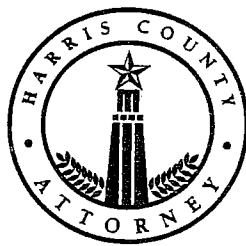




**THE OFFICE OF VINCE RYAN
COUNTY ATTORNEY**

September 8, 2011

REPORT REGARDING REVIEW OF THE PORT OF HOUSTON AUTHORITY



**The Office of Vince Ryan
County Attorney**

September 8, 2011

Honorable Jack Morman
County Commissioner, Precinct Two
Harris County, Texas

RE: Report Regarding Review of the Port of Houston Authority

Dear Sir:

Our office has completed a review of the operations of the Port of Houston Authority ("PHA") in response to your request for advice and counsel communicated to this office on May 12, 2011. Attached hereto is the Report Concerning the Review of the PHA ("Report").

The Report is the result of the effort of many different people on our staff and outside consultants to this office. Attached to the Report is an Appendix listing those contributions and includes a few of the documents which we believe are particularly pertinent to our conclusions.

The Report includes a list of recommended actions to improve the operation of the PHA which we believe will bolster public confidence in the PHA as an important institution for the future of Harris County and the region. In summary, these recommendations are:

- The PHA Commission should adopt policies to assure compliance with the Texas Open Meetings Act and which present a greater perception of transparency such as holding executive sessions toward the end of the meetings and not the beginning.
- The PHA and Harris County should immediately enter into an interlocal agreement to have the Harris County Purchasing Agent perform purchasing functions for the PHA and at the same time develop legislation to create an autonomous purchasing agent for the PHA or to designate the Harris County Purchasing Agent as the purchasing agent for the PHA.
- The PHA should immediately adopt policies to permit the Auditor to oversee all accounting and budget functions of the PHA and should support legislation to explicitly grant to the Harris County Auditor additional powers to oversee the accounting and budget functions of the PHA,
- Immediately the PHA should adopt policies to adhere to an itemized budget and support legislation to require the adoption and adherence to an itemized budget.
- The PHA Commission should adopt policies which reflect the fact that the PHA is a governmental agency, that its employees are public servants with appropriate salaries, a more reasonable administrative structure, a prohibition of severance pay, and a clear

expression that all funds passing through the PHA are public funds subject to the will of the public, not private funds subject to considerations of profitability.

- The PHA should explore ways to reduce costs of legal representation.

If you have any further questions or concerns, our office stands ready to supply whatever further assistance is necessary.

Sincerely,

VINCE RYAN
County Attorney

cc: County Judge Ed Emmett
Commissioner El Franco Lee
Commissioner Steve Radack
Commissioner Jerry Eversole

MEMORANDUM

TO: Commissioner Jack Morman

Cc: County Judge Ed Emmett
Commissioner El Franco Lee
Commissioner Steve Radack
Commissioner Jerry Eversole

FROM: Vince Ryan, Harris County Attorney

IN RE: Report Concerning Review of the Port of Houston Authority

DATE: September 8, 2011

This report summarizes the review our Office has conducted over the last three months concerning the operations of the Port of Houston Authority ("PHA") in response to a request received from Commissioner Jack Morman on May 12, 2011. Commissioner Morman requested that a review concentrate on the relationship between the PHA and Harris County and the PHA's obligations regarding compliance with state laws concerning conflicts of interest, open meetings, open records, procurement, and financial reporting.

In response to this request, we have met with various PHA commission members, PHA staff, the Harris County Auditor's office, the Harris County Management Services Department, the Harris County Purchasing Agent, and special counsel retained by the PHA. Harris County Attorney personnel have attended PHA Commission meetings and have obtained PHA documents for review. Twelve employees of the Office of the Harris County Attorney gathered information which was often provided directly by PHA, interviewed witnesses, and conducted legal research about the port and ports in other jurisdictions.

The following report is based on our review of past practices of the Port of Houston and is intended to assist in developing future policies and procedures that will enable the Port to continue to play a premier role in the economic well being of the Houston region while fulfilling its obligation to be an outstanding model of good local government.

ISSUES IDENTIFIED

We identified the following as issues that should be addressed:

- Open meetings
- Procurement
- Auditor supervision
- Budgeting procedures
- Corporate perspective

RELATIONSHIP BETWEEN HARRIS COUNTY AND THE PHA

Harris County and the PHA are closely interwoven in many ways. Two of the seven members of the PHA Commission are appointed by the Harris County Commissioners Court and the Chair is appointed jointly by the Commissioners Court and the City of Houston. Harris County Commissioners Court must levy taxes for the PHA, call tax bond elections and issue tax bonds on behalf of the PHA. The Harris County Tax Assessor-Collector collects the PHA taxes. The Harris County Treasurer issues all PHA checks and keeps its bank account records. The Harris County Auditor serves as the auditor for the PHA. The Financial Services Division of the Harris County Management Services Department acts as the investment agent for the PHA.

The PHA is a governmental agency created pursuant to the Constitution and statutes of the State of Texas. The Port has a unique history which has led to a unique local enabling statute, Chapter 117, Acts of the 55th Legislature, Regular Session, §2, 1957, Tex. Gen. Laws 241, 247, as amended.

OPEN MEETINGS

As a governmental agency, the PHA is subject to the Texas Open Meetings Act, Chapter 551 of the Texas Government Code. The purpose of the Act is to ensure open, transparent and accessible government.

The general rule required by the Open Meetings Act is that any deliberation conducted by a public entity be conducted in a public meeting with prior notice. Closed sessions are allowed only as an exception to the general rule when public policy concerns outweigh openness. For example, meetings may be closed when the advice of an attorney is sought, when the terms of a real estate transaction are discussed when open discussion may prejudice negotiations with a third party, when individual personnel decisions are being made or when security matters are being discussed.

A review of the agenda and the minutes for the PHA Commission indicates that the PHA has a de facto policy of conducting much of its business in closed sessions out of the view of the public. There is a belief among some PHA officials that its operations are proprietary and that confidentiality should be maintained. The PHA Commission schedules an hour-long executive session each month before the commencement of their public meeting which often lasts a shorter period of time than the executive session. Under the Open Meetings Act, executive sessions should be the exception and open discussion of issues should be encouraged.

A review of other large local governmental entities in Harris County found none other than various school districts that began their regular meetings with an executive session. Instead, each conducted executive sessions toward the end of their regularly scheduled meetings and not at the beginning. Holding lengthy executive sessions at the beginning of regularly scheduled meetings gives the appearance that all important

decisions are made behind closed doors with little or no input from the public. We believe the much better practice is for executive sessions to be held toward the end of meetings.

Notice of the topics being addressed during PHA Commission executive sessions also is often inadequate. A review of the Agendas and Minutes of the PHA Commission meetings over the last two years reveals that there is often no public notice of the topics of the executive sessions held. Typically the notice cites the sections of the law allowing an executive session but provides no notice of the specific topic to be discussed. The Texas Supreme Court has held that such minimal notice is inadequate. *Cox Enterprises, Inc. v. Board of Trustees of the Austin Independent School District*, 706 S.W. 2d 956 (Tex. 1986).

During the review period many discussions were held between PHA counsel and County Attorney personnel regarding the legal requirements surrounding these practices. As a result of these discussions, the PHA has begun giving more detailed notice of the subject of executive sessions. We recommend that the PHA use executive sessions only when specifically permitted by law and should adopt a policy of conducting all meetings in public unless clear legal justification for conducting business in private exists. We recommend that the PHA conduct executive sessions at the end of their meetings, after the public has had the opportunity to comment on all agenda items.

PROCUREMENT PROCEDURES

Our office received a number of allegations that the procurement procedures used by the PHA were not fair and not in compliance with the law. All purchasing at the PHA is conducted by a purchasing department which answers directly to the CEO of the PHA. The PHA does not have an autonomous office to ensure fairness and compliance, unlike Harris County which has a Purchasing Agent. The Purchasing Agent is appointed under Tex. Loc. Gov't Code Chapter 262, Subchapter B by a board of three district court judges and two members of Commissioners Court for a two year term.

Procurement by the PHA is controlled by Subchapters N and O of Texas Water Code Chapter 60. Tex. Water Code §60.403(a) allows for all routine purchases up to \$50,000 to be made by the PHA Commission, an authorized designated officer of the Commission, the executive director of the PHA, or an authorized representative of the executive director without any competitive bidding. Under this authority, any purchase of goods or services under \$50,000 may be made without any knowledge or approval of the PHA Commission, including professional services. The CEO delegates this authority to various department heads to make purchases without further approval. Our review found that most purchases are made in this manner without any approval or informational report to the PHA Commission.

As for purchases of \$50,000 or more, the formal bidding procedures set out in Subchapter O of Chapter 60 are used by the PHA. The provisions of Subchapter O are similar to the procedures which Harris County is required to follow imposed by Chapter

271 of the Texas Local Government Code now used by the Harris County Purchasing Agent.

Subchapter O is very flexible, allowing for a variety of different approaches depending on the type goods or services needed. The PHA may use design-build, construction manager-agent or construction manager-at-risk, competitive sealed proposals, job orders, requests for proposals, or competitive sealed bids. PHA staff state that their preferred method is the competitive sealed proposal. Despite the availability of the other methods little experience or interest in using them appears to exist.

As a result the PHA is losing the advantages of using the full range of options available to it. One lost advantage is the economy of scale from the concentration of purchasing power. One of the drawbacks of this method is that the analysis which leads to the selection of the winning bidder is kept confidential until after the contract is awarded. Such confidentiality makes the decision-making process for selecting the winning bidder appear obscure and unfair to some.

We recommend one of two options to deal with these issues. First, an autonomous purchasing office be created for the PHA. This purchasing office should be out of the direct control of the PHA Commission or CEO; should concentrate purchasing power to maximize efficiency and economies of scale; and should be staffed with personnel who are experienced in all of the methods available under Subchapter O.

Present statutes do not empower the PHA Commission to create an autonomous purchasing agent. New legislation would be needed to create such an office. Once created, the office could be staffed by personnel with the expertise to obtain the best purchasing options for the PHA without any improper influence.

Another method to attain the same goals in a more timely manner would be for the PHA to enter into an interlocal agreement with Harris County to provide purchasing services using the Harris County Purchasing Agent.

The Harris County Purchasing Agent currently provides purchasing services to Harris County (including the Harris County Toll Road Authority), the Harris County Flood Control District, the Harris County Hospital District, Harris County Community Supervision and Corrections, Harris County Juvenile Probation, and Community Health Choice, Inc. The volume of purchases handled is many times the volume handled by the PHA, including large-scale civil engineering and construction projects. The Harris County Purchasing Agent has the expertise to fully utilize all of the types of contracting and purchasing available to the PHA and would provide an economy of scale which the PHA does not have. Moving purchasing to the Harris County Purchasing Agent would also provide a level of autonomy which would supply a higher level of confidence in the system.

An informational meeting has been held between PHA staff and the Harris County Purchasing Agent to explore the possibility of pursuing this option. We recommend that this effort continue.

AUDITOR SUPERVISION

The Harris County Auditor is designated by Tex. Water Code §61.174(b) to be the auditor for the PHA. The Auditor is charged under Tex. Water Code §61.174(b) with the duty to "make such additional reports and perform such accounting services in addition to those now required by law as may be reasonably incident to the proper conduct of the business of the district." Currently, the Auditor has a single person stationed at PHA headquarters, although the Auditor is conducting a review concerning an increase staffing by her office at the PHA. Currently, the Auditor reviews all purchase orders and requests for payment to assure that they have been properly authorized and that funds are available in the account indicated to pay the amount. The Auditor also reviews change orders to contracts to assure that they are proper, properly authorized, and in compliance with statutory requirements regarding the amount of the change. Payroll is also audited for accuracy and reasonableness. Bank accounts are reconciled. Inventory is reviewed periodically to assure that records are accurate. Bond maturities and interest rates are reviewed to assure that such payments are made when due. Investments are reviewed to assure they are properly recorded. Operating budgets are reviewed to check for reasonableness of variances between budgeted expectations and actual results. The Auditor also conducts such other audits as are indicated by the circumstances.

However, the Auditor is not presently empowered to review expenditures to assure they are in compliance with an approved budget. The Auditor does not review and approve all claims for payment using the same standards as are imposed on Harris County. The Auditor also does not prescribe the accounting systems used by the PHA.

We recommend that the Harris County Auditor increase its oversight of the PHA and that she be allocated the necessary resources by the PHA. To the extent that present statutes do not expressly create the duties and powers for effective oversight, legislation should be sought to make such powers and duties found in Tex. Loc. Gov't Code Chapters 111 through 115 unequivocally applicable to the Auditor's oversight of the PHA. Until appropriate legislation is enacted, we recommend the Auditor and PHA enter into an interlocal agreement concerning such "oversight" issues. The requirements specifically applicable to the budget are discussed below.

BUDGETING PROCEDURES

The budgeting requirements imposed on the PHA are minimal. Various statutes impose upon the PHA a requirement to pay its obligations and debt service. However, the only requirement which directly addresses the adoption of a budget is contained in Tex. Water Code §49.199(a)(6), which requires the PHA to adopt in writing "policies that ensure a better use of management information including: (A) budgets for use in planning and controlling cost. . ."

When compared to the detailed budget requirements placed on counties found in Tex. Loc. Gov't Code Chapter 111, the PHA has virtually unlimited freedom. Nothing requires a projection of revenue or a limitation of expenditure to assets on hand plus projected revenue. Current law does not require the adoption of an itemized budget. Nothing limits expenditures inconsistent with the adopted budget or amounts in excess of line items within the budget. The Commission's power to amend the budget at anytime is unlimited. No independent authority, such as the Auditor, exists to enforce the terms of the budget or to assure that it is not exceeded. As such, the budget adopted by the PHA is only aspirational in nature.

Interviews with PHA personnel reveal that the adoption of an annual budget by the PHA Commission is a recent development, beginning with hiring of the present CEO. Budgets existed in some form before this time, but were more informal in nature. The CEO also makes a monthly report to the PHA Commission as to the performance of the PHA compared to projections. However, there are no legal limitations on varying from the adopted budget if the CEO decides he wishes to do so, nor is the monthly report legally required.

The projected annual revenue of the PHA is approaching \$200 million with a staff of nearly six hundred administrative employees, five hundred union dock workers and significant capital assets. More detailed budgeting requirements are strongly recommended.

We recommend that the PHA Commission immediately adopt and implement written policies to create a budget process similar to those of large local governments such as Harris County or City of Houston. The PHA should also seek legislation to establish those policies as legal requirements on the PHA. These requirements should include the adoption of an itemized annual budget by the PHA Commission which cannot be changed without Commission approval. The total amount which could be budgeted for expenditure should be limited to cash on hand at the beginning of the fiscal year plus projected revenues. The Harris County Auditor should be given the power to enforce that budget by reviewing and approving all expenses to assure they are consistent with the budget. The County Auditor should also be given the express authority to approve the accounting system of the PHA and to assure that all appropriation accounts are properly allocated in accordance with the adopted budget and spent according to the appropriations. Finally, periodic budget reports should be required from the Auditor to the PHA Commission.

The adoption of such system will assure that the funds that pass through the PHA are actually being used in a manner consistent with good public policy according to standards generally expected of a governmental entity.

“CORPORATE” PERSPECTIVE

Underlying many of the issues addressed in our review is the pervasive characterization at the PHA that the PHA is a corporate business venture rather than a governmental entity. In conversation, PHA key officials refer to the PHA as a “quasi-governmental entity.” Emails among staff make statements to the effect that “this is a business.” The general manager’s title was changed to “Chief Executive Officer” despite the fact that no such title is found in the law. Statutes refer to this position as the “general manager” or “executive director.”

