

**Board of Pilot Commissioners for Harris County Ports
Public Meeting**

**Houston, Texas
October 25, 2011**

A public meeting of the Board of Pilot Commissioners for Harris County Ports (the "Pilot Board") was convened on October 25, 2011 at 9:05 a.m., at the Bayport Administrative Building, Second Floor Meeting Room, 12619 Port Road, Pasadena, Texas 77586. The following Commissioners, staff, and counsel were present:

James T. Edmonds, Chairman
Jimmy A. Burke, Commissioner
Jim Fonteno, Jr., Commissioner
Elyse B. Lanier, Commissioner
Kase L. Lawal, Commissioner
Janiece Longoria, Commissioner
Steve L. Phelps, Commissioner
Alec G. Dreyer, Chief Executive Officer
Erik A. Eriksson, Senior Vice President and General Counsel
David H. Brown of Brown & Kornegay, LLP, Litigation Counsel
J. Kent Friedman of Haynes and Boone, LLP, Special Counsel

(PB-2011-1025-01) Chairman Edmonds asked if the Pilot Board had changes to the minutes of its September 27, 2011 meeting. Hearing no changes, the Chairman declared the minutes approved as written.

The Pilot Board then considered the Request for Pilot Board Action ("RPBA") submitted by Mr. Dreyer, attached to these minutes as Exhibit "A."

(PB-2011-1025-02) RPBA C1 was presented, moved by Commissioner Phelps, seconded by Commissioner Burke. All voting Aye. Nays none. RPBA C1 PASSED.

(PB-2011-1025-03) RPBA C2 was presented, moved by Commissioner Lawal, seconded by Commissioner Burke. All voting Aye. Nays none. RPBA C2 PASSED.

(PB-2011-1025-04) RPBA C3 was presented, moved by Commissioner Lawal, seconded by Commissioner Burke. All voting Aye. Nays none. RPBA C3 PASSED.

(PB-2011-1025-05) RPBA C4 was presented, moved by Commissioner Lawal, seconded by Commissioner Burke. All voting Aye. Nays none. RPBA C4 PASSED.

(PB-2011-1025-06) RPBA C5 was presented, moved by Commissioner Lawal, seconded by Commissioner Burke. All voting Aye. Nays none. RPBA C5 PASSED.

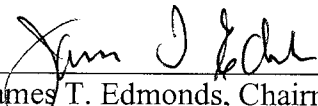
(PB-2011-1025-07) RPBA C6 was presented, moved by Commissioner Lawal, seconded by Commissioner Burke. All voting Aye. Nays none. RPBA C6 PASSED.

(PB-2011-1025-08) RPBA C7 was presented, moved by Commissioner Lawal, seconded by Commissioner Burke. All voting Aye. Nays none. RPBA C7 PASSED.

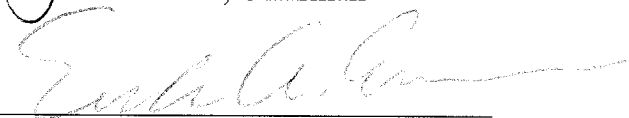
(PB-2011-1025-09) RPBA C8 was presented, moved by Commissioner Lawal, seconded by Commissioner Burke. All voting Aye. Nays none. RPBA C8 PASSED.

At 9:06 a.m., Chairman Edmonds adjourned the meeting of the Pilot Board.

The above is a correct copy of the Minutes of the October 25, 2011 meeting of the Pilot Board.



