

Foreword

- A proposed operating budget was developed in October 2010 to guide staff in the operation and management of Port Authority facilities and activities for Fiscal Year 2011
- This presentation reflects the 2011 Operating Budget as approved by the Port Commission on February 7, 2011
- The operating budget does not include tax revenues nor capital expenditures, as capital projects are approved separately by the Port Commission

Market Update – PHA

- PHA imports and exports of commodities have generally improved from recessionary lows in 2009
 - > Total tonnage increased 9% over prior year
 - General cargo tonnage is up 6%
 - > Total container TEUs are marginally higher, up 1%
- Steel tonnage through November 2010 was running 4% below prior year, but ended 2% higher for 2010 vs. 2009
- Forecasts indicate steady growth in next few years, but at levels below recent historical trends

2011 Market Forecast – U.S. Economy

- The U.S. economy continues a gradual recovery, with GDP growth in 2011 approximating 2.3%
- Low inflation, with consumer prices increasing 1.5% in 2011
- Unemployment rate remains above 9.0% throughout 2011
- Houston and Texas employment levels continue to outperform U.S. overall – unemployment should remain a full percentage point lower and no indication that this pattern will change in the near term
- Interest rates expected to stay at historically low levels, in light of Fed's focus on second round of quantitative easing
- Taxpayers' anxiety continues over budget deficit and record national debt levels

2011 Market Forecast – Global Economy

- Key trading partners' economies forecasted to continue to recover over the next 5 years
- GDP growth ranges from low single digits (industrialized nations) to high single digits (emerging markets)

\triangleright	European Union	1.7%
>	Brazil	4.1%
>	India	8.4%
>	China	9.6%

- Surging commodities prices reflect continuing scarcity premiums
- China announced plans to counter the pace of inflation by slowing its economy and thereby reducing overall demand
- European sovereign debt (Portugal, Ireland, Greece and Spain) weighing heavily on international markets, resulting in stronger U.S. dollar

Cargo Assumptions – Container Terminals

Trends and Forecast (000's)

Units	2008 <u>Actual</u> 756	2009 <u>Actual</u> 753	2010 <u>Actual</u> 779	2011 <u>Budget</u> 823	2012 <u>Projection</u> 873
% Change		-0.4%	3.5%	5.6%	6.1%
2010 Budget Growth Assumption			4.2%		

Note: Excludes Maersk / partner lines volumes

- Projected volumes based on R.K. Johns 2009 forecast study, with updated 2010 data.
- 5% general rate increase incorporated in 2011 Budget.
- 2010 Actual volume is less than 2010 Budget primarily due to a 5% decrease in the number of empty containers handled. Loaded containers increased by 7%.
- 2011 Budget reflects growth of export and import loads, while empty container movements are expected to stabilize.

Container units handled expected to continue to increase in 2011

Cargo Assumptions – Turning Basin Terminals

Trends and Forecast (000's)

		2008 <u>Actual</u>	2009 <u>Actual</u>	2010 <u>Actual</u>	2011 <u>Budget</u>
Steel	(short tons)	6,286	2,657	2,721	3,064
% Change			-57.7%	2.4%	12.6%
General Cargo	(short tons)	2,703	1,888	1,910	2,070
% Change			-30.2%	1.2%	8.4%
Automobiles	(units)	75.6	52.7	66.8	69.1
% Change			-30.3%	26.8%	3.5%

- Projected volumes based on R.K. Johns 2009 forecast study, with updated 2010 data
- 2% general rate increase incorporated in 2011 Budget
- Budget assumes new lease executed at Jacintoport

