

MISSISSIPPI PORT AUTHORITY

BOARD OF COMMISSIONERS

REGULAR MEETING

February 20, 2013

Minutes of the Mississippi State Port Authority Board of Commissioners Meeting,
Wednesday, February 20, 2013, 2510 14th Street, Suite 1500, Gulfport, Mississippi at
which the following Commissioners and staff were present:

Commissioners: James C. Simpson, Jr., President
John Rester, Vice-President
Jack Norris, Secretary
E.J. Roberts, Treasurer
Robert J. Knesal, Commissioner

Staff: Matt Wypyski, Interim Executive Director & C.E.O.
Joe Conn, Director of Port Restoration
John Webb, Deputy Director - Engineering
Dale Waltman, Deputy Director - Operations
Bill McGhee, Deputy Director - Facilities
Mary Bourdin, Deputy Director - Finance
Van Grundmann, Chief Commercial Officer
Kim Purchner, Executive Assistant/HRO
Kelly Ellison, Administrative Assistant
Angie Shortt, Contract Administrator
Nick Foto, Finance Manager
Sharon Hodge, Compliance Manager

Ben Stone, Legal Counsel
Teri Wyly, Legal Counsel

Others: Denton Gibbes, The Gibbes Company
Lisa Hathorn, The Gibbes Company
Lon Elledge, CH2MHill
Jay Carney, T.L. Wallace
Chuck Graham, Chiquita
Duane Wilson, DuPont
Bruce Newton, Digital Engineering
Mark McDaniel, Yates Anderson
Anthony Thompson, Kingdom ICDC/COAAC
Shane Imbert, Yates Anderson
Gary Pitcovich, Ports America
Bo Etheridge, Shoreline Development
Christine Brice, Election Committee
Richard Marsh, North Gulfport Civic Club
Christiana Hassin, Watkins & Eager
Derek Barrentine, S&B Infrastructure
Randall Love, T.L. Wallace
Brian Varnado, T.L. Wallace
Warren Poarch, S&B Infrastructure
Phillip Carter, MDA
Todd Stockberger, CH2MHill

Rick Singley, Singley Maritime Consulting
 Greg Schruoff, SSA Marine
 Ruth Storey, Port Coalition

Commissioner Simpson noted the presence of a quorum and called the meeting to order at approximately 8:30 a.m.

The Pledge of Allegiance was led by Commissioner Simpson.

No public comments were given.

Commissioner Simpson introduced Bill Hessell, Director of the Harrison County Development Commission. The Commission just yesterday passed a motion to allow port dredge spills to go to one of their sites.

Commissioner Rester moved to amend the agenda to add Old Business Item 7K to the agenda – Approval of Change Order No. 4; Contract No. 012-HUD-015; Fore Trucking, Inc. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Rester moved to approve the January 3rd, 14th and 22nd minutes. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Rester moved to approve the travel request (Wypyski and Webb to Washington, DC; Rester, Norris and Webb to Washington, DC; Grundmann to Long Beach, CA; Commissioners to Washington, DC). Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve the disbursements listed below. Commissioner Rester seconded and the motion was unanimously approved.

DISBURSEMENTS THROUGH JANUARY 24, 2013
 BILLS FOR THE MONTHS OF JANUARY AND FEBRUARY 2013 APPROVED AND PAID
 FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHK #	VENDOR	DESCRIPTION	CHK AMT
46538	American Assoc. of Port Auth.	Registration Fees	595.00
46539	Kentwood Springs	Drinking Water	109.63
46540	AFLAC	Employee Deductions	1,020.46
46541	Battery Sales & Service	Battery for Unit # 6	53.78
46542	B. E. A. R.	Plumbing Supplies for West Pier Lift Station	96.00
46543	RJ Young	Copier Maintenance Agreements	523.84
46544	C Spire Wireless	Radio/Cell Phone Services	1,126.05
46545	State School Insurance Fund	Employee Deductions	12,343.44
46546	State Treasurer Fund # 3130	SAAS Charges	15.71
46547	Emerald TC. LLC	Accounting Software Conversion Services	185.00
46548	Federal Express Corp.	Express Mail Services	228.96
46549	Fuelman	Fuel for MSPA Vehicles	618.80
46550	The Gibbes Company	Professional Services	23,436.83
46551	G-Neil Company	Employment Posters	119.98
46552	W.W. Grainger, Inc.	Maintenance Supplies	25.09
46553	Gulf Coast Business Supply, Inc.	Office Supplies	1,200.48
46554	Hancock Bank	February Lease 14th Floor	14,432.24
46555	Haynes Integrated Tech, LLC	Run Phone Lines to New Operations Trailer	2,175.00
46556	Hancock Bank	February Lease 8th Floor	5,241.35

