

MISSISSIPPI PORT AUTHORITY

BOARD OF COMMISSIONERS

REGULAR MEETING

October 24, 2013

Minutes of the Mississippi State Port Authority Board of Commissioners Meeting,
Thursday, October 24, 2013, 2510 14th Street, Suite 1500, Gulfport, Mississippi at which
the following Commissioners and staff were present:

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

Staff: Jonathan Daniels, Executive Director/CEO
 Matthew Wypyski, Chief Operating Officer
 Joe Conn, Director of Port Restoration
 John Webb, Deputy Director - Engineering
 Mary Bourdin, Deputy Director - Finance
 Kim Purchner, Executive Assistant/HRO

David Duhe, Legal Counsel

Others: Denton Gibbes, The Gibbes Company
 Lon Elledge, CH2MHill
 Brian Varnado, T.L. Wallace
 Duane Wilson, DuPont
 John Oliver, QES
 Christine Brice, Election Committee
 Phillip Carter, MDA
 Howard Page, Steps Coalition
 Robert Boone, RFB, LLC
 Heather Megehee, Yates Anderson JV
 Jay Carney, T.L. Wallace
 Marcia Crawford, HCDC
 Melissa Powell, MDA-Horne
 Cathy B. Mackenzie, Island View Casino & Resort
 Lisa Hathorn, The Gibbes Company

Randall Love, T.L. Wallace
Richie Ashley, Neel-Schaffer
Bill Mitchell, Brown, Mitchell, Alexander
Rev. Chris O'Brien, Seamen Center
Mark McDaniel, YAJV
Steve Phillips, WLOX

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 Rester.

PUBLIC COMMENTS:

Howard Page, Steps Coalition re-extended the invitation to Commissioners to the preview of the Steps Coalition documentary at the Great Southern Club.

Commissioner Knesal moved to approve the September 24th and 26th minutes. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve travel (Oct. 7-8/ Daniels to Jackson, MS; Oct. 29/Daniels, Simpson to Torrence, CA; Oct. 30-31/Daniels to Jackson, MS). Commissioner Knesal seconded and the motion was unanimously approved.

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

DISBURSEMENTS THROUGH OCTOBER 10, 2013
BILLS FOR THE MONTHS OF SEPTEMBER AND OCTOBER 2013 APPROVED AND PAID
FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHK #	VENDOR	DESCRIPTION	CHK AMT
47455	Advanced Disposal Service	Waste Removal/Portable Restroom Services	1,894.00
47456	Alexander, Van Loon, Sloan	FY2013 Accounting Services	30,478.00
47457	A T & T Mobility	Cellular Phone Services	180.01
47458	AT&T	Telephone Services	1,588.85
47459	Birmingham Rail & Locomo. Inc.	Parts to Repair Rail Road	1,135.00
47460	Bonds Services, Inc.	Janitorial Services	1,050.00
47461	City of Gulfport	Water	5,778.53
47462	Sun Coast Business Supply	Toner Cartridges and Office Supplies	1,317.40
47463	Covington Sales & Service	Motor & Gutter Brooms for Street Sweeper	1,558.00
47464	Daily Equipment	Maintenance Supplies for Fork Lift	448.26
47465	Jonathan Daniels	Business and Travel Expenses	763.15
47466	Deep South Equipment	Repair Part for Warehouse 53 Dock Leveler	270.75
47467	Express Services, Inc.	Temporary Labor	1,130.80
47468	Federal Express Corp.	Express Mail Services	57.61
47469	Frazier Law Firm, PLLC	Employee Deductions	342.06
47470	Fuelman	Fuel for MSPA Vehicles	874.50
47471	The Gibbes Company	Professional Services	4,687.50
47472	W.W. Grainger, Inc.	Paving Material and Maintenance Supplies	1,905.30
47473	Great Southern Club	Monthly Dues and Business Expenses	543.70
47474	Gulfport Yacht Club	Business Expenses	48.33
47475	J.H. Haynes Electric Co., Inc.	Parts and Labor to Repair High Mast Lights	3,948.06
47476	Logista	Laptop and Computer Supplies	1,551.00
47477	MS State Treasure Fund 3601	Long Distance Telephone/Internet Services	791.27
47478	Isco Metals & Supply LLC	Maintenance Supplies	510.00
47479	JOC Group, Inc.	Marketing Data Subscriptions/Search Fee	2,708.24
47480	W.G. Fry Corporation	Office Supplies	59.25
47481	Lowe's Home Center, Inc.	Grounds Maintenance Supplies	354.96
47482	Mac Papers, Inc.	Copy Paper	555.00
47483	Maximum Auto Parts	Heavy Equipment Maintenance Supplies	1,853.55
47484	Mobile Services & Equipment	Shuttle Wagon Maintenance Supplies	243.62
47485	MS Dept. of Human Services CRDU	Employee Deductions	117.70
47486	MS Mgmt. & Reporting System	MMRS Charges	88.83
47487	MS Power Company	Electricity	26,863.57
47488	MS Pub. Employees Credit Union	Employee Deductions	480.00
47489	Office Depot Card Plan	Office Supplies	16.02

