

CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY

April 22, 2014

11:00 AM

**Meeting held telephonically, as per Subsection 54953 (b) of the Government Code
Via Teleconference**

Conference Call in number: 712-432-0220

Passcode: 6511894#

Teleconference locations

400 Oyster Point Blvd, Suite 300, South San Francisco, CA
2201 W. Washington St, Stockton, CA
24650 Dana Point Harbor Drive, Dana Point, CA
1110 W. Capital Ave, 3rd Fl., West Sacramento, CA
601 Startare Dr., Eureka, CA
135 Fifth Ave., Santa Cruz, CA
3165 Pacific Hwy., San Diego, CA
333 Ponomo St. Port Hueneme, CA
4330 Cedar St., Suite M, Eureka, CA
2801 Townsgate Rd. Suite 221, Westgate Village, CA
27194 Toyon Ridge Road, Valley Center, CA
19101 Harbor Drive, Fort Bragg, CA

Agenda

1. Call to Order/Roll Call
2. Public Comment
3. Approval of Minutes
 - a. CMIA meeting of December 5, 2013
4. Executive Director Report. David Huli
5. Chairman's Report. Peter Grenell
6. Treasurer's Report Jeff Wingfield
 - a. Status of Audit
7. CMIA Business
 - a. Consideration of Draft FY 2014/15 CMIA budget
 - b. Directors and Officers Insurance Update.
8. Other Business
9. Next Meeting/Adjournment

CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY

December 5, 2013

11:00 AM

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Via Teleconference
Conference Call in number: 712-432-0220
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27194 Toyon Ridge Road, Valley Center, CA
19101 Harbor Drive, Fort Bragg, CA

Agenda

1. Call to Order/Roll Call
2. Public Comment
3. Approval of Minutes
 - a. CMIA meeting of October 3, 2013
4. Executive Director Report. David Hull
5. Chairman's Report. Peter Grenell
6. Treasurer's Report Jeff Wingfield
 - a. Status of Audit
7. CMIA Business
 - a. Consideration of Silver Sponsorship at the 14th California Maritime Leadership Symposium – February 19-20, 2014
 - b. Consideration of appointing CMIA Secretary
 - c. Directors and Officers Insurance Update.
8. Other Business
9. Next Meeting/Adjournment

**Minutes of the Annual Meeting
California Maritime Infrastructure Authority "CMIA"**

17 FEBRUARY 2011
4 PM AT SANTA CRUZ PORT DISTRICT OFFICE
135-5TH AVE. SANTA CRUZ CA. 95062

Via Teleconference
Call in phone Nr. 1-218 936 7930
Pass Code 475 6181#

Port District office number if needed
831 475 3054
or B Foss cell 831 212 4797

Meeting Posted at Santa Cruz Port District Office

1. Call to Order

Chair Foss called the CMIA annual meeting to order at 4:23 PM.

introductions – Members: Brian Foss; Peter Grenell; David Hull, Jeff Wingfield; Jeff McEntee; Tom Scheeler

Others: Larry Mallon; Doug Charchenko

Absent: Brad Gross

2. Approval of Minutes

a. CMIA meeting of 9 March 2009
Motion McEntee/Second Scheeler – Unanimously approved

b. CMIA meeting 17 February 2010
McEntee made one spelling correction – Motion McEntee/Second Wingfield –
Unanimously approved

3. Acceptance of 1 May, 2007 Resolution of the Orange County Board of Supervisors to become members of the CMIA.

Motion Grenell/Second McEntee. Roll call vote unanimous of members attending.

4. Executive Director Report. Director Charchenko reported discussion with Oceanside Harbor, San Mateo Harbor District and the Port of Redwood City during the last year. Discussions are ongoing on the use of CMIA.

Director Charchenko also reported that in the past, CMIA has focused on servicing ports that either lack manpower or financial experience to pull off a large financing issue. Director suggested CMIA may explore other services such as leasing and that CMIA may fill a niche that some ports may not be able to access.

5. **Chairman's Report.** Brian Foss reported that Santa Cruz will be buying a dredge in the near future and that they may be able to use CMIA.

6. **Treasurer's Report.** Jeff Wingfield reported that as of 12-31-10, CMIA had an account balance of \$135,250.99.. Director Charchenko suggested that the Treasurer look into only keeping the minimum in checking and invest the remainder in a CD or other investment.

7. CMIA Business

- a. web site – It was reported that the website is being updated.
- b. new brochure – All agreed that the brochure was still timely and contained appropriate information.
- c. Other – Chair Foss suggested that the Board think of all groups that may have a use for CMIA and then have Director Charchenko contact them. Chair Foss noted that recently PMSA had shown interest in learning about CMIA.

8. **Other Business:** David Hull suggested that CMIA have a display at the California Maritime Leadership Symposium, May 11-12, 2011 in Sacramento, CA.. David agreed to send information to Director Charchenko. All agreed it sounded like something to pursue. Director Charchenko, Peter Grenell and Jeff McEntee agreed to form a committee to review and update CMIA brochures in advance of the Symposium.

9. Election of Officers for 2011

Motion Jeff McEntee/Second Jeff Wingfield to return slate of officers for 2011.
Brian Foss – Chair
Peter Grenell – Vice Chair
Jeff Wingfield – Treasurer
David Hull – Secretary

Motion passed unanimously

10. **Reappointment of Doug Charchenko as Executive Director for 2011.** Chair Foss noted his appreciation for Director Charchenko's work with the CMIA. Director Charchenko noted his appreciation for the support and agreed he would stay on as Executive Director.

Motion Jeff McEntee/Second Jeff Wingfield to Reappoint Doug Charchenko as CMIA Executive Director. Motion passed unanimously.

11. **Adjournment.** Chair Foss adjourned at 5:03 PM

Certified Correct


David Hull, Secretary CMIA

11-17-2011
Date

**CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY
MINUTES
Of
November 17, 2011.**

**Meeting held telephonically, as per Subsection 54953 (b) of the
Government Code**

1. Roll Call

Meeting called to order at 12:35 PM by Chairman Grenell.