46557	Logista	Computer Services	3,539.18
46558	MS State Treasurer Fund 3601	Long Distance Telephone Services	801.24
46559	Lowe's Home Center, Inc.	Maintenance Supplies	51.18
46560	Rick Maldonado & Assoc., Inc.	January Services	8,333.33
46561	Maximum Auto Parts	Maintenance and Automotive Supplies	731.86
46562	MEDC	Membership Dues	185.00
46563	MS Department of Human Services	Employee Deductions	117.70
46564	MS Pub. Employees Credit Union	Employee Deductions	440.00
46565	MSPA Petty Cash Fund	Replenish Petty Cash	74.79
46566	MS State Tax Commission	Employee Deductions	5,370.00
46567	Necaise Locksmith	Re-key Locks Operations Trailer	175.00
46568	Airgas USA, LLC	Oxygen Cylinder Rental	42.68
46569	Ports America, Inc.	Maintenance on Cranes	15,747.77
46570	PowerLines Advertising & Design	Design/Layout for Business Dev. Brochure	2,150.00
46571	Legal Shield	Employee Deductions	14.96
46572	Performance Tire & Wheel, Inc.	Tires for Unit # 26	651.75
46573	Redd Pest Solutions	Pest Control Services	365.00
46574	RJ Young Company, Inc.	Professional Services for Document Mgmt.	13,950.00
46575	Eluse J. Roberts	Travel Expenses	321.49
46576	Rogers-Dabbs Chevrolet Hummer	2013 Chevrolet Express Passenger Van	23,402.00
46577	Rose Office Systems, Inc.	Rental Chiquita/Ops. Trailers Delivery/Setup	15,693.00
46578	James C. Simpson, Jr.	Travel Expenses	308.84
46579	Simplex Grinnell	Replace Fire Alarm Panels in Sheds 50 & 53	3,702.73
46580	Southern Printing & Silkscreen	Port Decals for Vehicles	266.00
46581	Southern Admin. and Benefits	Monthly Service Fees	200.00
46582	Southern Visuals	Printer Ribbons for I.D. Maker	221.85
46583	Lucy Stevens	Mileage Reimbursement	7.70
46584	Swetman Security Services, Inc.	Security Guard Services	22,397.66
46585	United Concordia, Inc.	Employee Deductions	805.37
46586	Matthew Wypyski	Business and Travel Expenses	798.72

CHECK DATED 1/13/13 AND RELEASED PRIOR TO SCHEDULED CHECK RUN

46537	State Tax Commission	Tag for Van	12.00
TRANSFERS			
W011613-519	Boyden Global Executive Search	Professional Fees	34,750.00
01/25/13	Federal Tax Deposit	Payroll Tax Deposit	20,546.10
		Total	<u>\$ 239,722.54</u>

DISBURSEMENTS OF CDBG FUNDS PREVIOUSLY APPROVED

W010813-507	Kansas City Southern Railway	380,862.25
W010913-507	Archer Western Contractors, LLC	2,904,913.14
W010913-509	Neel-Schaffer	472,435.37
W010913-510	Quality Engineering Svcs., Inc.	47,072.18
W010913-511	Yates Anderson Joint Venture	177,880.60
W010913-512	Thompson Engineering, Inc.	15,340.65
W010913-513	Atkins North America, Inc.	67,797.57
W010913-514	Anchor QEA, LLC	35,618.87
W010913-515	CDM Smith Inc.	14,109.50
W010913-516	CH2M HILL, Inc.	356,058.69
000005008	Atwell & Gent, P.A.	50,364.00

