

Board of Trustees of the Galveston Wharves  
**SPECIAL MEETING**  
Thursday, May 11, 2023 2:00 p.m.  
Port of Galveston  
123 Rosenberg Avenue, 8th Floor  
Galveston, TX 77550

**BOARD OF TRUSTEES**  
Chairman Harry D. Maxwell, Jr.  
Vice Chairman Victor Pierson  
Trustee/Mayor Craig Brown  
Trustee Willy Gonzalez  
Trustee Sheila S. Lidstone  
Trustee Jeff Patterson  
Trustee James D. Yarbrough  
Rodger Rees, Port Director/CEO  
Anthony P. Brown, Port Attorney

**NOTICE OF MEETING**

The Special Meeting is open to the public.

**A. CALL TO ORDER**

- A.1. Roll Call
- A.2. Declaration of Quorum
- A.3. Pledge of Allegiance
- A.4. Declaration of Conflicts of Interest by a Trustee

**B. RECESS INTO EXECUTIVE SESSION**

**B.1. ANNOUNCE GOING INTO EXECUTIVE SESSION PURSUANT TO TEXAS GOVERNMENT CODE**

**Section 551.071 - Consultation with Attorney**

- a. Discuss Operating Agreement with Cruise Lines

**ADJOURNMENT OF EXECUTIVE SESSION**

**C. RECONVENE SPECIAL MEETING**

- C.1. Discuss And Consider Action, If Any, On Specific Matters Discussed In Executive Session Which Were Listed On The Agenda In Sufficient Detail To Provide Notice To The Public As Required By The Texas Open Meetings Act

**D. BUSINESS ITEMS**

- D.1. Discuss And Consider Approval Of Second Amendment To Amended And Restated Operating Agreement With Carnival Corporation
- D.2. Discuss And Consider Approval Of Agreed Termination Of Economic Development Agreement With Carnival Corporation
- D.3. Consider And Approve First Amendment To Professional Services Agreement Between The Board Of Trustees Of The Galveston Wharves And Texas Gulf Construction Co., Inc. For Cruise Terminal 25 Mooring And Berthing Improvements At An Amount Not To Exceed \$4,507,541.25 And A Total Project Budget Of \$4,958,295.38
- D.4. Consider And Approve Fifth Amendment To The Master Services Agreement Between The Board Of Trustees Of The Galveston Wharves And Jacobs Engineering Group For Construction Phase Engineering Services For The Cruise Terminal 25 Mooring And Berthing Improvements At An Amount Not To Exceed \$289,760.00
- D.5. Consider And Approve Professional Services Agreement Between The Board Of Trustees Of The Galveston Wharves And Tolunay-Wong Engineers, Inc. For Construction Materials Engineering And Testing Services Needed For Port Construction Projects Including The Cruise Terminal 25 Improvements At An Amount Not To Exceed \$91,830.00

- D.6. **Consider And Approve The Second Guaranteed Maximum Price (GMP) Proposal For The Cruise Terminal 25 Improvements Prepared By Hensel Phelps As Part Of The Construction Manager At Risk Contract At Total Not-To-Exceed \$28,759,548.00 Including Fees**
- D.7. **Discuss And Consider Approval Of Sale And Assignment Agreement With CirclesX Recovery LLC D/B/A The Texans Helping Texans Recovery Fund – Winter Storm Uri Claim**

**E. SET DATE OF NEXT BOARD MEETING, TIME AND LOCATION**

**F. COMMENTS FROM THE BOARD OF TRUSTEES**

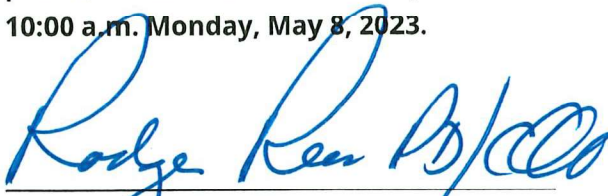
Pursuant to Texas Government Code Section 551.0415, Trustees may report on any of the following items:

1. Expressions of thanks, gratitude, and condolences
2. Information regarding holiday schedules
3. Honorary or salutary recognition of a public official, public employee, or other citizen
4. Reminders regarding Galveston Wharves events
5. Reminders regarding community events
6. Health and safety announcements

**G. ADJOURNMENT**

THE ITEMS LISTED FOR THE CONSENT AGENDA ARE CONSIDERED ROUTINE AND WILL NOT BE DISCUSSED UNLESS A TRUSTEE DESIRES TO DISCUSS – AS IS THE CASE, THAT SUCH ITEM WILL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED PRIOR TO THE REGULAR AGENDA ITEMS. AS USED IN THIS NOTICE, THE TERM “EXECUTIVE SESSION” MEANS A “CLOSED MEETING” AS DEFINED IN TEXAS GOVERNMENT CODE CHAPTER 551, THE OPEN MEETINGS ACT. THE BOARD RESERVES THE RIGHT TO ADJOURN INTO EXECUTIVE SESSION AT ANY TIME DURING THE COURSE OF THIS MEETING TO DISCUSS ANY SUBJECT, INCLUDING WITHOUT LIMITATION ANY SUBJECT APPEARING ON THIS AGENDA, AS AUTHORIZED BY THE OPEN MEETINGS ACT. FOLLOWING ANY EXECUTIVE SESSION, THE BOARD IN OPEN SESSION MAY TAKE A FINAL ACTION, DECISION, OR VOTE ON A MATTER DELIBERATED IN EXECUTIVE SESSION, AS AUTHORIZED BY THE OPEN MEETINGS ACT.

**I certify that the above Notice of Meeting was posted in a place convenient to the public, in accordance with Chapter 551 of the Texas Government Code, on or before 10:00 a.m. Monday, May 8, 2023.**

  
**Rodger Rees, Port Director/CEO**

In accordance with the provisions of the Americans with Disabilities Act (ADA) Persons in need of special accommodation to participate in the proceeding shall, Within three days prior to any proceeding, contact the City Secretary Office, 823 Rosenberg, Galveston, Texas 409-797-3510

Please note: members of the City Council may be attending and participating in the discussion.

**POSTED**

05/08/2023 Alvarez 10:10 AM

**CITY SECRETARY'S  
OFFICE**