Moderate increases in steel and breakbulk volumes for 2011

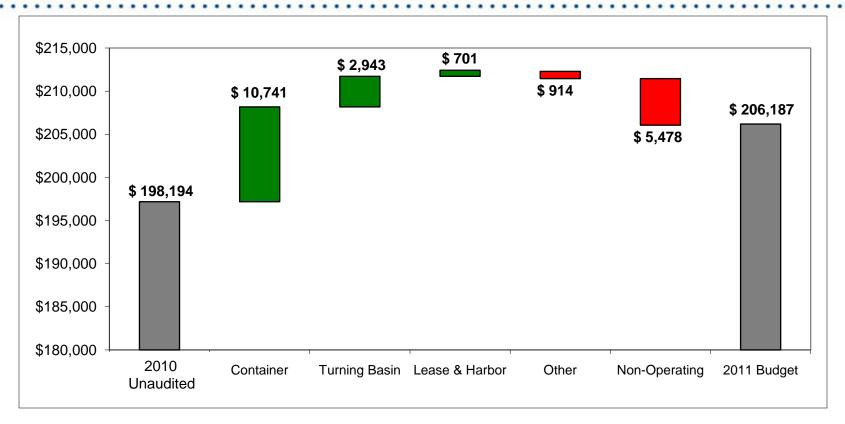
2011 Budget Revenue (000's)

	2009 Audited	2010 Unaudited	2011 Budget
Container Terminals	\$108,088	\$120,361	\$131,102
		11.4%	8.9%
Turning Basin Terminals	31,538	33,724	36,667
		6.9%	8.7%
Lease Revenues	21,332	21,270	21,705
		-0.3%	2.0%
Harbor Fees	4,974	5,484	5,750
		10.3%	4.9%
Channel Development *	2,040	3,430	2,664
		68.1%	-22.3%
Other (Ad revenues, free trade zone fees, etc.)	551	712	564
		29.2%	-20.8%
Total Operating Revenue (See Tab 2)	\$168,523	\$184,981	\$198,452
		9.8%	7.3%
Non-Operating (Fed funds, insurance, interest inc, etc.) ** (See Tab 4)	14,350	13,213	7,735
		-7.9%	-41.5%
Total Revenues	\$182,873	\$198,194	\$206,187
		8.4%	4.0%

^{*} Reflects reduction of private dredging in 2011, resulting in lower Channel Development revenue

^{**} Includes hurricane proceeds from FEMA and insurance in 2010

Revenue – Major Changes (000's)



- Non-Operating: Hurricane proceeds from FEMA and insurance in 2010, not expected to reoccur in 2011
- Other: Expect reduction in private dredging in 2011, resulting in lower Channel Development revenue
- Positive volume and tariff increases reflected in 2011

Expense Assumptions

- Fuel rates flat, but total fuel costs increase due to higher 2011 cargo volumes
- Depreciation growth due primarily to capital investments at Bayport
- Headcount remains flat
 - 2008 595
 2009 592
 2010 592
 2011 592
- Mix of salaried vs. hourly employees also expected to result in incremental salary expense
- ILA master contract wage increase of 4% in 2011 Q4
- Benefit costs in 2011 reflect a 20% increase in medical insurance

Continue to manage headcount and expenses against operational performance targets

Expense – Summary (000's)

	2009	2010	2011
_	Audited	Unaudited	Budget
Salaries	\$47,410	\$50,633	\$54,305
		6.8%	7.3%
Benefits	27,021	20,323	22,617
		-24.8%	11.3%
Pension & Other Retiree Benefits	12,616	25,890	24,268
		105.2%	-6.3%
Depreciation & Amortization	48,619	53,836	57,817
		10.7%	7.4%
Equipment & Terminal Maintenance	16,255	17,501	16,008
		7.7%	-8.5%
Fees and Services	7,718	7,483	7,403
		-3.0%	-1.1%
Insurance	3,925	3,926	4,046
		0.0%	3.1%
Utilities	4,692	3,912	3,910
		-16.6%	-0.1%
Consulting Fees	2,858	2,971	3,783
		4.0%	27.3%
Fuel	1,961	2,578	2,692
		31.5%	4.4%
Labor Allocated to CIP	(4,980)	(6,699)	(9,886)
		34.5%	47.6%
Other	12,306	13,711	13,844
		11.4%	1.0%
Total Expenses – Operations & G&A (See Tab 3)	\$180,402	\$196,066	\$200,805
		8.7%	2.4%
Non-Operating (See Tab 4)	18,474	1,229	1,900
<u>-</u>		-93.3%	54.6%
Total Expenses Including Non-Operating	\$198,876	<u>\$197,295</u>	\$202,705
		-0.8%	2.7%

