

MISSISSIPPI PORT AUTHORITY

BOARD OF COMMISSIONERS

REGULAR MEETING

May 9, 2013

Minutes of the Mississippi State Port Authority Board of Commissioners Meeting,
Thursday, May 9, 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
Sharon Hodge, Compliance Officer

Ben Stone, Legal Counsel
Teri Wyly, Legal Counsel

Others: Lisa Hathorn, The Gibbes Company
Lon Elledge, CH2MHill
Todd Stockberger, CH2MHill
Brian Varnado, T.L. Wallace
Chuck Graham, Chiquita
Duane Wilson, DuPont
John Oliver, QES
Christine Brice, Election Committee
Michael Costelli, Simpkins & Costelli, Inc.
Christiana Hassin, Watkins & Eager
Phillip Carter, MDA
Randall Love, T.L. Wallace
Greg Schruoff, SSA Marine
Roy Anderson, IV, Roy Anderson Corp.
Howard Page, Steps Coalition
Frank Bordeaux, Stewart Sneed Hewes
Daron Wilson, MDA
Jim McArthur, MDA
Rusty Hilton, MS State Pilots
Violetta Cisotto, Digital Engineering
Robert Boone, RFB, LLC
Heather Megehee, JAJV

Barbara Johnson, Crowley
 Brian Geisl, AWC
 Anthony Thompson, Kingdon ICDC/COAAC
 David Goff, DKS
 Stephen Dummer, DKS
 Nicole Newell, DuPont
 Johnny Walton, Fox/Everett
 Corey Cullom, Fox/Everett
 Jon Bond, Stone County
 Scott Gibson, Stone County

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.

PUBLIC COMMENTS:

Howard Page of the Steps Coalition asked that examples be given at the U.S. Corps' Scoping Meeting in May of what the port will be doing to address air pollution.

Commissioner Rester moved to approve the April 11th and 29th minutes. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Rester moved to approve travel (Rester to Jackson, MS; Grundman to North MS, Mid/South MS and to Point Clear, AL). Commissioner Roberts seconded and the motion was unanimously approved.

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

DISBURSEMENTS THROUGH APRIL 25, 2013
 BILLS FOR THE MONTHS OF APRIL AND MAY 2013 APPROVED AND PAID
 FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHK #	VENDOR	DESCRIPTION	CHK AMT
46822	ABC Rental, Inc.	Rental for Governor's Visit	1,364.00
46823	Kentwood Springs	Drinking Water	119.33
46824	Adjusters International, Inc.	Fema Grant Management Services	637.50
46825	AFLAC	Employee Deductions	1,020.46
46826	AirGas Gulf States	Oxygen Cylinder Rentals	108.85
46827	Sun Coast Business Supply	Office Supplies	62.23
46828	RJ Young	Copier Maintenance Agreements	1,172.25
46829	Covington Sales & Service	Parts to Repair Street Sweeper	4,013.53
46830	C Spire Wireless	Radio/Cell Phone Services	1,126.05
46831	State School Insurance Fund	Employee Deductions	12,343.44
46832	Emerald TC. LLC	Accounting Software Conversion Services	2,620.00
46833	Federal Express Corp	Express Mail Service	643.74
46834	Fuelman	Fuel for MSPA Vehicles	652.77
46835	Van Grundmann	Business Expenses	104.05
46836	Gulf Ports Association	Membership Dues	200.00
46837	Hancock Bank	May Lease 14th Floor	14,432.24
46838	Hancock Bank	May Lease 8th Floor	5,241.35
46839	MS Dept. of Human Services	Employee Deductions	117.70
46840	MS Pub. Employees Credit Union	Employee Deductions	480.00