James T. Edmonds, Chairman



Erik A. Eriksson, General Counsel and Assistant Secretary

Request for Board of Pilot Commissioner Action

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| Category: General | Agenda Date: October 25, 2011 | Agenda Section: C - 1 |
| From: Division: Operations | Staff Contact: Jimmy Jamison | |
| Summary Recommendation: Set November 15, 2011 as the date for a Pilotage Rate Hearing. | | |
| Background: The Houston Pilots Licensing and Regulatory Act, Chapter 66 of the Texas Transportation Code (the "Act"), requires the Board of Pilot Commissioners for the Ports of Harris County ("Pilot Board") to establish pilotage rates for the ports of Harris County, as provided therein. On October 19, 2011, the Houston Pilots submitted an application to the Pilot Board for a change in such pilotage rates. | | |
| Staff Evaluation/Justification: Section 66.062(c) of the Act requires the Pilot Board to set a hearing date on any application for a change in pilotage rates within two weeks of its receipt. Section 66.062(c) additionally requires that the hearing be held not earlier than the 20th day and not later than the 40th day after the date the Pilot Board sets the hearing date. Staff recommends that the Pilot Board set such hearing for the regularly scheduled Pilot Board meeting of November 15, 2011, which would be held on the 21st day after the date the Pilot Board set the hearing date at its meeting of October 25, 2011. | | |
| Full Recommendation: The Board of Pilot Commissioners, at its October 25, 2011 meeting, set November 15, 2011 as the date for a hearing on the Houston Pilot's October 19, 2011 application for a change in pilotage rates, and further authorize the Secretary of the Board of Pilot Commissioners to do any and all things in his opinion reasonable or necessary to give effect to the foregoing. | | |

Request for Board of Pilot Commissioner Action

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| Category: General | Agenda Date: October 25, 2011 | Agenda Section: C - 2 |
| From: Division: Port Security & Emergency Operations Department: Marine | Staff Contact: Ruben Arredondo | |
| Summary Recommendation: Recommendation for renewal of Branch Pilot Commission in and for the Houston Ship Channel and Galveston Bar: Captain Paul L. Bartholmey. | | |
| Background: Prior authorizing Pilot Board action: Minute No. 2007-1127-02 The Application Review Committee (ARC) of the Pilot Board considers whether applicants meet the statutory and regulatory requirements for pilots on the Houston Ship Channel. Among other things, applicants undergo a physical examination to determine if an applicant is in good mental and physical health in order to perform the duties of pilotage on the Houston Ship Channel, and an investigation including a criminal background check and the applicant's accident history is conducted. | | |
| Staff Evaluation/Justification: Captain Paul L. Bartholmey has applied for renewal of his commission as Branch Pilot for the Galveston Bar and Houston Ship Channel. The application includes a renewal request on his behalf from the Houston Pilots and evidence of his ability to enter into a faithful performance bond in the amount of \$25,000 payable to the governor. After an assessment of his qualifications and the documents filed with his application, the ARC determined that Captain Paul L. Bartholmey meets the requirements of Chapter 66 of the Texas Transportation Code, Houston Pilots Licensing and Regulatory Act, Section 66.041, and the Rules and Regulations governing Pilots and Pilotage on the Houston Ship Channel Between the Galveston Bar and the Turning Basin Terminal. Accordingly, the ARC respectfully submits to the Pilot Board the application of Captain Paul L. Bartholmey to renew his commission as Branch Pilot for the Galveston Bar and the Houston Ship Channel. Such commission is for a four-year term. | | |
| Full Recommendation: The Pilot Board, at its October 25, 2011 meeting, recommend to the Governor the renewal of the commission of Captain Paul L. Bartholmey as Branch Pilot for the Galveston Bar and the Houston Ship Channel for a four-year term effective January 26, 2012, and further authorize the Secretary of the Pilot Board to do any and all things in his opinion reasonable or necessary to give effect to the foregoing. | | |

