

A G E N D A

FORT SMITH PORT AUTHORITY

MEETING – Thursday, July 25, 2013
Fort Smith Administrative Offices
623 Garrison Ave, Rm #326
Fort Smith, Arkansas

TIME: 11:30 a.m.

1. Call to order – Larry Combs, Chair
2. Roll Call
3. Approve minutes of meeting of April 22, 2013
4. Reports:
 - a. Tonnage Report, Previous Quarter Activity
 - b. Financial Report
 - c. Operator's Report: Projects, operations, customers, issues, requests, etc.
5. Unfinished Business:
 - a. None
6. New Business:
 - a. Discussion related to rail improvements and bulk storage needs at the port property at 200 Navy Road.
7. Other discussion items.
8. Next meeting: October 17, 2013
9. Adjourn

City of Fort Smith
Port Authority Meeting
12:00 Noon, Monday, April 22, 2013
City of Fort Smith Administrative Offices
623 Garrison Avenue, Fort Smith, Arkansas

MINUTES

The Fort Smith Port Authority held its regular quarterly meeting at 12:00 Noon on April 22, 2013 at the City of Fort Smith's Administrative Offices, Room 326, 623 Garrison Avenue, Fort Smith, Arkansas.

The meeting was called to order by Chairperson Larry Combs, and a quorum was noted present. Port Authority members present were Larry Combs, Eddie Norman, Bob Worley, Jeff Taake, and Dustin Collyge. Others present were Marty Shell and Wesley Daniels of Five Rivers Distribution, and Jeff Dingman of the City of Fort Smith.

Dustin Collyge introduced himself as the newly appointed member of the Port Authority, and was welcomed by the other members. Mr. Collyge was appointed by the city Board of Directors at their February 19 meeting to complete a vacated term and to then serve a full term.

Mr. Norman moved approval of the minutes of the January 17, 2013 meeting. Mr. Worley seconded and the motion carried by unanimous vote.

Mr. Shell of Five Rivers Distribution delivered the tonnage report for the First Quarter of 2013. Mr. Shell reviewed materials and tonnage reports for January, February, and March through the Ports of Fort Smith and Van Buren as provided to the members in their meeting packet. A total of 120,976 tons of product moved through the Ports of Fort Smith and Van Buren in the First Quarter 2013, compared to 59,512 tons during the same period last year. Mr. Shell noted that business moving coal was strong for this first quarter. Mr. Taake moved acceptance of the tonnage report, Mr. Norman seconded and the motion carried by unanimous vote.

Mr. Dingman reviewed the financial report for the First Quarter, showing the summary of tonnage indicated above and associated revenues (from rent & royalties) and expenses to date. The Port Authority received \$5,656.02 from the operator for rent and royalties for the quarter. To date, the Port Authority has unencumbered cash on hand of \$19,840.99. Mr. Dingman also reviewed the accounting of capital investment made by Five Rivers and associated reimbursement by the Port Authority. To date, Five Rivers has invested \$114,867.86 in improvements to the port facility. The Port Authority has reimbursed \$37,387.29 to date, including \$1,885.34 for the 1Q 2013, and still owes Five Rivers \$77,480.57. Mr. Worley moved acceptance of the financial report, Mr. Taake seconded and the motion carried unanimously.

The Chair asked Mr. Shell for the operator's report. Mr. Shell reiterated the increase in coal traffic, particularly in February, as coal was moved from storage to market. This accounted for a significant increase to February's tonnage numbers. A new customer was brought on board in March moving livestock feed. There has been an uptick in business related to alternative chicken feed products, including offgrade wheat, cottonseed hulls, and DDG's. Mr. Shell reported that he is watching what happens with Gerdeau (MacSteel), in anticipation of possible increase in business moving scrap metal if Gerdeau is able to increase production in its facility as has been reported.

