

MISSISSIPPI PORT AUTHORITY

BOARD OF COMMISSIONERS

REGULAR MEETING

January 22, 2015

Minutes of the Mississippi State Port Authority Board of Commissioners Meeting,
Thursday, January 22, 2015, 2510 14th Street, Suite 1500, Gulfport, Mississippi at which
the following Commissioners and staff were present:

Commissioners: Jack Norris, President
 E.J. Roberts, Vice-President
 Robert J. Knesal, Secretary
 John Rester, Commissioner

Staff: Jonathan Daniels, Executive Director/CEO
 Matthew Wypyski, Chief Operating Officer
 John Webb, Director of Engineering
 Mary Bourdin, Director of Finance
 Mel Arsenault, Director of Compliance
 Carlos Bell, Director of Community Relations/Marketing
 Nick Foto, Deputy Program Manager
 Kim Purchner, Executive Assistant/HRO
 Shawn Meyer, Deputy Director of Operations
 Chuck Graham, Crane Specialist

 David Duhe, Legal Counsel

Others: Duane Wilson, DuPont
 Phillip Carter, MDA
 Howard Page, Steps Coalition
 Robert Boone, RFB, LLC
 Jay Carney, T.L. Wallace
 Marcia Crawford, HCDC
 Randall Love, T.L. Wallace
 Glen Cobb, Pathways to the Port
 John Sneed, Stewart Sneed Hewes
 Michael Sheeley, CH2MHill
 Rusty Hilton, MS State Pilots' Assn.
 Chris Williams, BMA
 John Coughlin, YAJV
 Richie Ashley, Neel-Schaffer
 Todd Bradford, YAJV
 Maurice Manuel, YAJV
 Mark McDaniel, YAJV
 Stephen Saussy, T.L. Wallace
 Kym Davis, YAJV
 Anna Gibson, Watkins Eager
 Reilly Morse, MS Center for Justice
 Tom Ryburn, CH2MHill
 John Johnson, Gulfport Civic Club
 Rebecca Ferguson, MDA
 Truck Casey, Gulfport City Council
 Courtney Haggerty, Residence Inn
 Avery Windham, Hilton Garden Inn
 Rosie Lowe, Commonwealth

Kathy Eglund, NAACP
 James W. Crowell, Biloxi NAACP
 Gary Fredericks, NAACP
 Pastor Chris O'Brien, International Seamen's Center

Commissioner Norris 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 Norris.

PUBLIC COMMENTS:

Reilly Morse, MS Center for Justice, addressed the Commission regarding job creation requirements with the use of federal funds and a Memorandum of Understanding.

Pastor Chris O'Brien, Seamen's Center addressed the Commission and expressed his gratitude toward the MSPA for allowing him to serve the local seamen and to be able to address their needs upon arrival in Gulfport.

Commissioner Roberts moved to approve the December 18th and 22nd minutes. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Rester moved to approve travel (Jan. 7-8/Daniels, Wypyski + BOC to Jackson, MS; Jan. 14-15/Daniels to Jackson, MS; Feb. 1-3/Daniels, Norris to Washington, DC; Feb. 4-5/Daniels to Jackson, MS). Commissioner Roberts seconded and the motion was unanimously approved.

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

DISBURSEMENTS THROUGH JANUARY 8, 2015

BILLS FOR THE MONTHS OF DECEMBER 2014 AND JANUARY 2015 APPROVED AND PAID
 FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHK#	VENDOR	DESCRIPTION	CHK AMT
49165	Kentwood Springs	Drinking Water	203.96
49166	Sage Abra	Tax Forms	179.42
49167	Melanie J. Arsenault	Mileage Reimbursement	51.58
49168	AT&T	Telephone Services	1,673.57
49169	Bonds Services, Inc.	Janitorial Services	1,275.00
49170	Butch Oustalet Ford, Inc.	Labor & Materials to Repair Brakes Unit # 17	945.24
49171	Sun Coast Business Supply	Toner Cartridges	1,104.94
49172	CVR Computer Supplies	Toner Cartridges	947.94
49173	Federal Express Corp.	Express Mail Services	163.89
49174	Fuelman	Fuel for MSPA Vehicles	248.77
49175	G-Neil Company	Office Supplies	59.18
49176	Grainger, Inc.	Maintenance Supplies	415.01
49177	Gulf Ports Association	Membership Dues	400.00
49178	Journal Communications, Inc.	Advertising	4,400.00
49179	Maximum Auto Parts	Parts to Repair Street Sweeper	80.49
49180	MS Dept. of Human Services CRDU	Employee Deductions	304.45
49181	MS Power Company	Electricity	46,837.12
49182	MS Pub. Employees Credit Union	Employee Deductions	400.00