Request for Board of Pilot Commissioner Action

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| Category: General | Agenda Date: October 25, 2011 | Agenda Section: C - 3 |
| From: Division: Port Security & Emergency Operations Department: Marine | Staff Contact: Ruben Arredondo | |
| Summary Recommendation: Recommendation for renewal of Branch Pilot Commission in and for the Houston Ship Channel and Galveston Bar: Captain Gregory J. Brown. | | |
| Background: Prior authorizing Pilot Board action: Minute No. 2007-1030-60 The Application Review Committee (ARC) of the Pilot Board considers whether applicants meet the statutory and regulatory requirements for pilots on the Houston Ship Channel. Among other things, applicants undergo a physical examination to determine if an applicant is in good mental and physical health in order to perform the duties of pilotage on the Houston Ship Channel, and an investigation including a criminal background check and the applicant's accident history is conducted. | | |
| Staff Evaluation/Justification: Captain Gregory J. Brown has applied for renewal of his commission as Branch Pilot for the Galveston Bar and Houston Ship Channel. The application includes a renewal request on his behalf from the Houston Pilots and evidence of his ability to enter into a faithful performance bond in the amount of \$25,000 payable to the governor. After an assessment of his qualifications and the documents filed with his application, the ARC determined that Captain Gregory J. Brown meets the requirements of Chapter 66 of the Texas Transportation Code, Houston Pilots Licensing and Regulatory Act, Section 66.041, and the Rules and Regulations governing Pilots and Pilotage on the Houston Ship Channel Between the Galveston Bar and the Turning Basin Terminal. Accordingly, the ARC respectfully submits to the Pilot Board the application of Captain Gregory J. Brown to renew his commission as Branch Pilot for the Galveston Bar and the Houston Ship Channel. Such commission is for a four-year term. | | |
| Full Recommendation: The Pilot Board, at its October 25, 2011 meeting, recommend to the Governor the renewal of the commission of Captain Gregory J. Brown as Branch Pilot for the Galveston Bar and the Houston Ship Channel for a four-year term effective January 26, 2012, and further authorize the Secretary of the Pilot Board to do any and all things in his opinion reasonable or necessary to give effect to the foregoing. | | |

Request for Board of Pilot Commissioner Action

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| Category: General | Agenda Date: October 25, 2011 | Agenda Section: C - 4 |
| From: Division: Port Security & Emergency Operations Department: Marine | Staff Contact: Ruben Arredondo | |
| Summary Recommendation: Recommendation for renewal of Branch Pilot Commission in and for the Houston Ship Channel and Galveston Bar: Captain Stephan M. Hill. | | |
| Background: Prior authorizing Pilot Board action: Minute No. 2007-1127-04 The Application Review Committee (ARC) of the Pilot Board considers whether applicants meet the statutory and regulatory requirements for pilots on the Houston Ship Channel. Among other things, applicants undergo a physical examination to determine if an applicant is in good mental and physical health in order to perform the duties of pilotage on the Houston Ship Channel, and an investigation including a criminal background check and the applicant's accident history is conducted. | | |
| Staff Evaluation/Justification: Captain Stephan M. Hill has applied for renewal of his commission as Branch Pilot for the Galveston Bar and Houston Ship Channel. The application includes a renewal request on his behalf from the Houston Pilots and evidence of his ability to enter into a faithful performance bond in the amount of \$25,000 payable to the governor. After an assessment of his qualifications and the documents filed with his application, the ARC determined that Captain Stephan M. Hill meets the requirements of Chapter 66 of the Texas Transportation Code, Houston Pilots Licensing and Regulatory Act, Section 66.041, and the Rules and Regulations governing Pilots and Pilotage on the Houston Ship Channel Between the Galveston Bar and the Turning Basin Terminal. Accordingly, the ARC respectfully submits to the Pilot Board the application of Captain Stephan M. Hill to renew his commission as Branch Pilot for the Galveston Bar and the Houston Ship Channel. Such commission is for a four-year term. | | |
| Full Recommendation: The Pilot Board, at its October 25, 2011 meeting, recommend to the Governor the renewal of the commission of Captain Stephan M. Hill as Branch Pilot for the Galveston Bar and the Houston Ship Channel for a four-year term effective February 27, 2012, and further authorize the Secretary of the Pilot Board to do any and all things in his opinion reasonable or necessary to give effect to the foregoing. | | |