Challenges remain in salaries, benefits and depreciation

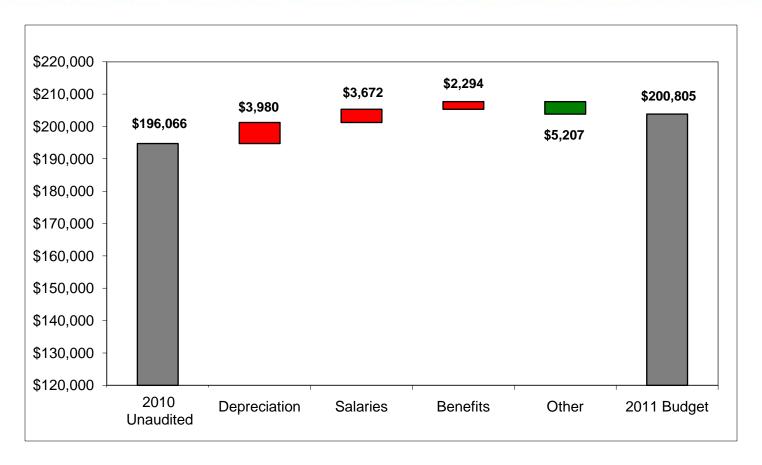
2011 Budget Expense – Operations (000's)

	2009 Audited	2010 Unaudited	2011 Budget
Salaries	\$29,934	\$31,573	\$33,806
		5.5%	7.0%
Benefits	16,162	12,990	14,522
		-19.6%	11.8%
Pension & Other Retiree Benefits	-	10,001	9,876
		n/a	-1.2%
Depreciation & Amortization	45,658	50,967	54,156
		11.6%	6.3%
Equipment & Terminal Maintenance	22,544	25,243	23,150
		12.0%	-8.3%
Utilities	4,570	3,805	3,783
		-16.7%	-0.6%
Insurance	3,527	3,465	3,501
		-1.8%	1.0%
Fuel	1,840	2,414	2,546
		31.2%	5.5%
Fees & Services	1,331	1,393	1,279
		4.7%	-8.2%
Other	3,564	4,204	4,296
		18.0%	2.2%
Total Expenses – Operations	\$129,130	\$146,054	\$150,915
		13.1%	3.3%

2011 Budget Expense – G&A (000's)

	2009 Audited	2010 Unaudited	2011 Budget
Salaries	*************************************	\$19,059	\$20,499
		9.1%	7.6%
Benefits	10,860	7,333	8,096
		-32.5%	10.4%
Pension & Other Retiree Benefits	12,616	15,889	14,392
		25.9%	-9.4%
Fees & Services	6,214	6,090	6,123
		-2.0%	0.5%
Depreciation & Amortization	2,961	2,869	3,661
·		-3.1%	27.6%
Consulting Fees	2,775	2,591	3,291
_		-6.6%	27.0%
Maintenance	1,850	1,248	1,740
		-32.5%	39.4%
Insurance	398	462	545
		16.1%	18.0%
Other	1,102	868	787
		-21.2%	-9.3%
Subtotal	\$56,272	\$56,410	\$59,134
		0.3%	4.8%
Labor Allocated to CIP	(4,980)	(6,398)	(9,244)
		28.5%	44.5%
Total Expenses – G&A	\$51,272	\$50,012	\$49,890
		-2.5%	-0.2%

