



REQUEST FOR PROPOSAL FOR
OWNER'S COLD STORAGE
INDUSTRY REPRESENTATIVE

Issuance Date May 29, 2026

Deadline for Submission of Questions/Requests for Clarification:

Submit all questions and requests for clarification in writing to:
procurement@portfreeport.com no later than 4:00 p.m. CST on June 19, 2026

Si necesita una copia de este RFP en español, envíe una solicitud por escrito a
procurement@portfreeport.com

PORT COMMISSION

ROB GIESECKE, CHAIRMAN; RUDY SANTOS, VICE CHAIRMAN; KIM KINCANNON, SECRETARY; DAN CROFT, ASST. SECRETARY;
BARBARA FRATILA, COMMISSIONER; RAVI K. SINGHANIA, COMMISSIONER; PHYLLIS SAATHOFF, EXECUTIVE DIRECTOR/CEO

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SECTION 1
RFP FOR OWNER’S COLD STORAGE INDUSTRY REPRESENTATIVE

Port Freeport (“Port”) is seeking proposals from qualified firms who are interested to act as an Owner’s Cold Storage Industry Representative associated with the market development for a Cold Storage Warehouse and Cross-dock (“Cross-Dock #2” or “CD2”). Cross-Dock #2 will be an 84,000 square foot multi-temp warehouse and distribution center offering transloading, cross-docking, short and long-term storage, case pick, pallet modification, quality holds, pool consolidation and distribution, U.S. CBP agricultural inspections, blast freezing, and fumigations. Port Freeport will begin construction on the facility in Q3 2026 and complete approximately 1 year later.

Firms interested in providing this service may obtain a copy of this Request for Proposals (“RFP”) and supplemental information at Port Freeport’s website www.portfreeport.com.

To be considered, three (3) sealed copies of a proposal to provide Owner’s Cold Storage Industry Representative must be received by Port Freeport no later than 4:00 p.m. Central Daylight Time on July 02, 2026, addressed to:

Port Freeport
Phyllis Saathoff
Executive Director & CEO
1100 Cherry St.
Freeport, TX 77541
USA

Port Freeport requests that proposals also be submitted electronically as an attachment to procurement@portfreeport.com. Proposals shall not be faxed to Port Freeport. Port Freeport reserves the right to reject any or all proposals received.

Interested Firms must not attempt to contact Staff members, Port Commissioners, or Agents of, or Advisors to, Port Freeport associated with this RFP to discuss or ask questions about the content of the requestor their submission. Any questions should be submitted in writing to procurement@portfreeport.com. Any such contact may result in the disqualification of the Proposer. Si necesita una copia de este RFP en español, envíe una solicitud por escrito a procurement@portfreeport.com.

BY THE AUTHORITY OF THE PORT COMMISSION OF PORT FREPORT

By: _____
Phyllis Saathoff, CPA, PPM®
Executive Director/CEO

End of Section

SECTION 2 INTRODUCTION AND PROJECT DESCRIPTION

2.01 INTRODUCTION

This Request for Proposals (“RFP”) is for an Owner’s Cold Storage Industry Representative (the “Service”) described in the Project Description below.

2.02 PROJECT DESCRIPTION

Port Freeport received a 2023 Port Infrastructure Development Program Grant for the Velasco Terminal Sustainable Expansion Project. The grant funding shall be used to construct Cross-Dock #2 (“CD2”). CD2 will be a cold storage warehouse and cross-dock able to achieve temperatures of -15°F. Some space in the CD2 facility will be allocated for a United States Customs & Border Protection Agricultural Inspection Center.