Present:	Peter Grenell Jeff McEntee Brad Gross Jeff Wingfield	Lisa Ekers Amy Cameron
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Absent:	Patti Tyson
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Staff and Guests:	Doug Charchenko Larry Mallon	Brian Foss David Hull
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2. Approval of Minutes

CMIA meeting of February 17, 2010.
Motion Wingfield to approve minutes of February 17, 2010. Seconded by McEntee.
Motion carried without dissent. Gross and Cameron abstained.

3. Treasurer's Report

Wingfield reported as of October 31, 2011 CMIA had an account balance of \$135,477.35. The only activity recently was to deposit \$1 in March to keep account active. Audit is being performed presently and should be completed within a week.

Motion by McEntee to accept Treasurer's report. Seconded by Gross.
Motion carried without dissent.

4. Chairman's Report

Future of CMIA/CMIB: Foss noted that CMIA has been experiencing a low response from the industry but must stay active because there are several active issues. Charchenko agreed noting that it would eliminate a financing tool and be a disservice to the CMIA members. All agreed that CMIA is the right tool for the right circumstances such as Santa Cruz and Humboldt and that CMIA needed to stay active.

Grenell suggested that he get a hold of a DBAW document that itemizes small marinas that are doing projects. This list may be a start at identifying potential uses for the CMIA services.

5. Proposal for David Hull to Become Non-Paid Executive Officer of CMIA and CMIB

Grenell made a proposal that David Hull become the Executive Officer of the CMIA. Charchenko offered to help Hull.

Motion by McEntee to appoint David Hull Executive Director of CMIA. Seconded by Ekers.

Motion carried without dissent.

6. Acceptance of CMIA Board Resignation from Brian Foss and David Hull

Motion by Gross to Accept Resignations of Brian Foss and David Hull. Seconded by McEntee.

Motion carried without dissent with all noting worthy appreciation for their service.

7. Appointments to Vacant Officer Positions

Grenell noted that there are now vacancies of both Vice-Chair and Secretary. After a short discussion Wingfield made the motion to leave the Board Secretary position vacant temporarily and direct Executive Director Hull to take meeting minutes. Seconded by Wingfield.

Motion carried without dissent.

Gross made a motion to temporarily appoint Jeff McEntee as CMIA Vice Chair to be revisited at CMIA's Winter meeting. Wingfield Seconded.

Motion carried without dissent.

8. Error and Omissions Insurance Issue

Foss checked into E&O insurance for authority and Bank. Foss still working on this issue as insurance companies had not responded by this meeting date. No E&O

coverage presently. Grenell suggested that CMIA call a special meeting when insurance quote is received. Mallon noted that an email vote can be taken if necessary at a special meeting.

Wingfield made a motion that CMIA acquire E&O insurance and proceed to accept via email vote. Seconded by McEntee.
Motion carried without dissent.

9. CMIB Business

Foss noted that the bank is a 501c3 Government Services Enterprise and suggested that Hull be the Executive Director of that organization also. The CMIB presently is structured to have a five-member board. Foss suggested that the membership of the CMIB be discussed at the winter CMIB meeting. Charchenko noted that the CMIB is designed to be the lender of last resort, funnel grants and etc. CMIB is independent of CMIA but both organizations are designed to work in communication with each other.

10. Other Business

Grenell noted that he will update the website to reflect changes in personnel made at this meeting.

Chairman Grenell adjourned the meeting at 1:19 PM.

Recorded By:

 1-11-12

**David Hull
Executive Director**

**California Maritime Infrastructure Authority
Minutes**

Telephone Conference (via FreeBridge service)
Monday, March 9, 2009
3 pm

1. Call to Order

Meeting commenced at 3:10 pm.

Present at roll-call:

Peter Grenell, San Mateo County Harbor District
Jeff McEntee, Port of San Diego
Doug Charchenko, CMIA Executive Director (non-voting)
Brian Foss, Santa Cruz Port District
Cheryl Taylor, Port of Stockton

2. Approval of Minutes

No minutes available.

3. Chairman's Report (Brian Foss)

Discussed out-of-order (see item #6, below).

4. Accept Orange County Resolution of May 1, 2007, as Satisfying CMIA Member Requirements

The board reviewed the May 3, 2007 resolution by the Orange County Board of Supervisors.

Motion:

Motion made by Peter Grenell, seconded by Jeff McEntee, to recognize Orange County as a member of the California Maritime Infrastructure Authority.
- Motion passed unanimously.

5. Election of Officers

a. Chairman

Current chair Brian Foss stated that he would welcome any volunteers to assume the chairmanship, but he was willing to do another year to move the CMIA agenda forward.

Motion:

Motion made by Peter Grenell, seconded by Jeff McEntee, to reappoint Brian Foss as chairman of the California Maritime Infrastructure Authority.
- Motion passed unanimously.

b. Vice-chairman

Acting-vice chairman Peter Grenell stated that it was indeed a busy year for him, but that he would continue in the absence of any other volunteer to assume the duties.

Motion:

Motion made by Cheryl Taylor, seconded by Jeff McEntee, to reappoint Peter Grenell as vice-chairman of the California Maritime Infrastructure Authority.

- *Motion passed unanimously.*

c. Treasurer

Motion:

Motion made by Jeff McEntee, seconded by Peter Grenell, to appoint Cheryl Taylor as treasurer of the California Maritime Infrastructure Authority.

- *Motion passed unanimously.*

Cheryl Taylor, Brian Foss and former-treasurer Lee Hieber to meet in Stockton to review bank statements and execute new signature documents for checks.

d. Secretary

Motion:

Motion made by Cheryl Taylor, seconded by Peter Grenell, to appoint David Hull as secretary of the California Maritime Infrastructure Authority.

- *Motion passed unanimously.*

6. CMIA Business

Chairman's Report (*discussed out-of-order*)

Chairman Brian Foss reviewed the role of the CMIA, which was to provide financial services to the ports and harbors of California, and while the CMIA has no minimum production, it does have an obligation to promote itself to the ports and harbor community and let the members know what services are available.