2011 Budget Expense – Major Changes (000's)



2011 expense growth is due to depreciation, salaries and benefits

2011 Budget Income Statement (000's)

	2009 Audited	2010 Unaudited	2011 Budget
Operating Revenue	\$168,523	\$184,981	\$198,452
Less: Operating Expenses	129,130	146,054	150,915
Operating Income	39,393	38,927	47,537
Less: General & Administrative Expenses	51,272	50,012	49,890
Net Operating Income	(11,879)	(11,085)	(2,353)
Non-Operating Revenue (Expense)	13,344	12,566	7,840
Income before Contributions and Transfers	1,465	1,481	5,487
Contributions (to)/from Federal/State Agencies	(17,468)	(582)	(2,005)
Net Income	(\$16,003)	\$899	\$3,482

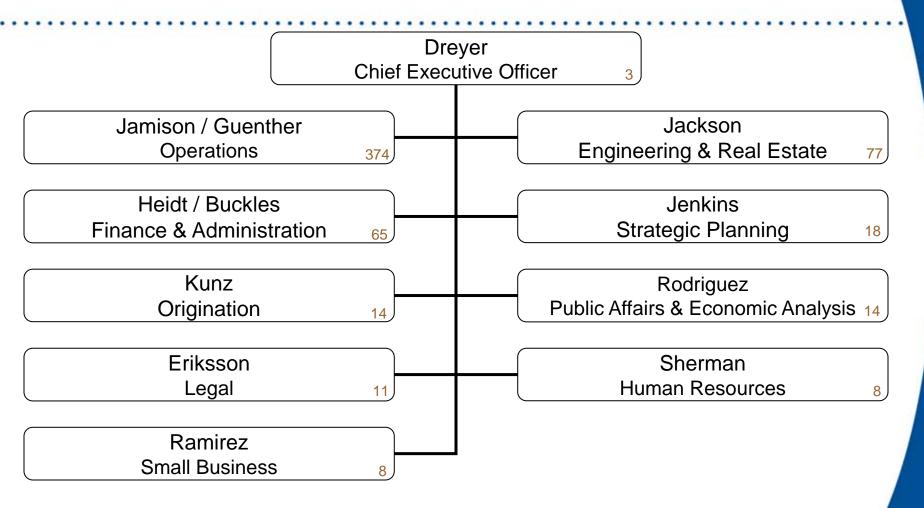
Net income performance improves in 2011

Operating Cash Flow (000's)

	2009 <u>Audited</u>	2010 <u>Unaudited</u>	2011 <u>Budget</u>
Operating Revenue	\$168,523	\$184,981	\$198,452
		9.8%	7.3%
Expenses (Operating & G&A)	180,402	196,066	200,805
		8.7%	2.4%
Net Operating Income	(11,879)	(11,085)	(2,353)
		-6.7%	-78.8%
Return on Sales	-7.0%	-6.0%	-1.2%
Add Back Depreciation/Amortization	48,619	53,836	57,817
		10.7%	7.4%
Add Back OPEB	11,939	13,099	11,939
		9.7%	-8.9%
Non Operating, Contributions & Adjustments	(4,124)	11,984	5,835
		-390.6%	-51.3%
Cash Flow	\$44,555	\$67,834	\$73,238
		52.2%	8.0%

Continuing growth in free cash flow in 2011

PHA Staff Organization Structure



Total Employment: 2011 (592) 2010 (592) 2009 (592) 2008 (595)

Liquidity Status Report, Part 1 (000's)

TOTAL CASH RESOURCES				
	31-Dec-2010	30-Nov-2010	Δ	%
Total Cash/Cash Equivalents	\$86,951	\$65,673	\$21,278	32%
Total Investments	250,800	270,800	(20,000)	-7%
Total Cash Resources	337,751	336,473	1,278	0%
ASH RESOURCES BY CATEGORY				
Unrestricted Funds				
Total Unrestricted Funds	203,556	202,233	1,324	1%
Restricted Funds				
Construction Bond Funds	83,510	92,011	(8,501)	-9%
Reserves				
Contingency	35,000	35,000	-	0%
Self Insurance	1,200	1,200	-	0%
Debt Service	10,923	2,468	8,455	343%
Total Reserves	47,123	38,668	8,455	22%
Bayport Construction Retainage	3,561	3,561	-	0%
Total Restricted Funds	134,195	134,241	(46)	0%
Total Cash Resources	337,751	336,473	1,278	0%

