

RESOLUTION APPROVING A FOUR PARTY AGREEMENT BETWEEN THE TEXAS DEPARTMENT OF TRANSPORTATION (“*TxDOT*”), THE PORT OF CORPUS CHRISTI AUTHORITY OF NUECES COUNTY, TEXAS (“*PORT AUTHORITY*”), THE CITY OF CORPUS CHRISTI, TEXAS (“*CITY*”), AND THE CORPUS CHRISTI HOUSING AUTHORITY (“*HOUSING AUTHORITY*”) CONCERNING THE HARBOR BRIDGE REPLACEMENT PROJECT; AUTHORIZING THE EXECUTION THEREOF; AND APPROVING MATTERS RELATED THERETO

WHEREAS, the Federal Highway Administration (“*FHWA*”) and TxDOT have proposed the replacement of the current Harbor Bridge in Corpus Christi, Texas (the “*Project*”). The current bridge spans the Corpus Christi Ship Channel. FHWA and TxDOT, as joint lead agencies, initiated the National Environmental Policy Act evaluation of the Project in 2011 and prepared an environmental impact statement; and

WHEREAS, the Port Authority supports the Project for a new, modern, efficient and safe Harbor Bridge which will improve the operations of the Port of Corpus Christi and make it more attractive to new industry, eliminate the potential for a catastrophic collapse of the existing bridge, and provide 205 feet of navigational clearance to accommodate larger vessels entering the Port Authority’s Inner Harbor; and

WHEREAS, on March 13, 2015, the FHWA Coordination and Compliance Division received a complaint under Title VI of the Civil Rights Act of 1964 (42 U.S.C. §2000d) and 49 C.F.R. Part 21, submitted by two individuals who reside in the Hillcrest neighborhood of the City (the “*Complaint*”); and

WHEREAS, FHWA and TxDOT propose to enter a Voluntary Resolution Agreement (“*Two Party Agreement*”) to implement specific Title VI mitigation actions for the Project and resolve the Complaint; and

WHEREAS, TxDOT, the Port Authority, the City, and the Housing Authority propose to enter into a Four Party Agreement (“*Four Party Agreement*”) to allocate responsibility among themselves for implementing the Title VI mitigation actions for the Project set forth in the Two Party Agreement; and

WHEREAS, (i) TxDOT is authorized to enter into an interlocal contract with one or more local governments under Transportation Code §201.209, (ii) the Port Authority is authorized to enter into a contract with any person, government or governmental agency necessary or convenient to carry out any of the powers granted to the Port in Subchapter E of Chapter 60, Water Code, (iii) the City is authorized to enter into an interlocal contract under Government Code, Chapter 791, and (iv) the Housing Authority may cooperate with a municipality, political subdivision, or the state, in action taken with respect to the problems of providing housing for persons of low income under Local Government Code §392.059; and

WHEREAS, the Four Party Agreement has been presented to the Port Commission for consideration and approval at this meeting, and

WHEREAS, the Port Authority's obligations under the Four Party Agreement are chiefly found in Exhibit C to that agreement and pertain to those parts of the Hillcrest and Washington-Coles neighborhoods inside the green boundary lines shown in Attachment No. 1 to the Four Party Agreement (collectively, the "*Neighborhood*"); and

WHEREAS, under the terms of the Four Party Agreement the Port Authority is agreeing (1) to offer to purchase all of the residential and business property in the Neighborhood pursuant to the terms of the Neighborhood Acquisition Plan described in Exhibit C to the Four Party Agreement, and (2) to provide relocation benefits to displaced owners, tenants and businesses pursuant to the terms of the Relocation Program described in Exhibit C, all at a cost not to exceed \$20 million; and

WHEREAS, under the terms of the Four Party Agreement the Port Authority is also agreeing to offer to buy restrictive covenants and purchase options on the owner occupied residential property in the Neighborhood pursuant to the terms of the Voluntary Restrictive Covenant Program described in Exhibit C to the Four Party Agreement; and