Examples of this corporate perspective are numerous. The PHA Commission is considering a proposal to adopt Strategic Initiatives for 2012. This proposal contains a “Proposed Vision” and a “Proposed Mission Statement.” Neither one of these mention that the PHA is a governmental entity serving the people of Harris County dealing with public money and responsible to public control. The “Proposed Core Values” contained in the Initiatives frequently use words such as “stakeholders,” “corporate integrity,” “customers,” and the “maritime business.” The PHA is described as a local governmental entity in only one instance. Listed under an analysis of strengths and weaknesses is a description of the PHA as having the following weakness: “Governmental agency competing in a for-profit environment with incremental non-business obligations.”

An example of this corporate perspective is found in the Budget adopted for 2011. Two of the three primary operational goals listed in the budget for 2011 were “Sustain profitability in 2011” and “Generate free cash flow.”

Even the media are not immune from such a perspective. In an article which appeared in the Houston Chronicle December 17, 2010 concerning the severance packages given to retiring PHA general manager Tom Kornegay and several other departing PHA employees, the article included the following statement as fact: “The Port of Houston Authority is a public agency, but public money does not fund its payroll and operations.” Apparently, the reporter had accepted the PHA “corporate” characterization that only tax revenue fit the description of “public” funds and that tariffs and rent collected from PHA operations were somehow the private “corporate” property of the PHA. Our office found no legal basis for such a distinction. Rents and tariffs collected by the PHA are as much public funds as the tolls collected by the Harris County Toll Road Authority or the fares collected by Metro.

Significantly, the granting of severance pay, by itself, is not a proper public function. Article III, Sections 44 and 52 of the Texas Constitution prohibit the granting of extra compensation for the performance of work after the work or employment has been completed. Except for Kornegay, no employee of the PHA who has received severance pay was under contract. All were employees at will to whom no severance was owed at the time of their separation from the PHA. Kornegay’s payment was not required by his contract. Such practices may be normal for a private company, but are generally not permitted for a public entity.

One example of this practice came with the termination of Argentina James, former Vice President of Public Relations. In October 2010, she was terminated as an employee, but entered into a release agreement with the PHA which included a consulting contract paying \$15,000 per month for a period of twenty months. We have been provided with no clear explanation as to the nature of the consideration for the release. Although James has performed substantial work for the PHA under the consulting contract, our review suggests that the payments were calculated to serve, in part, as severance pay. The terms of the consulting contract call for the payments regardless of whether she performs any services. Such an arrangement is not the proper resolution of the claims of an employee of a public entity, and may be in violation of the Constitutional restriction.

Another example of the corporate perspective is the high compensation levels of PHA staff as determined by an extensive if not complete review of public entities in Texas and elsewhere. The PHA has slightly fewer than six hundred administrative employees, yet the budget for the salaries of these employees is more than \$37 million, an average of \$63,436 per employee. The median salary for PHA administrative employees is \$59,508.80, an amount nearly \$15,000 higher than the median salary of Harris County employees. The median salary of the PHA appears to be one of the highest median salaries of any local government in the State of Texas. The CEO appears to be the highest paid chief executive of any local government in the state of Texas, being paid more than any Harris County employee, the Mayor of Houston, the Superintendent of the Houston Independent School District, the President of the Metropolitan Transit Authority, and more than any city manager, mayor, school superintendent or other local government head in Texas that could be found. He also has a higher salary than the executives running the Port of New York and New Jersey Authority and the Port of Los Angeles. His employment contract allows him to serve as the chairman of the board of a private company for which he receives compensation. However competent the CEO may be, such a compensation package is not in line with that paid to executives with other public entities and could create the appearance of a conflict of interest.

According to information provided by the PHA, seventeen out of the total of five hundred and eighty four PHA administrative employees are paid a base salary of \$150,000 or more. By comparison, Harris County, with over 14,000 employees, has forty two employees with a salary that exceeds \$150,000. Of these forty two employees, twenty five are physicians. In 2010, the City of Houston had twenty-seven employees who were paid a base salary of \$150,000 or more out of nearly twenty four thousand employees.

The General Counsel Office is an example where the salaries of the PHA are higher than other local major governmental agencies. The total cost of the salaries, benefits, and retirement for the eleven employees working in the counsel's office of the PHA (attorneys and staff) is over \$2 million. This cost on a per-person basis is more than twice as high as the cost of the attorneys and staff of the Harris County Attorney's office. In addition, the PHA budget calls for the payment of nearly \$3 million per year for

outside counsel. Outside counsel handles most of the litigation for the PHA. In fact, for the period of time from September 2009 through June 2011, the PHA spent over \$9.7 million on outside firms, \$6 million being paid to a single firm handling the trial of a single case. The amount spent on staff and outside attorneys by the PHA for that period of time is the equivalent to more than half of the entire budget of the Harris County Attorney's office for the same period, a staff which averaged approximately 200 during that time period.

We recommend that the Port Commission review the compensation packages paid to its employees and consider ways to bring such pay into line with those of other local governmental entities. For instance, the Port could consider entering into agreements with other local governments to obtain legal services with greater efficiencies and lower costs than its current model.

CONCLUSION

The Texas Legislature has ordered that the PHA go through the Sunset Review process, which will begin in September 2011. We anticipate that many of the issues identified above will come to the attention of the review panel. This report should be forwarded to the Sunset Commission so that our recommendations concerning changes in legislation and other recommendations may be considered.

In summary, the recommendations are:

- The PHA Commission should adopt policies to assure compliance with the Texas Open Meetings Act and which present a greater perception of transparency such as holding executive sessions toward the end of the meetings and not the beginning.
- The PHA and Harris County should immediately enter into an interlocal agreement to have the Harris County Purchasing Agent perform purchasing functions for the PHA and at the same time develop legislation to create an autonomous purchasing agent for the PHA or to designate the Harris County Purchasing Agent as the purchasing agent for the PHA.
- The PHA should immediately adopt policies to permit the Auditor to oversee all accounting and budget functions of the PHA and should support legislation to explicitly grant to the Harris County Auditor additional powers to oversee the accounting and budget functions of the PHA,
- Immediately the PHA should adopt policies to adhere to an itemized budget and support legislation to require the adoption and adherence to an itemized budget.
- The PHA Commission should adopt policies which reflect the fact that the PHA is a governmental agency, that its employees are public servants with appropriate salaries, a more reasonable administrative structure, a prohibition of severance pay, and a clear expression that all funds passing through the PHA are public funds subject to the will of the public, not private funds subject to considerations of profitability.
- The PHA should explore ways to reduce costs of legal representation.

APPENDIX

1. May 12, 2011 Letter from Commissioner Morman requesting advice and counsel concerning the Port of Houston Authority
2. "Forward Looking Principles" contained in the 2011 Port of Houston Authority Budget for 2011
3. Median Salaries of Harris County Local Governments
4. Comparison of Salaries with Ports in the United States
5. Port of Houston Authority Payments to Outside Counsel September, 2009-June 2011
6. Harris County Attorney's Office staff and consultants contributing to the Report
7. Alex Dryer Employment Agreement



Commissioner Jack Morman

Harris County Precinct Two

1001 Preston, Suite 950 • Houston, TX 77002 • Tel: 713.755.6220 • Fax: 713.755.8810

May 12, 2011

The Honorable Vince Ryan
Harris County Attorney
1019 Congress, 15th Floor
Houston, Texas 77002

Dear Vince,


In the last several weeks, I have received numerous comments and questions from Precinct Two constituents concerning the Port of Houston Authority, specifically its relationship to Harris County and obligations regarding compliance with the state laws concerning conflicts of interest, open meetings, open records, procurement procedures and financial reporting.

In order to answer those questions accurately, I would appreciate advice and counsel from your office concerning these issues.

As you know, the Port of Houston and our Ship Channel industries are the key economic engines for Harris County and Precinct Two. A strong Port with widespread public support is vital to our region's economic growth and prosperity. Therefore, I believe the County has an obligation to make certain that our citizens have complete trust that the public sector business conducted there is transparent and efficient.

Thank you for your service and please do not hesitate to contact me if you have any questions concerning this request.

Sincerely,


Jack Morman
Commissioner

cc: Judge Ed Emmett
Commissioner El Franco Lee
Commissioner Steve Radack
Commissioner Jerry Eversole
Jim Edmonds, Chairman of the Port of Houston Commission
Port of Houston Commission Members

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Jim Fonteno Annex • 14350 Wallisville Road • Houston, TX 77049 • Tel: 713.455.8104 • Fax: 713.451.6714
John Phelps Courthouse Annex • 101 S. Richey, Suite F • Pasadena, TX 77506 • Tel: 713.274.2150 • Fax: 713.274.2167
Raul C. Martinez Annex • 1001 S. Sgt. Macario Garcia Dr., Suite 102 • Houston, TX 77011 • Tel: 713.924.3975 • Fax: 713.924.3971

Forward Looking Principles

- Primary operational focus:
 - Balance headcount and other expenses against actual operating performance
 - Sustain profitability in 2011
 - Generate free cash flow
- Optimal deployment of capital resources:
 - Enhance daily monitoring of cash availability
 - Strengthen capital allocation process and reporting
 - Preserve liquidity prior to commitment of future funding
 - Provide flexibility to pursue strategic initiatives

Decisive financial and organizational refinements are necessary to achieve operational excellence

Median Salaries of Harris County Local Governments

Agency	Employees	Median Salary
Houston ISD	29499	\$ 44,987.00
City of Houston	23633	\$ 46,838.00
Harris County	14983	\$ 44,699.00
Cy Fair ISD	8917	\$ 48,226.00
Pasadena ISD	7447	\$ 46,151.00
Houston Community College	7134	\$ 9,075.00
Katy ISD	6556	\$ 47,452.00
Aldine ISD	6540	\$ 46,974.00
METRO	3511	\$ 43,326.00
Lone Star Colleg	2100	\$ 50,583.00

Comparison of Salaries with Ports in the United States

POSITION CATEGORY	201,775	154,713	224,349	189,159	174,584	201,078	138,322	325,000	
Port Director									
Ex. Assistant	72,807	90,793	54,831	60,674	86,336	51,600	67,048	82,812	142,004
Secretary	51,919	51,829	43,953	50,516	68,638	52,627	51,355	0	82,812
Deputy Port Dir.	138,164	160,121	137,442	141,061	190,230	112,500	149,116	0	235,401
General Counsel	140,259	187,143	148,518	189,518	215,262	90,386	157,621	210,000	266,627
Dir., Administration	119,283	101,508	96,855	79,418	139,947	150,800	110,325	170,000	222,978
Dir. Personnel	91,564	105,457	78,197	113,599	121,821	71,757	97,840	170,000	170,000
Dir. Risk Mgmt	58,802	75,468	75,349	108,086	125,115	0	91,701	104,208	131,564
Dir. Finance	112,780	127,947	94,637	119,957	120,383	95,680	111,293	150,000	200,000
Manager MIS	103,386	98,713	116,034	103,181	126,181	0	100,674	141,204	176,670
Dir. Environmental	127,291	98,713	116,034	95,365	122,370	0	107,031	109,836	174,518
Port Engineer	123,510	104,040	112,542	120,172	137,309	100,494	121,221	156,256	189,879
Dir. Pub. Relations	117,351	113,271	84,611	84,871	128,547	78,657	97,733	108,000	189,402
Dir. Gov. Relations	120,576	104,040	89,936	141,004	152,280	0	116,260	100,800	199,968
Dir. Planning	155,613	105,240	127,051	94,452	13,944	0	118,377	140,000	190,181
Dir. Research	0	80,178	104,760	0	116,792	0	100,577	104,760	116,792
Dir. Operations	108,429	126,229	107,827	110,444	126,627	96,929	112,238	215,000	222,978
Terminal Superintendent	98,959	112,860	88,843	81,611	93,329	60,383	86,076	170,000	170,000
Dir. Aviation	156,003	0	49,179	160,129	0	105,000	138,337	0	227,510
Chief Security	103,538	103,171	83,193	100,745	129,564	56,000	98,707	135,000	168,564
Harbor Master	69,166	79,834	78,338	69,820	100,291	0	80,247	0	135,200
Marina Manager	0	0	0	77,537	76,076	0	77,172	0	119,008
Traffic Manager	69,601	74,000	75,050	0	99,356	0	77,888	155,256	136,249
Dir. Marketing/sales	134,361	134,814	118,470	103,895	115,249	76,423	118,375	145,000	225,000
Dir. Trade Develop.	132,210	136,184	109,781	73,760	147,623	81,594	116,604	160,000	222,978
Mgr. Intermodal	114,460	77,550	110,019	120,864	0	0	102,350	0	127,374
Dir. Cruise Passengers	90,474	101,824	110,873	0	97,729	0	101,450	0	127,712
Dir. Indust. Develop.	96,374	83,980	91,603	113,565	164,190	84,614	103,767	0	164,190
Mgr. Real Estate	105,845	76,668	107,220	117,024	127,383	117,000	106,579	134,568	201,788
Dir. Fgn Trade Zone	92,924	91,888	75,235	0	0	0	82,520	67,668	100,000
Field Off. Mgr NY	63,734	102,300	89,000	91,688	0	0	85,459	0	108,859

White	Average Port	Salaries Divisions	Ports and Authority	U. S. Salaries	Position Highest	Category Salary	U.S. Ports
Orange		Port Hou.			Lt. Green		
Yellow	Actual						



Alliance of the Ports of Canada, the Caribbean, Latin America and the United States
1010 Duke Street ■ Alexandria, VA 22314 ■ www.aapa-ports.org

2010 ANNUAL SALARY SURVEY

A Review of Compensation Levels and Employment Practices
In the Public Seaport Industry in the Western Hemisphere

October 2010
\$100 for non-participants

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2010 ANNUAL SALARY SURVEY

Participating Port Agencies

UNITED STATES NORTH ATLANTIC PORTS

Albany Port District Commission
 Maryland Port Administration
 Massachusetts Port Authority
 New York & New Jersey, The Port Authority of
 Pease Development Authority (NH), Ports & Harbors Division
 Philadelphia Regional Port Authority
 Richmond (VA), Port of
 South Jersey Port Corporation
 Wilmington (DE), Port of/Diamond State Port Corporation

UNITED STATES SOUTH ATLANTIC PORTS

Canaveral Port Authority
 Georgia Ports Authority
 Jacksonville Port Authority
 Miami, Port of
 North Carolina State Ports Authority
 Palm Beach District, Port of
 Ponce, Port of
 Port Everglades
 South Carolina State Ports Authority
 Virginia Port Authority

UNITED STATES GULF PORTS

Alabama State Port Authority
 Beaumont, Port of
 Brownsville, Port of
 Calhoun Port Authority
 Corpus Christi Authority, Port of
 Galveston, Port of
 Greater Baton Rouge, Port of
 Houston Authority, Port of

Iberia, Port of
 Lake Charles Harbor and Terminal District
 Manatee County Port Authority
 Mississippi State Port Authority at Gulfport
 New Orleans, Port of
 Orange, Port of
 Pascagoula, Port of/ Jackson County Port Authority
 Panama City Port Authority
 Plaquemines Port, Harbor & Terminal District
 Port Arthur, Port of
 Port Fourchon
 Port Freeport
 Shreveport-Bossier, Port of
 South Louisiana, Port of
 St. Bernard Port, Harbor and Terminal District
 Tampa Port Authority

UNITED STATES NORTH PACIFIC PORTS

Anacortes, Port of
 Bellingham, Port of
 Coos Bay, Port of
 Everett, Port of
 Grays Harbor, Port of
 Kalama, Port of
 Longview, Port of
 Olympia, Port of
 Portland (OR), Port of
 Seattle, Port of
 Tacoma, Port of
 Vancouver (WA), Port of

UNITED STATES SOUTH PACIFIC PORTS

Guam, Port Authority of
Hawaii Department of Transportation, Harbors Division
Hueneme, Port of/Oxnard Harbor District
Humboldt Bay Harbor District
Long Beach, Port of
Los Angeles, Port of
Redwood City, Port of
San Diego, Port of
San Francisco, Port of
Stockton, Port of

UNITED STATES GREAT LAKES PORTS

Cleveland-Cuyahoga County Port Authority
Detroit/Wayne County Port Authority
Duluth Seaway Port Authority
Green Bay, Port of
Indiana, Ports of
Milwaukee, Port of
Toledo-Lucas County Port Authority

PORTS OF CANADA

Halifax Port Authority*
Hamilton Port Authority*
Montréal Port Authority*
Prince Rupert Port Authority*

St. John's Port Authority*
Toronto Port Authority*
Trois-Rivières Port Authority*
* Data confidentiality requested

PORTS OF LATIN AMERICA

Colombia – Santa Marta, Sociedad Portuaria de
Ecuador, Puerto Bolívar, Autoridad Portuaria de
Guatemala - Empresa Portuaria Quetzal
Guatemala - Puerto de Santo Tomás de Castillas
Mexico: Lázaro Cárdenas, Administración Portuaria Integral de
Perú – ENAPU (Empresa Nacional de Puertos)
Perú – Autoridad Portuaria Nacional

THE AAPA 2010 SURVEY OF PORT MANAGEMENT SALARIES AND EMPLOYEE BENEFITS

AAPA has been compiling salary surveys of its U.S. and Canadian Corporate members since 1967. The purpose of the original survey, as authorized by the AAPA Executive Committee, was to “*chart the public port industry as a foundation to the long-term attraction of managerial talent in competition with other industries.*” Over the years, the scope of the survey has been expanded to the point where it now provides information, not only on compensation levels and employment policies, but on trends and key characteristics of the public port industry as well.