Mr. Worley asked Mr. Shell about the facility at Navy Road, particularly if there are maintenance or facility issues that need to be addressed. Mr. Shell reported that the rail track within the Navy Road facility will need attention very soon. The rail getting to the property has all been upgraded or repaired, but the track within the facility itself, installed in the early 1970's, is sinking into the ground. He suspects that approximately 300 yards of track needs to be rehabilitated, that at least 60% or more of the ties are bad and need to be replaced. After some group speculation as to what the costs of repair would be, the Port Authority asked Mr. Shell to contact three or four railroad contractors for quotes on performing the necessary repairs, and report his findings at the next regular meeting.

There was no Unfinished Business noted on the agenda. Under New Business, Mr. Dingman noted that the first five year term of the 2008 Operator Agreement with Five Rivers Distribution was set to expire in June, 2013, and that Mr. Shell of Five Rivers had asked to exercise the first (of two) five year extension as provided in the aforementioned Operator Agreement. A Resolution acknowledging and approving the Operator's exercise of its five year renewal option through June 30, 2018 was presented for the Port Authority's consideration.

Mr. Shell noted that Five Rivers Distribution, LLC anticipates continuing its good relationship with the Fort Smith Port Authority, and asked that, in addition to acknowledgment of the Operator's five-year option, that the Port Authority consider altering the 2008 Operator Agreement by adding two additional 5-year Operator Options, which could carry the Operator Options through June, 2033 in five year increments. The Port Authority membership generally agreed that the relationship with the Operator has been good since its inception in 2008, but also discussed the relationship with the previous port operator and the difficulty that was involved in removing that operator from a long-term contract when the relationship soured.

After discussion, the Port Authority agreed to amend the proposed Resolution to acknowledge the five year option as requested and to supplement the Operator Agreement with a provision for one additional five-year Operator Option for renewal. Mr. Worley moved approval of the Resolution as amended, Mr. Norman seconded, and the motion carried by unanimous vote. Mr. Dingman was asked to assemble the necessary documents for the Operator Agreement amendment and forward to Mr. Combs & Mr. Shell for signature.

The next meeting of the Port Authority will be held July 18, 2013, with the location to be determined. There being no further business, the meeting adjourned at approximately 12:35 p.m.

Respectfully submitted,



Jeff Dingman
Deputy City Administrator
City of Fort Smith, Arkansas

**FIVE RIVERS DISTRIBUTION - PORT OF FORT SMITH
TONNAGE REPORT**

Date: April 2013

Pay to: City of Fort Smith

PORT	DATE RECD.	COMMODITY	RECD. VIA	LOAD WT	TONS	
RECEIVED VIA TRUCKS						RATE (\$.1178 PNT)
FSPT	04/01-30/13	Steel	Truck	2,914,262	1,457.1310	171.65
				TOTALS	2,914,262	1,457.1310
RECEIVED VIA TRUCKS						RATE (\$.0522 PNT)
FSPT	04/01-30/13	Corn	Truck	0	0.0000	0.00
				TOTALS	0	0.0000
RECEIVED VIA RAIL						RATE (\$.1178 PNT)
FSPT	04/01-30/13	Steel	Rail Cars	1,088,640	544.3200	64.12
				TOTALS	1,088,640	544.3200
RECEIVED VIA RAIL						RATE (\$.1178 PNT)
FSPT	04/01-30/13	Lumber	Rail Cars	460,000	230.0000	27.09
				TOTALS	460,000	230.0000
RECEIVED VIA RAIL						RATE (\$.0522 PNT)
FSPT	04/01-30/13	Phosphate	Rail Cars	2,199,000	1,099.5000	57.39
				TOTALS	2,199,000	1,099.5000
RECEIVED VIA RAIL						RATE (\$.0522 PNT)
FSPT	04/01-30/13	Hominy Feed	Rail Cars	184,000	92.0000	4.80
				TOTALS	184,000	92.0000
RECEIVED VIA RAIL						RATE (\$.1178 PNT)
FSPT	04/01-30/13	Scrap Iron	Rail Cars	2,511,060	1,255.5300	147.90
				TOTALS	2,511,060	1,255.5300
SHIPPED VIA BARGE						RATE (\$.1178 PNT)
FSPT	04/01-30/13	Scrap Iron	Barge	2,833,696	1,416.8480	166.90
				TOTALS	2,833,696	1,416.8480
SHIPPED VIA RAIL						RATE (\$.1178 PNT)
FSPT	04/01-30/13	Rock	Rail Cars	0	0.0000	0.00
				TOTALS	0	0.0000
RECEIVED VIA BARGE						RATE (\$.1178 PNT)
FSPT	04/01-30/13	Alloys	Trucks	0	0.0000	0.00
				TOTALS	0	0.0000
RECEIVED/SHIPPED VIA BARGE						RATE (\$.0522 PNT)
FSPT	04/01-30/13	Prilled Urea	Barge	3,254,478	1,627.2390	84.94
FSPT	04/01-30/13	Mag. Oxide	Barge	0	0.0000	0.00
FSPT	04/01-30/13	Magnachem Ore	Barge	0	0.0000	0.00
FSPT	04/01-30/13	DDG	Barge	0	0.0000	0.00
FSPT	04/01-30/13	Corn	Barge	0	0.0000	0.00
				TOTALS	3,254,478	1,627.2390
SHIPPED VIA BARGE						RATE (\$.0522 PNT)
FSPT	04/01-30/13	Coal	Barge	0	0.0000	0.00
				TOTALS	0	0.0000