47490	Phillips Building Supply	Maintenance Supplies	463.33
47491	Pine Belt Oil Co., Inc.	Diesel	1,334.36
47492	Ports America, Inc.	Maintenance on Cranes	15,734.40
47493	Performance Tire & Wheel, Inc.	Parts and Labor to Repair Tractor Tire	186.92
47494	Puckett Machinery Company	Part to Repair Back Hoe/Air Comp. Svc. Kit	467.31
47495	Redd Pest Solutions	Pest Control Services	365.00
47496	Rose Office Systems, Inc.	Rental for Facilities/Ops./Crowley Trailers	3,830.00
47497	Southern Admin. and Benefits	Monthly Services Fees	200.00
47498	State Dept. of Audit	Statewide Testwork	12.53
47499	Stewart Sneed Hewes, Inc.	Additional FY2014 Flood Insurance	4,156.00

CHECK DATED 9/26/13 AND RELEASED PRIOR TO SCHEDULED CHECK RUN

47308	Matthew Wypyski	Travel Expenses	414.58
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CHECKS DATED 10/4/13 AND RELEASED PRIOR TO SCHEDULED CHECK RUN

47309	American Express - BTA	Travel Expenses	863.80
47310	Express Services, Inc.	Temporary Labor	1,130.80
47311	Rick Maldonado & Assoc., Inc.	August Services	8,333.33
47312	MS Dept. of Human Services CRDU	Employee Deductions	117.70
47313	MS Pub. Employees Credit Union	Employee Deductions	480.00

TRANSFERS

10/03/13	Deferred Compensation	Employee Deductions	3,149.67
10/04/13	Federal Tax Deposit	Payroll Tax Deposit	<u>21,127.98</u>

Total \$ 158,560.53

FINAL CHECKLIST FOR OCTOBER 24, 2013

BILLS FOR THE MONTHS OF OCTOBER AND NOVEMBER 2013 APPROVED AND PAID
FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHK #	VENDOR	DESCRIPTION	CHK AMT
47506	American Assoc. of Port Auth.	Registration Fee	895.00
47507	AFLAC	Employee Deductions	1,020.46
47508	AIG	FY 2013 Additional Insurance	527.00
47509	AirGas Gulf States	Oxygen Cylinder Rentals	70.63
47510	Airgas USA, LLC	Maintenance Supplies	267.50
47513	Sun Coast Business Supply	Office Supplies	252.78
47514	RJ Young	Copier Maintenance Agreements/Scanner	3,382.00
47515	Covington Sales & Service	Parts to Repair Street Sweeper	3,670.53
47516	C Spire Wireless	Radio/Cell Phone Service	1,644.92
47517	CVR Computer Supplies	Toner Cartridges	284.00
47518	Jonathan Daniels	Travel Expenses	1,203.69
47519	State School Insurance Fund	Employee Deductions	12,867.52
47520	Emerald TC. LLC	Accounting Software Conversion Services	92.50
47521	Express Services, Inc.	Temporary Labor	2,261.60
47522	Federal Express Corp.	Express Mail Services	14.45
47523	Fuelman	Fuel for MSPA Vehicles	405.64
47524	Gary Machinery, LLC	Sheet Metal Cutter with Stand	2,994.00
47525	The Gibbes Company	Professional Services	28,021.00
47526	Gulfport Industrial Supply, Inc.	Safety Boots	665.00
47527	Hancock Bank	November Lease 14th Floor	14,432.24
47528	J.H. Haynes Electric Co., Inc.	Repair Security Lighting Crowley M&R	1,731.84
47529	Hancock Bank	November Lease 8th Floor	5,241.35
47530	Logista	Software Renewal	1,290.00