This is the main tasking of the CMIA during the next year.

a. Executive Officer Report

Doug Charchenko reviewed what has transpired in the past 18 months:

- markets very confused;
- rates 6% to 7% in municipals;
- answers about 1 inquiry per month from harbor membership. Lately most inquiries were about what to do, rather than how to finance – a product of a weak economy in all sectors of the maritime – recreational fishing, commercial fishing and import / export softness

Doug Charchenko agreed that getting the word out on a consistent basis was the chief job of the CMIA. No hard sell intended or needed – just information flow to port and harbor decision makers.

Charchenko and Foss agreed to work on updated brochures for CMIA and CMIB.

The CMIA has financial resources for such expenditures.

Peter Grenell suggested that California ports and harbors be surveyed to determine:

1. future financial needs;
2. types of instruments;
3. intended projects.

All members agreed that a survey of ports and harbors was a good idea.

b. Board Action – Reappoint Doug Charchenko as Executive Officer

Motion:

Motion made by Peter Grenell, seconded by Cheryl Taylor, to reappoint Doug Charchenko as executive director.

- Motion passed unanimously.

c. CMIA Counsel Report

(Larry Mallon not available – no report.)

d. Treasurer's Report

Chairman Brian Foss stated the CMIA / CMIB have a combined account. The total assets are \$134,300, with no bills or receivables pending. In the next several weeks, Cheryl Taylor and Brian Foss and former Treasurer Lee Hieber will meet and reconcile accounts, as well as execute new signature cards for signing checks.

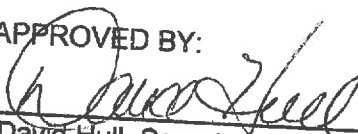
e. Other CMIA Issues / Direction

(No items discussed.)

7. Adjournment

Telephone conference adjourned at 3:49 pm.

APPROVED BY:



David Hull, Secretary

**CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY
MINUTES
Of
August 18, 2006**

**Meeting held telephonically, as per Subsection 54953 (b) of the
Government Code**

I Roll Call

Meeting called to order at 9:00 AM by Chairman Foss.

Present: **Brian Foss** **Peter Grenell**
 David Hull **Lee Heiber**

Absent: **Bruce Hollingsworth**
 Doug Thompson

Staff and Guests: **Jack Alderson**
 Doug Charchenko
 Larry Mallon

I Executive Director's Report

Chairman Foss noted progress on the San Diego bond defeasance issue. Chair Foss stated that the CMIA now has the money and Larry Mallon has been paid putting an end to this issue.

II. New Business

1. **Consideration of accepting Jack Alderson's resignation.** Chair Foss noted Jack desires to do less with the CMIA so he could spend more time with the Project SHAD. Jack noted that things are quiet now with the CMIA and reported that he had only had one call in the last six months and one trip to Vallejo to discuss CMIA participation. Jack felt that this was a good time to resign as the CMIA is at the top now with outstanding CMIA debts collected, brochures done, office/phone established and presentation materials completed.

Chair Foss asked the members how the Board should approach the next six months to one year after Jack resigns.

CMIA

August 18, 2006

Page 2

There was considerable discussion about CMIA's role with the upcoming Proposition 1b bond issue. Larry noted that all funding would go through the CA Transportation Commission. Larry recommended that CMIA target Allen Lowenthal, Barry Sedlik, Marion Bergeson, John Barna and various port directors with a fact sheet and CMIA info kit.

Jack suggested that CMIA should redo the booth at the upcoming CA Harbormaster meeting and CMIA should start a program of cold calling all CA ports. Chair Foss asked Larry to develop a fact sheet of CMIA future needs and visions. Peter Grenell suggested that the CMIA website be renamed to be CMIBank.ca.gov. Peter volunteered to ask his web people to look into changing the domain name of the organization.

After much discussion, it was suggested that Doug Charchenko take over the duties of CMIA Executive Director. Chair Foss suggested that if the Board appoints Doug, that the CMIA Board reevaluate this appointment in approximately six months. Chair Foss assured Doug that he will be talking over with some known limitations due to his work schedule. The suggestion was made that CMIA should adopt an official seal.

Lee Heiber moved to accept the resignation of Jack Alderson as Executive Director and appoint Doug Charchenko as Executive Director. Peter seconded the motion. Motion carried without dissent.

VI Other

Chair Foss stated that presently Rosemary answers the CMIA phone at the Sacramento office and will now forward the calls to Doug. All agreed.

Larry asked Jack to check and see if CMIA is in the current State of California official telephone directory.

VI Chairman Foss adjourned the meeting at 10:02 AM.

Recorded By:



David Hull
Secretary

**CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY
MINUTES
Of
Annual Meeting
June 19, 2000
Hyatt Regency Sacramento**

I Roll Call

Meeting called to order at 11:13 AM by Chairman Foss.

Present:	Brian Foss	Doug Thompson
	Lee Heiber	David Hull
Absent:	Bruce Hollingsworth	
Staff and Guests:	Larry Mallon	Jack Alderson
	Doug Charchenko	
	Peter Grenell	

II Chairman's Report

Chairman Foss reported on the recent GAO report on ports. Their report ended up with a weak conclusion by stating it doesn't look like there is a great need for an infrastructure bank but does add incentive to continue to look for funding from the State.

Chairman Foss also reported on the impact/opportunities of the newly created State Infrastructure Bank.

III Executive Director's Report

Jack Alderson reported that he too has been looking into the impacts and opportunities of the State Infrastructure Bank. No ports had been funded so far. Peter Grenell noted that San Mateo Harbor District has applied for funding through the State Bank, but is still in the application process. Mr. Alderson noted that if the CMIB was funded to the tune of \$25 million, a great deal more funds could be leveraged (approximately \$100 mil) for port improvement projects.

Mr. Alderson also reported that tomorrow he will be available to represent the CMIB and CMIA on the Assembly Select Committee on Ports.

Motion was made by Hieber to allow Jack Alderson to testify on behalf of the Authority at the Assembly Select Committee on Ports. Motion was seconded by Thompson. Motion carried unanimously.

IV Treasurer's Report

Treasurer Thompson reported that the balance as of today is \$58,271.24.