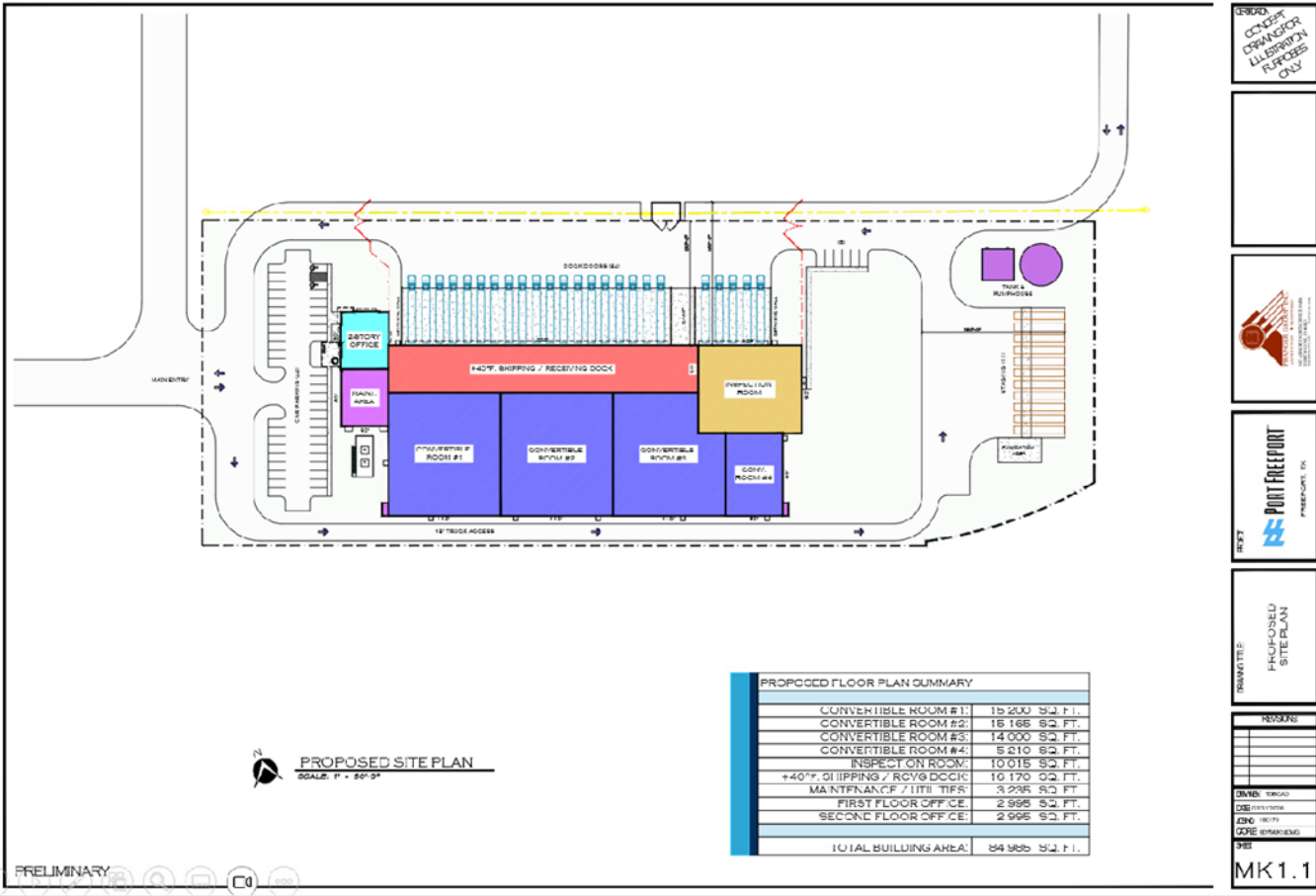
Port Freeport (“Port”) is seeking proposals from qualified firms who are interested to act as an Owner’s Cold Storage Industry Representative associated with the market development for a Cold Storage Warehouse and Cross-dock (“Cross-Dock #2” or “CD2”). CD2 will be an 84,000 square foot multi-temp warehouse and distribution center offering transloading, cross-docking, short and long-term storage, case pick, pallet modification, quality holds, pool consolidation and distribution, U.S. CBP agricultural inspections, blast freezing, and fumigations. Port Freeport will begin construction on the facility in Q3 2026 and complete approximately 1 year later. Port Freeport seeks a qualified firm to act as Owner’s Cold Storage Industry Representative for:

