and the Port Commission is defined as a unit which is authorized to form an IDC. The purpose of an IDC, according to the code, is to finance the cost of a project for the promotion and encouragement of employment and the public welfare. This includes any potential project could include the creation or retention of something that will create jobs. Projects suitable for the development include retention or expansion of manufacturing and industrial facilities, research and development facilities, military facilities, transportation facilities, airports, hangars, rail ports, rail switching facilities, disposal facilities, recycling facilities, pollution-controlled facilities, facilities furnishing water to the public, distribution centers, train facilities and regional or national corporation headquarter facilities. One of the ways IDC utilizes funds for these projects is by issuing bonds. Any project must be approved by the Texas Economic Development Office which has regulations and guidelines that must be met before the projects are approved. Additionally, any agreement with a private entity or another governmental entity must be in writing and these agreements have to go through similar process of approval. Ms. Saathoff added that historically, the IDC has served as a conduit for the issuance for Pollution Control Bonds in the high rate environments however, the Port hasn't seen any in the last several years due to low interest rates. We are seeing less pollution-controlled projects and more new build that doesn't require this type of financing.

5. Adjourn.

With no further business before the Commission, the meeting adjourned at 2:02 p.m.

<hr/> Dan Croft, President	<hr/> Absent Bill Terry, Vice President
<hr/> Rudy Santos, Secretary	<hr/> Preston Phillips, Asst. Secretary
<hr/> Lonnie Key, Treasurer	<hr/> Paul Kresta, Director
<hr/> John Hoss, Director	<hr/> Ravi K. Singhania, Director
<hr/> Shane Pirtle, Director	

Brazos Harbor Industrial Development Corporation

*Current Board of Directors – Elected 2019*

President: Dan Croft  
Vice President: Bill Terry  
Secretary: Rudy Santos  
Asst. Secretary: Preston Phillips  
Treasurer: Lonnie Key  
Directors: John Hoss  
Paul Kresta  
Shane Pirtle  
Ravi K. Singhania

*2024 Officer Elections*

President:  
Vice President:  
Secretary:  
Asst. Secretary:  
Treasurer:  
Directors:



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WWW.PORTFREEPORT.COM

## MEMORANDUM

**TO:** Commissioners

**FROM:** Phyllis Saathoff, Executive Director/CEO

**DATE:** September 22, 2023

**SUBJECT:** BHIDC Board of Directors

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As previously communicated, there is a vacant position on the Board of Directors for the Brazos Harbor Industrial Development Corporation (BHIDC). The BHIDC directors are appointed by the Port Commission. The purpose of this agenda item is to open discussion about the process for identifying candidates and making the appointment at a future Port Commission meeting.

Information about the history of the BHIDC, its purpose, and the Board of Directors is summarized below. Also attached is the current list of BHIDC directors.

### **Brazos Harbor Industrial Development Corporation**

#### **Development Corporation Act of 1979**

In 1979 the Texas Legislature enacted the Development Corporation Act of 1979 which authorized certain governmental entities, including districts organized under Article 16, Section 59, of the Constitution, to authorize the creation of a nonprofit corporation for the purpose of issuing bonds on behalf of the governmental unit for the purpose of financing manufacturing and industrial facilities, transportation facilities (including but not limited to airports, ports, mass commuting facilities and parking facilities), in furtherance of the public purposes of the Act.

#### **BHIDC Formed by Port Freeport**

An Industrial Development Corporation is an entity permitted by the Texas local government code and is a non-profit organization. In November 1979 the Port (then known as the Brazos River Harbor Navigation District of Brazoria County, Texas) adopted the Articles for Incorporation of the Brazos Harbor Industrial Development Corporation (BHIDC). The BHIDC was formed in 1980 after the Articles for Incorporation were filed with the Secretary of State.

#### **Purpose of the BHIDC**

The BHIDC is the financing arm of Port Freeport for the issuance of industrial development bonds on behalf of various users for the financing of the type of facilities above enumerated related to industrial development. The Articles for Incorporation state the BHIDC is organized to and may

#### PORT COMMISSION

RAVI K. SINGHANIA, CHAIRMAN; ROB GIESECKE, VICE CHAIRMAN; BARBARA FRATILA, SECRETARY; KIM KINCANNON, ASST. SECRETARY;  
DAN CROFT, COMMISSIONER; RUDY SANTOS, COMMISSIONER; PHYLLIS SAATHOFF, EXECUTIVE DIRECTOR/CEO

issue bonds (revenue bonds) on behalf of the Unit (the Port) for other third parties for specific purpose of promotion and development of commercial, industrial, and manufacturing enterprises to promote employment and public welfare. It is a conduit for bond financing that is not intended to operate a business or be in a business. These bonds are secured solely by the revenues of the commercial enterprises on whose behalf they are issued. Port Freeport's commissioners have the right of refusal on the issuance of bonds by the IDC.

### **BHIDC Board of Directors**

The by-laws of the BHIDC state that the affairs of the BHIDC are controlled by a Board of Directors and that the Board of Directors shall consist of nine (9) directors, each of whom shall be appointed by the Governing Body (Port Commission). Appointees hold office for 6 years or until a successor is appointed. The BHIDC Board of Directors is comprised of the six elected Port Commissioners plus 3 appointees. Any director may be removed from office by the Port Commission, for cause or at will. The last director appointments were made in June 2019.

A candidate for director appointment must be 18 years of age and a resident of the Navigation District. There can be multiple candidates for a director position.

### **Projects Financed through the BHIDC**

A project that includes the creation or retention of something that will create jobs is considered eligible for consideration for financing through the BHIDC. Projects suitable for financing through the BHIDC include retention or expansion of manufacturing and industrial facilities, research and development facilities, military facilities, transportation facilities, airports, hangars, rail ports, rail switching facilities, disposal facilities, recycling facilities, pollution-controlled facilities, facilities furnishing water to the public, distribution centers, train facilities and regional or national corporation headquarter facilities.

Any project must be approved by the Texas Economic Development Office which has regulations and guidelines that must be met before the projects are approved and by the governing body of Port Freeport. Additionally, any agreement with a private entity or another governmental entity must be in writing and these agreements have to go through a similar process of approval.