Until 1983, the surveys were compiled on a biennial basis. Since then, however, they have been produced annually. Caribbean and Latin American ports have participated since 1985.

The 1967 survey requested “salary ranges” for 12 port managerial positions. The 2010 survey, by contrast, presents compensation data for 35 professional port staff positions. Other reported information includes holiday and vacation policy; weekly hours of employment; flex time policies; pension plans; deferred compensation; employee incentive programs; life insurance; and medical, dental, vision, and disability coverage. Included as well are salary ranges and dates of appointment and most recent salary increase for each of the reported positions.

The survey also captures salient data on public port governing boards and commissions, operating status, numbers of employees, operating revenues, and the tons of cargo shipped through facilities owned by the responding port agencies.

AAPA's 2010 Salary Survey drew responses from 86 public seaport agencies throughout the Western Hemisphere. That included 72 of AAPA's U.S. Corporate members, as well as 6 Canadian, and 7 Latin American port entities. The respondents from Latin America included two each from from Guatemala and Peru and one apiece from Colombia, Ecuador, and Mexico.

The Canadian respondents requested that their salary data remain confidential as required by Canada's privacy statutes. Per their agreement, however, the Canadian data are summarized in the statistical analysis (white) section of this year's survey.

With respect to U.S. public port agencies, highlights of the 2010 survey include the following:

- The 2010 data show that on average the U.S. port director was 55.6 years old, had served 7.2 years in that position, and was paid a salary of \$184,330.
- 68% of U.S. port directors received salaries of \$150,000 or more, up from a third in 2006; 14, or 20%, were in the \$250,000 to \$320,000 range. The median salary was \$169,985.

Comparisons with prior years are shown below:

(A) U. S. Port Directors: Employment/Compensation Data 2005 - 2010 (Current Dollars)							
Year	2010	2009	2008	2007	2006	2005	
RESPONSES	69	71	72	72	72	69	
SALARY							
High	\$325,000	\$319,300	\$319,300	\$310,000	\$273,435	\$262,919	
Low	\$61,000	\$65,900	\$64,838	\$50,000	\$50,799	\$49,023	
Average	\$184,330	\$180,636	\$178,380	\$167,617	\$156,288	\$153,445	
Median	\$169,985	\$165,715	\$161,375	\$159,011	n/a	n/a	
AVERAGE AGE (YEARS)	56.8	55.9	55.9	56.1	54.8	54.6	
AVERAGE TENURE AS PORT DIRECTOR (YEARS)	7.2	7.5	7.3	6.9	7.2	6.7	
CONTRACT (YES RESPONSES)	32	35	35	37	37	32	
SEVERANCE (YES RESPONSES)	29	28	30	29	30	30	

Source: AAPA Salary Surveys for the indicated years

The 2010 survey suggests some general correlation between port director compensation and the size of the port agency in terms of revenue and staff size. In other words, the highest salaries, on average, go to the chief executives at ports that generate the most operating revenue and have the largest number of employees on their payrolls. However, as shown in Table B, this is not so in every case, implying that compensation levels are subject to other influences as well.

(B) PORT DIRECTORS' COMPENSATION LEVELS CORRELATED WITH PORT OPERATING REVENUES AND STAFF SIZE									
Salary Range	Number of Positions	Port Operating Revenues			Port Agency Employees				
		High	Low	Average	High	Low	Average		
\$300,000 & Over	7	\$588,900,000	\$47,035,575	\$260,372,204	1,616	128	713		
\$250,000 - \$299,999	7	\$311,351,582	\$38,152,364	\$131,446,025	760	120	345		
\$200,000 - \$249,999	13	\$205,861,148	\$5,652,468	\$30,381,803	600	15	153		
\$150,000 - \$199,999	20	\$106,200,000	\$4,587,728	\$26,073,710	580	8	101		
\$125,000 - \$149,999	9	\$32,079,076	\$7,048,615	\$16,606,054	101	7	42		
\$100,000 - \$124,999	7	\$36,741,776	\$1,000,000	\$17,301,001	344	3	66		
<\$100,000	6	\$7,637,658	\$250,000	\$2,910,965	38	1	21		
Source: 2010 AAPA Salary Survey									

Comparison with the Consumer Price Index (CPI) suggests that since 1995, port directors' average salaries nationally have kept pace with the cost of living. In 2010, the salary average nationwide rose 2.0% while the CPI grew by just 1.1%. Table C provides detail.

C. AVERAGE U.S. PORT DIRECTORS SALARY VERSUS CONSUMER PRICE INDEX (CPI) 1995-2010				
Year	Consumer Price Index (CPI) 1982-1984 = 100		U.S. Port Directors' Salaries	
	Index	Year-to-Year Increase	Average Salary	Year-to-Year Increase
1995	152.4	2.8%	\$99,334	3.3%
1996	156.9	3.0%	\$102,247	2.9%
1997	160.5	2.3%	\$105,938	3.6%
1998	163.0	1.6%	\$109,044	2.9%
1999	166.6	2.2%	\$113,268	3.9%
2000	172.2	3.4%	\$119,927	5.9%
2001	177.1	2.8%	\$129,144	7.7%
2002	179.9	1.6%	\$133,578	3.4%
2003	184.0	2.3%	\$139,641	4.5%
2004	188.9	2.7%	\$146,867	5.2%
2005	195.3	3.4%	\$153,445	4.5%
2006	201.6	3.2%	\$156,288	1.9%
2007	207.3	2.8%	\$167,617	7.2%
2008	220.0	6.1%	\$178,380	6.4%
2009	216.7	-1.9%	\$180,636	1.3%
2010	218.0	1.1%	\$184,330	2.0%
Average Annual Increase		2.5%		4.2%

Sources: AAPA Salary Survey, 1996-2010 and U.S. Bureau of Labor Statistics,
www.stats.bls.gov

Other highlights of the 2010 survey:

- Positions below the level of port director paying salaries of \$100,000 reached 373 in 2010, with 102 paying \$150,000 and over.
- The nationwide average for deputy port director was \$49,116 (up from \$145,008 in 2009); the industry high was \$235,401, and the median stood at \$146,377. 92% of all deputy executive directors received salaries of \$100,000 or over.
- Six-digit salaries are now the average nationwide for the positions of general counsel and for senior level positions in administration, finance, environmental management, port planning, information management, engineering, government relations, operations, aviation, trade development, marketing, real estate, and cruise.
- 16 ports (22%) reported they had employee incentive programs.
- Regarding port commissions or boards of directors, the average size was seven. Based on this year's responses, a total of 23 were elected and 48 appointed. The members of 44 public seaport agency governing boards received compensation; 27 did not.
- As to operating status, 32 of the responding U.S. ports classified themselves as "operating, 33 as "non-operating" (or "landlord"), and 6 as "limited operating."

THE AMERICAN ASSOCIATION OF PORT AUTHORITIES

2010 SALARY SURVEY ANALYSIS

Ports of Canada and the United States

CATEGORY	CANADA Canadian Dollars	UNITED STATES – U.S. Dollars						
		NORTH ATLANTIC	SOUTH ATLANTIC	GULF	NORTH PACIFIC	SOUTH PACIFIC	U.S. GREAT LAKES	U.S. TOTAL
TOTAL SURVEY RESPONSES	7	9	10	24	12	10	7	72
PORT DIRECTOR (Responses)								
High Salary	\$225,000	\$250,614	\$310,000	\$325,000	\$319,300	\$300,964	\$200,000	\$325,000
Low Salary	\$151,000	\$82,165	\$96,000	\$61,000	\$124,300	\$94,698	\$65,900	\$61,000
Average Salary	\$201,775	\$154,713	\$224,349	\$189,159	\$174,584	\$201,078	\$138,232	\$184,330
Civil Service	0	0	1	2	0	3	0	6
Average Age (Years)	49.8	60.4	54.1	56.5	56.3	57.6	53.4	56.6
Average Tenure as Port Director (Years)	6.5	8.7	3.9	8.0	8.6	7.2	4.9	7.2
AUTOMOBILE								
Full-Time	0	8	4	6	1	3	0	22
Part-Time	0	0	3	0	0	1	1	5
Allowance	5	0	3	17	10	5	5	40
Contract	2	1	4	15	4	5	3	32
Severance	4	1	6	10	5	8	1	29
EXECUTIVE ASSISTANT (Responses)								
High Salary	\$70,862	\$140,004	\$126,746	\$87,944	\$79,162	\$116,051	\$54,000	\$140,004
Low Salary	\$53,000	\$33,000	\$61,500	\$36,816	\$37,000	\$52,372	\$48,800	\$33,000
Average Salary	\$60,711	\$72,807	\$90,793	\$54,831	\$60,674	\$86,336	\$51,600	\$67,048
SECRETARY (Responses)								
High Salary	\$55,489	\$64,142	\$73,151	\$82,812	\$52,656	\$78,613	\$53,387	\$82,812
Low Salary	\$55,489	\$39,270	\$29,964	\$27,667	\$48,375	\$62,733	\$51,867	\$27,667
Average Salary	\$55,489	\$51,919	\$51,829	\$43,953	\$50,516	\$68,638	\$52,627	\$51,355
DEPUTY PORT DIRECTOR (Responses)								
High Salary	\$214,841	\$188,942	\$231,052	\$192,941	\$157,219	\$235,401	\$120,000	\$235,401
Low Salary	\$214,841	\$93,516	\$110,000	\$90,000	\$112,137	\$152,625	\$90,000	\$90,000
Average Salary	\$214,841	\$138,164	\$160,121	\$137,442	\$141,061	\$190,230	\$112,500	\$149,116
GENERAL COUNSEL (Responses)								
High Salary	\$184,671	\$192,629	\$266,627	\$210,982	\$214,040	\$233,771	\$94,172	\$266,627
Low Salary	\$122,100	\$107,913	\$140,603	\$75,000	\$164,996	\$196,752	\$86,600	\$75,000
Average Salary	\$153,386	\$140,259	\$187,143	\$148,518	\$189,518	\$215,262	\$90,388	\$157,621

American Association of Port Authorities

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2010 Salary Survey

CATEGORY	CANADA	U.S.NORTH ATLANTIC	U.S. SOUTH ATLANTIC	U.S. GULF	U.S. NORTH PACIFIC	U.S. SOUTH PACIFIC	U.S. GREAT LAKES	U.S. TOTAL
DIRECTOR, ADMINISTRATION (Responses)	3	3	6	12	1	6	1	29
High Salary	\$181,691	\$178,745	\$124,000	\$170,000	\$79,418	\$222,978	\$150,800	\$222,978
Low Salary	\$75,580	\$62,000	\$52,000	\$32,000	\$79,418	\$57,620	\$150,800	\$28,000
Average Salary	\$135,757	\$119,283	\$101,508	\$96,885	\$79,418	\$139,947	\$150,800	\$110,325
DIRECTOR , PERSONNEL (Responses)	4	6	6	10	6	5	1	34
High Salary	\$138,357	\$153,249	\$140,854	\$170,000	\$168,320	\$143,000	\$71,757	\$170,000
Low Salary	\$92,508	\$54,419	\$54,837	\$28,000	\$76,170	\$71,552	\$71,757	\$28,000
Average Salary	\$116,503	\$91,564	\$105,457	\$78,197	\$113,599	\$121,821	\$71,757	\$97,840
DIRECTOR , RISK MANAGEMENT (Responses)	1	3	3	4	3	4	0	17
High Salary	134328	\$85,151	\$89,623	\$104,208	\$117,460	\$131,564	-	\$131,564
Low Salary	134328	\$47,000	\$64,375	\$50,440	\$102,720	\$120,411	-	\$47,000
Average Salary	134328	\$68,802	\$75,468	\$75,349	\$108,086	\$125,115	-	\$91,701
DIRECTOR , FINANCE (Responses)	6	7	10	16	12	7	5	57
High Salary	\$149,710	\$153,946	\$200,000	\$150,000	\$195,002	\$173,137	\$124,800	\$200,000
Low Salary	\$81,000	\$84,763	\$34,764	\$35,266	\$82,947	\$75,201	\$79,834	\$34,764
Average Salary	\$122,250	\$112,780	\$127,947	\$94,637	\$119,957	\$120,383	\$95,680	\$111,293
MANAGER, MIS (Responses)	3	4	8	10	8	6	0	36
High Salary	\$138,357	\$164,125	\$137,600	\$141,204	\$176,670	\$165,036	-	\$176,670
Low Salary	\$76,510	\$45,000	\$57,886	\$46,613	\$75,951	\$71,552	-	\$45,000
Average Salary	\$102,792	\$103,386	\$98,713	\$116,034	\$103,181	\$126,181	-	\$100,674
DIRECTOR, ENVIRONMENTAL (Responses)	2	3	6	2	8	6	0	25
High Salary	\$115,245	\$153,556	\$174,518	\$122,232	\$130,071	\$158,400	-	\$174,518
Low Salary	\$75,000	\$65,151	\$53,560	\$109,836	\$56,631	\$60,000	-	\$53,560
Average Salary	\$102,792	\$127,291	\$98,713	\$116,034	\$95,365	\$122,370	-	\$107,031
PORT ENGINEER (Responses)	3	5	6	13	7	7	3	41
High Salary	\$138,357	\$189,879	\$151,658	\$155,256	\$158,821	\$170,360	\$103,077	\$189,879
Low Salary	\$89,356	\$89,482	\$113,540	\$98,109	\$81,800	\$88,327	\$95,404	\$81,800
Average Salary	\$117,635	\$123,510	\$104,040	\$112,542	\$120,172	\$137,309	\$100,494	\$121,221
DIRECTOR,PUBLIC RELATIONS (Responses)	3	2	8	12	8	5	3	38
High Salary	\$134,327	\$149,142	\$148,244	\$180,000	\$161,985	\$189,402	\$83,500	\$189,402
Low Salary	\$79,572	\$85,560	\$80,500	\$38,000	\$57,776	\$87,959	\$72,471	\$38,000
Average Salary	\$103,039	\$117,351	\$113,271	\$84,611	\$84,871	\$128,547	\$78,657	\$97,733
DIRECTOR, GOVERNMENT RELATIONS (Responses)	0	3	6	6	3	4	0	22
High Salary	-	\$169,219	\$137,196	\$153,000	\$174,176	\$199,968	-	\$199,968
Low Salary	-	\$82,892	\$63,544	\$47,000	\$91,836	\$131,564	-	\$47,000
Average Salary	-	\$120,576	\$104,040	\$89,936	\$141,004	\$152,280	-	\$116,260