04/30/13 TOTAL DUE CITY OF FORT SMITH FOR FSPT TONNAGE

724.81

**FIVE RIVERS DISTRIBUTION - PORT OF FORT SMITH
TONNAGE REPORT**

Date: May 2013

Pay to: City of Fort Smith

PORT	DATE RECD.	COMMODITY	RECD. VIA	LOAD WT	TONS	
RECEIVED VIA TRUCKS						RATE (\$.1178 PNT)
FSPT	05/01-31/13	Steel	Truck	2,478,833	1,239.4165	146.00
				TOTALS	2,478,833	1,239.4165
RECEIVED VIA TRUCKS						RATE (\$.0522 PNT)
FSPT	05/01-31/13	Corn	Truck	0	0.0000	0.00
				TOTALS	0	0.0000
RECEIVED VIA RAIL						RATE (\$.1178 PNT)
FSPT	05/01-31/13	Steel	Rail Cars	1,762,210	881.1050	103.79
				TOTALS	1,762,210	881.1050
RECEIVED VIA RAIL						RATE (\$.1178 PNT)
FSPT	05/01-31/13	Lumber	Rail Cars	0	0.0000	0.00
				TOTALS	0	0.0000
RECEIVED VIA RAIL						RATE (\$.0522 PNT)
FSPT	05/01-31/13	Phosphate	Rail Cars	1,603,650	801.8250	41.86
				TOTALS	1,603,650	801.8250
RECEIVED VIA RAIL						RATE (\$.0522 PNT)
FSPT	05/01-31/13	Grain Screenings	Rail Cars	669,090	334.5450	17.46
				TOTALS	669,090	334.5450
RECEIVED VIA RAIL						RATE (\$.1178 PNT)
FSPT	05/01-31/13	Scrap Iron	Rail Cars	4,216,580	2,108.2900	248.36
				TOTALS	4,216,580	2,108.2900
SHIPPED VIA BARGE						RATE (\$.1178 PNT)
FSPT	05/01-31/13	Scrap Iron	Barge	0	0.0000	0.00
				TOTALS	0	0.0000
SHIPPED VIA BARGE						RATE (\$.1178 PNT)
FSPT	05/01-31/13	Alloys	Barge	2,928,180	1,464.0900	172.47
				TOTALS	2,928,180	1,464.0900
RECEIVED VIA BARGE						RATE (\$.1178 PNT)
FSPT	05/01-31/13	Alloys	Trucks	0	0.0000	0.00
				TOTALS	0	0.0000
RECEIVED/SHIPPED VIA BARGE						RATE (\$.0522 PNT)
FSPT	05/01-31/13	Prilled Urea	Barge	0	0.0000	0.00
FSPT	05/01-31/13	Mag. Oxide	Barge	0	0.0000	0.00
FSPT	05/01-31/13	Magnachem Ore	Barge	0	0.0000	0.00
FSPT	05/01-31/13	DDG	Barge	0	0.0000	0.00
FSPT	05/01-31/13	Corn	Barge	0	0.0000	0.00
				TOTALS	0	0.0000
SHIPPED VIA BARGE						RATE (\$.0522 PNT)
FSPT	05/01-31/13	Coal	Barge	0	0.0000	0.00
				TOTALS	0	0.0000