Total

\$ 7,342,612.61

DISBURSEMENTS THROUGH FEBRUARY 7, 2013
 BILLS FOR THE MONTHS OF JANUARY AND FEBRUARY 2013 APPROVED AND PAID
 FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHK#	VENDOR	DESCRIPTION	CHK AMT
46594	Adjusters International, Inc.	FEMA Grant Management Services	765.00
46595	AT&T Mobility	Cellular Phone Services	99.04
46596	B. E. A. R.	Repair Electrical Short in Lift Station	195.00
46597	AT&T	Telephone Services	1,644.97
46598	Billy Harris Plumbing	Annual Backflow Certification	450.00
46599	Bonds Services, Inc.	Janitorial Services	1,050.00
46600	RJ Young	Copier Maintenance Agreements	941.13
46601	Dan Hensarling, Inc.	Release of Retainage	207,568.53
46602	Delta Sanitation of MS., LLC	Waste Removal/Portable Restroom Services	793.00
46603	Eagle Energy, Inc.	Diesel	10,505.20
46604	Federal Express Corp.	Express Mail Services	216.94
46605	Fuelman	Fuel for MSPA Vehicles	404.04
46606	W.W. Grainger, Inc.	Parts for Dock Levelers	571.49
46607	Great Southern Club	Monthly Dues and Business Expenses	558.55
46608	Gulf Coast Business Supply, Inc.	Office Supplies	376.96
46609	Gulfport Yacht Club	Business Expenses	83.24
46610	MS State Treasurer Fund 3601	Long Distance Telephone/Internet Services	820.85
46611	UBM Global Trade, Inc.	Marketing Data Subscriptions	2,705.00
46612	Lowe's Home Center, Inc.	Maintenance Supplies	236.55
46613	Maximum Auto Parts	Belts for Street Sweeper	88.48
46614	Mobile Services & Equipment	Parts for Rail Car Mover	170.96
46615	MS Department of Human Services	Employee Deductions	117.70
46616	MS Power Company	Electricity	22,479.19
46617	MS Pub. Employees Credit Union	Employee Deductions	440.00
46618	Ports America, Inc.	Maintenance on Cranes	20,746.91
46619	PowerLines Advertising & Design	Photos Taken for Business Dev. Brochure	150.00
46620	John Rester	Travel Expenses	537.77
46621	Rose Office Systems, Inc.	Rental for Operations Trailer	1,983.00
46622	Rose Office Systems, Inc.	Rental for Facilities and Crowley Trailers	1,847.00
46623	Shred It	Shred Documents	56.00
46624	Southern Pipe and Supply, Inc.	Plumbing Supplies	290.20
46625	State Dept. of Audit	Statewide Testwork and Property Audit	333.57
46626	Stewart Sneed Hewes, Inc.	Public Officials Bond	270.00
46627	Swetman Security Services, Inc.	Security Guard Services	22,532.90

CHECKS DATED 2/1/13 AND RELEASED PRIOR TO SCHEDULED CHECK RUN

46587	Donald R. Allee	Consulting Fees	20,865.00
46588	American Express - BTA	Travel Expenses	1,166.40
46589	Van Grundmann	Travel Expenses	711.27
46590	MS State Treasurer	MEMA - Overfunded P.W.'S	2,532,081.17
46591	Dale Waltman	Travel Expenses	493.96
46592	Matthew Wypyski	Business and Travel Expenses	686.56

CHECK DATED 2/6/13 AND RELEASED PRIOR TO SCHEDULED CHECK RUN

46593	Lockheed Martin	TWIC Card Renewals	780.00
TRANSFERS			
01/25/13	Deferred Compensation	Employee Deductions	2,641.67
01/25/13	Public Employment Retirement	Retirement Match and Withheld	35,784.17
W013013-531	Boyden Global Executive Search	Professional Fees	1,137.93
02/06/13	Deferred Compensation	Employee Deductions	3,099.67
02/08/13	Federal Tax Deposit	Payroll Tax Deposit	20,526.90
Total			<u>\$ 2,922,003.87</u>