American Association of Port Authorities

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2010 Salary Survey

CATEGORY	CANADA	U.S. NORTH ATLANTIC	U.S. SOUTH ATLANTIC	U.S. GULF	U.S. NORTH PACIFIC	U.S. SOUTH PACIFIC	U.S. GREAT LAKES	U.S. TOTAL
NATIONAL CAPITAL CITY REPRESENTATIVE (Responses)	0	1	0	0	1	0	0	2
High Salary	-	\$172,016	-	-	\$91,836	-	-	\$172,016
Low Salary	-	\$172,016	-	-	\$91,836	-	-	\$91,836
Average Salary	-	\$172,016	-	-	\$91,836	-	-	\$131,926
DIRECTOR, PLANNING (Responses)	2	3	5	4	6	5	0	23
High Salary	\$138,357	\$190,181	\$133,848	\$140,000	\$102,024	\$165,036	-	\$190,181
Low Salary	\$106,640	\$101,548	\$76,600	\$112,500	\$84,800	\$112,500	-	\$74,457
Average Salary	\$122,499	\$155,613	\$105,240	\$127,051	\$94,452	\$130,944	-	\$118,377
DIRECTOR, RESEARCH (Responses)	0	0	1	1	0	1	0	3
High Salary	-	-	\$80,178	\$104,760	-	\$116,792	-	\$116,792
Low Salary	-	-	\$80,178	\$104,760	-	\$116,792	-	\$80,178
Average Salary	-	-	\$80,178	\$104,760	-	\$116,792	-	\$100,577
DIRECTOR, OPERATIONS (Responses)	6	7	9	18	8	6	6	54
High Salary	\$166,125	\$162,750	\$175,000	\$215,000	\$144,672	\$222,978	\$124,000	\$222,978
Low Salary	\$100,000	\$52,000	\$36,532	\$53,749	\$61,266	\$55,000	\$78,440	\$38,532
Average Salary	\$124,870	\$108,429	\$126,229	\$107,827	\$110,444	\$126,627	\$96,929	\$112,238
TERMINAL SUPERINTENDENT (Responses)	1	6	4	14	11	4	3	42
High Salary	\$134,328	\$134,238	\$124,223	\$170,000	\$93,523	\$109,080	\$60,383	\$170,000
Low Salary	\$134,328	\$73,507	\$85,216	\$54,178	\$55,248	\$76,713	\$60,383	\$54,178
Average Salary	\$134,328	\$98,959	\$112,860	\$88,843	\$81,611	\$93,329	\$50,383	\$89,076
DIRECTOR, AVIATION (Responses)	0	2	0	1	4	0	1	8
High Salary	-	\$217,883	-	\$49,179	\$227,510	-	\$105,000	\$227,510
Low Salary	-	\$94,124	-	\$49,179	\$95,785	-	\$105,000	\$49,179
Average Salary	-	\$156,003	-	\$49,179	\$160,129	-	\$105,000	\$138,337
CHIEF OF SECURITY (Responses)	5	5	9	14	6	6	1	41
High Salary	\$118,460	\$162,104	\$141,960	\$135,000	\$142,510	\$168,564	\$105,000	\$168,564
Low Salary	\$72,100	\$47,521	\$68,000	\$46,836	\$61,151	\$71,552	\$56,000	\$46,836
Average Salary	\$93,413	\$103,538	\$103,171	\$83,193	\$100,745	\$129,264	\$56,000	\$98,707
HARBOR MASTER (Responses)	1	2	6	7	6	5	0	26
High Salary	\$71,750	\$71,036	\$106,730	\$95,555	\$93,447	\$135,200	-	\$135,200
Low Salary	\$71,750	\$67,295	\$50,000	\$56,472	\$55,635	\$54,620	-	\$50,000
Average Salary	\$71,750	\$69,166	\$79,834	\$78,388	\$69,820	\$100,291	-	\$80,247
MARINA MANAGER (Responses)	1	0	0	0	3	1	0	4
High Salary	\$78,650	-	-	-	\$119,008	\$76,076	-	\$119,008
Low Salary	\$78,650	-	-	-	\$51,612	\$76,076	-	\$51,612
Average Salary	\$78,650	-	-	-	\$77,537	\$76,076	-	\$77,172

CATEGORY	CANADA	U.S. NORTH ATLANTIC	U.S. SOUTH ATLANTIC	U.S. GULF	U.S. NORTH PACIFIC	U.S. SOUTH PACIFIC	U.S. GREAT LAKES	U.S. TOTAL
TRAFFIC MANAGER (Responses)								
High Salary	0	3	1	5	0	2	0	11
Low Salary	-	\$105,687	\$74,000	\$121,243	-	\$136,249	-	\$136,249
Average Salary	-	\$39,936	\$74,000	\$34,403	-	\$62,462	-	\$34,403
	-	\$69,601	\$74,000	\$75,050	-	\$99,356	-	\$77,888
DIRECTOR, MARKETING/SALES (Responses)								
High Salary	4	3	7	7	4	7	2	30
Low Salary	\$167,047	\$153,556	\$225,000	\$145,000	\$143,640	\$164,190	\$77,845	\$225,000
Average Salary	\$95,562	\$124,237	\$90,000	\$71,926	\$72,800	\$60,000	\$75,000	\$60,000
	\$126,965	\$134,361	\$134,814	\$118,470	\$103,895	\$115,249	\$76,423	\$118,375
DIRECTOR, TRADE DEVELOPMENT (Responses)								
High Salary	4	1	5	12	2	4	2	26
Low Salary	\$135,251	\$132,210	\$163,356	\$160,000	\$82,947	\$222,978	\$85,000	\$222,978
Average Salary	\$73,000	\$132,210	\$91,000	\$64,688	\$64,572	\$86,000	\$78,187	\$64,572
	\$105,874	\$132,210	\$136,184	\$109,781	\$73,760	\$147,623	\$81,594	\$116,604
MANAGER, INTERMODAL (Responses)								
High Salary	0	2	2	1	1	0	0	6
Low Salary	-	\$127,374	\$102,599	\$110,019	\$120,864	-	-	\$127,374
Average Salary	-	\$100,745	\$52,500	\$110,019	\$120,864	-	-	\$52,500
	-	\$114,060	\$77,550	\$110,019	\$120,864	-	-	\$102,350
DIRECTOR, CRUISE PASSENGERS								
High Salary	0	2	3	3	0	2	0	10
Low Salary	-	\$92,508	\$123,414	\$127,712	-	\$108,264	-	\$127,712
Average Salary	-	\$88,439	\$74,046	\$81,385	-	\$87,194	-	\$74,046
	-	\$90,474	\$101,824	\$110,873	-	\$97,729	-	\$101,450
DIRECTOR, INDUSTRIAL DEVELOPMENT								
High Salary	0	1	1	2	3	1	2	10
Low Salary	-	\$96,374	\$83,980	\$95,014	\$119,880	\$164,190	\$97,727	\$164,190
Average Salary	-	\$96,374	\$83,980	\$88,192	\$108,120	\$164,190	\$71,500	\$71,500
	-	\$96,374	\$83,980	\$91,603	\$113,565	\$164,190	\$84,614	\$103,767
MANAGER, REAL ESTATE (Responses)								
High Salary	3	3	7	5	8	5	1	29
Low Salary	\$138,357	\$129,012	\$111,420	\$134,568	\$201,788	\$156,965	\$117,000	\$201,788
Average Salary	\$81,637	\$75,694	\$57,900	\$46,030	\$65,137	\$125,640	\$117,000	\$46,030
	\$104,081	\$105,845	\$76,668	\$107,220	\$117,024	\$127,363	\$117,000	\$106,579
DIRECTOR, FTZ (Responses)								
High Salary	0	1	2	4	0	0	0	7
Low Salary	-	\$92,924	\$100,000	\$96,013	-	-	-	\$100,000
Average Salary	-	\$92,924	\$83,775	\$62,046	-	-	-	\$62,046
	-	\$92,924	\$91,888	\$75,235	-	-	-	\$82,520
FIELD OFFICE MANAGER, NEW YORK (Responses)								
High Salary	0	2	2	1	1	0	0	6
Low Salary	-	\$77,467	\$108,879	\$89,000	\$91,688	-	-	\$108,879
Average Salary	-	\$50,000	\$95,720	\$89,000	\$91,688	-	-	\$50,000
	-	\$63,734	\$102,300	\$89,000	\$91,688	-	-	\$65,459

CATEGORY	CANADA	U.S. NORTH ATLANTIC	U.S. SOUTH ATLANTIC	U.S. GULF	U.S. NORTH PACIFIC	U.S. SOUTH PACIFIC	U.S. GREAT LAKES	U.S. TOTAL
FIELD OFFICE MANAGER, CHICAGO (Responses)								
High Salary	0	1	0	0	1	0	0	2
Low Salary	-	\$66,746	-	-	\$92,520	-	-	\$92,520
Average Salary	-	\$66,746	-	-	\$92,520	-	-	\$66,746
								\$79,633
FIELD OFFICE MANAGER, OTHER U.S. (Responses)								
High Salary	0	1	2	0	1	0	0	4
Low Salary	-	\$77,701	\$83,110	-	\$92,892	-	-	\$92,892
Average Salary	-	\$77,701	\$76,650	-	\$92,892	-	-	\$76,650
								\$82,588
GOVERNING BOARDS (Responses)								
Number of Members								
High	7	9	10	24	12	9	7	71
Low	9	15	13	15	9	7	13	15
Average	7	5	5	5	3	5	5	3
	7	9.8	9.3	7.1	4.2	5.4	8.1	7.2
Compensated								
Yes	7	2	9	14	9	5	5	44
No	0	7	1	10	3	4	2	27
How Selected								
Elected	0	0	4	7	10	2	0	23
Appointed	7	9	6	17	2	7	7	48
BENEFITS								
PAID HOLIDAYS (Average Days/Year)	11.5	12.0	12.5	11.2	11.2	12.7	9.5	11.5
SICK LEAVE POLICY ("Yes" Responses)	7	9	10	33	11	9	6	78
SCHEDULED WEEKLY HOURS (Average)	37.1	39.0	39.5	40.0	39.8	40.0	39.3	39.7
FLEX TIME ("Yes" Responses)	2	4	2	10	8	6	3	33
PENSION PLAN ("Yes" Responses)	7	9	10	24	12	10	6	71
Defined Benefit	5	5	7	10	9	7	3	41
Defined Contribution	4	2	3	12	4	4	2	27
Average Years Fully Vested	6.5	6.9	7.5	7.5	5.4	5.1	7.7	6.7
DEFERRED COMPENSATION ("Yes" Responses)	0	9	8	20	12	10	6	65
ANNUAL INCENTIVE PROGRAM ("Yes" Responses)	7	0	3	6	4	2	1	16
LIFE INSURANCE ("Yes" Responses)	7	8	9	24	12	10	6	69
Port-paid (0%)	0	1	0	1	0	0	0	2
Port-paid (1%-50%)	0	1	1	4	0	2	0	8
Port-paid (51%-100%)	6	6	7	19	12	7	5	56

CATEGORY	CANADA	U.S. NORTH ATLANTIC	U.S. SOUTH ATLANTIC	U.S. GULF	U.S. NORTH PACIFIC	U.S. SOUTH PACIFIC	U.S. GREAT LAKES	U.S. TOTAL
MEDICAL ("Yes" Responses)	7	9	10	24	12	9	6	70
Port-paid (Emp. 0%)	0	0	0	0	0	0	0	0
Port-paid (Emp. 1%-50%)	0	1	1	0	0	1	0	3
Port-paid (Emp. 51%-100%)	6	8	8	23	12	6	5	62
Port-paid (Dep. 0%)	0	0	2	5	0	0	0	7
Port-paid (Dep. 1%-50%)	0	1	2	2	0	1	0	6
Port-paid (Dep. 51%-100%)	6	8	4	15	12	6	5	50
DENTAL ("Yes" Responses)	7	8	9	24	12	9	6	68
Port-paid (Emp. 0%)	0	0	2	6	0	0	0	8
Port-paid (Emp. 1%-50%)	0	1	1	0	0	1	0	3
Port-paid (Emp. 51%-100%)	6	6	5	18	12	6	4	51
Port-paid (Dep. 0%)	0	0	3	12	0	0	0	15
Port-paid (Dep. 1%-50%)	0	1	2	2	0	1	0	6
Port-paid (Dep. 51%-100%)	6	6	3	11	12	6	5	43
VISION ("Yes" Responses)	7	8	8	16	12	9	4	57
Port-paid (Emp. 0%)	0	1	3	5	0	1	0	10
Port-paid (Emp. 1%-50%)	0	0	0	0	0	0	0	0
Port-paid (Emp. 51%-100%)	7	6	4	11	12	5	4	42
Port-paid (Dep. 0%)	0	1	4	8	0	1	0	14
Port-paid (Dep. 1%-50%)	0	0	0	0	0	0	0	0
Port-paid (Dep. 51%-100%)	7	6	3	7	12	5	4	37
MAJOR MEDICAL ("Yes" Responses)	7	8	9	22	11	8	6	64
Port-paid (Emp. 0%)	0	0	0	0	0	0	0	0
Port-paid (Emp. 1%-50%)	0	1	1	0	0	0	0	2
Port-paid (Emp. 51%-100%)	7	7	6	22	11	5	5	56
Port-paid (Dep. 0%)	0	0	2	6	0	0	0	8
Port-paid (Dep. 1%-50%)	0	1	1	3	0	1	0	6
Port-paid (Dep. 51%-100%)	7	7	4	13	11	4	5	44
LONG TERM DISABILITY ("Yes" Responses)	7	5	9	16	11	8	5	54
Port-paid (0%)	0	0	3	2	1	2	0	8
Port-paid (1%-50%)	0	0	1	0	0	0	0	2
Port-paid (51%-100%)	6	5	4	14	10	3	4	40
SHORT TERM DISABILITY ("Yes" Responses)	5	3	9	15	6	6	2	41
Port-paid (0%)	0	0	2	6	1	1	0	10
Port-paid (1%-50%)	0	1	2	0	0	0	0	3
Port-paid (51%-100%)	5	3	4	9	5	3	2	26

CATEGORY	CANADA	U.S. NORTH ATLANTIC	U.S. SOUTH ATLANTIC	U.S. GULF	U.S. NORTH PACIFIC	U.S. SOUTH PACIFIC	U.S. GREAT LAKES	U.S. TOTAL
OPERATING DATA								
OPERATING STATUS								
Non-Operating ("Landlord")								
Operating	2	4	4	13	2	5	5	33
Limited Operating	3	5	5	9	6	5	2	32
	1	0	1	1	4	0	0	6
EMPLOYEES (Total)								
High	354	284	937	594	1,616	1,059	49	1,616
Low	14	4	28	3	14	9	1	1
Average	102	119	288	107	262	299	19	177
Total	511	1,069	2,878	2,560	3,139	2,989	131	12,766
ANNUAL REVENUES (Total)								
High	\$89,900,000	\$205,861,148	\$236,244,000	\$167,752,000	\$588,900,000	\$425,942,000	\$13,324,755	\$588,900,000
Low	\$4,200,000	\$1,000,000	\$1,200,000	\$2,342,454	\$9,266,341	\$2,466,122	\$250,000	\$250,000
Average	\$22,940,259	\$47,818,471	\$94,197,870	\$29,704,768	\$100,399,999	\$112,602,563	\$7,805,603	\$63,426,575
Total	\$160,581,812	\$430,366,241	\$941,978,697	\$753,282,660	\$1,204,799,990	\$1,126,025,631	\$46,833,615	\$4,503,286,834

¹ Workforce totals include only the Port Commerce Department of The Port Authority of New York & New Jersey and the Maritime Department of the Massachusetts Port Authority. Including the total workforces of The Port Authority & New Jersey (7,126) and Massport (1,165) brings total employees to 9,031 for the U.S. North Atlantic Region and 29,756 for the nation.