Request for Board of Pilot Commissioner Action

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| <p>Category: General</p> | <p>Agenda Date: October 25, 2011</p> | <p>Agenda Section: C - 5</p> |
| <p>From: Division: Port Security & Emergency Operations Department: Marine</p> | <p>Staff Contact: Ruben Arredondo</p> | |
| <p>Summary Recommendation: Recommendation for renewal of Branch Pilot Commission in and for the Houston Ship Channel and Galveston Bar: Captain Steven P. Housinger.</p> | | |
| <p>Background: Prior authorizing Pilot Board action: Minute No. 2007-1030-63</p> <p>The Application Review Committee (ARC) of the Pilot Board considers whether applicants meet the statutory and regulatory requirements for pilots on the Houston Ship Channel. Among other things, applicants undergo a physical examination to determine if an applicant is in good mental and physical health in order to perform the duties of pilotage on the Houston Ship Channel, and an investigation including a criminal background check and the applicant's accident history is conducted.</p> | | |
| <p>Staff Evaluation/Justification: Captain Steven P. Housinger has applied for renewal of his commission as Branch Pilot for the Galveston Bar and Houston Ship Channel. The application includes a renewal request on his behalf from the Houston Pilots and evidence of his ability to enter into a faithful performance bond in the amount of \$25,000 payable to the governor.</p> <p>After an assessment of his qualifications and the documents filed with his application, the ARC determined that Captain Steven P. Housinger meets the requirements of Chapter 66 of the Texas Transportation Code, Houston Pilots Licensing and Regulatory Act, Section 66.041, and the Rules and Regulations governing Pilots and Pilotage on the Houston Ship Channel Between the Galveston Bar and the Turning Basin Terminal.</p> <p>Accordingly, the ARC respectfully submits to the Pilot Board the application of Captain Steven P. Housinger to renew his commission as Branch Pilot for the Galveston Bar and the Houston Ship Channel. Such commission is for a four-year term.</p> | | |
| <p>Full Recommendation: The Pilot Board, at its October 25, 2011 meeting, recommend to the Governor the renewal of the commission of Captain Steven P. Housinger as Branch Pilot for the Galveston Bar and the Houston Ship Channel for a four-year term effective February 23, 2012, and further authorize the Secretary of the Pilot Board to do any and all things in his opinion reasonable or necessary to give effect to the foregoing.</p> | | |

Request for Board of Pilot Commissioner Action

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| Category: General | Agenda Date: October 25, 2011 | Agenda Section: C - 6 |
| From: Division: Port Security & Emergency Operations Department: Marine | Staff Contact: Ruben Arredondo | |
| Summary Recommendation: Recommendation for renewal of Branch Pilot Commission in and for the Houston Ship Channel and Galveston Bar: Captain Craig P. Newkirk. | | |
| Background: Prior authorizing Pilot Board action: Minute No. 2007-1030-64 The Application Review Committee (ARC) of the Pilot Board considers whether applicants meet the statutory and regulatory requirements for pilots on the Houston Ship Channel. Among other things, applicants undergo a physical examination to determine if an applicant is in good mental and physical health in order to perform the duties of pilotage on the Houston Ship Channel, and an investigation including a criminal background check and the applicant's accident history is conducted. | | |
| Staff Evaluation/Justification: Captain Craig P. Newkirk has applied for renewal of his commission as Branch Pilot for the Galveston Bar and Houston Ship Channel. The application includes a renewal request on his behalf from the Houston Pilots and evidence of his ability to enter into a faithful performance bond in the amount of \$25,000 payable to the governor. After an assessment of his qualifications and the documents filed with his application, the ARC determined that Captain Craig P. Newkirk meets the requirements of Chapter 66 of the Texas Transportation Code, Houston Pilots Licensing and Regulatory Act, Section 66.041, and the Rules and Regulations governing Pilots and Pilotage on the Houston Ship Channel Between the Galveston Bar and the Turning Basin Terminal. Accordingly, the ARC respectfully submits to the Pilot Board the application of Captain Craig P. Newkirk to renew his commission as Branch Pilot for the Galveston Bar and the Houston Ship Channel. Such commission is for a four-year term. | | |
| Full Recommendation: The Pilot Board, at its October 25, 2011 meeting, recommend to the Governor the renewal of the commission of Captain Craig P. Newkirk as Branch Pilot for the Galveston Bar and the Houston Ship Channel for a four-year term effective February 27, 2012, and further authorize the Secretary of the Pilot Board to do any and all things in his opinion reasonable or necessary to give effect to the foregoing. | | |

