

**UNANIMOUS WRITTEN CONSENT  
(IN LIEU OF ANNUAL MEETING)  
OF SHAREHOLDERS OF  
PORT LAVACA CHANNEL AND DOCK COMPANY**

The undersigned, the sole shareholder of Port Lavaca Channel and Dock Company (the "Corporation"), in accordance with Section 6.201 of the Texas Business Organizations Code, hereby adopt the following written consent.

WHEREAS, the person signing this consent is the shareholder entitled to vote at the Corporation's 2023 annual shareholder meeting and on the following resolutions; and

WHEREAS, the undersigned desires to take advantage of the provisions of Section 6.201 of the Texas Business Organizations Code, and execute a written consent in lieu of formally holding the annual shareholder's meeting and agree that the adoption of the following resolutions shall be valid and have the same force and effect as though such resolutions had been adopted at a formal annual shareholder's meeting; therefore, be it:

RESOLVED, that all proceedings of the Shareholder and all actions taken by the Board of Directors and officers of this Corporation reported to the undersigned are approved and ratified as being actions taken by this Corporation, on behalf of this Corporation, and for the benefit of this Corporation.

RESOLVED, that the financial, operating and other reports concerning the Corporation presented to the undersigned are approved and ratified.

RESOLVED, that Jerry Smith is no longer serving as City Council Member and as such, has resigned his position; and Daniel Aguirre is now the Council Member serving for that District.

RESOLVED, that Jack Whitlow, Mandy Grant, Daniel Aguirre, Tim Dent, Allen Tippit, Rosie Padron, Jim Ward and Ken Barr are continued as Directors of the Corporation.

RESOLVED, that this written consent shall have the same force and effect as a formal annual meeting for all purposes, including but not limited for the purpose of complying with Section 21.351 of the Texas Business Organizations Code.

The undersigned direct that this written consent may be executed in multiple counterparts, all of which shall be considered originals and that this written consent, including multiple counterparts, be filed with the minutes of the proceedings of the shareholder of the Corporation.

DATED to be effective on June 12, 2023.

CITY OF PORT LAVACA

By: \_\_\_\_\_  
Jack Whitlow, Mayor

**UNANIMOUS WRITTEN CONSENT  
(IN LIEU OF ANNUAL MEETING)  
OF THE BOARD OF DIRECTORS OF  
PORT LAVACA CHANNEL AND DOCK COMPANY**

The undersigned, directors of Port Lavaca Channel and Dock Company, (the "Corporation"), in accordance with Sections 6.201 and 21.415 of the Texas Business Organizations Code, hereby adopt the following unanimous written consent.

WHEREAS, the persons signing this consent are all the directors entitled to vote at the Corporation's 2023 annual Board of Directors' meeting and on the following resolutions; and

WHEREAS, the undersigned desire to take advantage of the provisions of Section 6.201 of the Texas Business Organizations Code, and execute a unanimous written consent in lieu of formally holding the annual Board of Directors' meeting and agree that the adoption of the following resolutions shall be valid and have the same force and effect as though such resolutions had been adopted at a formal annual Board of Directors' meeting; therefore, be it:

RESOLVED, that all actions taken by the officers of the Corporation reported to the undersigned, are approved and ratified as being actions taken by this Corporation, on behalf of this Corporation, and for the benefit of this Corporation.

RESOLVED, that the financial, operating and other reports concerning the Corporation presented to the undersigned are approved and ratified.

RESOLVED, that the following persons are elected as officers of the Corporation:

<b>Office</b>	<b>Name</b>
President	Jack Whitlow
Secretary	Mandy Grant

RESOLVED, that each director shall serve so long as he/she serves on the City Council of the City of Port Lavaca and/or is employed by the City of Port Lavaca. If a director no longer serves as a council member or employee, he/she automatically resigns their position.

RESOLVED, that this unanimous written consent shall have the same force and effect as a formal annual Board of Directors' meeting for all purposes.

The undersigned direct that this unanimous written consent may be executed in multiple counterparts, all of which shall be considered originals and that this unanimous written

consent, including multiple counterparts, be filed with the minutes of the proceedings of the Board of Directors of the Corporation.

DATED to be effective on June 12, 2023.

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Jack Whitlow

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Mandy Grant

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Daniel Aguirre

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Tim Dent

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Allen Tippit

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Rosie Padron

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Jim Ward

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Ken Barr