Motion was made by Hieber to accept the Treasurer's Report. Motion was seconded by Hull. Motion carried unanimously.

V Minutes

Minutes for the April 28, 1999 meeting were not available.

VI Old Business

- a. None

VII New Business

1. Consideration of Applications for Membership

Larry Mallon reviewed and approved Resolutions 99-10 for Moss Landing Harbor District and Resolution 04-00 for San Mateo Harbor District as to form and recommended approval of these Resolutions accepting Moss Landing Harbor District and San Mateo Harbor District as members of the CMIA.

Motion made by Hull to Approve Resolution 99-10 accepting Moss Landing Harbor District as a member of the CMIA. Motion was seconded by Thompson. Motion carried unanimously.

Motion was made by Thompson to Approve Resolution 04-00 accepting San Mateo Harbor District as a member of the CMIA. Motion was seconded by Hieber. Motion carried unanimously.

Each are now members.

2. Consideration of Interim Report on Electrical Power Marketing

Larry Mallon handed out an Interim Feasibility Study on Power Aggregation prepared for the CMIA and gave a brief summary of the study.

Two kinds of Aggregator

1. Broker never takes title to energy (Ex. SANDAG)
2. Power Marketer takes title and resells energy (Ex. ABAG)
 - 13-20% industrials switch to one of these
 - 1-7% households are on one of these

The premise of Mr. Mallon's study was that all ports & harbors could aggregate power to industrial users and reduce the cost of power. Mr. Mallon introduced representatives of Henwood Energy that are currently writing a handbook for the CA Energy Commission. Mr. Mallon recommended another forming JPA rather than amending CMIA JPA to set up a port power aggregator scheme. Mr. Mallon stated that he would continue to work on the Feasibility Study and come back to the next meeting with another report. CMIA Board recommended that the Interim Feasibility Study be included as part of the meeting minutes.

3. Consideration of CA Infrastructure and Economic Development Bank

Chairman Foss noted that this item was discussed previously under Chairmans report. Peter Grenell elaborated on San Mateo Harbor District's experiences. No action was taken.

4. Strategic Planning & Workshops

Director Alderson reported that CEO's and other port decision makers are not typically at CMANC etc. so future CMIA presentations should be set up to attract these individuals. Mr. Alderson proposed the following type of presentation schedule: (2) 1/2-day workshops (1) in Southern California and (1) in Northern California. We should invite the CEO and finance people. Discussion was also held that a presentation to CAPA may be an appropriate audience.

Motion was made by Grenell to approve the planning and execution of one-two appropriate workshops during the next year. Motion was seconded by Hieber. Motion carried unanimously.

5. Consideration of Interstate Development and Cooperation

General discussion was led by Chairman Foss. No action was taken.

6. Consideration of Next Years Operations and Organization

Chairman Foss led a general discussion on this item. It was agreed that the discussion and action in agenda item 4 covered this topic.

7. Budget for Fiscal Year 2000-2001

Chairman Foss lead a discussion on the proposed budget noting highlights such as Jack Alderson being reappointed as CMIA Executive Director at the same fee schedule.

Motion was made by Thompson to adopt the 2000/2001 budget as presented. Hull seconded the motion. Motion carried unanimously.

8. Election of Officers

Motion was made by Hull to nominate Brian Foss, Chairman; Peter Grenell, Vice-Chairman; Lee Hieber, Treasurer and David Hull, Secretary. Motion was seconded by Thompson. Motion carried unanimously.

9. Other

Doug Charchenko discussed CMIA equipment lease and leasing program for all ports in California. He suggested all Ports in California competitively bid on equipment. There would be no minimum value on assets. Two methods:

- CMIA and Ports competitively bid for asset.
- CMIA place lease.
 - Three days for financing once they have the lease.
 - Asset secures financing
 - CMIA doesn't need to meet each time.
 - Has to be public.

VIII Chairman Foss adjourned the meeting at 1:15 PM.

Recorded By:

A handwritten signature in cursive script, appearing to read "David Hull", written over the printed name.

David Hull
Secretary

**CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY
MEETING MINUTES
Of
April 28, 1999**

**Meeting held telephonically, as per Subsection 54953 (b) of
the Government Code**

1. Roll Call

Meeting called to order at 10:00 AM by Chairman Foss.

Present (by telecom):	Brian Foss	Doug Thompson
	Owen Block	David Hull
	Bruce Hollingsworth	

Staff and Guests:	Larry Mallon	Jack Alderson
	Kathleen Leak	

**2. Clean-up Business for San Diego Unified Port District Bond Issue
\$115,000,000**

Larry Mallon recapped the San Diego Issue stating that CMIA had received, by wire, \$60,000 CMIA fee. Kathleen Leak suggested that in future CMIA transactions that CMIA should provide information on the representations and warranties, disclosures, closing certificates and etc. at the beginning of some organizations interest in CMIA. Bruce Hollingsworth noted that it would be better to have the se types of forms and information provided up front to be clear on what CMIA expects. Jack Alderson stated he would develop a "handout" that would detail this information for future inquiries.

Discussion followed about continuing fees and that CMIA has no ongoing administration responsibility in that they are now handled by BNY. There is a requirement that, if asked, CMIA will need to provide the bond buyers some minimal info. If the request is made to the trustee, the trustee will contact CMIA. Any costs incurred by CMIA can be recovered from the Port of San Diego or Duke Capital. It was also noted that Doug Charchenko will bill CMIA for his time on this issue and that it may total \$5,000.

Bruce Hollingsworth asked whether the \$15,000 annual CMIA fee is to be billed in advance or in arrears. Kathleen Leak noted that it is typically billed in arrears.

Motion was made by Hollingsworth that annual fees be paid on the anniversary date of the transaction, in arrears. Thompson seconded the motion. Motion carried unanimously.

Motion was made by Block to set the Port of San Diego's annual fees at \$15,000 and approve in advance, billing for our financial advisor (Charchenko) estimated at \$5,000. Motion was seconded by Hull. Motion carried unanimously with Hollingsworth abstaining.