05/31/13 TOTAL DUE CITY OF FORT SMITH FOR FSPT TONNAGE

729.94

**FIVE RIVERS DISTRIBUTION - PORT OF FORT SMITH
TONNAGE REPORT**

Date: June 2013

Pay to: City of Fort Smith

PORT	DATE RECD.	COMMODITY	RECD. VIA	LOAD WT	TONS	
RECEIVED VIA TRUCKS						RATE (\$.1178 PNT)
FSPT	06/01-30/13	Steel	Truck	2,527,158	1,263.5790	148.85
				TOTALS	2,527,158	1,263.5790
RECEIVED VIA TRUCKS						RATE (\$.0522 PNT)
FSPT	06/01-30/13	Corn	Truck	0	0.0000	0.00
				TOTALS	0	0.0000
RECEIVED VIA RAIL						RATE (\$.1178 PNT)
FSPT	06/01-30/13	Steel	Rail Cars	1,083,647	541.8235	63.83
				TOTALS	1,083,647	541.8235
RECEIVED VIA RAIL						RATE (\$.1178 PNT)
FSPT	06/01-30/13	Lumber	Rail Cars	0	0.0000	0.00
				TOTALS	0	0.0000
RECEIVED VIA RAIL						RATE (\$.0522 PNT)
FSPT	06/01-30/13	Phosphate	Rail Cars	1,596,600	798.3000	41.67
				TOTALS	1,596,600	798.3000
RECEIVED VIA RAIL						RATE (\$.0522 PNT)
FSPT	06/01-30/13	Grain Screenings	Rail Cars	0	0.0000	0.00
				TOTALS	0	0.0000
RECEIVED VIA RAIL						RATE (\$.1178 PNT)
FSPT	06/01-30/13	Scrap Iron	Rail Cars	1,325,200	662.6000	78.05
				TOTALS	1,325,200	662.6000
SHIPPED VIA BARGE						RATE (\$.1178 PNT)
FSPT	06/01-30/13	Scrap Iron	Barge	0	0.0000	0.00
				TOTALS	0	0.0000
SHIPPED VIA BARGE						RATE (\$.1178 PNT)
FSPT	06/01-30/13	Alloys	Barge	2,943,880	1,471.9400	173.39
				TOTALS	2,943,880	1,471.9400
RECEIVED VIA BARGE						RATE (\$.1178 PNT)
FSPT	06/01-30/13	Alloys	Trucks	0	0.0000	0.00
				TOTALS	0	0.0000
RECEIVED/SHIPPED VIA BARGE						RATE (\$.0522 PNT)
FSPT	06/01-30/13	Prilled Urea	Barge	3,225,590	1,612.7950	84.19
FSPT	06/01-30/13	Mag. Oxide	Barge	0	0.0000	0.00
FSPT	06/01-30/13	Magnachem Ore	Barge	0	0.0000	0.00
FSPT	06/01-30/13	DDG	Barge	0	0.0000	0.00
FSPT	06/01-30/13	Corn	Barge	0	0.0000	0.00
				TOTALS	3,225,590	1,612.7950
SHIPPED VIA BARGE						RATE (\$.0522 PNT)
FSPT	06/01-30/13	Coal	Barge	0	0.0000	0.00
				TOTALS	0	0.0000

