



## MINUTES

The Board of Directors of TexAmericas Center met to conduct business at 11 Chapel Lane, Suite B, New Boston, TX 75570 on September 24, 2024.

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 12:05 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. **Directors in Attendance were:**

Jim Roberts	Ben King	Justin Powell	Craig McDuffie
Kevin Avery	Marc Reiter	Jimmy Howell	Dan Boyles
Tim Ketchum	Robbin Bass		

**Directors Absent were:**

Ron Collins	Denis Washington	Robert Irwin	Steven Seals
Fred Meisenheimer			

**Staff and Others in Attendance were:**

Scott Norton	Marla Byrd	Jeff Whitten	Eric Voyles
John Sesler	Andrew Hill	Wes Jordan Jordan Law Firm	Judge Bobby Howell Bowie County Judge
Troy Lemons Holliday, Lemons & Cox, P.C.	Kyle Dooley Riverbend Water Resources District		

5. Jim Roberts called for Public Comments for Non-Agenda Items. Comments are limited to five minutes. None noted.
6. Jim Roberts called for Public Comments for Agenda Items. Comments are limited to five minutes. None noted.
7. Jim Roberts called for reports from the standing Committees of TexAmericas Center. Committees that met since the last board meeting were:
  - a. Executive
  - b. Investment/FinanceNo other comments in addition to the minutes in the board packet.

8. Considered and took action upon **Resolution #20240924-01 approving the Fiscal Year 2024 3<sup>rd</sup> Quarter Financials**. Troy Lemons with HLC presented the FY24 3<sup>rd</sup> Quarter Financials. A motion was made by Craig McDuffie and seconded by Dan Boyles. The motion carried unanimously by voice vote.
9. Considered and took action upon **Resolution #20240924-02 approving the Fiscal Year 2024 Budget Revisions for TexAmericas Center**. Andrew Hill, Vice President of Finance, presented the FY24 Budget Revisions. A motion was made by Craig McDuffie and seconded by Dan Boyles. The motion carried unanimously by voice vote.
10. Considered and took action upon **Resolution #20240924-03 approving the Fiscal Year 2025 Budget for TexAmericas Center**. Andrew Hill, Vice President of Finance presented the FY25 Budget. A motion was made by Marc Reiter and seconded by Dan Boyles. The motion carried unanimously by voice vote.
11. A motion was made by Marc Reiter and seconded by Justin Powell 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 August 27, 2024.
  - b. Approved Check Book Register and Deposit Summary from August 22, 2024- September 17, 2024.
  - c. Considered and took action upon **Resolution #20240924-04 approving the Fiscal Year 2024 3<sup>rd</sup> Quarter Scrap and Timber Sales Report**.
  - d. Considered and took action upon **Resolution #20240924-05 approving the Fiscal Year 2024 3<sup>rd</sup> Quarter Investment Report**.
  - e. Considered and took action upon **Resolution #20240924-06 authorizing the Executive/CEO to approve the TexAmericas Center Investment Policy**.
  - f. Approved modification to the Annual Leave and Sick Leave policies and Compensation due to the Coronavirus for FY25 (through September 30, 2025).
  - g. Considered and took action upon **Resolution #20240924-07 authorizing the Executive Director/CEO to execute a contract with Holliday, Lemons and Cox, P.C. for professional accounting services for FY2025**.
  - h. Considered and took action upon **Resolution #20240924-08 authorizing the Executive Director/CEO to execute a contract with the Jordan Law Firm for professional legal services for FY2025**.
  - i. Considered and took action upon **Resolution #20240924-09 authorizing the Executive Director/CEO to execute a contract with Garrity and Knisely, PLLC for professional BRAC-related legal services for FY2025**.
  - j. Considered and took action upon **Resolution #20240924-10 authorizing the Executive Director/CEO to execute a professional services contract with McWilliams Strategies, LLC for governmental communications services for FY2025**.
  - k. Considered and took action upon **Resolution #20240924-11 authorizing the Executive Director/CEO to execute a professional engineering services agreement and various work orders with MTG Engineers and Surveyors for FY2025**.
  - l. Considered and took action upon **Resolution #20240924-12 authorizing the Executive Director/CEO to execute a professional engineering services agreement with E TTL Engineers and Consultants for FY2025**.
  - m. Considered and took action upon **Resolution #20240924-13 authorizing the Executive Director/CEO to execute a contract and work order with Kingwood Forestry Services, Inc. for certain forestry and hunting management services for FY2025**.