- 1) Identification of potential users for CD2 including importers, exporters and domestic users
- 2) Identification of qualified potential Public Refrigerated Warehouse (“PRW”) Operators for CD2
 - a. Includes meetings and discussions with the PRWs to determine interest and potential fit.
- 3) Assist with drafting/development of the RFP for a Public Refrigerated Warehouse Operator for CD2
- 4) Assistance with management of the RFP response process as needed.
 - a. Includes contacting previously identified interested PRWs to ensure their awareness of the RFP.
- 5) Facilitation of and attendance at PRW lunch and learn and user site visits to Port Freeport including CD2 groundbreaking event.
- 6) Review and evaluation of RFP responses including scoring matrix analysis
- 7) Facilitation of negotiation of contract with the awarded PRW.
- 8) Facilitation and support of the PRW on-boarding planning.
- 9) Implementation of Marketing and Development plan.

A proposed floor plan design of CD2 and its diagram location can be seen in the following pages.

SECTION 2 INTRODUCTION AND PROJECT DESCRIPTION

Diagram 1 – Proposed Floorplan



CONCEPT DRAWING FOR ILLUSTRATION PURPOSES ONLY

PORT FREEPORT
FREEPORT, TX

TRANSMITTED: PROPOSED SITE PLAN

REVISIONS

DATE: 10/20/2016
BY: JDB
CHKD: [Signature]
DATE: 10/20/2016

MK 1.1

**SECTION 2
INTRODUCTION AND PROJECT DESCRIPTION**

Diagram 2 – Diagram Location



End of Section

**SECTION 3
TIMELINE FOR AWARD**

It is the intent of Port Freeport to engage the Owner’s Cold Storage Industry Representative during August 2026. The timeline for an award of the contract for the services outlined in this RFP is as follows:

- | | |
|--|------------------|
| 1. Publication of the RFP | May 29, 2026 |
| 2. Deadline for submitting questions and clarifications | June 19, 2026 |
| 3. Deadline for response to questions | June 26, 2026 |
| 4. Deadline for submitting Proposals | July 02, 2026 |
| 5. Review period for submissions | July 06-10, 2026 |
| 6. Potential Interview Period, if desired (VIRTUAL) | July 13-17, 2026 |
| 7. Recommendation to Port Commission | July 23, 2026 |
| 8. Negotiate and Execute Consultant Agreement | July 27-31, 2026 |

(The above calendar of events is tentative and is subject to change)

End of Section

SECTION 4 INSTRUCTIONS TO PROPOSERS

4.01 Examination of RFP Documents

By submitting a response, the Proposer represents that the Proposer has examined the RFP and any applicable Addenda, and that the Proposer has become familiar with the work required, and that the responding Proposer is capable of performing quality work to successfully achieve the objectives of Port Freeport. Proposers are requested to register by completing the Letter of Intent to Propose (Exhibit A) and submitting to procurement@portfreeport.com prior to June 05, 2026. *Failing to submit a Letter of Intent to Propose will not result in disqualification.*

4.02 Questions, and/or Inquiries and Port Freeport Contact Restrictions

Questions and/or inquiries regarding this RFP shall be submitted to procurement@portfreeport.com and will be responded to from the same email account. Port Freeport's responses to all questions/inquiries shall be available to all registered Proposers who have submitted a Letter of Intent to Propose and shall be distributed to all registered Proposers as questions/inquiries are responded to. Proposers may only rely upon written information provided by Port Freeport to questions or inquiries. Proposers may not rely upon, nor is Port Freeport responsible for, any oral information or instructions provided in reference to the RFP.

