

MISSISSIPPI PORT AUTHORITY

BOARD OF COMMISSIONERS

SPECIAL MEETING

January 22, 2013

Minutes of the Mississippi State Port Authority Board of Commissioners Special Meeting, Tuesday, January 22, 2013, 2510 14th Street, Suite 1450, 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

Staff: Matthew Wypyski Interim Executive Director & C.E.O.
Joe Conn, Restoration Director
Van Grundmann, Chief Commercial Officer
Mary Bourdin, Deputy Director – Finance
Dale Waltman, Deputy Director - Operations
Kim Purchner, Executive Assistant/HRO

Teri Wyly, Balch & Bingham

Others: Anita Lee, Sun Herald
Denton Gibbes, The Gibbes Company (via telephone)
Daron Wilson, MDA (via telephone)
Phillip Carter, MDA (via telephone)
Tim McNamara, Boyden Executive Search Firm
Christiana, Hassin, Watkins, Eager (via telephone)

Commissioner Simpson noted the presence of a quorum and called the special meeting to order at approximately 2:00 p.m.

(Interim Executive Director/CEO Matthew Wypyski left the meeting)

Commissioners discussed the Executive Director/CEO position description with Tim McNamara, Boyden Global Executive Search Firm.

(Interim Executive Director/CEO Matthew Wypyski returned to the meeting)

OLD BUSINESS:

Commissioner Rester moved to approve Resolution No. 13-01, authorizing bank signatures. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Rester moved to place the next agenda item to the end of the meeting (Phase I Fill contract with Fore Trucking). Commissioner Roberts seconded and the motion was unanimously approved.

NEW BUSINESS:

Commissioner Rester moved to approve a Collateral Access Agreement between MDA, MSPA & Chiquita, subject to additional items required by legal counsel. These items are: 1) The Lender's rights to access the leased premises should be subject to their coordination with MSPA; 2) MSPA's rights to the collateral will be junior to the

Lenders' and subject to the Port's Tariff; and 3) Legal counsel will need to review completed Exhibits A&B (description of collateral and list of lease amendments, respectively) prior to execution. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Rester moved to consider the addition of channel dredging to the Environmental Impact Statement. Commissioner Roberts seconded and the motion was unanimously approved.

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

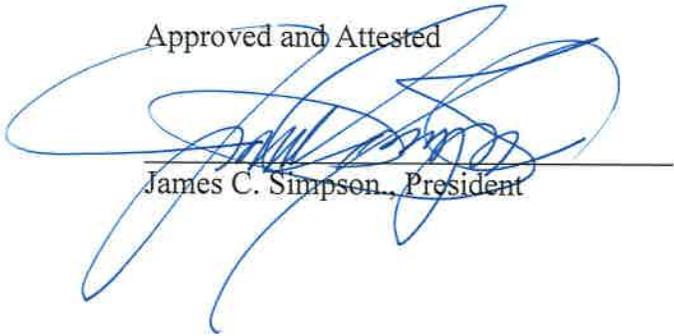
Commissioner Rester moved to enter Executive Session for the purpose of Legal Matters (Fore Trucking Contract and Restoration Program Management Contract). Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Simpson stated that no action took place during Executive Session.

Commissioner Rester moved to accept staff recommendation regarding the need to cease the importation of additional fill material on the Phase I Fore Trucking Contract (012-HUD-015) and the proposed issuance of a change order or termination to close out such contract, if such change order is not accepted. Commissioner Roberts seconded and the motion was unanimously approved.

The meeting adjourned at approximately 3:45 p.m.

Approved and Attested



James C. Simpson, President



Jack Norris, Secretary