46841	MSPA Petty Cash Fund	Replenish Petty Cash	16.02
46842	MSPA PEA	Reimburse for Check Deposited in Error	119.66
46843	MS State Tax Commission	Employee Deductions	5,365.00
46844	National Crane Service	Certification of Gottwald Cranes	9,640.00
46845	Ports America, Inc.	Maintenance on Cranes	15,348.18
46846	Legal Shield	Employee Deductions	14.96
46847	Norma Jean Soroe	Transcription Fees	434.48
46848	Southern Admin. and Benefits	Monthly Service Fee	200.00
46849	The Sun Herald	Advertising	191.10
46850	Swetman Security Services, Inc.	Security Guard Services	22,394.66
46851	The Tree House, Inc.	Toner Cartridges for Printers	715.74
46852	United Concordia, Inc.	Employee Deductions	701.54
46853	WalMart Community	Maintenance Supplies	89.52

TRANSFERS

4/18/13	Deferred Compensation	Employee Deductions	3,099.67
4/18/13	Public Employment Retirement	Retirement Match and Withheld	35,899.13
4/19/13	Federal Tax Deposit	Payroll Tax Deposit	20,463.03

Total \$ 161,152.18

FINAL CHECKLIST FOR MAY 9, 2013

BILLS FOR THE MONTHS OF APRIL AND MAY 2013 APPROVED AND PAID

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

CHK #	VENDOR	DESCRIPTION	CHK AMT
46854	American Assoc. of Port Auth.	Registration Fees	2,685.00
46855	AAE Acquisition, LLC	Equipment Rental	560.00
46856	Donald R. Allee	Consulting Fees	20,865.00
46857	American Express - BTA	Travel Expenses	747.20
46858	Apple, Inc.	IPads	3,493.00
46859	A T & T Mobility	Cellular Phone Service	98.97
46860	B.E.A.R.	Pump for West Pier Lift Station	4,445.00
46861	AT&T	Telephone Service	1,584.23
46863	Bonds Services, Inc.	Janitorial Services	1,050.00
46864	Mary Bourdin	Reimburse for Webhosting/Office Supplies	210.63
46866	City of Gulfport	Water	5,908.60
46867	Delta Sanitation of MS., LLC	Waste Removal/Portable Restroom Services	793.00
46868	Duke Marine Laboratory	Refund Credit Balance on Account	12.34
46869	Eagle Energy, Inc.	Diesel	1,261.60
46870	Emerald TC. LLC	Accounting Software Conversion Services	693.75
46871	Federal Express Corp	Express Mail Service	418.98
46872	Fuelman	Fuel for MSPA Vehicles	125.71
46873	W.W. Grainger, Inc.	Maintenance Supplies	234.34
46874	Great Southern Club	Monthly Dues and Business Expenses	463.31
46875	Gulf Coast Business Supply Inc.	Janitorial Supplies and Projector	1,166.14
46876	Gulfport Yacht Club	Business Expenses	121.05
46877	J.H. Haynes Electric Co., Inc.	Electrical Repairs Shed 53	1,235.55
46878	MS State Treasure Fund 3601	Long Distance Telephone/Internet Services	881.03
46879	Infocast	Registration Fees	895.00
46880	UBM Global Trade, Inc.	Marketing Data Subscriptions	2,705.00
46881	Robert J. Knesal	Per Diem	360.00
46882	Rick Maldonado & Assoc., Inc.	April Services	8,333.33