Proposers must not attempt to contact Port Freeport Commissioners, staff members, agents of, or advisors to Port Freeport associated with this RFP to discuss or ask questions about the contents of the request or their submission. Any questions should be submitted in writing to procurement@portfreeport.com only. Any such contact may result in the disqualification of the Proposer. To the extent that a Proposer relies upon information obtained from third parties and/or outside of the formal process described above, they do so at their own risk.

4.03 Addenda

If any inquiries or questions, in the opinion of Port Freeport, warrant a modification to this RFP, a written addendum will be prepared and posted as described below and may not result in a direct response to an inquiry or question. Any written addendum issued pertaining to this RFP shall be incorporated into the terms and conditions of any resulting Contract.

In addition, Port Freeport may make changes, additions, or deletions to the requirements in this RFP prior to the submittal date. Any modification will be made by written addendum. Each addendum to this RFP will be shared with any registered proposers to the email address requested by the Proposer in the Proposer's submitted Letter of Intent to Propose.

Port Freeport will not be bound to any modification or deviations from the requirements set forth in this RFP as the result of oral instructions. Proposers submitting a Proposal shall acknowledge

**SECTION 4
INSTRUCTIONS TO PROPOSERS**

receipt of addenda in their submittal. Failure to acknowledge receipt of all addenda may cause a Proposal to be deemed non-responsive. Proposers will be solely responsible for ensuring that all addenda have been received, acknowledged, and incorporated into the submitted Proposal.

4.04 Submission of Proposals

- A. Date and Time.** Proposals shall be submitted on or before 4:00 p.m. CDT on July 02, 2026. Proposals received after the above-specified date and time will not be considered.
- B. Submittal Quantity and Identification of Proposals.** Proposals shall be delivered in person or by courier service. Proposers shall submit three (3) printed copies of the Proposal in a sealed package, bearing the Proposer’s name and address and clearly marked as follows:

**“PROPOSAL FOR OWNER’S COLD STORAGE
INDUSTRY REPRESENTATIVE”**

addressed to Port Freeport’s Executive Director and CEO at the following address:

Port Freeport
Attn: Phyllis Saathoff, Executive Director and CEO,
1100 Cherry St.,
Freeport, TX 77541

Failing to submit printed copies will result in disqualification.

- C. Instructions to Submit Proposal Electronically.** Port Freeport requests Proposers to upload a single electronic file of the complete Proposal package to:procurement@portfreeport.com no earlier than 4:01 pm CDT July 02, 2026, and no later than 5:00 pm CDT on July 03, 2026. Electronic Proposal submission shall be a single file in “pdf” format. The electronic file should not be protected unless the password to access the file is provided in the email transmittal. The electronic copy should clearly identify the Proposer in the file name as follows:

**“COMPANY NAME – OWNER’S COLD STORAGE
INDUSTRY REPRESENTATIVE.pdf”**

It is the Proposer’s sole responsibility to ensure that the Proposal is delivered in the manner addressed in this RFP by the due date and time. Port Freeport will not be responsible for any electronic files submitted that do not transmit or experience issues when accessed or downloaded. *Failing to submit an electronic copy will not result in disqualification.*

SECTION 4
INSTRUCTIONS TO PROPOSERS

D. Acceptance of Proposal

1. Port Freeport reserves the right to accept or reject any or all proposals, waive any informalities or irregularities in the proposals, request additional information or revisions to the proposals, and to negotiate with any or all Proposers.
2. Port Freeport reserves the right to withdraw this RFP at any time without prior notice and Port Freeport makes no representations that any contract will be awarded to any Proposer responding to this RFP.
3. Port Freeport reserves the right to alter the process schedule at any time.
4. Port Freeport reserves the right to issue a new RFP for any or all services listed herein.
5. Proposals submitted are not to be copyrighted.
6. Port Freeport reserves the right to require confirmation of information furnished by any Proposer and/or request any Proposer to provide additional evidence of qualifications to successfully perform the work.