2011 Liquidity Status Report, Part 2 (000's)

	Unrestricted Funds	Construction Bond Funds	Reserves	Construction Retainage	Total
Total Cash and Investments	203,556	83,510	47,123	3,561	337,751
Less:					
Outstanding Capital PO's	(39,001)	(20,333)	-	-	(59,334
Pending Capital Commitments *	(10,358)	(452)	-	-	(10,809
Funds Not Available for Capex	-	-	(47,123)	(3,561)	(50,685
Net Funds Available	154,198	62,725	-		216,923
IQUIDITY RUN RATE					
Net Funds Available @ 30-Nov-2010	147,606	66,177			213,783
30 7100 2010					,
Net Operating Cash Generated	1,200	-	-	-	,
•	1,200	(8,506)	-	- -	1,200 (8,506
Net Operating Cash Generated	1,200 - 123	(8,506) 5	- - -	- - -	1,200
Net Operating Cash Generated Cash Flow - Capital Expenditures	-		- - - -	- - - -	1,200 (8,506
Net Operating Cash Generated Cash Flow - Capital Expenditures Cash Flow - Investments	-		- - - -	- - - -	1,200 (8,506
Net Operating Cash Generated Cash Flow - Capital Expenditures Cash Flow - Investments Cash Flow - Financing	123	5	- - - -	- - - -	1,200 (8,506 128

^{*} Projects approved by Commissioners, but PO numbers not yet assigned.

^{**} Paid or closed PO's and commitments shown as a positive numbers, offset by new items.

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

2011 Budget Expense – Summary (Divisional) (000's)

Tab		2009 <u>Audited</u>	2010 <u>Unaudited</u>	2011 <u>Budget</u>
A	Executive	\$2,376	\$1,248	\$1,279
В	Container Terminals	86,536	96,393	101,327
С	Turning Basin Terminals	24,888	29,969	28,238
D	Operations Support	16,702	19,215	21,646
Е	Engineering & Real Estate	9,299	10,833	9,760
F	Finance & Administration	7,846	10,382	10,079
G	Strategic Planning	4,901	5,893	5,944
Н	Origination	6,082	7,218	7,749
I	Public Affairs & Economic Analysis	5,106	6,029	6,333
J	Legal	2,217	3,035	3,483
K	Human Resources	13,767	4,687	3,381
L	Small Business	682	1,166	1,585
	Total Expenses – Operations & G&A	\$180,402	\$196,066	\$200,805

2011 Budget Executive (000's)

	2009 <u>Audited</u>	2010 <u>Unaudited</u>	2011 <u>Budget</u>
Salaries	\$616	\$411	\$453
Benefits	303	157	157
Pension & Retiree Benefits	-	318	288
Consulting Fees	154	-	146
Travel	127	66	80
Dues & Memberships	210	87	60
Other	967	210	96
Total Expense	\$2,376	\$1,248	\$1,279

<u>Headcount</u>

Executive 3

Container Terminals (000's)

	2009 <u>Audited</u>	2010 <u>Unaudited</u>	2011 <u>Budget</u>
Salaries	\$25,983	\$27,547	\$29,481
Benefits	12,163	10,121	11,073
Pension & Retiree Benefits	-	5,807	5,819
Depreciation & Amortization	26,911	29,975	33,505
Equipment & Terminal Maintenance	9,128	10,341	8,888
Expense Allocation	3,931	3,863	3,984
Utilities	2,695	2,328	2,432
Fuel	1,740	2,305	2,400
Insurance	2,355	2,232	2,314
Other	1,630	1,874	1,431
Total Expense	\$86,536	\$96,393	\$101,327