3. Approval of Minutes of March 31, 1999 meeting.

Motion by Hollingsworth to approve March 31, 1999 minutes. Motion was seconded by Block. Motion carried unanimously.

4. Consideration of Approval of Resolution 99-3

Larry Mallon explained that this is a resolution entitled This is a "Resolution authorizing the expenditure of an amount not to exceed \$10,000 for the conduct of a Feasibility Study and recommendations concerning a Feasibility Study of the market and institutional opportunities for CMIA to function as an aggregator to combine the loads of multiple end use customers, including owners of vessels and facilities located within or without the boundaries of members of the Authority in facilitating the sale, and purchase of electrical energy, transmission, and other services on behalf of those customers, including any recommendations concerning any necessary amendments to the Joint Exercise of Powers Agreement creating the California Maritime Infrastructure Authority, or its Bylaws for this purpose".

Larry Mallon explained that this Resolution allows the CMIA to determine the feasibility of the CMIA becoming a power aggregator. CMIA is legally allowed to do this type of effort which could augment CMIA funds. Basically, the feasibility study would research the status of an aggregator, survey CMANC members and tenants for interest and for power use and whether there is a State wide opportunity for power aggregation. Part of the study would be to determine whether the CMIA or CMIB would be the most appropriate entity to function as the aggregator.

Motion was made by Hull for the adoption of Resolution 99-3 as written in Larry Mallon's memo with an added requirement that the Feasibility study be completed within six months. Motion was seconded by Hollingsworth. Motion carried unanimously.

5. Consideration of Approval of Resolution 99-04

Chairman Foss explained that this is a resolution entitled "A Resolution appointing Jack Alderson as Executive Director of the CMIA on a contract basis for a period of one year". Chairman Foss noted that in this capacity Jack Alderson would work with Larry Mallon, Kathleen Leak and Doug Charchencko to develop a package of materials on the CMIA and CMIB.

Motion was made by Block to approve Resolution 99-04 with the addition that the Executive Director's contract include the phrase "all other duties necessary or appropriate as directed by the Chair; and that the motion authorize the one time expenditure of CMIA funds for the purchase of a facsimile machine for the Executive Directors use. Hollingsworth seconded the motion. Motion carried unanimously.

6. Other Business

Jack Alderson thanked the CMIA Board for his appointment. Bruce Hollingsworth thanked the CMIA Board for working on the San Diego issue.

7. Adjournment

Motion was made by Hollingsworth, seconded by Thompson to adjourn. Motion carried unanimously and the meeting stood adjourned at 10:50 AM.

Recorded by:-


David Hull
Secretary

MINUTES**CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY**

Thursday, May 14, 1998

At the office of:
Port of Sacramento
3251 ~~1251~~ Beacon Blvd.
West Sacramento, CA

1. Roll Call

The meeting convened at 11:45 a.m. with the following people in attendance:

Brian Foss, Chairman
Owen Block, Port of Stockton
Doug Thompson, Port of Sacramento
David Hull, Humboldt Bay Harbor District
John Knox, Orrick, Herrington and Sutcliffe
Jack Alderson, CA Maritime Infrastructure Bank
Larry Mallon, CMIA Council - Via Telephone
Doug Charchenko, Sutro and Co. - Via Telephone

2. Approval of Minutes, August 21, 1997

Motion made by Doug Thompson, seconded by Owen Block, to accept minutes of August 21, 1996. Motion carried unanimously.

3. Treasurer's Report

Treasurer Doug Thompson reported that the CMIA bank account has a balance of \$1,484.00 with no significant transactions since last meeting (8-21-97).

4. Chairman's Report

Chairman Foss reported on several issues including ISTEPA and WRDA.

5. Current Status of Authority

This item was tabled for discussion at a future meeting.

6. Consideration of Humboldt Bay Harbor, Recreation and Conservation District Bond Funding - \$ 2,900,000

Larry Mallon, CMIA Counsel, reported that all public notice requirements for this action have been met and that his comments on the loan agreement between the CMIA and Six Rivers National

Bank have been included in the current documents.

John Knox then proceeded to explain how the loan is structured. Mr. Knox highlighted a few changes to the May 11 version of the loan documents. Those changes included:

1. The project account will now be held by the Fiscal Agent until the Project Cooperation Agreement is signed and the money can be transferred to an escrow account. The Corps has no control over the funds until they are in the escrow account.
2. Mr. Knox suggested that the CMIA Board may want to remove the "venue" section from the Fiscal Agent Agreement. This would allow any court action to be in Humboldt County rather than in Sacramento. The Board agreed to remove this provision.

Mr. Mallon noted that this is a private placement and therefore it is not necessary to have a centralized venue available as in a public offering.

3. Six Rivers National Bank wanted to be able to take direct action against the Humboldt Bay Harbor District (if necessary) and not involve the Authority. The Board agreed that this was preferable.

Mr. Knox noted that he expects to close this deal by the end of the month (May) and that Six Rivers was okay with that schedule. The bonds will be printed on safety paper and executed by the Chairman and Secretary of the Authority. The closing will take place in San Francisco but it isn't necessary for CMIA of Humboldt Bay Harbor District officials to attend.

7. Recision of Resolutions 97-01 and 97-02

It was moved by Block, seconded by Thompson to rescind Resolutions 97-01 and 97-02. Roll call vote Block - Aye; Thompson - Aye; Hull - Aye; Foss - Aye. Motion carried.

8. Approval of Resolution 98-1:

A Resolution authorizing the issuance of \$ 1,500,000 of the Authority's Revenue Bonds (Humboldt Bay Harbor, Recreation and Conservation District) Series 1998, authorizing the execution and delivery of a fiscal agent agreement by and between the Authority and BNY Western Trust Company, as fiscal agent, a loan agreement in the amount of \$ 2,900,000 by and between the Authority and the

Humboldt Bay Harbor, Recreation and Conservation District and a loan agreement in the amount of \$ 1,400,000 by and between the Authority and Six Rivers National Bank, authorizing the sale of said bonds and authorizing related actions all in connection with the harbor deepening project for Humboldt Bay.