Request for Board of Pilot Commissioner Action

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| Category: General | Agenda Date: October 25, 2011 | Agenda Section: C - 7 |
| From: Division: Port Security & Emergency Operations Department: Marine | Staff Contact: Ruben Arredondo | |
| Summary Recommendation: Issuance of Deputy Branch Pilot Certificate in and for the Houston Ship Channel and Galveston Bar: Captain Phillip P. Reed. | | |
| Background: The Application Review Committee (ARC) of the Pilot Board considers whether applicants meet the statutory and regulatory requirements for pilots on the Houston Ship Channel. Among other things, applicants undergo a physical examination to determine if an applicant is in good mental and physical health in order to perform the duties of pilotage on the Houston Ship Channel, and an investigation including a criminal background check and the applicant's accident history is conducted. | | |
| Staff Evaluation/Justification: Captain Phillip P. Reed has applied for appointment as Deputy Branch Pilot for the Galveston Bar and Houston Ship Channel. The application includes a letter from Master Houston Branch Pilot Mark W. Mitchem, expressing his support for the appointment of Captain Reed as Deputy Branch Pilot and willingness to act as his master for his proposed deputyship of three years, and evidence of Captain Reed's ability to enter into a faithful performance bond in the amount of \$25,000 payable to the governor. After an assessment of his qualifications and the documents filed with his application, the ARC determined that Captain Reed meets the requirements of Chapter 66 of the Texas Transportation Code, Houston Pilots Licensing and Regulatory Act, Section 66.034, and the Rules and Regulations Governing Pilots and Pilotage on the Houston Ship Channel Between the Galveston Bar and the Turning Basin Terminal. Accordingly, the ARC respectfully submits to the Pilot Board the application of Captain Phillip P. Reed for appointment as Deputy Branch Pilot for the Galveston Bar and the Houston Ship Channel. Such appointment is for a three-year term. | | |
| Full Recommendation: The Pilot Board, at its October 25, 2011 meeting, issue a certificate to Captain Phillip P. Reed as Deputy Branch Pilot for the Galveston Bar and the Houston Ship Channel for a three-year term effective October 25, 2011, and further authorize the Secretary of the Pilot Board to do any and all things in his opinion reasonable or necessary to give effect to the foregoing. | | |

Request for Board of Pilot Commissioner Action

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| Category: General | Agenda Date: October 25, 2011 | Agenda Section: C - 8 |
| From: Division: Port Security & Emergency Operations Department: Marine | Staff Contact: Ruben Arredondo | |
| Summary Recommendation: Issuance of Deputy Branch Pilot Certificate in and for the Houston Ship Channel and Galveston Bar: Captain Jeremiah W. Walcik. | | |
| Background: The Application Review Committee (ARC) of the Pilot Board considers whether applicants meet the statutory and regulatory requirements for pilots on the Houston Ship Channel. Among other things, applicants undergo a physical examination to determine if an applicant is in good mental and physical health in order to perform the duties of pilotage on the Houston Ship Channel, and an investigation including a criminal background check and the applicant's accident history is conducted. | | |
| Staff Evaluation/Justification: Captain Jeremiah W. Walcik has applied for appointment as Deputy Branch Pilot for the Galveston Bar and Houston Ship Channel. The application includes a letter from Master Houston Branch Pilot Charles C. Murphy expressing his support for the appointment of Captain Jeremiah W. Walcik as Deputy Branch Pilot and willingness to act as his master for his proposed deputyship of three years and evidence of his ability to enter into a faithful performance bond in the amount of \$25,000 payable to the governor. After an assessment of his qualifications and the documents filed with his application, the ARC determined that Captain Walcik meets the requirements of Chapter 66 of the Texas Transportation Code, Houston Pilots Licensing and Regulatory Act, Section 66.034, and the Rules and Regulations Governing Pilots and Pilotage on the Houston Ship Channel Between the Galveston Bar and the Turning Basin Terminal. Accordingly, the ARC respectfully submits to the Pilot Board the application of Captain Jeremiah W. Walcik for appointment as Deputy Branch Pilot for the Galveston Bar and the Houston Ship Channel. Such appointment is for a three-year term. | | |
| Full Recommendation: The Pilot Board, at its October 25, 2011 meeting, issue a certificate to Captain Jeremiah W. Walcik as Deputy Branch Pilot for the Galveston Bar and the Houston Ship Channel for a three-year term effective October 25, 2011, and further authorize the Secretary of the Pilot Board to do any and all things in his opinion reasonable or necessary to give effect to the foregoing. | | |