Headcount

Barbours Cut Terminal-Salary 46
Barbours Cut Terminal-Hourly 70
Bayport Terminal-Salary 21
Bayport Terminal-Hourly 34

Turning Basin Terminals (000's)

	2009 <u>Audited</u>	2010 <u>Unaudited</u>	2011 <u>Budget</u>
Salaries	\$3,539	\$3,438	\$3,841
Benefits	2,213	1,692	1,925
Pension & Retiree Benefits	-	2,381	2,319
Depreciation & Amortization	10,797	12,863	12,109
Equipment & Terminal Maintenance	4,635	5,259	4,340
Expense Allocation	3,107	3,906	3,759
Utilities	1,367	1,027	964
Insurance	663	665	654
Fees & Services	494	455	471
Other	411	505	377
Total Expense	\$27,227	\$32,192	\$30,757
Labor Allocation	(2,339)	(2,223)	(2,519)
Net Expense	\$24,888	\$29,969	\$28,238

Headcount

Turning Basin Terminal-Salary 19
Turning Basin Terminal-Hourly 45

2011 Budget Operations Support (000's)

	2009 <u>Audited</u>	2010 <u>Unaudited</u>	2011 <u>Budget</u>
Salaries	\$6,691	\$7,118	\$7,486
Benefits	4,386	3,169	3,679
Pension & Retiree Benefits	-	4,476	4,409
Depreciation & Amortization	5,059	4,814	5,229
Fees and Services	5,045	4,836	4,495
Equipment & Terminal Maintenance	1,286	973	1,121
Insurance	273	330	460
Other	618	914	1,886
Total Expense	\$23,359	\$26,630	\$28,766
Security Allocations	(6,657)	(7,416)	(7,120)
Net Expense	\$16,702	\$19,215	\$21,646

<u>Headcount</u>			
Administration	3	Fireboats	48
Security	75	Sam Houston	6
Marine	3	Vernon Bailey	4

2011 Budget Engineering & Real Estate (000's)

	2009 <u>Audited</u>	2010 <u>Unaudited</u>	2011 <u>Budget</u>
Salaries	\$4,871	\$5,222	\$5,778
Benefits	2,922	1,982	2,200
Pension & Retiree Benefits	-	4,023	3,640
Depreciation & Amortization	2,600	2,515	2,884
Expense Allocation	942	994	851
Consulting Fees	189	307	610
Environmental Related Cost	567	425	510
Utilities	469	411	361
Equipment & Terminal Maintenance	391	304	303
Insurance	239	333	295
Fees & Services	177	188	243
Other	911	751	956
Total Expense	\$14,279	\$17,453	\$18,630
Labor Allocation	(4,980)	(6,620)	(8,870)
Net Expense	\$9,299	\$10,833	\$9,760

Headcount

Administration 2 Office Services 5 Project Management 15 Engineering & Construction 48 Building Services 1 Real Estate 6

2011 Budget Finance & Administration (000's)

	2009 <u>Audited</u>	2010 <u>Unaudited</u>	2011 <u>Budget</u>
Salaries	\$3,522	\$3,762	\$4,117
Benefits	2,259	1,484	1,619
Pension & Retiree Benefits	-	2,659	2,626
Fees & Services	529	802	1,230
Maintenance Agreements	407	560	769
Depreciation & Amortization	395	376	716
Telephone	124	128	109
Consulting Fees	60	83	70
Other	984	1,150	404
Total Expense	\$8,280	\$11,004	\$11,660
Labor Allocation	(434)	(622)	(1,581)
Net Expense	\$7,846	\$10,382	\$10,079
<u>Headcount</u>			
Administration	2	IT	20
Accounting	32	Purchasing	5
Finance/Fin Planning	3	Risk Management	3

Strategic Planning (000's)