It was moved by Block, seconded by Thompson to approve Resolution 98-1: "Resolution authorizing the issuance of \$1,500,000 of the Authority's Revenue Bonds (Humboldt Bay Harbor, Recreation and Conservation District) Series 1998, authorizing the execution and delivery of a fiscal agent agreement by and between the Authority and BNY Western Trust Company, as fiscal agent, a loan agreement in the amount of \$ 2,900,000 by and between the Authority and the Humboldt Bay Harbor, Recreation and Conservation District and a loan agreement in the amount of \$ 1,400,000 by and between the Authority and Six Rivers National Bank, authorizing the sale of said bonds and authorizing related actions all in connection with the harbor deepening project for Humboldt Bay."

Roll call vote Block - Aye; Thompson - Aye; Hull - Aye; Foss - Aye. Motion carried.

9. Errors and Omissions Insurance

A short discussion was held regarding E&O Insurance. It was agreed that all board members would add a section to their respective organizations E&O Insurance that covers the Authority.

10. Other Business

Chairman Foss noted that Humboldt Bay Harbor District owes \$ 5,000 application fee to CMIA upon close of financing.

The Chairman also reported that he will resubmit the EDA application for CMI Bank. Jack Alderson suggested using CMIA Treasury funds as match.

Secretary Hull reported that State Senator Mike Thompson's efforts to amend the state budget to include a state share of funding for Corps projects is continuing to meet with success.

11. Adjournment

It was moved by Block, seconded by Thompson to adjourn. Motion carried unanimously. Meeting adjourned at 12:30 pm.

Submitted by: David Hull, Secretary

~ FINAL ~

CALIFORNIA MARITIME INFRASTRUCTURE BANK AUTHORITY

ANNUAL MEETING

Thursday, August 21, 1997
10:00 AM

Location:

Port of Sacramento
1251 Beacon Blvd.
West Sacramento, CA

1. Roll Call
2. Approval of Minutes
 - a) December 18, 1996
3. Treasurer's Report
4. Chairman's Report
5. Current Status of Authority
 - a) Relevant Federal Events / Issues
 - b) Relevant Sacramento Events / Issues
 - c) Relevant Business Events / Issues
6. Approval of Resolution 97-01 - A Resolution Authorizing the Issuance of a Not-to-Exceed \$3.9 Million Aggregate Principal Amounts of California Maritime Infrastructure Authority Harbor Revenue Bonds (Humboldt Bay Harbor, Recreation and Conservation District), the Execution and Delivery of a Trust Agreement and Installment of Sale Agreement, a Bond Purchase Contract and an Official Statement, and the Taking of Certain Other Actions in Connection Therewith
7. Approval of Resolution 97-02 - A Resolution Authorizing the Issuance of Not-to-Exceed \$1.0 Million Aggregate Principal Amounts of California Maritime Infrastructure Authority Revenue Bonds (Eureka Redevelopment Agency), the Execution and Delivery of a Trust Agreement and Installment of Sale Agreement, a Bond Purchase Contract and an Official Statement, and the Taking of Certain Other Actions in Connection Therewith
8. Election and Appointment of Officers for 1997
9. Other Business
10. Adjournment

MINUTES

CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY

Meeting of February 20, 1996
9:30 am
at the
Port of Sacramento

ATTENDEES: Jack Alderson, Chairman, Humboldt Harbor Recreation & Conservation Dist.
Doug Thompson, Treasurer
Gerald Pope
Rod Lundin, Concept Marine
Brian Foss, Secretary, Santa Cruz Port District
Owen Block, Stockton Port District
Joy Skalbeck, Senate Select Committee on Maritime Industry

The meeting convened at 9:02 am.

1. Roll Call

2. Approval of Minutes

Motion made by Jack Alderson, seconded by Doug Thompson, to accept the minutes of November 28, 1995. Motion carried unanimously.

3. Treasurer's Report

Treasurer's report by Doug Thompson Total cash assets reported at slightly under \$300.

4. Election of Officers

Motion made by Brian Foss, seconded by Doug Thompson, to re-elect existing officers. Officers for 1996 are: Jack Alderson, Chairman / President; Owen Block, Vice-Chairman / Vice-President; Doug Thompson, Treasurer; Brian Foss, Secretary. Motion carried unanimously.

5. Chairman's Report

A letter was sent to the Secretary of State reaffirming the California Maritime Infrastructure Bank status. A \$10 check was sent.

At 9:20 am, there was a temporary recess to convene the California Maritime Infrastructure Bank meeting. The meeting reconvened at 9:29 am.

5. Chairman's Report (continued)

A general discussion followed about the need for a formal business plan. This would cost about \$25,000. The money could be obtained from various sources: the federal Department of Transportation, the California Department of Commerce, MARAD, Department of Boating and Waterways.

Chairman Alderson discussed a meeting that took place with Rob Alexander, Chief Legislative Aide for Maritime Affairs for Senator Boxer. Senator Boxer is still very interested in the California Maritime Infrastructure Bank concept. She may be willing to sponsor special legislation. In the meantime, we need a new list of port projects which could possibly be funded by the infrastructure bank. We made an initial list in Fall 1994, but that was a very hurried, first draft which needs to be updated. We also need a promotional brochure for funding. We also need a promotional brochure of some type.

A motion to adjourn was made by Doug Thompson, seconded by Brian Foss. Motion carried unanimously. The meeting adjourned at 9:53 am.

Respectfully submitted,

Brian E. Foss
Secretary

MINUTES

CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY

Meeting of Wednesday, December 18, 1996

12:10 PM

at the office of:

Orrick, Herrington & Sutcliffe

400 Sansome Street

San Francisco, CA 94111

1. Roll Call

The meeting convened at 12:10 p.m., with the following people in attendance:

Jack Alderson, Chairman

Owen Block, Port of Stockton

Brian Foss, Santa Cruz Port District

Doug Thompson, Port of Sacramento (*via conference phone*)

Doug Charchenko, Sutro & Co.