49183	PRAM	Membership Dues and Business Expenses	226.00
49184	RJ Young Company, Inc.	Copier Maintenance Agreements	1,156.00
49185	Rose Office Systems, Inc.	Rental for Facilities/Ops./Crowley Trailers	3,730.00
49186	Sorg Printing, LLC	Promotional Items	836.00
49187	Southern Admin. and Benefits	Monthly Service Fees	200.00
49188	State Dept. of Audit	Statewide Testwork	36.41
49189	The Sun Herald	Advertising	904.01
49190	Swetman Security Services, Inc.	Security Guard Services	22,649.24
49191	The Whit Group LLC	Webhosting	120.00

CHECKS DATED 12/19/14 AND RELEASED PRIOR TO SCHEDULED CHECK RUN

49150	Balch & Bingham, LLP Trust Acct.	Deposit	100,000.00
49151	Mary Bourdin	Reimb. For CPA License Renewal	104.24
49152	Joseph Conn	Reimb. For Life Insurance Premium	9.00
49153	State School Insurance Fund	Employee Deductions	12,747.98
49154	National Waterways Confer. Inc.	Membership Dues	1,305.00
49155	Stewart Sneed Hewes, Inc.	Insurance	36,033.86

CHECKS DATED 12/30/14 AND RELEASED PRIOR TO SCHEDULED CHECK RUN

49156	Jonathan Daniels	Travel Expenses	106.36
49157	Guardian	Employee Deductions	1,156.63
49158	Harbor Square Parking Garage	Quarterly Parking 14th Floor	2,927.31
49159	Harbor Square Parking Garage	Quarterly Parking 8th Floor	729.00
49160	Huntington Ingalls, Inc.	Independent Contract Consideration	100.00
49161	MS State Tax Commission	Employee Deductions	5,602.00
49162	South MS Collection Service, Inc.	Employee Deductions	2,131.32
49163	Southern Admin. and Benefits	2015 Unreimbursed Medical	10,589.80
49164	Matthew Wypyski	Office Supplies	41.64

TRANSFERS

12/23/14	Deferred Compensation	Employee Deductions	2,149.17
12/26/14	Federal Tax Deposit	Payroll Tax Deposit	18,317.78
12/29/14	Public Employment Retirement	Retirement Match and Withheld	40,094.64

Total \$ 323,693.95

FINAL CHECKLIST FOR JANUARY 22, 2015

BILLS FOR THE MONTHS OF JANUARY AND FEBRUARY 2015 APPROVED AND PAID
FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHK #	VENDOR	DESCRIPTION	CHK AMT
49204	Advanced Disposal Services	Waste Removal Services	150.00
49205	AFLAC	Employee Deductions	1,397.33
49206	AirGas Gulf States	Oxygen Cylinder Rental	34.08
49207	Anytime Portables, LLC	Portable Restroom Services	280.00
49208	B.E.A.R.	Electrical Parts for Lift Stations	586.00
49209	Behold The Lion of God	Sponsorship	200.00
49210	Carlos Bell	Travel Expenses	283.03
49212	Mary Bourdin	Travel Expenses	195.12
49214	Card Services	Travel Expenses	849.43
49215	City of Gulfport	Water	18,202.55
49216	Sun Coast Business Supply	Scanner/Office Supplies	1,141.44
49217	C Spire Wireless	Radio/Cell Phone Services	1,554.78
49218	Jonathan Daniels	Travel Expenses	204.97
49219	State School Insurance Fund	Employee Deductions	13,589.98

