Minutes of the Special Meeting of the Board of Commissioners of the Lake Charles Harbor and Terminal District held at 3:00 P.M., Friday, October 20, 2023 in the Boardroom of the Port of Lake Charles located at 1611 West Sallier St., Lake Charles, Louisiana.

In attendance and constituting a quorum, were:

Thomas L. Lorenzi, President

M. Keith Prudhomme, Vice President

Jonathan L. Johnson, Commissioner

Carl J. Krielow, Commissioner

Absent:

Kevin D. Guidry, Secretary/Treasurer

Mary Jo Bayles, Assistant Secretary/Treasurer

John M. Cradure, Commissioner

Also Present:

Richert Self, Executive Director

Jon Ringo, Executive Counsel

Channing Hayden, Director of Navigation

Nick Pestello, Director of Engineering and Maintenance

Mr. Lorenzi called the meeting to order at 3:00 P.M.

Mr. Lorenzi made a statement reminding the public of the Port’s procedure for the public to address an agenda item to the Board.

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1. Submission 2023 – 056 authorizing the Executive Director to submit a letter of mutual agreement to the Louisiana Department of Transportation.

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Mr. Self said Board approval is sought to send a letter of mutual agreement to DOTD concerning the proposed Calcasieu Bridge Project. Louisiana DOTD has selected a developer to construct a new bridge over the Calcasieu River in Lake Charles. The project is included in the DOTD State Transportation Improvement program. Louisiana revised statute states that if any property or facility of the Authority or any other private entity authorized to act in accordance with the provisions of this chapter is to be located within the jurisdiction of an existing Port Commission, the Port is required to provide this mutual consent. Essentially, DOTD is requesting the Port's agreement that the bridge will not limit or restrict the Port to operate as a port. Attached in the Board’s packet is a draft of that letter and it states that pursuant to the requirements of the relevant statute, the Port of Lake Charles agrees that the construction of the proposed Calcasieu Bridge Project does not limit, restrict or prevent the Port’s ability to construct, maintain, operate, expand or create any facility within their district territorial boundaries. Mr. Prudhomme asked if this letter will include a toll. Mr. Self replied that the letter does not address. Mr. Prudhomme said it does not address the Port’s clients. Mr. Lorenzi asked for a motion and second before the comments begin.

Mr. Krielow offered a motion to adopt Resolution 2023 – 056 to authorize the Executive Director to submit a letter of mutual agreement to the Louisiana Department of Transportation. Mr. Johnson seconded the motion.

Mr. Prudhomme asked if that impacts whether or not this bridge project is a toll road or not. Mr. Self stated that it does not. This letter does not address the tolling of it because there is an alternate route through 210 and with the construction of the Nelson Road interchange, they anticipate that some… Mr. Prudhomme said that when he puts his track hoes across 210 in all directions, it will impact the toll road. Mr. Self said that it does not impact Port operations. Mr. Prudhomme asked if it impacts clients. Mr. Ringo stated that the construction of the bridge itself will not. Mr. Prudhomme asked if the toll will impact the Port’s clients. Mr. Ringo stated they do not know the answer to that. He imagines it will just as it will impact everyone, but the question before the Board is, “Does the construction of the bridge restrict or limit our ability to construct our own construct our own facilities and maintain them?” That is the question. The issue of the toll is properly before the joint Transportation Committee in Baton Rouge, which meets next week. That is still to be decided whether the tolls, what the issue is with the tolls. This is a requirement on all ports if any construction project from DOTD is going to happen in their District the port has to agree. It is to prevent DOTD from building a flat bridge across the Ship Channel and blocking the ships. Mr. Prudhomme stated that he understands, but what is a flat ship channel different from a toll road? Huh? Mr. Ringo asked if he is saying that the toll road… Mr. Prudhomme stated that it is still an obstacle.

Mr. Lorenzi stated that his question is in terms of height or width does this hinder navigation? Mr. Self stated it will not hinder the Port's ability to operate any of the facilities north of the I-10 bridge. Mr. Lorenzi said that is the concern right.

Mr. Prudhomme asked if the Port have any navigation north of the bridge. Mr. Self replied that the actual deep-draft channel ends before it gets to the I-10 Bridge, but there are facilities. Mr. Prudhomme asked why they are voting on this. Mr. Self stated it is required by… Mr. Prudhomme said he understands that. This does not affect Port in any which way because, the Port does go that way. Mr. Self said the Port does have terminals. There is UP mainline that crosses the river right there north of where the I-10 bridge is located.