Phil Morgan, Orrick, Herrington, & Sutcliffe

Discussion took place concerning the status of Jack Alderson. Jack stated that he had retired from the Port of Eureka and no longer represented them. He, therefore, could not continue his duties as Chairman of the California Maritime Infrastructure Authority which is a public body and needs to be represented by public members. Brian Foss agreed to conduct the meeting as interim-Chairman.

2. Approval of Minutes

a) February 20, 1996

Motion made by Doug Thompson, seconded by Owen Block, to accept the minutes of February 20, 1996. Motion carried unanimously.

3. Treasurer's Report

Doug Thompson stated that there really was not a Treasurer's report since the Infrastructure Authority had no funds as of yet. Discussion followed about the \$1,500 that the Port of San Diego owes to the Infrastructure Bank for services rendered in providing conduit financing in 1996. The Port of San Diego has simply not paid. It probably is an omission. Doug Thompson stated that he would pursue this matter with the Chief Financial Officer of the San Diego Port District and will follow-up with a report on this item at the February meeting.

4. Chairman's Report

Chairman Alderson reported gave a brief statement and turned the report over to Brian Foss, who reported on his recent experiences in promoting the California Maritime Infrastructure Bank / Authority:

Washington, D.C.

Senator Boxer had, for the second year, brought legislation to the budget conference committee to fund the California Maritime Infrastructure Bank (\$200,000), but it was not accepted by the conference committee. Senator Boxer will keep trying, but there seems to be no traction for Congress to spend money in this way, even though the Clinton Administration, through the Department of Transportation, has espoused the need for creative financing for the infrastructure of the nation's highways and waterways. There had been note that MARAD, through Director Michael Huerta, may be able to free up some funds for this purpose, but that seems unlikely at this point.

The C-MANC contingent visited the Director of the E.D.A., Dr. Philip Singerman, regarding possibilities of the Economic Development Administration providing seed money for the C.M.I.B. Dr. Singerman stated that:

- A. The E.D.A. really should work through its regional offices for this purpose;
- B. Local sponsorship from C-MANC, or from the State of California, should necessarily have to be part of the formula, as the E.D.A. needs a partner to collaborate with;
- C. He wondered why the State of California had not taken a more proactive role in the California Maritime Infrastructure Bank. This was a very good

question. The C-MANC delegation had little good explanation as to why the state had provided no leadership since Senator Marks legislated the bank into existence.

California Legislative Efforts:

Senator Marks had successfully carried Senate Bill 1981 through the legislative process with very little opposition; however, it was not signed into law by the Governor. This bill would have provided that the recreational diesel tax levied by the state (18¢ per gallon) go to CMIB / CMIA.

With the retirement of Senator Marks, we are starting over with legislative advocates in Sacramento. One bright spot is that Senator Betty Carnett has been elected from the Long Beach area as an Assemblywoman and she has shown great support for the maritime. We would hope to solicit her support in resurrecting SB 1981 and perhaps on behalf of other efforts such as the Maritime Bank, as well as the maritime industry. Senator Kuykendahl has also expressed interest in the harbor and port industry, but Senator Carnett is a more proven friend.

5. Current Status of Authority

See Chairman's Report.

6. 1997 Action Plan

The action plan consisted of the following areas for the coming year:

- A. Establish legislative advocacy in Sacramento:
 - Governor and cabinet support;
 - Re-legislate SB 1981.
- B. Broaden the constituency within the harbor and port community. Look to making membership in the California Maritime Infrastructure Bank automatic. This may be possible procedurally because the bank is a non-profit, while the Authority is a public agency.
- C. Make an application to the Economic Development Administration for a technical assistance grant to create a formal business plan. There is a possibility of using Ted Rust, who would be "hand and glove" with the C-

MANC economic study on California ports and harbors -- we may be able to dovetail with this report. We would need specific input from a professional banker as to how this will operate and what market sectors it will really provide for.

- D. Develop a new project list from the ports and harbors which will fit into the future of the maritime bank.

7. Election and Appointment of Officers for 1997

Because there were only two members present, with a third attending via telephonic communication, it was generally felt by the group that we should not elect officers at this time, but that it should be delayed until more members and possibly new members can participate. Doug Thompson made a motion to delay the election of officers until the February meeting which probably will be held in conjunction with the C-MANC meeting in Irvine. The motion was seconded by Owen Block. The motion carried.

The consensus of the group was that the current officers would continue performing their duties until the February meeting, at which time there would be a new slate to be voted on.

8. Review of Procedures for and Administration of Conduit Financing

Roger Davis of Orrick, Herrington & Sutcliffe, had prepared some changes in wording for the financing programs. Phil Morgan explained the proposed changes. A copy of the proposal is attached. Questions were raised about some of the wording. Phil Morgan said he would accept the changes. Motion made by Owen Block, seconded by Doug Thompson, to bring the revised revisions back before the board at the February 1997 meeting for final action. Motion carried unanimously.

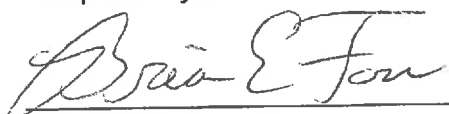
9. Other Business

There was no other business discussed

10. Adjournment

Owen Block moved for adjournment. The motion was seconded by Doug Thompson. The motion carried and the meeting was adjourned at 12:31 p.m.

Respectfully submitted,

A handwritten signature in cursive script, reading "Brian E. Foss", written over a horizontal line.

Brian E. Foss
Secretary

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MINUTES

CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY

Meeting of November 28, 1995

11:00 am

at the offices of

Orrick, Herrington & Sutcliffe

400 Sansome Street

San Francisco, CA 94111

ATTENDEES: Doug Charchenko, Sutro & Co.
Philip Morgan, Orrick, Herrington & Sutcliffe
Roger Davis, Orrick, Herrington & Sutcliffe
Jack Alderson, Humboldt Harbor Recreation and Conservation District
Owen Block, Stockton Port District
Bruce Hollingsworth, San Diego Unified Port District
Russell Goings, III, Lazard, Freres & Co.
Brian Foss, Santa Cruz Port District

1. The meeting convened at 11:30 am. Roger Davis gave an overview of the current status of the California Maritime Infrastructure Authority.
2. The second order of business was the election of officers for the Authority. Bruce Hollingsworth nominated Jack Alderson as chairman. The nomination was seconded by Owen Block. Motion carried unanimously.
3. The next order of business was the election of vice-chairman for the Authority. Jack Alderson nominated Owen Block. The nomination was seconded by Bruce Hollingsworth. Motion carried unanimously.
4. The next item of business was to appoint a secretary to the Board. Jack Alderson nominated Brian Foss. The nomination was seconded by Owen Block. Motion carried unanimously.
5. The next item of business was the appointment of treasurer. Owen Block nominated Doug Thompson of Sacramento Port District. The nomination was seconded by Bruce Hollingsworth. Motion carried unanimously.