4.05 Confidential Status and Disclosure of Proposal Contents

As a political subdivision of the State of Texas, Port Freeport is subject to the Texas Public Information Act (“the Act”), Chapter 552 of the Texas Government Code, and has no authority to enter into a confidentiality agreement in contravention of the Act in response to any public information requests under the Act that are submitted during the RFP process. Port Freeport shall deem and argue to the State Attorney General that all Proposals submitted in response to the RFP are confidential under the Act; however, once the RFP process has concluded, this exception will no longer apply.

Proposers should be aware that the Texas Attorney General may determine whether full or partial disclosure is required for information deemed to be confidential or proprietary by a Proposer. It is the sole obligation of the Proposer to advocate for the confidential or proprietary nature of any information provided in or along with its Proposal. Port Freeport shall not advocate for the confidentiality of the Proposers’ information to the Texas Attorney General or to any other person or entity. Port Freeport shall, pursuant to the Act, make a good faith effort to notify the Proposer, upon receipt of any public information request involving a submitted Proposal after the conclusion of the RFP process.

For any such request, the Proposer will be responsible for submitting written justification to the

SECTION 4 INSTRUCTIONS TO PROPOSERS

State Attorney General detailing why particular information should be withheld, such as the exception applicable to certain commercial information. In order to ensure its ability to claim exemption from the release of information contained in a submitted Proposal, the Proposer should clearly designate within its Proposal and accompanying materials any information that it believes to be exempt from disclosure and provide legal justification for each instance. Information that is considered should be easily separated from the remainder of the RFP. Marking the whole Proposal “Confidential” is not acceptable.

By submitting a Proposal, the Proposer acknowledges its understanding and agreement that Port Freeport shall have no liability to the Proposer or any other person or entity for any disclosure of information made in accordance with the Act.

Further, publicity or news releases pertaining to the RFP, responses to this RFP, or discussions of any kind related to the RFP, or response documents may not be released without prior written approval of Port Freeport. This section applies regardless of whether or not a contract is awarded as a result of this RFP.

4.06 Pre-Contractual Expenses

Port Freeport shall not, in any event, be liable for any pre-contractual expense incurred by Proposer in the preparation of the proposal. Pre-contractual expenses are defined as expenses incurred by Proposer in:

- A. Preparing its proposal in response to this RFP.
- B. Submitting its proposal to Port Freeport
- C. Negotiating with Port Freeport on any matter related to its proposal.
- D. Travel expenses resulting from potential interviews for shortlisted candidates.
(Interviews will be virtual)
- E. Any other expenses incurred by Proposer prior to the date of the award or an agreement resulting from this RFP.

4.07 Conflict of Interest

The Proposer is required to complete the Conflict-of-Interest Form attached as Exhibit B and submit it within the Proposal (on Proposer’s Letterhead).

SECTION 4
INSTRUCTIONS TO PROPOSERS

4.08 Texas Ethics Commission Rules

The successful Proposer will be required to comply with the provisions of Section 2252.908 of the Texas Government Code and Chapter 46 of the Texas Ethics Commission Rules by preparing and submitting.

Texas Form 1295, “Certificate of Interested Parties” and submitting the signed form to Port Freeport at the time the contract is executed for any agreement that requires Approval of the Port Commission. The successful Proposer will be required to submit the Texas Form 1295 using Port Freeport provided project number and description in Box 3 on the form.

Information on Form 1295 and associated code and rules can be found at:

<https://www.ethics.state.tx.us>

4.09 Agreement

It is anticipated that the Agreement resulting from this solicitation, if awarded, will be a Consultant Agreement between Port Freeport and the selected Proposer on Port Freeport’s standard form which is available on request.

End of Section

SECTION 5 PROPOSAL CONTENT

5.01 Proposal Content Submittals

Respondents are asked to furnish Port Freeport with three (3) bound copies of its proposal along with an uploaded electronic version of said proposal and all addenda.