Mr. Johnson said that as he understands, the Port is not taking any position on the toll or the construction or in favor or not. The Board is simply being asked to weigh in as to whether or not the construction of this new bridge is going to impact Port operations. He asked if that was correct. Mr. Self replied that it is correct. Mr. Johnson asked if this is the limit of this letter. Mr. Ringo said it is even more specific than that. The proposed bridge does not limit restrict or prevent the Port’s ability to construct, maintain and operate the Port’s facilities. He does not think they need to look at it as kind of a general issue of is the is the bridge a good thing or a bad thing. Are the tolls a good thing or a bad thing? Are they too high or they too low? Does the construction of this bridge limit the Port’s ability to create their facilities and operate… Mr. Prudhomme said, “Or the Port’s clients.” Mr. Prudhomme stated that you cannot exclude how the Port makes money – the Port’s clients.

Mr. Self stated that the question is the construction of the bridge. The Port is not being asked to address whether tolls are good or bad. The Port is not and he would not enter into that fray. The question before the Board is the construction of the bridge going to limit the Port’s ability to operate. The answer is no. Operationally, it does not impact. Operationally the construction of that bridge does not affect the port. Mr. Prudhomme stated he disagrees. Mr. Ringo said then you have to consider the alternative. If there is no Bridge, what impact does that have on the Port's ability to operate and maintain and what impact does that have on the tenants and clients? That has to be considered as well.

Mr. Johnson asked is the question of the determination of the bridge’s impact on Port operations delegated to Commissioners or to the staff of the Port to determine. Mr. Ringo replied that the Port operates under the Delegation of Authority. Any Cooperative Endeavor or any kind of agreement with another governmental entity requires a Board approval. When the Port enters into Cooperative Endeavor agreements, staff does things like that. Staff brings those to the Board and they thought this one fell under that category.

Mr. Ringo said that Dr. Kalivoda with DOTD here if there are any questions for him.

Mr. Lorenzi recognized Representative Les Farnum. Representative Farnum stated that when you take the big picture of this into consideration, you have to take into consideration the operational aspect of this and the bridge itself. He understands that the construction of a bridge will in no way hinder the operation of this Port, but when you look at the holistic picture of it, that your primary source of truck traffic comes from 210, there is a route being created from 210 to get here in an expeditious manner. So, the fact that nobody has ever done a study of 210 and it has never been looked at, he asked the DOTD about it and they said the toll company has looked at the fact that 30 to 40% of the truck traffic or traffic in general that goes over I-10 today will now go over 210, which is only 10 years newer than I-10. It is not built for that amount of traffic. So, you flood 210 and it is going to impede your client's ability to get to this Port in a timely fashion or they are going to have to pay a toll to get here, which increases their cost of doing business.

He absolutely agrees with what Mr. Prudhomme is saying. When the Board is asked to evaluate this bridge in a letter that says it is not going to impede the operational aspect, the Board does not have the data to make that decision today. Nobody has ever done it, so nobody has got it. He cannot get it. It would be a hasty decision today to make that decision that it is not going to impact the Port’s operations because it will, but he is no expert and an expert opinion has to be formed on that. The only way you can do that is with a traffic analysis and nobody has ever done that. Mr. Prudhomme stated he thinks It is pretty clear. He is no expert. Mr. Prudhomme said it is common sense. Representative Farnum said It is common sense because 210 on a good day has medium traffic on it but you throw 30% to 40% of the I-10 traffic on there, nobody is crossing that bridge in any kind of a timely matter. If you get any kind of a hiccup right now you cannot get across the bridge. The traffic is backed up all the way to Sulphur. This is a hasty decision. It is at the last second that DOTD asked the Board to do this. The Board does not have the information in front of them to make the decision today. He does not believe so. The whole the whole thing is out of line to get a decision that it is not going to impede the Port’s operational business here. That is what he had to say. Mr. Prudhomme stated that he can certainly make a decision hasty or not. He knows what he is going to do. Representative Farnum asked that the Board not approve this today. It is just one more hasty step in this process. Everything about this has been put at the last minute to make this decision. Tuesday is the last day that the joint Transportation Committee can make that decision and their backs are up against the wall. Everybody is pushing to make a rush decision on something that they do not have all the facts. He thanked the Board for their time.