49220	Express Services, Inc.	Temporary Labor	177.84
49221	Fuelman	Fuel for MSPA Vehicles	268.71
49222	Grainger, Inc.	Maintenance Supplies	640.04
49223	Chuck Graham	Reimburse for Cell Phone Case	42.79
49224	Guardian	Dental Deductions	1,208.81
49225	Hancock Bank	February Lease for Suites 880 and 1450	19,673.59
49226	Harbor Square Parking Garage	Parking Decal	5.00
49227	HRdirect	Employment Compliance Posters Renewal	139.98
49228	Logista	Computer Equipment	7,246.00
49229	MS State Treasurer Fund 3601	Long Distance Telephone/Internet Services	711.21
49230	Robert J. Knesal	Per Diem	120.00
49232	Lowe's Home Center, Inc.	Maintenance Supplies	150.52
49233	Shawn Meyer	Reimb. for Cell Phone Case/Business Expense	82.23
49234	MS Dept. of Human Services CRDU	Employee Deductions	304.45
49235	MS Pub. Employees Credit Union	Employee Deductions	400.00
49236	World Trade Center Mississippi	Advertising	799.00
49237	Necaise Locksmith	Maintenance Supplies	131.70
49238	Jack Norris	Per Diem	80.00
49239	Office Furniture Solutions, Inc.	Office Furniture	4,561.04
49240	Ports America, Inc.	Crane Maintenance	13,212.03
49241	Legal Shield	Employee Deductions	182.36
49243	Redd Pest Solutions	Pest Control Services	271.00
49244	RJ Young Company, Inc.	Copier Maintenance Agreements	1,156.00
49245	Eluse J. Roberts	Per Diem	120.00
49246	James C. Simpson, Jr.	Per Diem	80.00
49247	Stewart Sneed Hewes, Inc.	Renewal of Public Official Bond	440.00
49248	Stuart C. Irby Co.	Lamps for Highmast Lights	824.36
49249	Swetman Security Services, Inc.	Security Guard Services	20,443.40
49250	Vision Service Plan	Employee Deductions	230.24

CHECKS DATED 1/9/15 AND RELEASED PRIOR TO THE MEETING

49198	Jonathan Daniels	Travel Expenses	1,157.77
49199	Great Southern Club	Monthly Dues and Business Expenses	982.37
49200	Robert J. Knesal	Travel Expenses	287.44
49201	John Rester	Travel Expenses	274.79
49202	Eluse J. Roberts	Travel Expenses	89.64
49203	Matthew Wypyski	Travel Expenses	1,067.48

TRANSFERS

01/08/15	Deferred Compensation	Employee Deductions	2,149.17
01/09/15	Federal Tax Deposit	Payroll Tax Deposit	21,926.26
01/12/15	MS Department of Revenue	December Sales Tax Payment	3,992.42

BILLS APPROVED AND PAID FROM THE EARNINGS FUND

1097	Treasurer - State of MS	Port Improvement Bond	<u>254,276.25</u>
		Total	<u>\$ 398,574.60</u>

Commissioner Roberts 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:

Vendor: Midstream Fuel Service; Americas Escort Service
Steamship Agent: Aztec Maritime Services

Commissioner Knesal moved to approve the following progress payments: BMA (\$98,998.95); BMI (\$6,087.50); L&A Contracting (\$926,183.07); and QES (\$13,947.50). Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Rester moved to approve cash request #79 - Anchor QEA (\$18,904.59); Atkins (\$19,910.34) Atwell & Gent (\$20,671.91); L&A Contracting (\$1,882,745.70); Michael Baker (\$1,392.90); MSPA (\$34,693.26); Neel Schaffer (\$287,931.44); QES (\$24,765.73); Thompson Engineering (\$31,085.63); Tropical World (\$30,759.46); RFB, Inc. (\$2,805.00) and Volkert (\$2,507.70) for a subtotal of \$2,358,173.66. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Rester moved to approve payment of \$245,580.88 to CH2MHill (under Restoration Agreement Request #79). Commissioner Roberts seconded and the motion was approved with the Commission voting as follows:

Commissioner Roberts	Affirmative
Commissioner Rester	Affirmative
Commissioner Knesal	Negative
Commissioner Norris	Affirmative

Commissioner Knesal recused himself from the next item involving Necaise Brothers Construction.

Commissioner Roberts moved to approve payment of \$540,319.33 to Necaise Brothers (under Restoration Agreement Request #79). Commissioner Rester seconded and the motion was approved. Voting in the affirmative were Commissioners Rester, Roberts and Norris.

Commissioner Norris recused himself from the next item involving Yates Anderson Joint Venture and Balch & Bingham.

Commissioner Rester moved to approve payment of \$447,680.00 to Yates Anderson JV (under Restoration Agreement Request #79, for a total of \$3,591,753.87; Progress Payment to Balch & Bingham of \$11,904.25. Commissioner Knesal seconded and the motion was unanimously approved. Voting in the affirmative were Commissioners Rester, Knesal and Roberts.

OLD BUSINESS:

Commissioner Norris recused himself from the next two items involving Yates Anderson Joint Venture.