06/30/13 TOTAL DUE CITY OF FORT SMITH FOR FSPT TONNAGE

589.98

FIVE RIVERS DISTRIBUTION - VAN BUREN TONNAGE REPORT

Date: April 1-30, 2013

Pay to: City of Fort Smith

PORT	DATE RECD.	COMMODITY	RECD. VIA	LOAD WT	TONS	PAY
RECEIVED VIA TRUCKS (Rate \$.1178 PNT)						
VB	04/01-30/13	Electrical Coils	Trucks	883,214	441.6070	52.02
VB	04/01-30/13	Steel Coils	Trucks	0	0.0000	0.00
VB	04/01-30/13	Tinplate Coils	Trucks	0	0.0000	0.00
VB	04/01-30/13	Wire Rods	Trucks	1,107,394	553.6970	65.23
VB	04/01-30/13	Proppants	Trucks	0	0.0000	0.00
TOTALS				1,990,608	995.3040	117.25
RECEIVED VIA RAIL (Rate \$.1178 PNT)						
VB	04/01-30/13	Lumber	Rail Cars	0	0.0000	0.00
VB	04/01-30/13	Ingots	Rail Cars	712,822	356.4110	41.99
VB	04/01-30/13	Tinplate Coils	Rail Cars	0	0.0000	0.00
VB	04/01-30/13	Wire Rods	Rail Cars	0	0.0000	0.00
TOTALS				712,822	356.4110	41.99
RECEIVED VIA RAIL (Rate \$.0522 PNT)						
VB	04/01-30/13	Oxane	Rail Cars	0	0.0000	0.00
VB	04/01-30/13	Sand	Rail Cars	0	0.0000	0.00
TOTALS				0	0.0000	0.00
RECEIVED VIA BARGE (Rate \$.1178 PNT)						
VB	04/01-30/13	Wire Rods	Barges	21,242,951	10,621.4755	1,251.21
VB	04/01-30/13	Tinplate	Barges	0	0.0000	0.00
VB	04/01-30/13	Steel Coils	Barges	4,509,440	2,254.7200	265.61
TOTALS				25,752,391	12,876.1955	1,516.82
RECEIVED VIA BARGE (Rate \$.0522 PNT)						
VB	04/01-30/13	Feed Pellets	Barges	0	0.0000	0.00
VB	04/01-30/13	Corn Screenings	Barges	0	0.0000	0.00
VB	04/01-30/13	Phosphate	Barges	0	0.0000	0.00
VB	04/01-30/13	Magnachem Ore	Barges	0	0.0000	0.00
VB	04/01-30/13	Magnesium	Barges	0	0.0000	0.00
TOTALS				0	0.0000	0.00
RECEIVED VIA TRUCK (Rate \$.0522 PNT)						
VB	04/01-30/13	Cotton Seed	Trucks	470,160	235.0800	12.27
				470,160	235.0800	12.27
SHIPPED VIA BARGE (Rate \$.0522 PNT)						
VB	04/01-30/13	Phosphate	Barges	0	0.0000	0.00
TOTALS				0	0.0000	0.00