Mr. Krielow asked Representative Farnum when the Transportation Committee is meeting. Representative Farnum replied that the committee is meeting Tuesday at 10:00. Mr. Krielow said that ultimately that is going to be the final decision if this thing goes forward or not. Representative Farnum stated that is the decision that allows the process to move forward to enter into the agreement. Mr. Krielow said that looking at it from his perspective as a board member, knowing that there is this new route coming in off of Nelson that is going to enter the port, that is going to be the route that the truck traffic is going to take. They are going to take 210. In his view, that is going to be the preferred route to the Port of Lake Charles and it's going to be a non-toll route. What will happen with the tolls is not for this Board to decide. Representative Farnum said that he does not even doubt that that that this is a non-factor over here, but the only way it is a factor is that it is going to shove traffic to 210, which is going to congest 210. Mr. Krielow stated that from his perspective, the Port does not need to be a further obstacle in the broader view of the Representatives and Senators that are going to make the final decision as to what happens with this bridge. He thinks personally that the Board should move it along and let Baton Rouge deal with the final consequences.

Representative Farnum said he respectfully disagrees with that because the Port’s primary purpose here is to make informed decisions with facts that are in front of you today and the Board does not have all the facts in front of you today to make the decision that they are being asked to make today.

Mr. Johnson said that with that said, what information did Mr. Self and staff consolidate to come up with the conclusion that is based in the letter. What facts did he rely on to come to that conclusion? Mr. Self stated that the construction of the new bridge is not going to impact the Port’s ability to operate any of its terminals any more than the current bridge does. Mr. Prudhomme said it is neutral. Mr. Self said it just does not impact it and the federal Channel ends before the I-10 bridge. Mr. Johnson asked if there any data that Mr. Self feels he is lacking to come to the conclusion that was put in the letter that was submitted. Mr. Self stated that there was not. His personal opinion is it is not going to impact Port operations. The port’s ability to operate as a as a deep draft port, it is just not going to. The channel ends before the I-10 bridge. He does not see that bridge impacting the Port’s operations.

Mr. Prudhomme asked that Port’s clients do not use I-10. He said Mr. Self is saying the Port’s clients do not use I-10 to access the Port. Mr. Self said he is not saying none of them do. He is saying the majority of them use 210. He does not know their specific routes, but the majority of the Port tenants come through 210. Mr. Ringo stated that again even if it does kind of in a tenuous way like that increases some of their costs to go across the bridge, that does not equate to the bridge limiting the Port’s ability to construct, maintain and operate our facilities. That is his point. Even if you could say, “Well yeah, I think the tolls are too high, that is going to depress traffic or going to push traffic on 210.” Whether or not that is true or not, it still does not affect the question the Board is being asked today.

Mr. Lorenzi said that within the past year or so have any of the Port’s clients attempted to enlist the Port’s support. Mr. Self stated that no one has contacted him. Zero. Mr. Lorenzi stated that nobody has contacted. Mr. Ringo said this was noticed to all the whole list today. Mr. Lorenzi asked if anyone complained that for example, the toll was going to have an impact on their business where it would impact their ability to do business with the Board. Mr. Self replied that no one has.

Mr. Prudhomme asked if anybody has done an impact study on what the increased traffic on 210 is going to create for the residents of Calcasieu Parish. Mr. Self replied that he would have to ask DOTD. Mr. Johnson stated that would certainly be something that would be discussed in committee in determining whether to build a bridge with a toll or without a toll. Mr. Self said that is a question for the Joint Transportation. Mr. Johnson said it is not the question that is being posed to the Port. Mr. Self stated that is correct.

Dr. Eric Kalivoda, Secretary of DOD, addressed the Board. He wanted to point out exactly what the statute says that the Board is being asked. It has to do with the geometry of a facility that is being built and it is in the public private partnership statute specifically because people can come forth and asked to build private toll facilities. If those facilities are built, would it adversely impact a public port. That is really why the statute exists. It is not about whether it impacts the port’s clients or not, it is purely a geometry of the facility. It says nothing in this chapter shall be construed to limit, restrict or prevent the ability of any Port Authority Port Harbor or Terminal District or the offshore terminal authority to construct, maintain, operate, expand or create any facility within its jurisdiction or other areas with which such entity is authorized to act.