² Revenue totals include only the Port Commerce Department of The Port Authority of New York & New Jersey and the Maritime Department of the Massachusetts Port Authority. Including total revenues of The Port Authority & New Jersey (\$3.55 billion) and Massport (\$542.8) yields total revenue of \$4.2 billion for the U.S. North Atlantic Region and \$8.3 billion for the nation.

U.S. GULF COAST PORTS

PART 1

Alabama State Port Authority
Beaumont, Port of
Brownsville, Port of
Calhoun Port Authority
Corpus Christi Authority, Port of
Freeport, Port

PART 2

Galveston, Port of
Greater Baton Rouge Port Commission
Houston Authority, Port of
Iberia District, Port of
Lake Charles Harbor and Terminal District
Manatee County Port Authority

PART 3

Mississippi State Port Authority at Gulfport
New Orleans, Port of
Orange, Port of
Panama City Port Authority
Pascagoula, Port of
Plaquemines Port Harbor & Terminal District

PART 4

Port Arthur, Port of
Port Fourchon
St. Bernard Port, Harbor and Terminal District
Shreveport/Bossier, Port of
South Louisiana Port Commission
Tampa Port Authority

U.S. GULF PORTS, PART 2	Port of Galveston	Greater Baton Rouge Port Commission	Port of Houston Authority	Port of Iberia District	Lake Charles Port Harbor & Terminal District	Manatee County Port Authority
Port Director/General Manager/Equivalent	Port Director	Executive Director and CEO	Executive Director	Executive Director	Port Director	Executive Director
Civil Service	No	No	No	No	Unclassified Civil Service	No
Year Appointed	2002	2006	2009	1997	2010	1992
Age	55	51	52	63	55	57
Salary Range	-	-	-	-	-	\$79,040 - \$207,480
Salary	\$201,550	\$180,000	\$325,000	\$105,050	\$165,000	\$191,464
Last Salary Raise (Date)	Jan-10	Sep-09	n/a	Sep-09	n/a	Dec-07
Automobile	Allow. \$1,000/month	Full-time	Allow. \$7,500/year	Allow. \$750/month + IRS Mileage	Allow. \$800/month	Full-Time
Personal Services Contract	No	Yes	Yes	Yes	Yes	Yes
Severance	No	No	Yes (6 months' pay)	No	No	Yes
Executive Assistant/Equivalent	Executive Assistant	Not Applicable	Executive Assistant	Administrative Assistant	Not Applicable	Executive Assistant
Civil Service	No	-	No	No	-	No
Year Appointed	1985	-	2009	1997	-	2004
Salary Range	\$49,898 - \$96,489	-	\$55,646 - \$83,469	-	-	\$37,440 - \$85,176
Salary	\$87,944	-	\$82,812	\$38,797	-	\$42,037
Last Salary Raise (Date)	Jan-10	-	\$40,210	Jul-09	-	Dec-07
Automobile	-	-	-	IRS Mileage	-	-
Staff Size (Direct Reports)	1	-	1	0	-	2
Personal Secretary/Equivalent	Not Applicable	Administrative Assistant 5	Not Applicable	Secretary/Bookkeeper	Administrative Assistant	Secretary II
Civil Service	-	Yes	-	No	Yes	No
Year Appointed	-	1999	-	2008	2002	2006
Salary Range	-	\$27,665-\$58,240	-	-	-	\$20,800 - \$48,048
Salary	-	\$41,560	-	\$27,667	\$51,750	\$28,662
Last Salary Raise (Date)	-	Jun-10	-	Oct-08	Jan-10	Dec-07
Automobile	-	-	-	IRS Mileage	-	-
Staff Size (Direct Reports)	-	0	-	0	0	0

U.S. GULF PORTS, PART 2	Port of Galveston	Greater Baton Rouge Port Commission	Port of Houston Authority	Port of Iberia District	Lake Charles Port Harbor & Terminal District	Manatee County Port Authority
Deputy Port Director/ Equivalent	Deputy Port Director	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Special Assistant to the Executive Director
Civil Service	No	-	-	-	-	No
Year Appointed	2005	-	-	-	-	1992
Salary Range	\$102,843 - \$198,869	-	-	-	-	\$68,640 - \$152,880
Salary	\$143,598	-	-	-	-	\$143,166
Last Salary Raise (Date)	Jan-10	-	-	-	-	Dec-07
Automobile	Allow. \$500/month	-	-	-	-	Full-Time
Staff Size (Direct Reports)	4	-	-	-	-	0
General Counsel/Equivalent	Not Applicable	Director of Corporate & Legal Affairs	Senior Vice President & General Counsel	General Counsel	General Counsel	Not Applicable
Civil Service	-	No	No	No	Unclassified Civil Service	-
Year Appointed	-	2007	2005	1992	1995	-
Employee/Retainer	-	Employee	Employee	Retainer	Employee	-
Salary Range	-	-	\$165,039 - \$264,062	-	-	-
Salary	-	\$176,405	\$210,000	\$150/hour	\$210,982	-
Last Salary Raise (Date)	-	Jan-09	Dec-09	-	Jan-10	-
Automobile	-	-	Allow. \$7,500/year	-	Allow. \$800/month	-
Staff Size (Direct Reports)	-	0	5	0	2	-
Director, Administration/ Equivalent	Director of Administration	Director of Administration & Finance	Vice President, Finance & Administration	Not Applicable	See Director of Administration & Finance	Not Applicable
Civil Service	No	Yes	No	-	-	-
Year Appointed	1990	2008	2009	-	-	-
Salary Range	\$66,638 - \$128,858	\$50,898-\$107,078	\$126,992 - \$203,187	-	-	-
Salary	\$99,992	\$59,197	\$170,000	-	-	-
Last Salary Raise (Date)	Jan-10	Nov-09	Dec-09	-	-	-
Automobile	Allow. \$350/month	-	Allow. \$7,500/year	-	-	-
Staff Size (Direct Reports)	3	4	7	-	-	-
Director, Personnel/ Equivalent	Human Resources Associate	Handled by Director of Administration & Finance	Vice President, Human Resources	Not Applicable	Human Resources Analyst C	Not Applicable
Civil Service	No	-	No	-	Yes	-
Year Appointed	2008	-	1990	-	2006	-
Salary Range	\$37,364 - \$72,251	-	\$170,000	-	\$31,678 - \$66,685	-
Salary	\$48,462	-	Dec-09	-	\$41,683	-
Last Salary Raise (Date)	Jan-10	-	Allow. \$7,500/year	-	Aug-09	-
Automobile	-	-	-	-	-	-
Staff Size (Direct Reports)	1	-	4	-	5	-

U.S. GULF PORTS, PART 2	Port of Galveston	Greater Baton Rouge Port Commission	Port of Houston Authority	Port of Iberia District	Lake Charles Port Harbor & Terminal District	Manatee County Port Authority
Director, Risk Management/ Equivalent	Not Applicable	Handled by Director of Administration & Finance	Director, Risk Manager	Not Applicable	Not Applicable	Not Applicable
Civil Service	-	-	No	-	-	-
Year Appointed	-	-	2008	-	-	-
Salary Range	-	-	\$88,950 - \$137,873	-	-	-
Salary	-	-	\$104,208	-	-	-
Last Salary Raise (Date)	-	-	Apr-10	-	-	-
Automobile	-	-	-	-	-	-
Staff Size (Direct Reports)	-	-	2	-	-	-
Director, Finance/Equivalent	Director of Finance	Handled by Director of Administration & Finance	Corporate Controller	Not Applicable	Director of Administration & Finance	CFO & Director of Business
Civil Service	No	-	No	-	Unclassified Civil Service	No
Year Appointed	VACANT	-	2010	-	2003	2003
Salary Range	\$66,638 - \$128,858	-	\$126,992 - \$203,187	-	-	\$68,640 - \$152,880
Salary	-	-	\$150,000	-	\$111,030	\$117,957
Last Salary Raise (Date)	-	-	-	-	Jan-10	Dec-07
Automobile	Allow. \$350	-	-	-	Allow. \$600/month	Part-time
Staff Size (Direct Reports)	1	-	5	-	5	3
Director, MIS/Equivalent	Not Applicable	Not Applicable	Director, Information Technology	Not Applicable	Information Technology Technical Support Specialist 3	Not Applicable
Civil Service	-	-	No	-	Yes	-
Year Appointed	-	-	2009	-	2003	-
Salary Range	-	-	\$100,514 - \$155,797	-	\$41,912 - \$83,408	-
Salary	-	-	141,204	-	\$64,771	-
Last Salary Raise (Date)	-	-	Apr-10	-	Oct-09	-
Automobile	-	-	-	-	-	-
Staff Size (Direct Reports)	-	-	4	-	0	-
Director, Environmental Affairs/Equivalent	Not Applicable	Handled by Director Engineering & Security	Senior Manager, Environmental Affairs	Not Applicable	Not Applicable	See Director of Engineering and Environmental Affairs
Civil Service	-	-	No	-	-	-
Year Appointed	-	-	2004	-	-	-
Salary Range	-	-	\$88,950 - \$137,873	-	-	-
Salary	-	-	\$109,836	-	-	-
Last Salary Raise (Date)	-	-	Feb-10	-	-	-
Automobile	-	-	-	-	-	-
Staff Size (Direct Reports)	-	-	2	-	-	-

U.S. GULF PORTS, PART 2	Port of Galveston	Greater Baton Rouge Port Commission	Port of Houston Authority	Port of Iberia District	Lake Charles Port Harbor & Terminal District	Manatee County Port Authority
Director, Engineering/ Equivalent	Not Applicable	Director of Engineering & Security	Managing Director, Engineering & Construction	Not Applicable	Director of Engineering, Maintenance & Development	Director of Engineering and Environmental Affairs
Civil Service	-	No	No	-	Unclassified Civil Service	No
Year Appointed	-	2003	1992	-	2007	2001
Salary Range	-	-	\$111,397 - \$178,235	-	-	\$58,240 - \$137,592
Salary	-	\$107,494	\$155,256	-	\$95,555	\$135,699
Last Salary Raise (Date)	-	Jan-10	Feb-10	-	Jan-10	Dec-07
Automobile	-	Full-time	-	-	Allow. \$600/month	Part-time
Staff Size (Direct Reports)	-	2	7	-	4	2
Director, Public Relations/Equivalent	Public and Community Relations Manager	Director of Public Affairs	Vice President, Public Affairs	Not Applicable	Sales & Marketing Manager	Not Applicable
Civil Service	No	No	No	-	Yes	-
Year Appointed	2007	2001	2002	-	2008	-
Salary Range	\$43,178 - \$83,494	-	\$126,992 - \$203,187	-	-	-
Salary	\$66,698	\$92,664	\$180,000	-	\$49,920	-
Last Salary Raise (Date)	Jan-10	Jan-10	Dec-09	-	Apr-10	-
Automobile	-	-	Allow. \$7,500/year	-	-	-
Staff Size (Direct Reports)	0	0	4	-	0	-
Director, Government Relations/Equivalent	Director of Governmental Relations & Legislative Affairs	Handled by Director of Public Affairs	Director, Government Relations	Not Applicable	State Lobbyist	Not Applicable
Civil Service	No	-	No	-	No	-
Year Appointed	1989	-	2008	-	1999	-
Salary Range	\$66,637 - \$128,858	-	\$88,950 - \$137,873	-	-	-
Salary	\$78,450	-	\$100,800	-	\$47,000	-
Last Salary Raise (Date)	Jan-10	-	Feb-10	-	Jan-10	-
Automobile	Allow. \$350/month	-	-	-	-	-
Staff Size (Direct Reports)	0	-	2	-	0	-
Washington D.C. Representative/Equivalent	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Washington Lobbyist	Not Applicable
Civil Service	-	-	-	-	No	-
Year Appointed	-	-	-	-	2009	-
Employee/Retainer	-	-	-	-	Retainer	-
Salary Range	-	-	-	-	\$120,000	-
Salary	-	-	-	-	-	-
Last Salary Raise (Date)	-	-	-	-	-	-
Automobile	-	-	-	-	-	-
Staff Size (Direct Reports)	-	-	-	-	0	-

U.S. GULF PORTS, PART 2	Port of Galveston	Greater Baton Rouge Port Commission	Port of Houston Authority	Port of Iberia District	Lake Charles Port Harbor & Terminal District	Manatee County Port Authority
Director, Planning/Equivalent	Not Applicable	Not Applicable	Senior Director, Strategic Planning	Not Applicable	Not Applicable	Not Applicable
Civil Service	-	-	No	-	-	-
Year Appointed	-	-	2010	-	-	-
Salary Range	-	-	\$100,514 - \$155,797	-	-	-
Salary	-	-	\$140,000	-	-	-
Last Salary Raise (Date)	-	-	-	-	-	-
Automobile	-	-	-	-	-	-
Staff Size (Direct Reports)	-	-	0	-	-	-
Director, Research/ Equivalent	Not Applicable	Not Applicable	Market Development Manager	Not Applicable	Not Applicable	Not Applicable
Civil Service	-	-	No	-	-	-
Year Appointed	-	-	2005	-	-	-
Salary Range	-	-	\$78,717 - \$122,012	-	-	-
Salary	-	-	\$104,760	-	-	-
Last Salary Raise (Date)	-	-	Feb-10	-	-	-
Automobile	-	-	-	-	-	-
Staff Size (Direct Reports)	-	-	4	-	-	-
Director, Operations/ Equivalent	Not Applicable	Not Applicable	Senior Vice President, Operations	Not Applicable	Director of Operations	Senior Director of Operations and Maintenance
Civil Service	-	-	No	-	Unclassified Civil Service	No
Year Appointed	-	-	2005	-	2010	2000
Salary Range	-	-	\$165,039 - \$264,062	-	-	\$68,640 - \$152,880
Salary	-	-	\$215,000	-	\$93,120	\$125,174
Last Salary Raise (Date)	-	-	Dec-09	-	n/a	Dec-07
Automobile	-	-	Allow. \$6,900/year	-	Allow. \$600/month	Part-time
Staff Size (Direct Reports)	-	-	6	-	5	3
Terminal Superintendent/ Equivalent	Not Applicable	Not Applicable	Vice President, Container Terminals	Not Applicable	Not Applicable	Maintenance Superintendent/Project Coordinator
Civil Service	-	-	No	-	-	No
Year Appointed	-	-	2005	-	-	2003
Salary Range	-	-	\$126,992 - \$203,187	-	-	\$32,240 - \$67,704
Salary	-	-	170,000	-	-	\$68,494
Last Salary Raise (Date)	-	-	Dec-09	-	-	Dec-07
Automobile	-	-	Allow. \$7,500/year	-	-	-
Staff Size (Direct Reports)	-	-	5	-	-	6