FINAL CHECKLIST FOR FEBRUARY 20, 2013

BILLS FOR THE MONTHS OF FEBRUARY AND MARCH 2013 APPROVED AND PAID

FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHK#	VENDOR	DESCRIPTION	CHK AMT
46630	AFLAC	Employee Deductions	1,020.46
46631	Anchor QEA	Hydrographic Survey of Dredge Site	4,616.25
46632	Archer Western Contractors, LLC	Remediation of South Dike	44,900.00
46636	City of Gulfport	Water	6,718.16
46637	Sun Coast Business Supply	Office Supplies	229.85
46638	Joseph Conn	Business Expenses	117.88
46639	RJ Young	Copier Maintenance Agreements	305.02
46640	C Spire Wireless	Radio/Cell Phone Services	1,126.05
46641	State School Insurance Fund	Employee Deductions	12,343.44
46642	Federal Express Corp.	Express Mail Services	73.48
46643	Fuelman	Fuel for MSPA Vehicles	309.70
46644	The Gibbes Company	Professional Services	51,850.62
46645	Van Grundmann	Reimbursement for Registration Fees	1,595.00
46646	Hancock Bank	March Lease 14th Floor	14,432.24
46647	Hancock Bank	March Lease 8th Floor	5,241.35
46648	Robert J. Knesal	Per Diem	80.00
46650	Rick Maldonado & Assoc., Inc.	February Services	8,333.33
46651	Maritime Defense Strategy, LLC	Security Training	3,450.00
46652	Traffic & Transportation Club	Registration Fees	43.00
46653	MS Department of Human Services	Employee Deductions	117.70
46654	MS Pub. Employees Credit Union	Employee Deductions	440.00
46655	MSPA Petty Cash Fund	Replenish Petty Cash	84.92
46656	Airgas USA, LLC	Oxygen Cylinder Rentals	42.68
46657	Jack Norris	Per Diem	80.00
46658	Office Furniture Solutions Inc.	Office Furniture for New Operations Trailer	5,913.09
46660	Ports America, Inc.	Maintenance on Cranes	9,407.01
46661	Legal Shield	Employee Deductions	14.96
46662	Kim Purchner	Mileage Reimbursement	9.04
46664	Redd Pest Solutions	Pest Control Services	365.00
46665	Eluse J. Roberts	Per Diem	80.00
46667	James C. Simpson, Jr.	Per Diem	200.00
46668	Southern Pipe and Supply, Inc.	Plumbing Supplies	47.50
46669	United Concordia, Inc.	Employee Deductions	805.37
46670	Wings of Anglers, LLC	Photos Taken of Port and Deer Island	895.00

CHECK DATED 2/11/13 AND RELEASED PRIOR TO THE MEETING

46629	Lockheed Martin	TWIC Card	129.75
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TRANSFERS

2/8/2013	MS Department of Revenue	January Sales Tax Payment	2,429.00
		Total	<u>\$ 177,846.85</u>

AGENDA

Wire	Balch & Bingham LLP	17,878.27
Wire	Balch & Bingham LLP	16,332.64
46633	BMI Environmental Services	3,168.75
46634	Brown, Mitchell & Alexander, Inc.	19,812.25
46635	Can't Be Beat Fence Co., LLC	37,299.40
46649	Lanier and Associates	10,612.00
46659	Piltz, Williams, LaRosa & Co.	2,608.75
46663	QES, Inc.	1,489.00
46666	Rod Cooke Construction, Inc.	66,139.95
	Total	<u>\$ 353,187.86</u>

Commissioner Knesal moved to approve the Port User Licenses, pending receipt of all fees and insurance documents. Commissioner Rester seconded and the motion was unanimously approved.

The following items were approved:

RENEWAL LICENSES:

<u>Vendor:</u>	Mike Gartman Transfer Service
<u>Steamship Agents:</u>	Nord-Sud Shipping, Inc. Gulf Harbor Shipping
<u>Transfer Co.</u>	Mike Gartman Transfer Service, Inc.

Commissioner Rester moved to approve the following cash request:

#51 MSPA (\$85,695.34); Archer Western (\$2,512,966.43); W. C. Fore (\$1,124,931.33); Neel Schaffer (\$256,236.43); QES (\$23,560.68); Yates Anderson JV (\$131,175.82); Thompson Engineering (\$15,276.42); Atwell & Gent (\$13,600.00); Atkins (\$29,798.38); Anchor QEA (\$37,946.76); CDM (\$14,723.80); CH2MHill (\$247,676.86) for a total of \$4,493,588.25. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Rester moved to approve the request for reimbursement for the rail upgrade: MSPA Funds to Piltz, Williams, LaRosa (\$2,608.75); CDBG Funds Request #17 to MSPA for \$65,988.16; KCS for \$31,185.94 and Piltz, Williams, LaRosa for \$10,992.50 for a total amount of \$108,166.60; Tiger Grant Funds to KCS for (\$1,000,000.00). Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve the following progress payments: Balch & Bingham (\$34,210.91); BMA (\$19,812.25); BMI Environmental Services (\$3,168.75); Can't Be Beat Fence Co. (\$37,299.40); Lanier & Associates (\$10,612.00); QES (\$1,489.00); Rod Cooke Construction (\$66,139.95). Commissioner Rester seconded and the motion was unanimously approved.