Commissioner Rester moved to approve Amendment No. 1 to Task Order No. 14; Contract No. 010-HUD-006 with Yates Anderson Joint Venture. Amendment No. 1 is an administrative change only and does not change the overall Task Order scope, schedule or cost. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Amendment No. 1 to Task Order No. 13; Contract No. 010-HUD-006 with Yates Anderson Joint Venture. Amendment No. 1 is an administrative change only and does not change the overall Task Order scope, schedule or cost. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Amendment No. 4 to Task Order No. 22; Contract No. 010-HUD-001; Neel Schaffer, Inc. Amendment No. 4 requests an

extension of 476 days with no change in costs. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Amendment No. 1 to Task Order No. 13; Contract No. 010-HUD-011; Anchor QEA, LLC. Amendment No. 4 requests an extension of 473 days with no change in costs. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve Amendment No. 3 to Task Order No. 7; Contract No. 010-HUD-013; Atwell & Gent. Amendment No. 3 requests an extension of 365 days with no change in costs. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve Amendment No. 2 to Task Order No. 9; Contract No. 010-HUD-013; Atwell & Gent. Amendment No. 2 requests an extension of 120 days with no change in costs. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve Change Order No. 1 to Contract No. 14-EN-10 with L&A Contracting. Change Order No. 1 increases costs by \$178,950.50. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve an agreement with WXXV-Channel 25 for a weather camera and time lapse services. The agreement has duration of 2 years at a cost of \$1,200.00 per month. Commissioner Rester seconded and the motion was unanimously approved.

NEW BUSINESS:

Commissioner Roberts moved to approve Task Order No. 33 under Contract No. 010-HUD-001 with Neel Schaffer, Inc. Task Order No. 33 has a not to exceed value of \$184,554.00 and duration of 485 calendar days. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve Task Order No. 16 under Contract No. 010-HUD-002 with Thompson Engineering. Task Order No. 16 has a not to exceed value of \$27,274.70 and duration of 120 calendar days. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Task Order No. 7 under Contract No. 010-HUD-012 with CDM Smith. Task Order No. 7 has a not to exceed value of \$11,696.00 and duration of 120 calendar days. Commissioner Knesal seconded and the motion was unanimously approved.

PORT RESTORATION UPDATE:

Southern Industrial is progressing quite well on the warehouse project. L&A had a great week with a very big pour. They should turn over Berth 3 the latter part of March or the first part of April. The Dole M&R will be ready to bid in approximately 2 weeks. The water tower should be advertised the first part of next week. We are looking forward to the final designs of Phase 2 and 3 in the next few days as well.

OPERATIONS REPORT:

Matthew Wypyski reported on the maritime activity for 2014:

Vessel calls	Vessels	191		Truck Count	77,560
	Tugs	n/r		Railcar Count	8,292
	Barges	298		TEU's	188,130
				Tonnage (short tons)	2,055,220

Mr. Wypyski gave a presentation on the ZPMC Gantry Cranes that are expected to arrive in March of 2016.

EXECUTIVE DIRECTOR'S COMMENTS:

Following the Gantry Crane presentation, Director Daniels commented on the travel to Shanghai and how impressive the ZPMC operation was. There is a significant amount of work being done on the port to support those cranes.

Remember the April 29th ribbon-cutting for the Island View Casino Hotel property. We are working hard on the small craft harbor in anticipation for that opening.

The dredging is moving along well and should be complete in one to one and a half months.

There was recently a job creation announcement – we have a long way to go but it is a great start. Not only are we meeting our job guidelines, we are exceeding them.

We appreciate the groups we work with and those that hold our feet to the fire. We are always striving to be better in the policies, the procedures, and the processes as we move forward and we're always willing to partner with these groups.

We are proud to announce the hiring of Chuck Graham as the new Crane Manager. Chuck was recently the Terminal Manager at Chiquita.

GENERAL COUNSEL'S COMMENTS:

David Duhe had no comments.

MDA'S COMMENTS:

Philip Carter had no comments.

COMMISSIONER COMMENTS:

Commissioners had no comments.

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

Commissioner Roberts moved to enter Executive Session to discuss Real Estate (acquisition discussion) and Lease Matters (lease negotiations). Commissioner Knesal seconded and the motion was unanimously approved.

(THE BOARD OF COMMISSIONERS ENTERED INTO EXECUTIVE SESSION AT APPROXIMATELY 9:25 A.M.)

Commissioner Knesal moved to come out of Executive Session. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Norris stated that no action took place during Executive Session

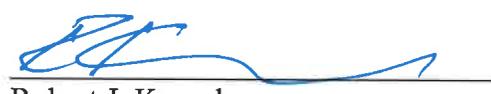
Commissioner Rester moved to adjourn. Commissioner Roberts seconded and the motion was unanimously approved.

The meeting adjourned at approximately 10:52 a.m.

Approved and Attested



Jack Norris
President



Robert J. Knesal
Secretary