WHEREAS, the Port Authority, by action of its Port Commission, hereby finds and determines that the Neighborhood Property (as defined in the Four Party Agreement) is accessible to the Corpus Christi Ship Channel in the Inner Harbor District of the Port of Corpus Christi and that acquisition of all or part of the Neighborhood Property pursuant to the Neighborhood Acquisition Plan, the Relocation Program, and the Voluntary Restrictive Covenant Program described in Exhibit C to the Four Party Agreement, is necessary for the continued development of the Port of Corpus Christi and its waterways and will aid in the development of navigation-related industries and businesses on the Port Authority's property;

NOW, THEREFORE, BE IT RESOLVED BY THE PORT COMMISSION OF THE PORT OF CORPUS CHRISTI AUTHORITY OF NUECES COUNTY, TEXAS THAT:

Section 1. The Four Party Agreement is hereby approved in substantially the form presented to this meeting.

Section 2. The Executive Director of the Port Authority is hereby authorized and directed, for and on behalf of the Port Authority, to execute the Four Party Agreement in substantially the form presented to this meeting, with such changes therein as he shall approve, his execution thereof to constitute conclusive evidence of such approval.

Section 3. The Port Authority is hereby authorized and directed to implement the Neighborhood Acquisition Plan, the Relocation Program, and the Voluntary Restrictive Covenant Program described in the Four Party Agreement pursuant to and in accordance with the terms and conditions of the Four Party Agreement without any further actions or approvals by the Port Commission.

Section 4. The Port Authority's staff is hereby authorized and directed to issue a request for qualifications or a request for proposals for professional real estate acquisition and relocation services to implement and administer the Neighborhood Acquisition Plan and the Relocation Program on behalf of the Port Authority in accordance with the Four Party Agreement, the applicable portions of the Uniform Relocation Assistance and Real Property Acquisition Policies Act

of 1970, as amended, and applicable state law and regulations. The Port Commission intends to select the firm providing the best overall value and benefit to the Port Authority. The selected firm will also be responsible for implementing and administering the Voluntary Restrictive Covenant Program on behalf of the Port Authority in accordance with the Four Party Agreement.

Section 5. In connection with the acquisition of real property and real property interests under the Neighborhood Acquisition Plan described in the Four Party Agreement, the Executive Director, the Chief Operating Officer, and the Chief Commercial Officer are each hereby severally authorized and directed, for and on behalf of the Port Authority, to execute and deliver any and all agreements and instruments necessary or appropriate to purchase or to offer to purchase the real property and real property interests the Port Authority is purchasing or offering to purchase under that program.

Section 6. In connection with the acquisitions restrictive covenants and options under the Voluntary Restrictive Covenant Program described in the Four Party Agreement, the Executive Director, the Chief Operating Officer, and the Chief Commercial Officer are each hereby severally authorized and directed, for and on behalf of the Port Authority, to execute and deliver any and all agreements and instruments necessary or appropriate (a) to purchase or to offer to purchase the restrictive covenants and options the Port Authority is purchasing or offering to purchase under that program, and (2) to assign to a third party any obligations of the Port Authority to purchase restrictive covenants and options under that program.

Section 7. In connection with funding any moving and relocation expenses under the Relocation Program described in the Four Party Agreement, the Executive Director, the Chief Operating Officer, and the Chief Commercial Officer are each hereby severally authorized and directed, for and on behalf of the Port Authority, to execute and deliver any and all agreements and instruments necessary or appropriate to carry out the Port Authority's obligations under that program.

Section 8. The Executive Director, the Chief Operating Officer, and the Chief Commercial Officer are each hereby severally authorized and directed, for and on behalf of the Port Authority, to execute, attest, seal, and deliver any and all additional certificates, documents, or other papers and to do any and all other things necessary or appropriate to carry out the intent and purposes of this Resolution.

ADOPTED BY the Port Commission of the Port of Corpus Christi Authority of Nueces County, Texas, at a public meeting of the Port Commission held on December 15, 2015.

* * * * *