	2009	2010	2011
	<u>Audited</u>	<u>Unaudited</u>	<u>Budget</u>
Salaries	\$855	\$1,023	\$1,413
Benefits	652	413	456
Pension & Retiree Benefits	-	900	901
Consulting Fees	1,063	1,253	1,303
Equipment & Terminal Maintenance	1,323	1,351	1,219
Environmental Related Costs	712	386	498
Economic Development Support	-	180	182
Fees & Services	163	19	72
Depreciation & Amortization	45	209	51
PHA Sponsored Events	58	57	18
Other	636	563	325
Total Expense	\$5,507	\$6,353	\$6,438
Environmental Allocation	(606)	(460)	(494)
Net Expense	\$4,901	\$5,893	\$5,944
<u>Headcount</u>			
Administration 2	Strategic Planning	2	Channel Development 4
Environmental Affairs 9	HSC/HSE Beneficial Uses	1	

Origination (000's)

	2009 <u>Audited</u>	2010 <u>Unaudited</u>	2011 <u>Budget</u>
Salaries	\$941	\$928	\$978
Benefits	603	315	362
Pension & Retiree Benefits	-	646	624
Depreciation & Amortization	2,766	3,037	3,276
Travel	200	238	534
Consulting Fees	358	442	480
Economic Development Support	81	303	365
PHA Sponsored Events	300	375	310
Insurance	235	230	217
Other	597	704	601
Total Expense	\$6,082	\$7,218	\$7,749
POHAIC	\$194	\$219	\$306

Hea	adr	011	nt
110	auc	,ou	111

Administration	2	Market Development	4
Foreign Trade Zone	1	POHAIC	1
Houston Trade	6		

Public Affairs & Economic Analysis (000's)

	2009 <u>Audited</u>	2010 <u>Unaudited</u>	2011 <u>Budget</u>
Salaries	\$758	\$1,016	\$1,028
Benefits	431	302	378
Pension & Retiree Benefits	-	685	746
Advertising	1,189	1,109	1,050
Consulting Fees	820	691	1,048
Art & Printing Production	741	574	867
PHA Sponsored Events	454	492	498
Other	714	1,159	719
Total Expense	\$5,106	\$6,029	\$6,333

<u>Headcount</u>			
Administration	2	Government Relations	3
Communications	5	Economic Analysis	1
Community Relations	3		

Legal (000's)

	2009 <u>Audited</u>	2010 <u>Unaudited</u>	2011 <u>Budget</u>
Salaries	\$997	\$1,028	\$1,003
Benefits	568	309	345
Pension & Retiree Benefits	-	662	639
Legal Fees	883	3,633	2,993
Other	207	249	149
Total Expense	\$2,655	\$5,881	\$5,129
Capitalized Legal Fees	-	(2,319)	(1,000)
Legal Allocation	(438)	(527)	(646)
Net Expense	\$2,217	\$3,035	\$3,483

Headcount

Legal 10

Central Records 1

Human Resources (000's)

	2009 <u>Audited</u>	2010 <u>Unaudited</u>	2011 Budget
Salaries	\$489	\$640	\$654
Benefits	319	214	245
Pension & Retiree Benefits *	12,616	3,035	1,938
Consulting Fees	128	106	115
Fees & Services	8	95	90
Training	89	27	62
Other	118	570	277
Total Expense	\$13,767	\$4,687	\$3,381

^{* 2009} OPEB costs were charged to HR only (i.e., not allocated to the other divisions, as they were in 2010 and 2011)

Headcount

Human Resources 6 2

Training & Development

Small Business (000's)

	2009 <u>Audited</u>	2010 <u>Unaudited</u>	2011 <u>Budget</u>
Salaries	\$340	\$499	\$568
Benefits	201	165	178
Pension & Retiree Benefits	-	296	319
Economic Development Support	-	-	260
PHA Sponsored Events	32	69	75
Educational Sponsorships	-	41	50
Other	108	96	134
Total Expense	\$682	\$1,166	\$1,585
	Headcount Administration	2	

Small Business

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