04/30/13 TOTAL DUE CITY OF FORT SMITH FOR VB TONNAGE

1,688.32

FIVE RIVERS DISTRIBUTION - VAN BUREN TONNAGE REPORT

Date: May 1-31, 2013

Pay to: City of Fort Smith

PORT	DATE RECD.	COMMODITY	RECD. VIA	LOAD WT	TONS	PAY
RECEIVED VIA TRUCKS (Rate \$.1178 PNT)						
VB	05/01-31/13	Electrical Coils	Trucks	1,151,534	575.7670	67.83
VB	05/01-31/13	Steel Coils	Trucks	0	0.0000	0.00
VB	05/01-31/13	Tinplate Coils	Trucks	0	0.0000	0.00
VB	05/01-31/13	Wire Rods	Trucks	3,186,569	1,593.2845	187.69
VB	05/01-31/13	Proppants	Trucks	0	0.0000	0.00
TOTALS				4,338,103	2,169.0515	255.51
RECEIVED VIA RAIL (Rate \$.1178 PNT)						
VB	05/01-31/13	Lumber	Rail Cars	0	0.0000	0.00
VB	05/01-31/13	Ingots	Rail Cars	1,095,601	547.8005	64.53
VB	05/01-31/13	Tinplate Coils	Rail Cars	0	0.0000	0.00
VB	05/01-31/13	Wire Rods	Rail Cars	2,273,794	1,136.8970	133.93
TOTALS				3,369,395	1,684.6975	198.46
RECEIVED VIA RAIL (Rate \$.0522 PNT)						
VB	05/01-31/13	Oxane	Rail Cars	0	0.0000	0.00
VB	05/01-31/13	Sand	Rail Cars	0	0.0000	0.00
TOTALS				0	0.0000	0.00
RECEIVED VIA BARGE (Rate \$.1178 PNT)						
VB	05/01-31/13	Wire Rods	Barges	6,044,105	3,022.0525	356.00
VB	05/01-31/13	Tinplate	Barges	0	0.0000	0.00
VB	05/01-31/13	Steel Coils	Barges	0	0.0000	0.00
TOTALS				6,044,105	3,022.0525	356.00
RECEIVED VIA BARGE (Rate \$.0522 PNT)						
VB	05/01-31/13	Wheat	Barges	3,230,100	0.0000	0.00
VB	05/01-31/13	Corn Screenings	Barges	0	0.0000	0.00
VB	05/01-31/13	Phosphate	Barges	0	0.0000	0.00
VB	05/01-31/13	Magnachem Ore	Barges	0	0.0000	0.00
VB	05/01-31/13	Magnesium	Barges	0	0.0000	0.00
TOTALS				3,230,100	0.0000	0.00
RECEIVED VIA TRUCK (Rate \$.0522 PNT)						
VB	05/01-31/13	Cotton Seed	Trucks	0	0.0000	0.00
TOTALS				0	0.0000	0.00
SHIPPED VIA BARGE (Rate \$.0522 PNT)						
VB	05/01-31/13	Phosphate	Barges	0	0.0000	0.00
TOTALS				0	0.0000	0.00

05/31/13 TOTAL DUE CITY OF FORT SMITH FOR VB TONNAGE

809.97

FIVE RIVERS DISTRIBUTION - VAN BUREN TONNAGE REPORT

Date: June 1-30, 2013

Pay to: City of Fort Smith

PORT	DATE RECD.	COMMODITY	RECD. VIA	LOAD WT	TONS	PAY
RECEIVED VIA TRUCKS (Rate \$.1178 PNT)						
VB	06/01-30/13	Electrical Coils	Trucks	126,042	63.0210	7.42
VB	06/01-30/13	Steel Coils	Trucks	0	0.0000	0.00
VB	06/01-30/13	Tinplate Coils	Trucks	0	0.0000	0.00
VB	05/01-31/13	Wire Rods	Trucks	1,016,462	508.2310	59.87
VB	06/01-30/13	Proppants	Trucks	0	0.0000	0.00
TOTALS				1,142,504	571.2520	67.29
RECEIVED VIA RAIL (Rate \$.1178 PNT)						
VB	06/01-30/13	Lumber	Rail Cars	0	0.0000	0.00
VB	06/01-30/13	Ingots	Rail Cars	912,905	456.4525	53.77
VB	06/01-30/13	Tinplate Coils	Rail Cars	107,350	53.6750	6.32
VB	06/01-30/13	Wire Rods	Rail Cars	2,638,703	1,319.3515	155.42
TOTALS				3,658,958	1,829.4790	215.51
RECEIVED VIA RAIL (Rate \$.0522 PNT)						
VB	06/01-30/13	Oxane	Rail Cars	0	0.0000	0.00
VB	06/01-30/13	Sand	Rail Cars	0	0.0000	0.00
TOTALS				0	0.0000	0.00
RECEIVED VIA BARGE (Rate \$.1178 PNT)						
VB	06/01-30/13	Wire Rods	Barges	34,784,397	17,392.1985	2,048.80
VB	06/01-30/13	Tinplate	Barges	0	0.0000	0.00
VB	06/01-30/13	Steel Coils	Barges	0	0.0000	0.00
TOTALS				34,784,397	17,392.1985	2,048.80
RECEIVED VIA BARGE (Rate \$.0522 PNT)						
VB	06/01-30/13	Wheat	Barges	0	0.0000	0.00
VB	06/01-30/13	Feed Pellets	Barges	3,029,940	1,514.9700	79.08
VB	06/01-30/13	Phosphate	Barges	0	0.0000	0.00
VB	06/01-30/13	Magnachem Ore	Barges	0	0.0000	0.00
VB	06/01-30/13	Magnesium	Barges	0	0.0000	0.00
TOTALS				3,029,940	1,514.9700	79.08
RECEIVED VIA TRUCK (Rate \$.0522 PNT)						
VB	06/01-30/13	Cotton Seed	Trucks	0	0.0000	0.00
TOTALS				0	0.0000	0.00
SHIPPED VIA BARGE (Rate \$.0522 PNT)						
VB	06/01-30/13	Phosphate	Barges	0	0.0000	0.00
TOTALS				0	0.0000	0.00