Mr. Prudhomme asked Secretary Kalivoda to stop. He said this is the United States interstate system that was implemented by Dwight D. Eisenhower in 1955 and you want to site a local statute I mean. He said that it is not good enough. He has to site a federal statute. Secretary Kalivoda said a federal law allows tolls on interstates to replace an interstate bridge and they did in fact receive federal approval to do this. They have a federal grant to help pay for it. That issue has already been cleared up. The issue before the Board today is does the construction of this project adversely affect the ability of this Port to operate or expand. That is the question. Mr. Prudhomme asked Dr. Kalivoda if he disagreed? Secretary Kalivoda asked Mr. Prudhomme to wait and let him finish. The question about whether there should be a toll facility or not rests with the Joint Transportation Committee, which meets next Tuesday. Mr. Prudhomme asked,” Which is who?” Dr. Kalivoda said it needs to be in their lap. Again, Mr. Prudhomme asked “Which is who?” and that is where it belongs. Mr. Prudhomme asked, “Where. Who? Who has it?” Secretary Kalivoda replied that it is the Joint Transportation Committee will be meeting…Mr. Prudhomme asked who composes the committee. Secretary Kalivoda stated is composed of Senate members and House members that are appointed to those commit... Mr. Prudhomme asked if they were US Senate members or state senate members. Secretary Kalivoda replied that they are state senators and state representatives. Mr. Prudhomme asked, “What do state senators have to do with regulating the United States interstate system? Nothing.”

Secretary Kalivoda replied that it is their provision in the State Statute that they put in there to give them the authority to decide. As he mentioned, they already have Federal approval for this. They do not need any more Federal approval for it. They have Federal approval and it is covered in federal law.

Mr. Prudhomme asked for Secretary Kalivoda to tell him how this proposal is not going to impact clients of the Port of Lake Charles. Secretary Kalivoda stated that is not what the statute says. Mr. Prudhomme stated that Secretary Kalivoda could not do it. Secretary Kalivoda said the statute in state law is about does it adversely affect or limit or restrict your ability to operate your port or to build new facilities. That is all it says. Mr. Prudhomme asked what studies has he done to establish that it does not do that. Secretary Kalivoda replied that there are no restrictions other than the height….Mr. Prudhomme interrupted and asked Secretary Kalivoda to sit down several times. Mr. Lorenzi told Mr. Prudhomme he was out order. Secretary Kalivoda continued say that the lowering of the height other than lowering the height of the bridge from 135 ft clearance to 73 ft of clearance. It does not do anything other than that.

Secretary Kalivoda said he wanted to address Representative Farnum’s issue. Representative Farnum says it is going to drive more truck traffic to 210. The Secretary said with the increases in traffic on it I-10, the traffic is going to come here anyway because there only have four lanes. There is a bottleneck right now across the bridge and traffic is going to come to 210 if you do not move forward with the bridge. Secretary Kalivoda stated that now he will sit down.

Mr. Lorenzi called upon Representative Farnum. Representative Farnum said that he does not doubt if you only look at this thing from a waterway aspect that you can make the decision that it is not going to impede your business, but when you take in the operational aspects of this port and what percentage of your operation is done by a truck, you do not have the information to make that decision and it is part of the decision that the Board will need to make. Kicking the can down to the legislature is just not the answer to what they have been asked to do today. Mr. Prudhomme asked for Mr. Henderson. Mr. Self replied that they did not ask the directors to come to this meeting. The Joint Transportation Committee will meet next week and there is somewhere in the neighborhood of nine senators and 16 or 17 representatives and each one of them will have to take a vote individually to move forward or not move forward with this project.