6. RESOLUTION 95-01 - A RESOLUTION ADOPTING THE BYLAWS OF THE AUTHORITY

Motion was made by Jack Alderson to adopt Resolution 95-01. Motion was seconded by Bruce Hollingsworth. Motion carried unanimously.

7. RESOLUTION 95-02 - A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT-TO-EXCEED \$90 MILLION AGGREGATE PRINCIPAL AMOUNTS OF CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY AIRPORT REVENUE BONDS (SAN DIEGO UNIFIED PORT DISTRICT AIRPORT PROJECT - LINDBERG FIELD), THE EXECUTION AND DELIVERY OF A TRUST AGREEMENT AND INSTALLMENT OF SALE AGREEMENT, A BOND PURCHASE CONTRACT AND AN OFFICIAL STATEMENT, AND THE TAKING OF CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

Motion made by Jack Alderson to adopt Resolution 95-02. Motion was seconded by Owen Block. Motion carried unanimously.

8. ADOPTION OF CONFLICT OF INTEREST CODE

A draft conflict of interest code was presented to the Board. The code follows the form of the Humboldt Bay Harbor Recreation and Conservation District code. Motion made by Bruce Hollingsworth to adopt the conflict of interest code. Motion was seconded by Owen Block. Motion carried unanimously.

9. APPOINTMENT OF BOND COUNSEL AND SPECIAL COUNSEL FOR FINANCING MATTERS

The proposal before the Board was to use the firm of Orrick, Herrington & Sutcliffe for this purpose. A five page contract had been prepared and was presented to the Board. Jack Alderson made the recommendation and motion that the Board accept this contract and app Orrick, Herrington & Sutcliffe as bond counsel for the Authority. The motion was seconded by Owen Block. Motion carried unanimously.

10. APPOINTMENT OF INTERIM COUNSEL FOR THE CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY

Jack Alderson made a motion that Larry Mallon be appointed as general counsel to the Authority. The motion was seconded by Bruce Hollingsworth. Motion carried unanimously.

11. ESTABLISHMENT OF TIME AND PLACE FOR REGULAR MEETINGS OF THE GOVERNING BOARD

The discussion centered around the appropriate location for the Board meetings that would be centrally located and accessible to all interested parties. It was generally agreed that the annual meeting would be held in January of each year, with special meetings as needed. The place of meetings was to be the Port of Sacramento conference facilities. This would be complimentary to where the books would be kept with Doug Thompson, Treasurer. No specific date was set for the January, 1996, meeting.

12. ADJOURNMENT

Motion made by Bruce Hollingsworth to adjourn the meeting. Motion was seconded by Jack Alderson. Motion carried unanimously. Meeting adjourned at 12:40 pm.

Respectfully submitted,



Brian E. Foss
Secretary

NOTICE AND AGENDA OF FIRST MEETING OF THE GOVERNING BOARD
OF THE
CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY

Notice is hereby given of the time and place of the first meeting of the Governing Board of the California Maritime Infrastructure Authority (the "Authority") and of the business to be transacted at said meeting. Said meeting is to be held at the time and place hereinafter set forth:

Time: 11:00
Date: November 28, 1995
Place: Conference Room 2 Main
Orrick, Herrington & Sutcliffe
400 Sansome Street
San Francisco, CA 94111

The purposes of said meeting shall be:

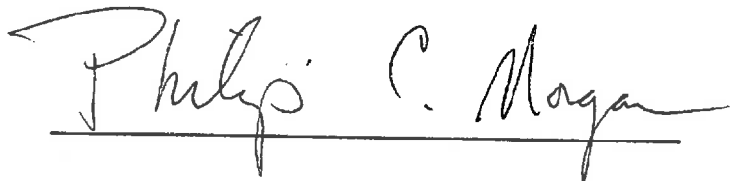
1. Adoption of By-Laws of the Authority.
2. Election of Chair and Vice-Chair of the Authority.
3. Appointment of a Secretary, Treasurer and Auditor of the Authority.
4. Establishment of the time and place for regular meetings of the Governing Board.
5. Adoption of a conflict of interest code.
6. Appointment of Bond Counsel and Special Counsel for financing matters.
7. Appointment of General Counsel.
8. Adoption of policies and procedures for conduit financings.
9. Adoption of Resolution Authorizing the Issuance of Not To Exceed \$90,000,000 Aggregate Principal Amount of California Maritime Infrastructure Authority Airport Revenue Bonds (San Diego Unified Port District Airport Project - Lindberg Field), the Execution and Delivery of a Trust Agreement, an Installment Sale Agreement, a Bond Purchase Contract and an Official Statement and the Taking of Certain Other Actions in Connection Therewith.

AFFIDAVIT OF POSTING AND OF MAILING OF NOTICE AND AGENDA

Philip C. Morgan hereby declares that he is a citizen of the United States of America, over the age of 18 years; that he posted on November 22, 1995 at 400 Sansome Street, San Francisco, California, a location freely accessible to members of the public, and deposited on November 16, 1995, in the United States Mail with postage thereon prepaid addressed to each of the Members of the Authority, a Notice and Agenda for First Meeting of the Governing Board of the California Maritime Infrastructure Authority, to be held on November 28, 1995.

Dated: November 28, 1995

I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in cursive script that reads "Philip C. Morgan". The signature is written in black ink and is positioned above a solid horizontal line.