U.S. GULF PORTS, PART 2	Port of Galveston	Greater Baton Rouge Port Commission	Port of Houston Authority	Port of Iberia District	Lake Charles Port Harbor & Terminal District	Manatee County Port Authority
Director, Aviation/Equivalent	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Director, Security/Equivalent	Chief of Port Police	Handled by Director Engineering & Security	Director, Port Security & Emergency Operations	Not Applicable	Police Major	Director of Seaport Security
Civil Service	No	-	No	-	Yes	No
Year Appointed	2010	-	2008	-	2005	2002
Salary Range	\$49,989 - \$96,489	-	\$100,514 - \$155,797	-	\$44,262 - \$99,528	\$58,240 - \$137,592
Salary	\$74,381	-	\$135,000	-	\$60,091	\$74,173
Last Salary Raise (Date)	June-10	-	May-10	-	Oct-09	Dec-07
Automobile	Full-Time	-	Full-Time	-	Part-Time	Part-Time
Staff Size (Direct Reports)	2	-	5	-	2	2
Harbor Master/Equivalent	Harbormaster	Not Applicable	Not Applicable	Not Applicable	Director of Navigation and Security	Not Applicable
Civil Service	No	-	-	-	Unclassified Civil Service	-
Year Appointed	1996	-	-	-	2006	-
Salary Range	\$53,642 - \$103,729	-	-	-	-	-
Salary	\$82,562	-	-	-	\$95,555	-
Last Salary Raise (Date)	Jan-10	-	-	-	Jan-10	-
Automobile	Full-Time	-	-	-	Allow. \$600/month	-
Staff Size (Direct Reports)	0	-	-	-	1	-
Marine Manager/Equivalent	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Port Traffic Manager/ Equivalent	Not Applicable	Not Applicable	Managing Director, Breakbulk & Bulk Terminals	Not Applicable	Administrative Program Specialist A	Traffic Coordinator
Civil Service	-	-	No	-	Yes	No
Year Appointed	-	-	1992	-	1992	2008
Salary Range	-	-	\$111,397 - \$178,235	-	\$26,664 - \$58,240	\$24,960 - \$56,784
Salary	-	-	\$155,256	-	\$55,890	\$34,403
Last Salary Raise (Date)	-	-	Feb-10	-	Jan-10	Dec-07
Automobile	-	-	-	-	-	-
Staff Size (Direct Reports)	-	-	3	-	1	0

U.S. GULF PORTS, PART 2	Port of Galveston	Greater Baton Rouge Port Commission	Port of Houston Authority	Port of Iberia District	Lake Charles Port Harbor & Terminal District	Manatee County Port Authority
Director, Marketing & Sales/Equivalent	Senior Director of Marketing & Administration	Handled by Director of Business Development	General Manager - Trade Development	Not Applicable	Director of Marketing & Trade Development	Not Applicable
Civil Service	No	-	No	-	Unclassified Civil Service	-
Year Appointed	2000	-	2010	-	2006	-
Salary Range	\$88,994 - \$172,089	-	\$100,514 - \$155,797	-	-	-
Salary	\$142,436	-	\$145,000	-	\$90,064	-
Last Salary Raise (Date)	Jan-10	-	-	-	Jan-10	-
Automobile	Allow. \$500/month	-	Allow. \$7,500/year	-	Allow. \$600/month	-
Staff Size (Direct Reports)	2	-	5	-	2	-
Director, Trade Development/Equivalent	Handled by Director of Marketing & Administration	Director of Business Development	Vice President, Origination	Not Applicable	See Director of Marketing & Trade Development	Senior Director of Trade Development/Special Projects
Civil Service	-	No	No	-	-	No
Year Appointed	-	2001	2009	-	-	2004
Salary Range	-	-	\$126,992 - \$203,187	-	-	\$68,640 - \$152,880
Salary	-	\$115,211	\$160,000	-	-	\$127,712
Last Salary Raise (Date)	-	Jan-10	Dec-09	-	-	Dec-07
Automobile	-	Full-time	Allow. \$7,500/year	-	-	Part-time
Staff Size (Direct Reports)	-	0	6	-	-	2
Director, Intermodal Services/Equivalent	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Director, Cruise Passenger Services/Equivalent	Cruise Terminal Manager	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Civil Service	No	-	-	-	-	-
Year Appointed	2003	-	-	-	-	-
Salary Range	\$61,988 - \$119,867	-	-	-	-	-
Salary	\$81,385	-	-	-	-	-
Last Salary Raise (Date)	Jan-10	-	-	-	-	-
Automobile	Allow. \$250/month	-	-	-	-	-
Staff Size (Direct Reports)	2	-	-	-	-	-
Director, Industrial Development/Equivalent	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

U.S. GULF PORTS, PART 2	Port of Galveston	Greater Baton Rouge Port Commission	Port of Houston Authority	Port of Iberia District	Lake Charles Port Harbor & Terminal District	Manatee County Port Authority
Director, Real Estate/ Equivalent	Not Applicable	Handled by Executive Director	Director, Real Estate	Not Applicable	Port Real Estate Coordinator	Not Applicable
Civil Service	-	-	No	-	Yes	-
Year Appointed	-	-	1990	-	1994	-
Salary Range	-	-	\$100,514 - \$155,797	-	\$29,598 - \$62,317	-
Salary	-	-	\$134,568	-	\$46,030	-
Last Salary Raise (Date)	-	-	Feb-10	-	Mar-10	-
Automobile	-	-	-	-	-	-
Staff Size (Direct Reports)	-	-	3	-	0	-
Director, Foreign Trade Zone/Equivalent	Not Applicable	Not Applicable	Houston Foreign Trade Zone Manager	Not Applicable	Not Applicable	Not Applicable
Civil Service	-	-	No	-	-	-
Year Appointed	-	-	1986	-	-	-
Salary Range	-	-	\$49,684 - \$74,526	-	-	-
Salary	-	-	\$67,668	-	-	-
Last Salary Raise (Date)	-	-	-	-	-	-
Automobile	-	-	-	-	-	-
Staff Size (Direct Reports)	-	-	0	-	-	-
Field Office Manager, New York/Equivalent	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Field Office Manager, Chicago/Equivalent	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Field Office Manager, Other U.S. City/Equivalent	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Field Office Manager, Europe/Equivalent	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Field Office Manager, Asia/Equivalent	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Field Office Manager, Latin America/Equivalent	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

U.S. GULF PORTS, PART 2	Port of Galveston	Greater Baton Rouge Port Commission	Port of Houston Authority	Port of Iberia District	Lake Charles Port Harbor & Terminal District	Manatee County Port Authority
Governing Board	Board of Trustees	Port Commission	Port Commission	Port Commission	Port Commission	Port Commission
Compensated?	Yes	Yes	No	No	No	Yes (Compensated as County Commissioners)
Amount of Compensation	\$10/meeting	\$75 to \$150	-	-	-	-
Elected?	No	No	No	No	No	Yes
Number of Board Members	7	15	7	7	7	7
Statutory Length of Terms	6	Serve at the governor's pleasure	2	6	4	4
Board Members' Tenure	1yr=1 2yrs=1 3yrs=1 4yrs=1 5yrs=2 6yrs=1	1yr=4 2yrs=7 5yrs=1 10yrs=1 10+yrs=2	4yrs=1 8yrs=1 10+yrs=5	1yr=2 4yrs=1 6yrs=1 10+yrs=3	1yr=2 5yrs=1 6yrs=1 7yrs=3	-
BENEFITS						
Paid Holidays	12	10	11	13	9	11 plus 3 personal holidays
Vacation Policy	Yes	Yes	Yes	Yes	Yes	Yes
Paid Working Days Per Year	12 13.5 15 16.5 19.5 22.5 25.5 28.5 31.5	10 to 25/year	10 15 20 25	12 15 21	-	130 hrs 156 hrs 182 hrs
Minimum Years of Service	0 2 5 10 15 20 25 30 35	<1	<5 05 10 15+	01 04 15+	-	<1 06 11
Sick Leave Policy	Yes	No	Yes	Yes	Yes	Yes
Maximum Time Paid (Days)	180	Time accrued	12	Accrue 180 days	-	-
Scheduled Weekly Hours	40	40	40	40	40	40
Flex Time Available?	No	Yes	Yes	No	Yes	No
Daily	-	No	Yes	-	No	-
Weekly/Biweekly	-	Yes (varies by department)	Yes (4/40, 9/80)	-	Yes (9/80)	-
Pension Plan	Yes	Yes	Yes	Yes	Yes	Yes
Defined Benefit	Yes	Yes	Yes	Yes	-	-
Defined Contribution	Yes	-	-	-	-	-
Years/Full Vesting	5 years - Defined Benefit; 3 years - Defined Contribution	10	5	10	10	6
Deferred Compensation	No	Yes	Yes	Yes	Yes	Yes
Incentive Plan	Yes	No	No	No	No	No
Levels Included	Top Executive	-	-	-	-	-
Organization Wide?	No	-	-	-	-	-
Project-Based Incentives	No	-	-	-	-	-
Employee Objectives Included	Yes	-	-	-	-	-
Incentive Objectives	Quality of services provided	-	-	-	-	-
Incentive Opportunity (% base salary)	-	-	-	-	-	-

U.S. GULF PORTS, PART 2	Port of Galveston	Greater Baton Rouge Port Commission	Port of Houston Authority	Port of Iberia District	Lake Charles Port Harbor & Terminal District	Manatee County Port Authority
Life Insurance % Port-Paid	Yes 100%	Yes 50%	Yes 100%	Yes 100%	Yes 100%	Yes 100%
Medical/Surgical/Hospitalization Employee	Yes	Yes	Yes	Yes	Yes	Yes
% Port-Paid	100%	100%	90%	100%	100%	Depends on plan level - better, best, good
Dependent	Yes	Yes	Yes	No	Yes	Yes
% Port-Paid	94%	100%	84.5%	-	57%	Depends on plan level - better, best, good
Dental Employee	Yes	Yes	Yes	Yes	Yes	Yes
% Port-Paid	100%	0%	0%	100%	100%	0%
Dependent	Yes	Yes	Yes	No	Yes	Yes
% Port-Paid	94%	0%	0%	-	0%	0%
Vision Employee	No	Yes	Yes	No	No	Yes
% Port-Paid	-	0%	0%	-	-	100% every 2 years
Dependent	No	Yes	Yes	No	No	Yes
% Port-Paid	-	0%	0%	-	-	100% every 2 years
Major Medical Employee	Yes	Yes	Yes	Yes	No	Yes
% Port-Paid	100%	100%	64.9%	100%	-	Employees pays \$25 a pay period
Dependent	Yes	Yes	Yes	No	No	Yes
% Port-Paid	94%	100%	60.9%	-	-	-
Long Term Disability % Port-Paid	Yes	Yes	Yes	No	No	Yes
Short Term Disability % Port-Paid	100%	100%	100%	-	-	Core @ 100%
	100%	0%	0%	-	-	Yes
OPERATING DATA						
OPERATING STATUS	Non-Operating	Non-Operating	Operating	Non-Operating	Operating	Operating
TOTAL REVENUES	\$22,222,444	\$5,320,314	\$232,509,000	\$2,342,454	\$31,652,530	\$11,753,795
TOTAL EMPLOYEES	88	26	594	3	126	80
TOTAL CARGO THROUGHPUT (Short Tons unless otherwise indicated)	5,849,777	3,272,024	36,787,000	-	5,585,891	7,548,843

Port of Houston Authority
Payments to Outside Counsel
September 2009-June 2011

Date	Firm	Amount
9/17/2009	Amy Loeserman Klein, Esq.	\$9,805.00
11/24/2009	Amy Loeserman Klein, Esq.	\$11,170.00
12/22/2009	Amy Loeserman Klein, Esq.	\$11,590.00
1/13/2010	Amy Loeserman Klein, Esq.	\$29,037.72
2/22/2010	Amy Loeserman Klein, Esq.	\$9,070.00
3/18/2010	Amy Loeserman Klein, Esq.	\$3,750.00
4/13/2010	Amy Loeserman Klein, Esq.	\$4,065.00
5/14/2010	Amy Loeserman Klein, Esq.	\$3,750.00
6/11/2010	Amy Loeserman Klein, Esq.	\$3,750.00
7/12/2010	Amy Loeserman Klein, Esq.	\$7,110.00
8/18/2010	Amy Loeserman Klein, Esq.	\$7,495.00
9/20/2010	Amy Loeserman Klein, Esq.	\$3,750.00
10/27/2010	Amy Loeserman Klein, Esq.	\$3,750.00
12/7/2010	Amy Loeserman Klein, Esq.	\$6,895.00
12/8/2010	Amy Loeserman Klein, Esq.	\$7,075.00
12/14/2010	Amy Loeserman Klein, Esq.	\$3,750.00
1/27/2011	Amy Loeserman Klein, Esq.	\$7,460.00
3/2/2011	Amy Loeserman Klein, Esq.	\$9,635.00
5/12/2011	Amy Loeserman Klein, Esq.	\$7,950.00
6/7/2011	Amy Loeserman Klein, Esq.	\$6,060.00
10/2/2009	Andrews Kurth, LLP	\$11,511.90
10/27/2009	Andrews Kurth, LLP	\$1,327.50
12/23/2009	Andrews Kurth, LLP	\$533.20
4/13/2010	Andrews Kurth, LLP	\$167.40
6/30/2010	Andrews Kurth, LLP	\$7,561.80
7/12/2010	Andrews Kurth, LLP	\$1,407.50
7/22/2010	Andrews Kurth, LLP	\$25,878.50
7/30/2010	Andrews Kurth, LLP	\$2,835.90
10/7/2010	Andrews Kurth, LLP	\$1,506.60
11/9/2010	Andrews Kurth, LLP	\$352,467.60
11/12/2010	Andrews Kurth, LLP	\$22,206.72
12/20/2010	Andrews Kurth, LLP	\$21.87
1/13/2011	Andrews Kurth, LLP	\$9,308.95
3/3/2011	Andrews Kurth, LLP	\$11,305.88
5/11/2011	Andrews Kurth, LLP	\$1,341.00
9/24/2009	Baker Botts, LLP	\$2,070.00
10/29/2009	Baker Botts, LLP	\$3,921.47
12/3/2009	Baker Botts, LLP	\$557.50
1/26/2010	Baker Botts, LLP	\$157.50
2/10/2010	Baker Botts, LLP	\$157.50
4/13/2010	Baker Botts, LLP	\$165.00
4/15/2010	Baker Botts, LLP	\$8,333.40
5/14/2010	Baker Botts, LLP	\$340.00
5/26/2010	Baker Botts, LLP	\$4,166.66
6/21/2010	Baker Botts, LLP	\$4,166.00
7/12/2010	Baker Botts, LLP	\$4,166.00
9/8/2010	Baker Botts, LLP	\$4,166.00
9/30/2010	Baker Botts, LLP	\$4,166.00
10/26/2010	Baker Botts, LLP	\$4,166.00
12/13/2010	Baker Botts, LLP	\$4,166.00
12/29/2010	Baker Botts, LLP	\$4,166.00