This body has been asked to make an informed decision on the whole picture, not just the marine aspect of how what is going to operate in this port. The Board does not have the information in front of them to make that decision today. The Board has not ever gotten that information and is not going to get it in time to send it down there. If the Port is going to send a letter down there they have to send the whole picture down there that you do not have the information to address the truck traffic that is going to come to the Port and you have been designed to come from 210. The increased traffic on 210 is going to happen. The idea that they will have a bottleneck on I-10, the flow from the traffic count says something around 65,000 vehicles a day coming across there. More people are not going to come here because there is a brand-new bridge in Lake Charles. There are many aspects of this thing that are just so farfetched that that anybody with reasonable sense cannot see it that way. I-10 is I-10. Granted if that bridge was to fall down tomorrow, we would be in a bind. But, he does not think that anybody in their right mind would leave that bridge open if it was about to fall down tomorrow. Again, he asks the Board to make the whole decision here the whole decision not half of it or 2/3 of it, but the whole decision. He thinks Mr. Prudhomme is absolutely on target here that the Port’s client’s ability to get to this Port in a timely fashion will be impeded by the construction of that bridge and only because it is going to be a toll facility. He agrees with Mr. Ringo that the construction of a bridge is not an issue here, but the fact that it will be a toll bridge is part of the equation that you have to factor in. The toll company has said they have done their study on what they think will be pushed to 210. It is an unrealistic number that 210 can ever handle that. But, again no one from DOTD or anybody has ever done an analysis of a full traffic analysis on the ability for 210 to handle it and the degradation of 210 once it gets there. The bridge was built in the in the early 60’s so just 10 years later than the bridge that we're worried about today. He is asking the Board to take the whole picture in in the mind today. It is their responsibility to make an informed decision as support of Lake Charles Board and he wants them to take all the factors into account and not just half of them.

Mr. Johnson asked Representative Farnum if the age of the bridge is the relevant question or is it the condition of the bridge. Representative Farnum said he thinks the fact that no study has ever been done on 210 on the age of the bridge, the traffic count increase, what it was designed to handle in the beginning and what it is going to handle in the future is going to far exceed its capacity of what it has been designed for. With all of those things and then when you have to shut 210 down as the as the alternate route to I-10, you have just exacerbated your own situation of the Port’s truck traffic and he does not know what percentage of the Port’s business comes here by truck. It is a lot. He does not know what percentage, but it has to be enough to be a factor in the decision that the Board makes today.

Mr. Johnson stated that the question he was asking though is there have been studies on the condition of 210 Bridge though. He asked if that was correct. He understands Representative Farnum said there have not been on traffic count or how much it is going to be pushed, but the rating agencies do come and analyze the bridges and tell you what condition they are in. Representative Farnum stated that the point he is trying to make is that it is not the fact that there is going to be, it is the congestion factor of the Port’s people having to sit and wait to get over that bridge or backed up in traffic. It cannot help but impede the flow of the truck traffic to your Port because they will be designed to come from 210 no matter what. There is nothing in the facility out here that takes I-10 traffic and pushes them over here. All the traffic already goes 210 and when they cannot get down 210 to get here is the only point he is trying to make. He thanked the Board for their time.

Mr. Krielow said that he appreciates the Representative’s position on it, but thinks that they have gone down a path that the Port is being asked to take a position on something that is a responsibility of the elected officials that they are going to deal with next Tuesday. The impediment to operate in the Port, which is squarely what the statute is about, that question has been answered and he thinks it would be not doing their duty if they do not move this along and let the powers to be make the final decision as to is it going to impact the economy of this area with the tolls. That is not their question. Representative Farnum stated Mr. Krielow hit the nail right on the head. That is exactly why that provision was put in the state statute is so that a toll facility cannot hurt what is going on in anybody's committee whether it is here or New Orleans or wherever it might be. That was the point of it. That was the whole point of it was that the locally local board in conjunction with the state would have to make that determination of whether it is going to hurt your business and your ability to perform as you perform today or future operations. It may not impact the Port today or tomorrow, but in the future, it is going to impact the Port and he cannot help but just believe that with all my heart that it is going to hurt the Port when people cannot get across 210. If they think there is not enough money to build this bridge today, they are surely not going to have enough money to rebuild 210. That toll option is not even there for that one because it is it is the alternative route. It is supposed to be an adjacent route, but that is splitting hairs with a lot of folks. The whole thing was supposed to be an adjacent free route. You can go across the bridge in Shreveport and it is an alternate route. That would surely impact the Board’s decision here. He just wants the Board to take the whole picture, do their job today of what they have been tasked to do and operations is the key point of what he is getting at today. All the rest of them are moot. Operations is the point that he is asking for the Board to really take a look at today. He thinks it speaks for itself.

Mr. Ringo said that just to the extent that it is relevant, staff believes it will not impact the Port’s operations or tenants. To his knowledge they have expressed no concern about this as far as their ability to reach the Port with cargo things like that. He would like to note that none of them are here today to express their concerns. Mr. Prudhomme asked if Mr. Ringo got that in writing. Mr. Ringo said he did not, but am just telling you no one…Mr. Prudhomme stated he is sorely disappointed in the Louisiana Department of Transportation.