46883	Maximum Auto Parts	Parts to Repair Unit #6 & Transmission Fluid	93.30
46884	MS Development Authority	Annual Port Administration Fee	5,000.00
46885	MS Dept. of Human Services	Employee Deductions	117.70
46886	MS Power Company	Electricity	25,099.50
46887	MS Pub. Employees Credit Union	Employee Deductions	480.00
46888	Jack Norris	Per Diem	200.00
46890	Kim Purchner	Reimburse for Office Supplies	64.18
46892	Redd Pest Solutions	Pest Control Services	365.00
46893	John Rester	Travel Expenses	314.77
46894	Eluse J. Roberts	Per Diem	200.00
46896	Roskopf Electrical Supply Co.	Replacement Bulbs for Shed 50 & Shed 53	19,056.82
46897	Rose Office Systems, Inc.	Rental for Facilities/Ops./Crowley Trailers	3,830.00
46898	Security Blanket, Inc.	Repair Phone Lines	517.50
46899	James C. Simpson, Jr.	Per Diem	400.00
46900	Specialty Hose & Fabrication	Parts to Repair Street Sweeper	151.67
46901	State Dept. of Audit	Statewide Testwork	8.36
46902	The Sun Herald	Advertising	79.56
46903	Swetman Security Services, Inc.	Security Guard Services	22,052.06
46904	Matthew Wypyski	Business Expense	55.05
TRANSFERS			
5/3/13	Deferred Compensation	Employee Deductions	3,099.67
5/3/13	Federal Tax Deposit	Payroll Tax Deposit	20,346.51
0509130577	Boyden	Professional Fees	<u>5,614.31</u>
Total			<u>\$ 168,493.72</u>

Commissioner Roberts moved to approve the following cash request:

#54 MSPA (\$83,351.92); Archer Western (\$2,101,802.41); Neel Schaffer (\$510,604.95); QES (\$13,499.40); Thompson Engineering (\$33,675.95); CDM (\$2,048.80); Atwell & Gent (\$18,721.35); Atkins (\$44,300.96); Anchor QEA (\$89,689.42); CH2MHill (\$320,611.33) for a sub-total of \$3,218,306.49. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Rester moved to approve the following progress payments: BMA (\$57,838.92); BMI Environmental (\$951.25); QES (\$3,751.50); Rod Cooke Construction (\$127,219.90). Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve the request for reimbursement for the rail upgrade: MSPA Funds to Piltz, Williams, LaRosa (\$2,440.00); CDBG Funds Request #19 to Piltz, Williams, LaRosa for \$2,092.50. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Norris recused himself and left the meeting.

Commissioner Rester moved to approve payment of \$138,784.49 to Yates Anderson JV (under Restoration Agreement Request #54), for a total of \$3,357,090.98; Progress Payment to Balch & Bingham of \$23,768.04. Commissioner Roberts seconded and the motion was unanimously approved.

OLD BUSINESS:

Commissioner Roberts moved to approve Amendment No. 3 to Task Order No. 5 under Contract No. 010-HUD-006 with Yates Anderson JV. Amendment No. 3 decreases costs by \$3,322.23 and closes out Task Order No. 5. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Norris returned to the meeting.

Commissioner Knesal moved to approve Modification No. 2 to Contract No. 11-FD-16 with Adjusters International, Inc. Modification No.2 extends the agreement through June 2014 with no additional costs. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Norris moved to approve a Lease Agreement with DuPont. The lease has a primary term of 30 years with three 10 year options and a new throughput guarantee of 450,000 short tons. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Norris recused himself and left the meeting.

Commissioner Rester moved to authorize a Professional Service Agreement with Balch & Bingham for legal services for Fiscal Years 2014, 2015 and 2016. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Norris returned to the meeting.

Commissioner Rester moved to authorize a Professional Service Agreement with Stewart, Sneed Hewes for insurance services for Fiscal Years 2014, 2015 and 2016. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Rester moved to authorize a Professional Service Agreement with Swetman Security Service for security services for Fiscal Years 2014, 2015 and 2016. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Rester moved to authorize a Professional Service Agreement with Alexander & Van Loon for audit services for Fiscal Years 2014, 2015 and 2016. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Rester moved to authorize a Professional Service Agreement with The Gibbes Company for public media services for Fiscal Years 2014, 2015 and 2016. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Rester moved to authorize Professional Service Agreements for the following vendors for Fiscal Years 2014, 2015 and 2016:

Janitorial Services – Bonds Services, Inc. – not to exceed \$20,000 per fiscal year.
Trash Disposal – Advanced Disposal – not to exceed \$50,000 per fiscal year
Portable Restrooms – Advanced Disposal – not to exceed \$20,000 per fiscal year

Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Norris moved to approve the final MSPA Rules & Regulations previously submitted to the Secretary of State. Commissioner Rester seconded and the motion was unanimously approved.