Port of Houston Authority
Payments to Outside Counsel
September 2009-June 2011

9/24/2009	Brown & Kornegay LLP	\$2,870.00
9/24/2009	Brown & Kornegay LLP	\$2,707.50
10/2/2009	Brown & Kornegay LLP	\$26,632.45
10/27/2009	Brown & Kornegay LLP	\$2,612.50
11/11/2009	Brown & Kornegay LLP	\$32,682.96
12/2/2009	Brown & Kornegay LLP	\$77,972.03
12/9/2009	Brown & Kornegay LLP	\$45,906.68
12/23/2009	Brown & Kornegay LLP	\$64,495.87
12/29/2009	Brown & Kornegay LLP	\$11,141.76
1/27/2010	Brown & Kornegay LLP	\$53,248.61
2/23/2010	Brown & Kornegay LLP	\$45,505.13
3/3/2010	Brown & Kornegay LLP	\$2,971.70
3/23/2010	Brown & Kornegay LLP	\$29,078.88
4/28/2010	Brown & Kornegay LLP	\$12,027.50
5/5/2010	Brown & Kornegay LLP	\$350.00
5/7/2010	Brown & Kornegay LLP	\$3,984.27
5/14/2010	Brown & Kornegay LLP	\$17,959.19
5/24/2010	Brown & Kornegay LLP	\$45,305.31
7/1/2010	Brown & Kornegay LLP	\$6,733.01
7/8/2010	Brown & Kornegay LLP	\$31,038.77
7/28/2010	Brown & Kornegay LLP	\$31,593.98
7/30/2010	Brown & Kornegay LLP	\$10,382.50
9/2/2010	Brown & Kornegay LLP	\$69,684.13
10/14/2010	Brown & Kornegay LLP	\$39,188.13
10/27/2010	Brown & Kornegay LLP	\$8,830.72
11/2/2010	Brown & Kornegay LLP	\$5,890.00
11/3/2010	Brown & Kornegay LLP	\$12,741.13
11/12/2010	Brown & Kornegay LLP	\$106,901.85
12/8/2010	Brown & Kornegay LLP	\$20,072.50
12/20/2010	Brown & Kornegay LLP	\$41,847.28
3/3/2011	Brown & Kornegay LLP	\$72,569.60
5/11/2011	Brown & Kornegay LLP	\$53,397.74
9/24/2009	Connelly, Baker, Wotring, LLP	\$632.01
10/5/2009	Connelly, Baker, Wotring, LLP	\$2,825.00
10/29/2009	Connelly, Baker, Wotring, LLP	\$475.00
12/8/2009	Connelly, Baker, Wotring, LLP	\$6,575.00
6/29/2010	Connelly, Baker, Wotring, LLP	\$1,265.00
7/8/2010	Connelly, Baker, Wotring, LLP	\$5,690.00
7/28/2010	Connelly, Baker, Wotring, LLP	\$5,700.00
7/30/2010	Connelly, Baker, Wotring, LLP	\$1,375.00
10/6/2010	Connelly, Baker, Wotring, LLP	\$7,956.58
10/27/2010	Connelly, Baker, Wotring, LLP	\$330.00
11/3/2010	Connelly, Baker, Wotring, LLP	\$6,316.87
11/10/2010	Connelly, Baker, Wotring, LLP	\$220.00
12/7/2010	Connelly, Baker, Wotring, LLP	\$7,405.00
12/14/2010	Connelly, Baker, Wotring, LLP	\$7,542.50
3/2/2011	Connelly, Baker, Wotring, LLP	\$6,199.96
3/2/2011	Fletcher & Sippel LLC	\$11,273.50
5/12/2011	Fletcher & Sippel LLC	\$6,520.50
6/7/2011	Fletcher & Sippel LLC	\$1,576.50
10/5/2009	Fossi & Jewell LLP	\$64,697.85
12/3/2009	Fossi & Jewell LLP	\$125,300.51

Port of Houston Authority
Payments to Outside Counsel
September 2009-June 2011

12/9/2009	Fossi & Jewell LLP	\$86,511.92
1/8/2010	Fossi & Jewell LLP	\$44,475.00
2/23/2010	Fossi & Jewell LLP	\$260,474.08
4/7/2010	Fossi & Jewell LLP	\$18,843.75
5/19/2010	Fossi & Jewell LLP	\$375.00
7/6/2010	Fossi & Jewell LLP	\$4,406.25
7/30/2010	Fossi & Jewell LLP	\$468.75
10/7/2010	Fossi & Jewell LLP	\$4,312.50
10/28/2010	Fossi & Jewell LLP	\$18.00
10/27/2010	Fulbright & Jaworski L.L.P.	\$15,000.00
3/11/2010	Greenberg Taurig, LLP	\$4,166.67
4/7/2010	Greenberg Taurig, LLP	\$4,166.66
4/29/2010	Greenberg Taurig, LLP	\$4,166.66
6/23/2010	Greenberg Taurig, LLP	\$4,166.66
7/28/2010	Greenberg Taurig, LLP	\$4,166.66
8/30/2010	Greenberg Taurig, LLP	\$4,166.66
10/20/2010	Greenberg Taurig, LLP	\$4,166.66
11/18/2010	Greenberg Taurig, LLP	\$4,166.66
12/28/2010	Greenberg Taurig, LLP	\$4,166.00
2/7/2011	Greenberg Taurig, LLP	\$4,166.66
3/22/2011	Greenberg Taurig, LLP	\$8,333.32
5/23/2011	Hardy & Hardy	\$324.00
2/25/2010	Haynes and Boone, LLP	\$120.00
8/25/2010	Haynes and Boone, LLP	\$4,219.35
10/6/2010	Haynes and Boone, LLP	\$4,219.35
11/2/2010	Haynes and Boone, LLP	\$4,785.00
5/12/2011	Haynes and Boone, LLP	\$26,729.28
6/1/2011	Haynes and Boone, LLP	\$75.00
12/22/2009	Jackson Walker, LLP	\$226.00
2/10/2010	Jackson Walker, LLP	\$425.00
9/8/2009	Kelly, Hart & Hallman LLP	\$70,400.00
10/5/2009	Kelly, Hart & Hallman LLP	\$83,600.00
10/29/2009	Kelly, Hart & Hallman LLP	\$15,780.00
10/29/2009	Kelly, Hart & Hallman LLP	\$3,300.00
12/2/2009	Kelly, Hart & Hallman LLP	\$10,900.00
12/3/2009	Kelly, Hart & Hallman LLP	\$8,215.00
12/9/2009	Kelly, Hart & Hallman LLP	\$169,050.00
1/8/2010	Kelly, Hart & Hallman LLP	\$16,330.00
1/12/2010	Kelly, Hart & Hallman LLP	\$10,400.00
2/10/2010	Kelly, Hart & Hallman LLP	\$10,950.00
2/16/2010	Kelly, Hart & Hallman LLP	\$3,800.00
3/3/2010	Kelly, Hart & Hallman LLP	\$2,050.00
3/8/2010	Kelly, Hart & Hallman LLP	\$9,665.00
3/30/2010	Kelly, Hart & Hallman LLP	\$1,650.00
4/8/2010	Kelly, Hart & Hallman LLP	\$2,050.00
4/16/2010	Kelly, Hart & Hallman LLP	\$6,250.00
5/14/2010	Kelly, Hart & Hallman LLP	\$6,600.00
5/19/2010	Kelly, Hart & Hallman LLP	\$74,349.63
6/29/2010	Kelly, Hart & Hallman LLP	\$17,625.00
7/8/2010	Kelly, Hart & Hallman LLP	\$14,500.00
7/8/2010	Kelly, Hart & Hallman LLP	\$1,700.00
7/12/2010	Kelly, Hart & Hallman LLP	\$750.00

Port of Houston Authority
Payments to Outside Counsel
September 2009-June 2011

8/3/2010	Kelly, Hart & Hallman LLP	\$11,200.00
8/5/2010	Kelly, Hart & Hallman LLP	\$1,300.00
10/14/2010	Kelly, Hart & Hallman LLP	\$115,472.55
11/4/2010	Kelly, Hart & Hallman LLP	\$5,219.37
11/10/2010	Kelly, Hart & Hallman LLP	\$22,100.00
12/8/2010	Kelly, Hart & Hallman LLP	\$15,100.00
12/9/2010	Kelly, Hart & Hallman LLP	\$3,236.00
1/14/2011	Kelly, Hart & Hallman LLP	\$17,185.50
3/7/2011	Kelly, Hart & Hallman LLP	\$20,568.00
5/11/2011	Kelly, Hart & Hallman LLP	\$25,136.50
5/16/2011	Kelly, Hart & Hallman LLP	\$14,854.50
12/7/2010	Legge, Farrow, Kimmit, McGrath & Brown LLP	\$7.00
11/3/2009	Littler Mendelson, P.C.	\$2,500.00
12/16/2009	Littler Mendelson, P.C.	\$3,500.00
9/29/2010	Littler Mendelson, P.C.	\$2,721.39
3/2/2011	Littler Mendelson, P.C.	\$4,494.00
6/7/2011	Littler Mendelson, P.C.	\$2,986.00
11/3/2009	Locke Lord Bissel & Liddell LLP	\$4,892.50
3/3/2010	Locke Lord Bissel & Liddell LLP	\$885.00
12/8/2010	Locke Lord Bissel & Liddell LLP	\$4,662.50
1/7/2011	Locke Lord Bissel & Liddell LLP	\$3,991.81
3/3/2010	McGinnis, Lochridge & Kilgore	\$1,635.56
3/18/2010	McGinnis, Lochridge & Kilgore	\$1,890.00
11/19/2009	Nichamoff & King, P.C.	\$231,691.97
3/18/2010	Rusty Hardin & Associates P.C.	\$196.69
10/14/2010	Rusty Hardin & Associates P.C.	\$84,826.05
11/3/2010	Rusty Hardin & Associates P.C.	\$28,103.80
3/2/2011	Rusty Hardin & Associates P.C.	\$8,684.90
4/11/2011	Rusty Hardin & Associates P.C.	\$21,086.77
5/12/2011	Rusty Hardin & Associates P.C.	\$4,819.71
1/6/2010	Schwartz, Page & Harding, LLP	\$16,447.00
3/18/2010	Sharpe & Oliver, L.L.P.	\$350.00
4/16/2010	Sharpe & Oliver, L.L.P.	\$400.00
6/8/2010	Sharpe & Oliver, L.L.P.	\$85.00
3/14/2011	Shellist Lazarz Slobin LLP	\$17,325.00
11/24/2009	Venable, LLP	\$1,551.23
12/3/2009	Venable, LLP	\$101.92
9/23/2010	Venable, LLP	\$173.81
9/9/2009	Vinson & Elkins, LLP	\$2,033.00
10/7/2009	Vinson & Elkins, LLP	\$39,585.72
11/9/2009	Vinson & Elkins, LLP	\$6,162.82
11/11/2009	Vinson & Elkins, LLP	\$132,696.47
12/2/2009	Vinson & Elkins, LLP	\$66,856.69
12/3/2009	Vinson & Elkins, LLP	\$3,540.00
12/8/2009	Vinson & Elkins, LLP	\$1,169.81
12/9/2009	Vinson & Elkins, LLP	\$918,807.96
12/23/2009	Vinson & Elkins, LLP	\$27,590.68
1/7/2010	Vinson & Elkins, LLP	\$7,396.35
1/26/2010	Vinson & Elkins, LLP	\$6,289.60
2/11/2010	Vinson & Elkins, LLP	\$100,835.02
2/22/2010	Vinson & Elkins, LLP	\$463,239.63
3/2/2010	Vinson & Elkins, LLP	\$649,477.43

Port of Houston Authority
Payments to Outside Counsel
September 2009-June 2011

3/18/2010	Vinson & Elkins, LLP	\$702,881.94
3/18/2010	Vinson & Elkins, LLP	\$1,058,771.03
3/31/2010	Vinson & Elkins, LLP	\$2,275.00
4/13/2010	Vinson & Elkins, LLP	\$3,509.60
4/22/2010	Vinson & Elkins, LLP	\$975.00
5/5/2010	Vinson & Elkins, LLP	\$87,474.76
5/21/2010	Vinson & Elkins, LLP	\$2,973.13
6/29/2010	Vinson & Elkins, LLP	\$16,361.34
7/12/2010	Vinson & Elkins, LLP	\$587,443.15
7/30/2010	Vinson & Elkins, LLP	\$151,196.89
8/4/2010	Vinson & Elkins, LLP	\$3,255.00
9/13/2010	Vinson & Elkins, LLP	\$94,193.50
10/25/2010	Vinson & Elkins, LLP	\$6,667.00
10/28/2010	Vinson & Elkins, LLP	\$206,131.95
11/8/2010	Vinson & Elkins, LLP	\$55,441.54
11/12/2010	Vinson & Elkins, LLP	\$2,198.20
12/8/2010	Vinson & Elkins, LLP	\$10,218.58
12/9/2010	Vinson & Elkins, LLP	\$117,613.41
12/21/2010	Vinson & Elkins, LLP	\$5,570.91
1/11/2011	Vinson & Elkins, LLP	\$46,323.46
3/7/2011	Vinson & Elkins, LLP	\$309,865.50
5/11/2011	Vinson & Elkins, LLP	\$103,731.06
9/2/2010	Yetter, Warden & Coleman, L.L.P.	\$34,507.10
10/6/2010	Yetter, Warden & Coleman, L.L.P.	\$16,251.40
3/2/2011	Yetter, Warden & Coleman, L.L.P.	\$3,555.00
		<hr/>
		\$9,735,902.32

Report Contributors

The following contributed to the completion of this Report:

Harris County Attorney Staff:

Terry O'Rourke, First Assistant County Attorney

Robert Soard, Executive Assistant County Attorney and Chief of Staff

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Christina Coffman, Law Clerk

Tyrone Haynes, Law Clerk

The following outside attorneys reviewed the Report regarding the law and legal conclusions expressed therein but did not participate in the review of the facts:

Robert Heath, Bickerstaff Heath Delgado Acosta LLP

Hank Coleman, Attorney at Law

EMPLOYMENT AGREEMENT



EMPLOYEE: Alec G. Dreyer

ADDRESS: 3418 Nottingham Street
Houston, TX 77005

PHA: PORT OF HOUSTON AUTHORITY OF HARRIS
COUNTY, TEXAS, a governmental subdivision of the
State of Texas

PHA'S
ADDRESS: 111 East Loop North, Houston, Texas 77029
Attn: Chairman

EFFECTIVE DATE: September 28⁹, 2009

TERM: thirty six (36) months

MONTHLY SALARY: Twenty Seven Thousand Eighty Three and 33/100 Dollars
(\$27,083.33)

MINUTE NO.: 2009-0929-43

FILE NO.: .

THIS AGREEMENT (the "Agreement") is entered into as of the Effective Date between PHA and Employee, with reference to the following. Capitalized terms not otherwise defined herein shall have the meanings set forth above.