06/30/13 TOTAL DUE CITY OF FORT SMITH FOR VB TONNAGE

2,410.69

City of Fort Smith - Port Authority
Five Rivers Distribution, LLC

	January	February	March	1st Qtr Total		April	May	June	2nd Qtr Total	
				2013	2012				2013	2012
Steel/other										
Van Buren	12,830.44	15,422.61	21,872.75	50,125.81	40,722.79	14,227.91	6,875.80	19,792.93	40,896.64	45,174.53
Fort Smith	5,630.77	1,594.96	7,074.98	14,300.71	14,666.21	4,903.83	5,692.90	3,939.94	14,536.67	21,779.83
subtotal	18,461.21	17,017.57	28,947.73	64,426.52	55,389.00	19,131.74	12,568.70	23,732.87	55,433.31	66,954.36
Rate	0.1178	0.1178	0.1178			0.1178	0.1178	0.1178		
	2,174.73	2,004.67	3,410.04			2,253.72	1,480.59	2,795.73		
Coal or sand										
Van Buren	110.68	20,768.16	2,981.88	23,860.72	1,733.30	235.08	-	1,514.97	1,750.05	34,033.18
Fort Smith	1,228.85	25,895.76	5,564.91	32,689.51	2,390.38	2,818.74	1,136.37	2,411.10	6,366.20	6,605.70
subtotal	1,339.53	46,663.92	8,546.78	56,550.23	4,123.68	3,053.82	1,136.37	3,926.07	8,116.25	40,638.88
Rate	0.0522	0.0522	0.0522			0.0522	0.0522	0.0522		
	69.92	2,435.86	446.14			159.41	59.32	204.94		
total	2,244.65	4,440.53	3,856.18			2,413.13	1,539.91	3,000.67		
Monthly Rent (covers ins/adv costs in City budget)	1,000.00	1,000.00	1,000.00			1,000.00	1,000.00	1,000.00		
				120,976.75	59,512.68				63,549.57	107,593.24
Excess Rent due (divided operater/Port for improvements)	1,244.65	3,440.53	2,856.18			1,413.13	539.91	2,000.67		
Total minimum rent			3,000.00					3,000.00		
Total excess rent			7,541.37					3,953.71		
Total Royalty Due			10,541.37					6,953.71		
25%										
of excess rent paid to operator by agreement	311.16	860.13	714.05			353.28	134.98	500.17		
Total earned by Operator this period			1,885.34					988.43		
50%										
of excess rent held by Port Auth for improvements (a)	622.33	1,720.26	1,428.09			706.56	269.96	1,000.34		
25%										
of excess rent available to reimb Port Auth (a)	311.16	860.13	714.05			353.28	134.98	500.17		
75% paid to Port Auth by agreement sum (a)	933.49	2,580.40	2,142.14			1,059.85	404.93	1,500.50		
Total Earned by Port Authority this period			(b) 5,656.02					2,965.28		
Additional to be kept by operator			-					-		
Unencumbered Reserve (from previous quarter)		(b)	14,184.96					19,840.99		
Reserve for spending current quarter		sum (b)	19,840.99					22,806.27		
Expended from Reserve										
Unencumbered Reserve				19,840.99					22,806.27	