NEW BUSINESS:

Commissioner Rester moved to approve Task Assignment No. 12 under Contract No. 10-HUD-011 with Anchor QEA (Dredging Design). The duration of this task is 479 days

with a not to exceed cost of \$121,200.00. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Norris recused himself and left the meeting.

Commissioner Rester moved to approve Task Order No. 10 under Contract No. 010-HUD-006 with Yates Anderson Joint Venture (Construction Management). This task order has a not to exceed amount of \$454,175.00 and a duration of 330 calendar days. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Norris returned to the meeting.

PUBLIC COMMENTS (cont.):

Stone County Engineer Jon Bond and Stone County Attorney Scott Gibson addressed the Board with concerns about the condition of certain roads in Stone County that dirt haulers for the port restoration are using.

PORT RESTORATION UPDATE:

A revised schedule is being worked on and will be distributed to Commissioners shortly. The shore protection project should be out within another couple of weeks and more than 60 requests have been received for the Wharf Upgrade project.

EXECUTIVE DIRECTOR'S COMMENTS:

Interim Director Wypyski expressed his thanks to the Commissioners for allowing him to serve as Interim Director for the past six months. The port restoration is of vital importance to the State and he is honored to be a part of it.

The next regularly scheduled Board Meeting will take place Thursday, June 13th.

GENERAL COUNSEL'S COMMENTS:

Ben Stone thanked the Commissioners for their confidence in Balch & Bingham and for allowing them to represent the port for another three years.

MDA'S COMMENTS:

Daron Wilson acknowledged Jim McArthur in attendance and thanked Matt Wypyski for his service as Interim Director for the past six months and looks forward to his continued service with the Port.

COMMISSIONERS' COMMENTS:

Commissioners all individually thanked Matt Wypyski for his exemplary service while serving as Interim Director.

Commissioners also thanked Commissioner Rester for his work with the Executive Search firm in finding the new Port Executive Director, Jonathan Daniels.

Commissioner Simpson acknowledged the effort put forth by Matt Wypyski, Mary Bourdin and Duane Wilson with the DuPont lease agreement.

Commissioner Simpson also stressed the importance of paying attention to detail regarding the scoping meeting.

Commissioner Norris commented on Senators Cochran and Wicker's efforts to ensure that all Mississippi interests are covered in Washington, DC.

COMMUNICATIONS UPDATE:

There were over 56,000 visitors to the Port of the Future website last month.

On May 21st, a Public Scoping Meeting with the U.S. Corps of Engineers will take place.

The Gibbes Company assisted with the announcement of Jonathan Daniels.

Lisa Hathorn thanked the Commissioners for authorization of a new contract for public media services.

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

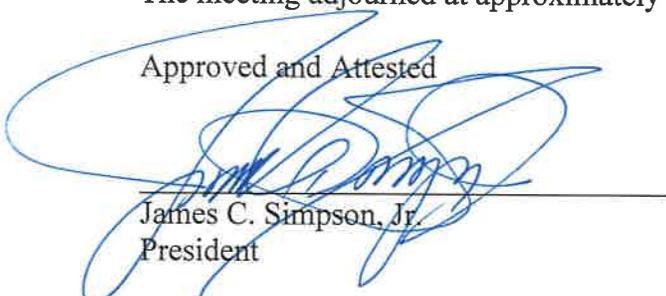
Commissioner Rester moved to enter Executive Session to discuss personnel matters and real estate matters (Island View). Commissioner Roberts seconded and the motion was unanimously approved.

(THE BOARD OF COMMISSIONERS ENTERED INTO EXECUTIVE SESSION AT APPROXIMATELY 9:15 A.M.)

Commissioner Simpson stated that no action took place during Executive Session

The meeting adjourned at approximately 10:50 a.m.

Approved and Attested



James C. Simpson, Jr.
President



Jack Norris
Secretary