Proposals shall be typed and submitted on 8 ½ inch by 11-inch size paper, using a single method of fastening. Elaborate promotional material is not requested and should not be included. Lengthy narrative is discouraged, and proposals should be brief, clear and concise.

Submittals shall be limited to 35 total pages, excluding resumes, exhibits, appendices and copies of existing documents or forms.

To expedite proposal evaluation and to assure that each proposal receives the same orderly review, all proposals must follow the format described in this section. Proposals shall include a Table of Contents and all sections and pages appropriately numbered. Proposals shall contain all elements of information requested without exception. Instructions regarding the required scope and content of the proposal are given in this section. Port Freeport reserves the right to include any part of the selected proposal response in the final contract.

Within the Proposal, please include the following information that is preceded by a Table of Contents which specifies page numbers:

- A. Letter of Transmittal. A Letter of Transmittal shall be addressed to Phyllis Saathoff, Executive Director and CEO, and must, at a minimum, contain the following information:
1. Identification of Proposer who will have contractual responsibility with Port Freeport. Identification shall include the legal name of company, its corporate address, its telephone number and the email address of the Proposer's contact person;
 2. Proposed working relationship between Proposer and any subcontractor(s), if applicable;
 3. Acknowledgment of receipt of all addenda, if any;
 4. A statement to the effect that the proposal shall remain valid for a period of not less than 90 days from the date of submittal;
 5. Statement attesting that all information submitted with the proposal is true and correct.
 6. Signature of the official authorized to bind Proposer to the terms of the proposal;
 7. Letter of Transmittal shall not exceed two (2) pages in length.

SECTION 5 PROPOSAL CONTENT

B. Introduction and Executive Summary. An Executive Summary should be prepared describing the major facts or features of the proposal, the attributes of the Proposal that set it apart from all others and any conclusions, assumptions, and generalized recommendations the Proposer desires to make. Proposers are requested to make every effort to limit the length of the Executive Summary to a maximum of two (2) pages.

C. Company Profile. Provide the information listed below relative to the Proposer's firm. If the Proposer chooses to subcontract some of the proposed work to another firm(s), similar information must be provided for each subcontractor. Proposers are requested to limit the length of each Company Profile to one (1) page per firm.

1. Name of firm and business address, including telephone number(s).
2. Year established (include former firm names and year established, if applicable).
3. Type of ownership and parent company, if any.
4. Proposal Manager's name, address, telephone, e-mail, if different from firm listed in (1).

D. Project Understanding and Firm/Team Background. (Limited to four pages)

1. Project Understanding: Provide a demonstration of the understanding of the Project needs through the design and project implementation process. Outline a general approach for implementation.
2. Firm/Team Background: Outline the members of the firm and their representative experience and qualifications related to the Project.

E. Resources and Staff. (Limit to five pages)

1. Overview of the ability of the firm to staff the Project with qualified personnel and their relationship to the Project. Utilize reduced resumes to meet the page limit.

F. Examples of Experience and References (Limit to eight pages).

1. Eight (8) relevant projects completed in the last five (5) years, similar in scope to this Project that best illustrates the firm's capabilities and timeliness of completing work, including demonstrated experience relevant to the following:
 - a) Design of cold storage facilities

**SECTION 5
PROPOSAL CONTENT**

- b) Operation of cold storage facilities
 - c) Consulting for a public refrigerated warehouse operator
 - d) Consulting for a cold storage warehouse user
 - e) Cold chain management and logistics
 - f) Perishable food handling and logistics
 - g) Consulting for a public port authority related to cold warehousing.
2. Provide relevant experience with Port Freeport
 3. Provide reference contacts, including names and email addresses.