- n. Considered and took action upon **Resolution #20240924-14** authorizing the Executive Director/CEO to execute a **Marketing and Consulting Agreement with Copper Hill Inc., for FY2025.**
  - o. Considered and took action upon **Resolution #20240924-15** authorizing the Executive Director/CEO to execute a **professional services agreement with Stantec Consulting Services, Inc. for wetland delineation services for FY2025.**
  - p. Considered and took action upon **Resolution #20240924-16** authorizing the Executive Director/CEO to execute a **professional services agreement with EDP Best Practices Services, LLC for Economic Development and Planning Services for FY2025.**
  - q. Considered and took action upon **Resolution #20240924-17** authorizing the Executive Director/CEO to execute a **professional Services agreement with Chartwell Agency for Economic Development Services for FY2025.**
  - r. Considered and took action upon **Resolution #20240924-18** authorizing the Executive Director/CEO to execute a **Professional Services Agreement with Lockwood, Andrews & Newnam, Inc. for professional engineering services for FY2025.**
  - s. Considered and took action upon **Resolution #20240924-19** authorizing the Executive Director/CEO to execute a **Professional Services Agreement with Westwood Professional Services for professional engineering services for FY2025.**
  - t. Considered and took action upon **Resolution #20240924-20** authorizing the Executive Director/CEO to execute a **Professional Services Agreement with Halff Associates, Inc. for professional engineering services for FY2025.**
  - u. Considered and took action upon **Resolution #20240924-21** authorizing the Executive Director/CEO to execute a **Professional Services Agreement with Tejas Archaeology for archaeological services for FY2025.**
  - v. Considered and took action upon **Resolution #20240924-22** authorizing the Executive Direction/CEO to execute a **Professional Services Agreement with Rone Engineering Services, LLC, an RMA Company, for professional engineering services for FY2025.**
  - w. Considered and took action upon **Resolution #20240924-23** authorizing the Executive Director/CEO to execute a **Professional Services Agreement with Select Global, LLC for economic development services for FY2025.**
  - x. Considered and took action upon **Resolution #20240924-24** authorizing the Executive Director/CEO to execute a **Professional Services Agreement with Cromwell Architects Engineers, LLC for architectural and engineering services for FY2025.**
  - y. Considered and took action upon **Resolution #20240924-25** authorizing the Executive Director/CEO to execute a **Professional Services Agreement with DCG Corplan Consulting, LLC for economic development services for FY2025.**
  - z. Considered and took action upon **Resolution #20240924-26** authorizing the Executive Director/CEO to execute a **Professional Services Agreement with TGB Group LLC for engineering services for FY2025.**
  - aa. Considered and took action upon **Resolution #20240924-27** authorizing the Executive Director/CEO to execute a **contract for professional services to Valley View Consulting, L.L.C.**
  - bb. Considered and took action upon **Resolution #20240924-28** authorizing the Executive Director/CEO to execute a **Line of Credit Note to Guaranty Bank & Trust in the amount of \$2,500,000.00.**
12. Kyle Dooley, Executive Director/CEO of Riverbend Water Resources District provided a Report regarding regional water.

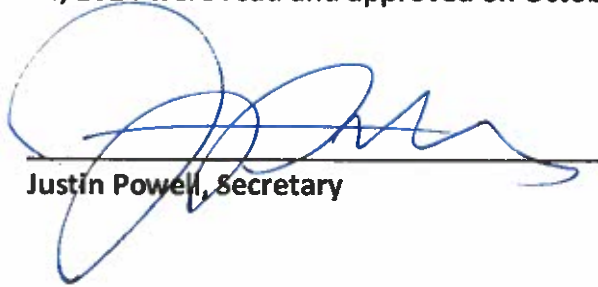
13. Considered and took action upon **Resolution #20240924-29 authorizing the Executive Director/CEO to amend the Personnel Policy Manual.** A motion was made by Justin Powell and seconded by Craig McDuffie. The motion carried unanimously by voice vote.
14. Considered and took action upon **Resolution #20240924-30 ratifying the execution of a task order to the contract with Matrix Environmental Services, LLC.** A motion was made by Marc Reiter and seconded by Ben King. The motion carried unanimously by voice vote.
15. Staff Reports:
  - a. Scott Norton provided the Executive Director/CEO Report. Specifically, providing detail regarding the ED/CEO Annual Report to the Board.
  - b. Eric Voyles provided the Executive Vice President/CEDO Report.
  - c. Jeff Whitten provided the Executive Vice President/COO Report.
  - d. John Sesler provided the Vice President of Logistics Report.
  - e. Andrew Hill provided the Vice President of Finance Report.
  - f. John Sesler provided General Manager of Railroad and Transload Ops Report.
16. A motion was made by Ben King and seconded by Justin Powell to adjourn to Executive Session pursuant to the following Sections at 12:50 p.m. 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.
17. A motion was made by Ben King and seconded by Dan Boyles to reconvene in Open Session at 1:10 p.m. The motion carried unanimously by voice vote.
18. Considered and took action upon **Resolution #20240924-31 ratifying the execution of a lease agreement for 245 Ammo Drive, New Boston, TX 75570 to Cherokee Nation Armored Solutions.** A motion was made by Craig McDuffie and seconded by Marc Reiter. The motion carried unanimously by voice vote.
19. Considered and took action upon **Resolution #20240924-32 authorizing the Executive Director/CEO to pursue and implement all incentives available for current and future TexAmericas Center Tenants.** A motion was made by Justin Powell and seconded by Craig McDuffie. The motion carried unanimously by voice vote.
20. Considered and took action upon **Resolution #20240924-33 authorizing the Executive Director/CEO to execute a new lease agreement for 11 Chapel Lane, Suite A, New Boston, TX to Expal USA, Inc.** A motion was made by Marc Reiter and seconded by Craig McDuffie. The motion carried unanimously by voice vote.
21. Considered and took action upon **Resolution #20240924-34 approving TAC East Holdings Company No. 1 Seller Financing the Acquisition by EnviroSafe Demil, LLC of Approximately 130 Acres; Authorizing Executive Director to Execute Any and All Documents Necessary; and**

**Declaring an Effective Date.** A motion was made by Marc Reiter and seconded by Justin Powell. The motion carried unanimously by voice vote.

22. Considered and took action upon **Resolution #20240924-35 authorizing the Chairman of the Board to negotiate and execute Amendment Ten to the Management and Personal Services Contract with William Scott Norton to serve as Executive Director/CEO.** A motion was made by Jim Roberts and seconded by Marc Reiter. The motion carried unanimously by voice vote.

With no other business to discuss, a motion was made by Ben King and seconded by Marc Reiter to adjourn the meeting at 1:12 p.m. The motion carried unanimously by voice vote.

**The above and foregoing minutes of the TexAmericas Center Board of Directors Meeting, September 24, 2024 were read and approved on October 22, 2024.**



Justin Powell, Secretary