OLD BUSINESS:

Commissioner Rester moved to ratify additional reimbursement to MEMA in the amount of \$33,884.28 for PW 10074. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Rester moved to approve a Lease Addendum with Hancock Bank for 8th Floor offices. The Addendum extends the term of the lease for one year and provides two additional one year options. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Modification No. 1 to Task Assignment No. 3 with Brown, Mitchell & Alexander; Contract No. 13-EN-02. Modification No. 1 revises the not to exceed value of the task to \$150,000.00. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Change Order No. 4 to Contract No. 12-EN-01 with Dan Hensarling, Inc. Change Order No. 4 modifies the scheduled contract completion date to coincide with and match the date that the Board actually accepted the work as complete – January 14, 2013. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Amendment No. 8 to Contract No. 011-HUD-013 with Atkins (3rd Party EIS). This modifies the costs from \$3,072,671.00 to \$4,363,278.04. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve Amendment No. 1 to Task Order No. 13; Contract No. 010-HUD-001 with Neel Schaffer (General Engineering & Design). This amendment reduces costs by \$119,257.80. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Amendment No. 2 to Task Order No. 12; Contract No. 010-HUD-001 with Neel Schaffer (General Engineering & Design). This amendment reduces costs by \$8,717.94. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve Amendment No. 2 to Task Order No. 4 to Contract No. 010-HUD-011 with Anchor QEA (Dredging Design & Services). This amendment reduces costs by \$24,231.45. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Amendment No. 1 to Task Order No. 10 to Contract No. 010-HUD-011 with Anchor QEA (Dredging Design & Services). This amendment increases costs by \$29,000.00 and schedule by 223 days. Commissioner Rester seconded and the motion was unanimously approved.

Amendment No. 6 to Contract No. 010-HUD-002 with Thompson Engineering (Geotech Site Investigation) was brought before the Board for action but failed for lack of a motion.

Commissioner Rester moved to approve Change Order No. 4 to Contract No. 012-HUD-015 with Fore Trucking, Inc. This Change Order decreases the contract costs by \$2,320,023.40. Commissioner Roberts seconded and the motion was unanimously approved.

NEW BUSINESS:

Commissioner Knesal moved to approve Task Order No. 20 with Neel Schaffer; Contract No. 010-HUD-001 (General Engineering & Design). The task order value is \$90,700.00

and the task order duration is 182 days. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Rester moved to authorize the formation of a committee consisting of port staff and Commissioners for potential usage for the 33rd Street property. Commissioner Knesal seconded and the motion was unanimously approved.

PORT RESTORATION UPDATE:

The RFP for the Pathways to the Port consultant closed on the 23rd of January. After reviewing all responders, three top candidates were chosen and will present at the end of public session today.

Joe Conn gave a presentation of a suggested revised timeline for the restoration project.

EXECUTIVE DIRECTOR'S COMMENTS:

John Webb and Interim Director Wypyski will travel to Washington, DC today to meet with the U.S. Corps of Engineers, MARAD and Federal Legislators for dredging support.

The port was able to handle the transport of highly specialized patrol boats, built locally by Trinity Marine. A number of media stories focused on this event.

The next regularly scheduled Board Meeting will take place Thursday, March 14th.

GENERAL COUNSEL'S COMMENTS:

Ben Stone had no comments.

MDA'S COMMENTS:

Phillip Carter thanked all those involved in the January 31st Community Outreach Event and Networking Job Fair.

COMMISSIONERS' COMMENTS:

Commissioner Rester spoke of the importance of the AAPA Shifting International Trade Lanes conference that he and staff attended in Tampa. Much was learned from their attendance and he encouraged other Commissioners to try to make this annual conference next year.

COMMUNICATIONS UPDATE:

The Gibbes Company helped WLOX with the new story on the Trinity Marine patrol boats and also assisted with an airing on the 33rd Street property.

They will also be working with Van Grundmann on a totally revised ShipMSPA website.

There were more than 35,000 visitors to the Port of the Future website last month.

The January 31st Community Outreach event and Job Networking Fair was received and attended very well. Many thanks to port staff, Commissioners and tenants for their help and support.

Presentations were made by three responders to the Pathways to the Port Consultant RFP: RFB HR & Management Services; CLIMB Community Development Corporation and Habitat for Humanity

Commissioner Rester moved to close the meeting to determine the need for Executive Session. Commissioner Roberts seconded and the motion was unanimously approved.


Commissioner Rester moved to enter Executive Session to discuss personnel matters and real estate matters (Island View, 33rd street property). Commissioner Roberts seconded and the motion was unanimously approved.

(THE BOARD OF COMMISSIONERS ENTERED INTO EXECUTIVE SESSION AT APPROXIMATELY 10:50 A.M.)


Commissioner Simpson stated that no action took place during Executive Session

The meeting adjourned at approximately 12:10 p.m.

Approved and Attested



James C. Simpson, Jr.
President



Jack Norris
Secretary