Mr. Lorenzi asked Mr. Channing Hayden his opinion from a navigation standpoint. He is not saying anything, so asked if he agrees with the administration that there is no impact as far as navigation. Mr. Hayden stated the federal channel stops before it gets to the existing bridge. He does not see in his lifetime where they are going to need to go beyond the federal channel. 50 years from now he does not know. It is an issue that is not relevant today. One of the things that they need to do is to extend the East Jetties. They are also talking about deepening the channel. Getting under whatever I-10 bridge is there, as long as it is not close to the West Lake bridge is not on the agenda right now and he does not see it in the foreseeable future. Mr. Lorenzi asked if he was comfortable with this. Mr. Hayden stated he I did not say that. He hates bridges.

Mr. Ringo asked Secretary Kalivoda what would the impact be of the failure to move this along as far as the joint Transportation committee meeting next week. Are they relying on this letter or do you think they will continue with their deliberations despite what the Port does? Secretary Kalivoda replied that the Committee may use the inaction of this Board as an excuse not to make a decision. They need to make a decision to either vote it up or vote it down. That is their responsibility and they will. If this Committee does not take action, they will use that as an excuse to avoid having to go on the record and make a decision whether they are going to support the public private partnership ship or not. He said to keep in mind, they spent tens of millions of dollars rehabilitating the 210 bridge. This idea that it cannot handle traffic is without merit. The forecast on traffic as Representative Farnum said, it is about 60,000 per day right now. The forecast is for that to go over 100,000,000 within the next 20 years. You think well that that does not make sense. How much traffic was really crossing at 20 years ago. It was not 60,000 I can assure you. It was much less. So, the truck traffic and auto traffic are growing on the interstate system in this country as the economy continues to expand in this country and the traffic will go up. There is a bottleneck right now with a four-lane facility in between six lanes on either side. There are six Lanes from Sulphur all the way to Texas and six lanes east of Ryan Street. This project as it has been conceived will provide six lanes all the way through from Texas all the way through with the Lake Charles area. The only geometric impact that he can see for this is the lowering of the bridge from 135 ft to 73 ft. They announced that decision almost 18 years ago. There was a big debate over here about the height of the bridge and so the decision was to make it 73 ft., which is basically the shallow draft standard in south Louisiana so that's why the decision was made to do that. The question before the Board is not whether it impacts the Port's business or the Port's clients, the statute is all about does the physical facility restrict the Port’s ability to operate or expand the Port. Mr. Prudhomme asked Secretary Kalivoda to repeat what he just said. He said it is the Port’s clients. They are here for the Port’s clients. They are here for our patrons. Secretary Kalivoda said he is talking about the state statute and the state statute that is before the Board says nothing…Mr. Prudhomme interrupted by saying,” Does not impact our what?” Secretary Kalivoda stated that it says nothing in this chapter shall be construed to limit restrict or prevent the ability of any Port Authority, Port Harbor and Terminal District or the offshore terminal authority to construct, maintain, operate, expand or create any facility within its jurisdiction or other areas within which it such entity is authorized to act. There is nothing in there about the Port’s clients. Does it impact Port business? Mr. Prudhomme stated the Port creates a revenue base based upon their clients. He said the Secretary read it saying “create.”

Mr. Krielow asked Mr. Lorenzi to move for a question on that. Mr. Lorenzi asked for a vote on Resolution 2023 – 056.

Voting was as follows:

Mr. Krielow Yes

Mr. Johnson Yes

Mr. Prudhomme No

Mr. Lorenzi Yes

The motion did not pass.

There being no further business to come before the Board, Mr. Lorenzi asked for a motion to adjourn. Mr. Prudhomme offered a motion to adjourn. Mr. Johnson seconded the motion and it carried unanimously. The meeting adjourned at 3:36 p.m.

All discussions held on the above items were recorded using the FTR Gold recording program.

Please note that when the votes are shown as unanimous, it is the policy of the Board that the President does not vote except in the event of a tie vote by the rest of the Board and/or unless otherwise indicated.

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THOMAS L. LORENZI, President

ATTEST:

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M. Keith Prudhomme, Vice President