



## MINUTES

The Board of Directors of TexAmericas Center met to conduct business at 11 Chapel Lane, Suite B, New Boston, TX 75570 on August 27, 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, swore in the following Director before the meeting was called to order:  
Steven Seals
4. Jim Roberts, Chairman of the Board, called the meeting to order at 12:08 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.

5. **Directors in attendance were:**

|                |              |               |             |
|----------------|--------------|---------------|-------------|
| Jim Roberts    | Ben King     | Justin Powell | Ron Collins |
| Craig McDuffie | Robert Irwin | Kevin Avery   | Marc Reiter |
| Dan Boyles     | Steven Seals | Tim Ketchum   |             |

**Directors absent were:**

|                  |              |             |                   |
|------------------|--------------|-------------|-------------------|
| Denis Washington | Jimmy Howell | Robbin Bass | Fred Meisenheimer |
|------------------|--------------|-------------|-------------------|

**Staff and others in attendance were:**

|              |                               |  |             |
|--------------|-------------------------------|--|-------------|
| Scott Norton | Marla Byrd                    | Jeff Whitten                             | John Sesler |
| Andrew Hill  | Wes Jordan<br>Jordan Law Firm | Judge Bobby Howell<br>Bowie County Judge |             |

6. Jim Roberts called for Public Comments for Non-Agenda Items. Comments are limited to five minutes. None noted.
7. Jim Roberts called for Public Comments for Agenda Items. Comments are limited to five minutes. None noted.
8. Jim Roberts called for reports from the standing Committees of TexAmericas Center. Committees that met since the last board meeting were:
  - a. Infrastructure/REM
  - b. Environmental
  - c. Executive

No other comments in addition to the minutes in the board packet.

9. A motion was made by Steven Seals and seconded by Justin Powell to approve the items listed under the Consent Agenda. The motion carried unanimously by voice vote.
  - a. Approved Minutes of Board Meeting from June 25, 2024.
  - b. Approved Check Book Register and Deposit Summary from June 20, 2024 - August 21, 2024.
10. In Kyle Dooley's absence, Scott Norton gave a very brief report regarding regional water.
11. Andrew Hill, Vice President of Finance led and presented the FY24 Budget Amendments & FY25 Budget Workshop. No action taken at this meeting.
12. Considered and took action upon **Resolution #20240827-01** authorizing the Executive Director/CEO to execute a contract with Motive Power Resources, Inc. for the purchase of two locomotives; and providing for an effective date. A motion was made by Ben King and seconded by Dan Boyles. The motion carried unanimously by voice vote.
13. Considered and took action upon **Resolution #20240827-02** authorizing the Executive Director/CEO to Waive Certain Terms of the TexAmericas Center Forest Management Plan; and Providing for an Effective Date. A motion was made by Craig McDuffie and seconded by Justin Powell. The motion carried unanimously by voice vote.
14. Considered and took action upon **Resolution #20240827-03** authorizing the Executive Director/CEO to advertise, negotiate and execute contracts for the design and construction of improvements for Area D warehouses. A motion was made by Dan Boyles and seconded by Kevin Avery. The motion carried unanimously by voice vote.
15. Considered and took action upon **Resolution #20240827-04** authorizing a modification to the cooperative agreement for Environmental Services between TexAmericas Center and the United States of America for environmental services upon property owned by or to possibly be owned by TexAmericas Center. A motion was made by Ron Collins and seconded by Kevin Avery. The motion carried unanimously by voice vote.
16. Considered and took action upon **Resolution #20240827-05** authorizing the Executive Director/CEO to move funds between CLIN's of the Cooperative Agreement for Environmental Services between TexAmericas Center and the United States of America with no change in the compensation due to TexAmericas Center. A motion was made Ron Collins and seconded by Dan Boyles. The motion carried unanimously by voice vote.
17. Considered and took action upon **Resolution #20240827-06** approving a qualified sites program for WACO site upon TexAmericas Center West Campus. Jeff Whitten gave a presentation of the Qualified Site WACO Site Plan to the Board. A motion was made by Ben King and seconded by Justin Powell. The motion carried unanimously by voice vote.
18. Staff Reports:
  - a. Scott Norton provided the Executive Director/CEO Report, specifically BF magazine ranking and Freeport Inventory Tax.
  - b. Eric Voyles was absent – No Executive Vice President/CEDO Report.
  - c. Jeff Whitten provided the Executive Vice President/COO Report.
  - d. John Sesler provided Vice President of Logistics Report.
  - e. Andrew Hill provided the Vice President of Finance Report.

- f. John Sesler provided the General Manager of Railroad and Transload Ops Report.
19. A motion was made by Justin Powell and seconded by Ben King to adjourn to Executive Session pursuant to the following Sections at 1:19 p.m.
- 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.
20. A motion was made by Ben King and seconded by Justin Powell to reconvene in Open Session at 1:52 p.m.
21. Considered and took action upon **Resolution #20240827-07 ratifying the execution by the Executive Director/CEO of a Fifth Amendment to the Real Estate Contract by and between TexAmericas Center and Braven Environmental-Texarkana I-LLC for the Sale of Approximately 74.864 Acres; and establishing an effective date.** A motion was made by Marc Reiter and seconded by Craig McDuffie. The motion carried unanimously by voice vote.
22. Considered and took action upon **Resolution #20240827-08 approving the assignment of a commercial contract to TexAmericas Center; approving the terms of the assigned contract; and authorizing the Executive Director to execute closing documents; and establishing an effective date.** A motion was made by Craig McDuffie and seconded by Marc Reiter. The motion carried unanimously by voice vote.
23. Considered and took action upon **Resolution #20240827-09 authorizing the Executive Director/CEO to execute a lease termination agreement with Live Oak Environmental, LLC, for property located at 245 Ammunition Drive, New Boston, Bowie County, Texas.** A motion was made by Marc Reiter and seconded by Craig McDuffie. The motion carried unanimously by voice vote.
24. Considered and took action upon **Resolution #20240827-10 authorizing the Executive Director/CEO to execute options, a lease and an option for a mineral lease with EXSO, LLC and its affiliated entities; and providing for an effective date.** A motion was made by Marc Reiter and seconded by Ron Collins. The motion carried unanimously by voice vote.

With no other business to discuss, a motion was made by Justin Powell and seconded by Marc Reiter to adjourn the meeting at 1:54 p.m. The motion carried unanimously by voice vote.

**The above and foregoing minutes of the TexAmericas Center Board of Directors Meeting, August 27, 2024 were read and approved on September 24, 2024.**

  
Justin Powell, Secretary