G. Proposers Fee.

1. Proposers are requested to address the following specifically and succinctly:
2. Lump sum monthly fee to perform the Services based on the elements outlined in the Project Description.
3. Travel fees to include (1) One Project Kick-off, (1) Attendance to Groundbreaking Event, (1) One Lunch and Learn Event, (1) One Interview Day with the shortlisted operators, (1) One Ribbon Cutting Event. All travel will be to/from Port Freeport or the Brazosport Area.
4. Port Freeport anticipates the construction of CD2 to start in Q3 2026 and complete in approximately (1) one year later. This should not be construed as a guaranteed contract term.

H. Conflicts. Port Freeport is interested in understanding any potential conflicts of interest if the Proposer is awarded the opportunity to perform the Services. Proposers should describe how work performed for or with any entity could be perceived as a conflict in any way and describe how a conflict or the appearance of a conflict will be handled if either were to arise.

For clarity, Proposers to this RFP, if awarded, shall not be considered candidates for the eventual RFP for Cross-Dock #2 Operator, due to potential conflict of interest.

I. Appendices. Information considered by the Proposer to be pertinent to this RFP and which has not been specifically solicited in any of the foregoing sections may be placed in a separate appendix section. Proposers are cautioned, however, that this does not constitute an invitation to submit large amounts of extraneous materials. Appendices must be relevant and brief.

J. Exceptions and Deviations. State any exceptions or deviations from the requirements of this RFP. Where the Proposer wishes to propose alternative approaches to meeting Port

SECTION 5
PROPOSAL CONTENT

Freeport's requirements, these shall be thoroughly explained.

End of Section

**SECTION 6
EVALUATION AND AWARD**

6.01 Evaluation Criteria

Proposals shall be evaluated by Port Freeport’s evaluation team and shall be based upon the responses in Section 5 and weighted as listed in this section. Although some of the criteria may be given more weight than others, each Proposer is expected to provide Port Freeport with a comprehensive proposal that allows Port Freeport to do a complete evaluation against the criteria.

A. Pass/Fail Criteria

1. Compliance with the provision of the requested information as stipulated in the instruction to Proposers, including the required federal forms and suspension and debarment by federal and state agencies.

B. Scoring Criteria

1. Proposals which comply with the above criteria will be evaluated based upon consideration of the criteria below.

Criteria	Points
Firm’s Team, Background, Resources and Staff	40
Financial Proposal	35
Examples of Relevant Experience	10
Relevant Experience with Port Freeport	10
References	5
Total	100

2. Scores may be adjusted by the Selection Committee following interviews for those firms invited to interview.
3. Fee Proposal score will be based on a weighted scale with the lowest fee receiving the highest score and other fees receiving the scores proportionate to the lowest fees.

6.02 Evaluation Procedure

The Evaluation Committee will be comprised of Port Freeport Staff. The Evaluation Committee

SECTION 6 EVALUATION AND AWARD

members will review and evaluate the proposals based on the evaluation criteria outlined herein. The Evaluation Committee will recommend to the Port Commission the Proposer whose proposal is most qualified and whose proposal is deemed to be most advantageous to Port Freeport.

6.03 Interviews and Short Listing

Port Freeport reserves the right to conduct virtual interviews with Proposers (either all or a short list) or to proceed with the evaluation process without conducting interviews. The purpose of interviews, if conducted, would be to allow Proposers the opportunity to clarify and expand upon aspects of their proposal. Interviews also present an opportunity to evaluate key personnel and discuss and clarify written proposals. Although not expected Proposer(s) (either all or a short list) may be subsequently re-interviewed for final evaluation.

Proposers who submit a proposal in response to this RFP shall be notified (by email) of the selection for shortlist and invitation (if any) to interview with Port Freeport Evaluation Committee.

6.04 Selection and Negotiation

Port Freeport may negotiate contract terms with the selected Proposer prior to award and expressly reserves the right to negotiate with several Proposers simultaneously. However, since the selection and award may be made without discussion or interview with any Proposer, the proposal submitted should contain the Proposer's most favorable terms and conditions.