Five River Distribution, LLC
Repair Reserve - Fort Smith Port

	2012		
6/25/2008 Riverside furniture (rail stop)		\$	500.00
8/1/2008 American Track Generations (rail track repairs)			2,500.00
7/1/2008 Modern Fence (fence repairs)			11,142.49
10/30/2008 Arkoma Services (rebuild rail bridge)			38,660.00 X
2009 Hang Tin WH 1			4,698.37 X
2009 Pant & Thinner for WH 1			1,130.71 X
2009 Hang Tin WH 2			1,587.41 X
2/5/2010 Home Depot (supplies for new office floor)			48.18 X
2/7/2010 Home Depot (supplies for new office floor)			5.42 X
2/11/2010 Alford's House of Carpets (floor for office)			2,773.73 X
2/15/2010 Yeagers (supplies for new office floor)			16.87 X
9/13/2010 American Track Generations (rail track repairs)			1,516.64 X
9/28/2010 American Track Generations (rail track repairs)			4,365.77 X
3/14/2011 American Track Generations (rail bridge repairs)			5,277.00 X
7/21/2011 PA approved office improvements			11,410.97 X
10/20/2011 PA approved warehouse door/floor improvements			9,572.12 X
1/19/2012 Masonry Repair to NW corner wall, WH 2			2,350.00 X
1/19/2012 Tube City IMS (hauled slag)			1,018.35 X
1/19/2012 Larry Osborne (hauled slag)			1,050.00 X
5/16/2012 Grace Railroad Contractors (rail track repairs)	rotten ties		3,896.00 X
6/13/2012 Grace Railroad Contractors (rail track repairs)	replace add'l rotten ties		4,296.00 X
6/19/2012 APAC (rail track repairs)			363.55
6/19/2013 APAC (rail track repairs)			392.55
8/20/2012 Replace Air Conditioner in Port Office			3,795.00 X
10/4/2012 Remove/install new DLM dock leveler			2,500.73 X
5/22/2013 Sooner Scale Inc.	Replace component due to lightning strike		1,474.55 X
6/5/2013 Matlock Electric	Replaced disconnect/meter base - lightning		1,613.16 X
			<u>117,955.57</u>
5/6/2010 City reimbursement (for floor expense)	From unencumbered Port cash	2,844.20	
1/12/2011 For 4Q 2010	25% deduct from Qtrly royalty payment	1,675.16	
1/12/2011 City reimbursement	From unencumbered Port cash	671.82	
7/20/2011 City reimbursement	From unencumbered Port cash	1,967.94	
7/20/2011 For 1Q 2011 - Corrective adjustment	\$750 kept by Port	750.00	
7/20/2011 For 2Q 2011 - Corrective adjustment	\$750 kept by Port	750.00	
9/8/2011 City reimbursement (office improvements)	From unencumbered Port cash	11,410.97	
10/18/2011 For 3Q 2011	25% deduct from Qtrly royalty payment	753.91	
12/22/2011 City reimbursement (warehouse floor)	From unencumbered Port cash	3,500.00	
1/19/2012 For 4Q 2011	25% deduct from Qtrly royalty payment	578.45	(corrected)
1/6/2012 City reimbursement (overhead door replacement)	From unencumbered Port cash	4,521.00	
1/6/2012 City reimbursement (overhead door repairs)	From unencumbered Port cash	1,551.12	
4/18/2012 For 1Q 2012	25% deduct from Qtrly royalty payment	935.02	
7/26/2012 For 2Q 2012	25% deduct from Qtrly royalty payment	1,752.14	
10/18/2012 For 3Q 2012	25% deduct from Qtrly royalty payment	881.11	
1/17/2013 For 4Q 2012	25% deduct from Qtrly royalty payment	959.11	
4/22/2013 For 1Q 2013	25% deduct from Qtrly royalty payment	1,885.34	
7/25/2013 For 2Q 2013	25% deduct from Qtrly royalty payment	988.43	

Port Has Reimbursed Five Rivers	<u>38,375.72</u>	
Port Still Owes Five Rivers, as of:		<u>79,579.85</u>

In contract signed in 2008, Five Rivers agreed to spend \$60,000 on improvements the first five years of the lease.

7/22/2013

X Mitzi Kimbrough and/or Jeff Dingman examined invoice and agree with amount.