A. Section 61.174(a) of the Texas Water Code authorizes the Port Commission of the Port Authority (the "Port Commission"), as governing body of the PHA, to employ persons necessary for the "construction, maintenance, operation and development of the business and facilities" of the PHA and to "prescribe their duties and fix their compensation."

B. Chapter 117, Acts of the 55th Legislature Regular Session (1957) (as amended), one of the statutes governing the PHA, contemplates that the Port Commission would hire a general manager.

C. The Port Commission wishes to employ Employee as Executive Director to carry out the duties of general manager of the PHA, and he has agreed and wishes to be employed under the terms and conditions set forth herein.

D. By action at its meeting of September 29, 2009, the Port Commission voted to authorize the execution of a contract of employment with Employee as the Executive Director of the Port Authority and he has agreed to such employment.

NOW, THEREFORE in consideration of the mutual covenants and agreements hereinafter contained and other good and valuable consideration, the parties agree as follows:

1. General Scope and Conditions of Employment.

a. The PHA hereby employs Employee as the Executive Director of the PHA to act and perform and discharge all of the duties, powers, and functions that the Executive Director of the PHA is, or may be authorized to perform, by law or by the direction of the Port Commission; and Employee agrees to serve as such Executive Director as hereinafter provided.

b. Employee shall perform his services hereunder in a good and workmanlike manner, and in compliance with law, and devote his full efforts and time to the performance of his duties under this Agreement.

i. This requirement shall not preclude Employee from engaging in community, civic, charitable, non-profit or religious activities, provided however that Employee shall not participate in any activity for compensation (i) unless the Port Commission determines it will not interfere with the discharge of any of his duties and will not conflict with any interest of the PHA, and (ii) except as specifically provided in Section 1(b)(ii) below. The Port Commission reserves the right to require that Employee terminate any such engagement in outside activity, in the event the Port Commission

thereafter determines it interferes with the discharge of any of Employee's duties or conflicts with any interest of the PHA.

ii. By PHA's approval of this Agreement, the Commission has determined that Employee's service on the boards of directors of Ecoscurities Group PLC ("ECO") and Comverge, Inc. ("COMV") will not interfere with the discharge of any of Employee's duties and will not conflict with any interest of the PHA, on the terms hereinafter provided. Promptly following the Effective Date, Employee shall notify ECO of his resignation from its board of directors, which shall become effective upon the date provided for in the governance documents of ECO, but in any event no later than [January 15, 2010]. Except as provided in Section 1(b)(i) above, Employee may continue to serve on the board of directors of COMV during the term hereof. If that association ends, Employee may serve on another domestic-based board of directors in an industry that does not conflict with the business of the PHA, as approved by the Commission. PHA agrees that Employee may devote ten (10) days per annum to his service on such boards, which may include out-of-town travel, provided such days shall be applied against the vacation time provided in Section 5(a) below.

c. Employee acknowledges receipt of a copy of, and agrees during the term hereof to comply with, the terms and conditions of the PHA's "Conditions of Employment Handbook" (the "Handbook"). Notwithstanding the foregoing, in the case of a conflict between the Handbook and the provisions of this Agreement, this Agreement shall govern.

d. Employee shall qualify for and provide such bonds as may be required by law, and the Transportation Worker Identification Credential (TWIC), the fees for which shall be paid by the PHA.

2. Duties. The Employee shall have the authority to undertake, and shall discharge, the following duties, within the limits prescribed by law:

a. Manage the operations, work, activities and affairs, and properties and facilities of the PHA, as may be directed by the Port Commission, and as required in connection with discharge of his other duties hereunder, including without limitation the following:

i. Employ, supervise, and discharge employees, establish positions and salaries for employees, and authorize other persons to act on his behalf.

ii. Collect the revenues and moneys due the PHA and to deposit them to the accounts of the PHA.

iii. Make purchases and enter into contracts.

iv. Administer the PHA's relations with all public and private bodies, agencies, and associations, and serve such entities in such capacity as may be directed by

the Port Commission, or required in connection with discharge of the duties hereunder.

v. Make such reports to the Port Commission and other authorities as the Port Commission directs, or as required in connection with discharge of the duties hereunder.

vi. Keep and maintain all other records, accounts, books, files, and papers of the PHA, except those pertaining to the duties and functions of the Harris County Treasurer, Harris County Auditor, and Harris County Tax Assessor and Collector.

vii. Sign, attest, certify, or deliver, on behalf of the PHA, agreements, deeds, leases, month-to-month rental agreements, licenses, franchises, permits, minutes, notices, accounts, receipts, invoices, warrants, requisitions, vouchers, checks, records, and other instruments, as required in the lawful and proper discharge of his duties, as may be approved or as directed by the Port Commission, or otherwise pursuant to applicable law.

viii. Perform all other duties of the Executive Director and general manager of the PHA as directed by the Port Commission and required by law.

b. Act as Secretary of the Port Commission and keep the minutes of the Port Commission meetings and furnish copies thereof to each member of the Port Commission and otherwise pursuant to applicable law.

c. Act as Secretary to the Board of Pilot Commissioners, administer the rules and regulations adopted by the Pilot Board, and carry out all other duties of such officer.

d. Act as President of the Port of Houston International Corporation, if so elected by the Board of Directors of the Port of Houston International Corporation, and carry out all the duties of such officer.

e. Act as President of the Port Development Corporation, if so elected by the Board of Directors of the Port Development Corporation, and carry out all the duties of such officer.

f. Perform such other duties and discharge such other authority as the Port Commission may specify from time-to-time.

Any or all of the duties and authorities of Employee specified above or hereafter prescribed by the Port Commission shall be subject to change or cancellation by the Port Commission from time-to-time.

3. Term. Except as hereinafter provided, this Agreement shall commence on the Effective Date and extend for the length of the Term.

a. PHA may terminate this Agreement at any time for cause, in the event the

Port Commission determines that Employee has committed gross negligence or misconduct in carrying out his duties hereunder, has acted dishonestly in any manner with respect to the PHA, or committed a felony or crime involving moral turpitude. If Employee is terminated for cause, his employment and compensation shall immediately cease, and he shall not be entitled to severance pay.

b. PHA may terminate this Agreement any time for convenience, in the event the Port Commission determines to terminate this Agreement for no reason or any reason other than for cause, as provided above.

4. Compensation.

a. During the first year of the Term hereof, PHA shall pay Employee the Monthly Salary as set forth on the first page hereof, from and after the Effective Date, in accordance with the PHA's regular payroll practices.

i. During the second year of the Term hereof, the Monthly Salary shall equal Twenty Nine Thousand One Hundred Sixty Six and 67/100 Dollars (\$29,166.67).

ii. During the third year of the Term hereof, the Monthly Salary shall equal Thirty One Thousand Two Hundred Fifty Dollars (\$31,250.00).

iii. In the event this Agreement is terminated by the PHA for convenience prior to the end of the Term, PHA shall pay Employee severance pay in an amount equal to the Monthly Salary for each month of service hereunder, but no more than six (6) times the Monthly Salary.

b. During the Term hereof, PHA shall provide to Employee all PHA employee benefits currently in existence and as such exist from time-to-time and are generally offered to PHA employees.

c. During the Term hereof, PHA shall provide to Employee long term disability insurance proportionate to the benefit generally offered to PHA employees.

d. During the Term hereof, Employee shall be paid an automobile allowance of Six Hundred Twenty Five Dollars (\$625.00) per month from and after the Effective Date, one-half (1/2) payable every fourteen (14) days, in accordance with the PHA's regular payroll practices. The PHA shall additionally reimburse Employee for all reasonable costs of servicing of such automobile, including, but without limitation to, repairs, maintenance, gasoline, oil, tires, and replacements of all kinds.

e. During the Term hereof, Employee shall be paid a cell phone allowance of One Hundred Fifty Dollars (\$150.00) per month from and after the Effective Date, one-half (1/2) payable every fourteen (14) days, in accordance with the PHA's regular payroll practices.

f. All compensation, including but not limited to the Monthly Salary to be paid to Employee hereunder, shall be subject to income tax withholding and other applicable federal and state taxes.

5. Vacation; Sick Leave; Holidays.

a. Employee shall be entitled to such vacation at full pay as accrues through the term at the annual rate of five (5) weeks per year, subject to the accrual terms provided for in the Handbook. The times for such vacation shall be selected by Employee and approved by the Chairman of the Port Commission. Such annual vacation shall be in addition to those holidays as set forth in Section 5(c) below.

b. Employee shall be entitled to sick leave, on the terms provided for in the Handbook.

c. Employee shall be entitled to PHA-paid holidays, on the terms provided for in the Handbook.

d. Employee shall be entitled to unpaid leave from May 12 through 28, 2010.

6. Expense Reimbursement. The PHA shall reimburse Employee for all reasonable expenses incurred by him in the course of discharge of his duties as Executive Director hereunder, provided Employee shall provide true and correct records of such expenses to the PHA as it may require or as may be required by law, and such expenses are approved by the Chairman of the Port Commission.

7. Indemnification. To the full extent permitted by law, the PHA shall protect, indemnify, hold harmless and assume the defense of Employee from and against any and all liability, damage, cost, or expense arising out of or connected with the exercise by Employee of his duties hereunder, including, but not limited to, judgment, fines and attorneys' fees related to any civil or criminal investigation and litigation resulting from any and all acts performed in the execution of the proper and authorized duties of the Executive Director.

8. Work Product and Information.

a. All reports, data, and other materials produced or developed by Employee during the term hereof, with respect to the business of the PHA, shall be the property of the PHA. Upon request of the PHA, Employee shall deliver all such material, in whatever form, to the PHA. The compensation to be paid Employee hereunder shall be deemed to include payment in full for all such material.

b. Employee shall not disclose to third parties any information obtained from or through PHA, or developed by Employee in connection with his employment hereunder, unless such information is then in the public domain or is required to be

disclosed by Texas law, in which event Employee shall timely notify PHA as applicable; prior to disclosure, in order to allow PHA to take protective measures to prevent such disclosure.

9. Employment at Will. Employee and PHA shall each have the right to terminate this Agreement at any time with or without cause, by providing the other with written notice at least thirty (30) days prior to the effective day of such termination, except as provided in Section 3(a).

10. Assignment. This Agreement and the obligations hereunder may not be assigned by Employee without the prior written consent of PHA, which may be withheld in the sole discretion of the Port Commission.

11. Entire Agreement; Amendments. This Agreement constitutes the entire agreement between the parties and supersedes any prior or contemporaneous communications or agreements, written or oral. Any amendment to this Agreement shall be effective only if it is in writing and signed by all parties hereto.

12. Enforceability. If any provision of this Agreement shall be held invalid or unenforceable, in whole or in part, then such provision shall be deemed to be modified or restricted to the extent and in the manner necessary to render the same valid and enforceable or shall be deemed excised from this Agreement as the case may require, and this Agreement shall be construed and enforced to the maximum extent permitted by law as if such provision had been originally incorporated herein as so modified or restricted or excised, as the case may be.

13. Enforcement of Agreement. Neither any waiver or non-action with respect to any breach by the other party of this Agreement, or the waiver or non-action with respect to any breach of the provisions of similar agreements with other employees, shall be construed to be a waiver of any succeeding breach of such provision, or as a waiver of the provision itself. Should any provision of this Agreement be held to be invalid or unenforceable, such holding shall not invalidate or void the remainder of this Agreement, and those portions held to be invalid or unenforceable shall be revised and reduced in scope so as to be valid and enforceable, or, if such is not possible, then such portion shall be deemed to have been wholly excluded with the same force and effect as if never been included herein.

14. Choice of Law. This Agreement shall be governed by and construed and enforced, in all respects, in accordance with the law of the State of Texas unless preempted by federal law, in which case federal law shall govern.


IN WITNESS WHEREOF, this Agreement has been executed as of the Effective Date.

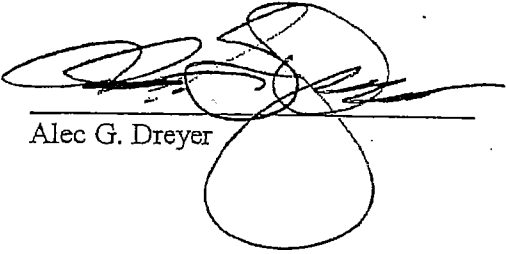
PHA:

EMPLOYEE:

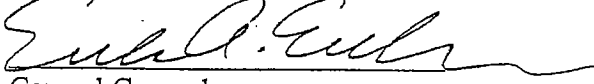
PORT OF HOUSTON AUTHORITY OF
HARRIS COUNTY, TEXAS

By:

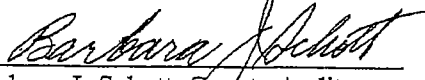
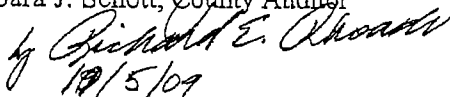

James T. Edmonds
Chairman of the Port Commission


Alec G. Dreyer

APPROVED AS TO FORM:


General Counsel

FUNDS ARE AVAILABLE TO MEET
THIS OBLIGATION WHEN DUE:


Barbara J. Schott, County Auditor
by 
10/5/09

Amendment No. 1 to Employment Agreement between
The Port of Houston Authority and Alec G. Dreyer

This Amendment No. 1 to Employment Agreement (the "Amendment") amends that certain Employment Agreement (the "Agreement") dated September 28, 2009, by and between the Port of Houston Authority of Harris County, Texas ("PHA") and Alec G. Dreyer ("Employee"), with reference to the following.

A. By action at its meeting of September 29, 2009, the Port Commission authorized of an employment agreement with Employee as the Executive Director of the Port Authority, and the PHA and Employee have entered into such agreement.

B. By action at its meeting of January 26, 2010, the Port Commission authorized an amendment to such employment agreement to ratify Employee's appointment as Chief Executive Officer of the PHA.

For good and valuable consideration, the receipt of which is hereby acknowledged, parties agree as follows:

1. Paragraph 1(a) of the Agreement is amended and restated as follows:

The PHA hereby employs Employee as the Chief Executive Officer of the PHA to act and perform and discharge all of the duties, powers, and functions that the Chief Executive Officer, executive director, and general manager of the PHA is, or may be, authorized to perform, by law or by the direction of the Port Commission; and Employee agrees to serve as such Chief Executive Officer as hereinafter provided.

2. Paragraph 2(a)(viii) of the Agreement is amended and restated as follows:

Perform all other duties of the Chief Executive Officer, executive director, and general manager of the PHA as directed by the Port Commission and required by law.

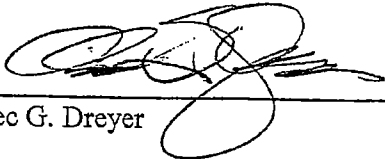
3. Paragraph 6 of the Agreement is amended and restated as follows:

The PHA shall reimburse Employee for all reasonable expenses incurred by him in the course of discharge of his duties as Chief Executive Officer hereunder, provided Employee shall provide true and correct records of such expenses to the PHA as it may require or as may be required by law, and such expenses are approved by the Chairman of the Port Commission.

4. Except as amended by this Amendment, the original Agreement remains in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of January 26, 2010.

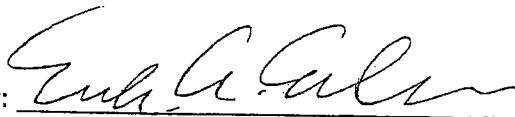
EMPLOYEE:



Alec G. Dreyer

PHA:

PORT OF HOUSTON AUTHORITY OF HARRIS COUNTY, TEXAS

By: 

Erik A. Eriksson
Senior Vice President and General Counsel