6.05 Notification of Award

Proposers who submit a proposal in response to this RFP may be notified by email or by telephone regarding the Firm who was awarded the contract. Port Freeport shall endeavor to make such notification within seven (7) days of the date of the contract award.

End of Section

EXHIBIT A
LETTER OF INTENT TO PROPOSE

Port Freeport
Phyllis Saathoff
Executive Director & CEO
1100 Cherry St.
Freeport, TX 77541
USA

Reference: RFP for Owner's Cold Storage Industry Representative

This is to notify you that it is our present intent to {submit /*not submit} information in response to the above referenced RFP. The Individual to whom all information regarding this RFP should be transmitted is:

Name: _____

Address: _____

City, State, & Zip: _____

Phone Number: _____ Fax Number: _____

Email address _____

*If declining to propose, please state reason(s) why:

Sincerely,

Name (Signature)

Typed Name

Company Name

Phone

Email

EXHIBIT B
CONFLICT OF INTEREST STATEMENT

(Proposing Entity) acknowledges that the Port is a governmental authority and, as such, the Port is firmly committed to making any business decisions based solely on evaluation of offers that the Port believes will provide the Port the best value and greatest return. Basic business integrity dictates that the Port's business decisions be objective, be in the best interest of the Port, and be in no way connected to or influenced by any other relationship. The undersigned, as a duly authorized representative of the Proposing Entity represents, warrants and certifies on behalf of the Proposing Entity that (a) Proposing Entity has not directly or indirectly paid, offered, promised to pay, contributed, or promised to contribute any money or any other thing of value or benefit (including employment, contracts or subcontracts relating to Proposing Entity's business) to any Commissioner, official or employee of the Port, (b) no Commissioner, official or employee of the Port has (directly or indirectly) solicited any such payment or contribution, and (c) Proposing Entity does not have any Relationship (as that term is hereinafter defined) with any Commissioner, official or employee of the Port. For the purposes of this Contract, a Relationship is defined as (1) a Commissioner, official or employee of the Port or an affiliate of a Commissioner, official or employee of the Port owns ten percent (10%) of the ownership of the Proposing Entity or ownership in the Proposing Entity with a fair market value of \$15,000 or more; or (2) a Commissioner, official or employee of the Port or an affiliate of a Commissioner, official or employee of the Port has an employment or other business relationship with the Proposing Entity that results in taxable income or receipt of something of value by a Commissioner, official or employee of the Port or an affiliate of a Commissioner, official or employee of the Port; or (3) a Commissioner, official or employee of the Port or an affiliate of a Commissioner, official or employee of the Port receives one or more gifts from the Proposing Entity that have a total value of more than \$250 in one 12-month period. An "affiliate" of a person is (1) a family member of the person, related within the first degree by consanguinity or affinity, as defined by Subchapter B, Chapter 573 of the Texas Government Code, or (2) an entity owned in whole or in part by the person or by a family member of the person related within the first degree by consanguinity or affinity. The representations, warranties and certifications made in this statement are ongoing and will remain in effect for the term of this Contract. If any of the representations, warranties or certifications made by Proposing Entity herein cease to be correct during the term of this Contract, and in any event prior to making any payment or contribution to or forming a Relationship with a Commissioner, official or employee of the Port, Proposing Entity will notify the Port by filing a written statement with the Secretary of the Port Commission through the office of the Executive Port Director.

Proposing Entity will be in default under the terms of this Contract if (i) any of the representations, warranties or certifications made herein are false or misleading in any material respect as of the effective date, (ii) Proposing Entity fails to disclose any matter required to be disclosed hereunder, or (iii) Proposing Entity makes a payment or contribution to a Commissioner, official or employee of the Port without first disclosing the nature of the payment to be made as provided herein.

EXHIBIT B
CONFLICT OF INTEREST STATEMENT

Authorized Representative Signature

Printed Name

Date