47531	Robert J. Knesal	Per Diem	80.00
47532	Lowe's Home Center, Inc.	Maintenance Supplies	457.64
47533	MS Development Authority	Professional Services for Brazil Trip	3,500.00
47534	MSC Industrial Supply Company	Hand Brake	4,940.00
47535	MS Dept. of Human Services CRDU	Employee Deductions	117.70
47536	MS Pub. Employees Credit Union	Employee Deductions	480.00
47537	MS State Tax Commission	Employee Deductions	5,898.00
47538	Jack Norris	Per Diem	160.00
47539	Piltz, Williams, LaRosa & Co.	Accounting Services	2,056.74
47540	Ports America, Inc.	Maintenance on Cranes	6,536.18
47541	Legal Shield	Employee Deductions	14.96
47543	Eluse J. Roberts	Per Diem	40.00
47544	Server Supply	Computer System Board	39.00
47545	James C. Simpson, Jr.	Per Diem	120.00
47546	Norma Jean Soroe	Transcription Fees	514.48
47547	Southern Pipe and Supply, Inc.	Plumbing Supplies	2,090.83
47548	Swetman Security Services, Inc.	Security Guard Services	22,353.38
47549	United Concordia, Inc.	Employee Deductions	839.98
47550	Dale Waltman	Business Expenses	27.83
47552	Matthew Wypyski	Travel Expenses	742.05

CHECKS DATED 10/11/13 AND RELEASED PRIOR TO THE MEETING

47502	Jonathan Daniels	Travel Expenses	2,471.22
47503	State Dept. of Audit	Statewide Testwork	8.96
47504	Stribling Equipment, LLC	Parts to Repair Street Sweeper	282.94
47505	Swetman Security Services, Inc.	Security Guard Services	22,353.38

TRANSFERS

10/10/13	MS Department of Revenue	September Sales Tax Payment	3,116.17
10/17/13	Deferred Compensation	Employee Deductions	3,149.67
10/18/13	Federal Tax Deposit	Payroll Tax Deposit	20,823.01
10/18/13	Public Employment Retirement	Retirement Match and Withheld	42,479.15

Total \$ 228,928.92

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

The following items were approved:

RENEWAL LICENSES:

Vendor: Mike's Wholesale Tire Repair

Apprentice Pilot: Jason T. Gibson

Commissioner Roberts moved to approve cash request #62 - MSPA (\$81,625.66); RFB, LLC (\$6,120.00); L&A Constructing (\$428,950.09); Neel Schaffer (\$620,710.81); QES (\$8,238.55); W.C. Fore Trucking (\$633,360.77); Thompson Engineering (\$7,637.91); Atwell & Gent (\$56,076.25); Atkins (\$77,026.89); Anchor QEA (\$9,922.82); Volkert (\$7,986.72); R.K. Johns (\$4,000.00); CH2MHill (\$267,861.10) for a subtotal of \$2,209,517.57. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve CDBG Funds Request #21 reimbursement for the rail upgrade to Piltz, Williams, LaRosa for \$562.50. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve the following progress payments: BMA (\$109,953.98); BMI Environmental (\$7,928.13); QES (\$11,570.00); Rod Cooke Construction (\$253,188.30); W.C. Fore Trucking (\$232,768.05). Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Norris recused himself and left the meeting.

Commissioner Knesal moved to approve payment of \$150,520.00 to Yates Anderson JV (under Restoration Agreement Request #62), for a total of \$2,360,037.57; Progress Payment to Balch & Bingham of \$24,667.60. Commissioner Roberts seconded and the motion was unanimously approved.

OLD BUSINESS:

Commissioner Roberts moved to approve Amendment No. 2 to Task Order No. 7 under Contract No. 010-HUD-006; Yates Anderson JV (Construction Management). Amendment No. 2 decreases costs by \$364,127.91 and closes out Task Order No. 7. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Norris returned to the meeting.

Commissioner Norris moved to approve Modification No. 1 to Contract No. 14-FD-16; Alexander, Van Loon, Sloan, Levens & Favre. Modification No. 1 increases the contract audit price by no more than \$6,000 each year. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve Amendment No. 1 to Task Order No. 5; Contract No. 010-HUD-013 with Atwell & Gent (Electrical Design Services). Amendment No. 1 decreases costs by \$5,120.00 and closes out Task Order No. 5. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Norris moved to approve Amendment No. 1 to Task Order No. 7; Contract No. 010-HUD-013 with Atwell & Gent (Electrical Design Services). Amendment No. 1 modifies the 2013 approved rates for Task Order No. 7. Commissioner Roberts seconded and the motion was approved with Commissioners voting as follows: Norris – Affirmative; Roberts – Affirmative; Rester – Affirmative; Knesal – Negative.

Commissioner Norris moved to approve Amendment No. 1 to Task Order No. 5; Contract No. 010-HUD-012; CDM Smith (General Utility & Engineering). Amendment No. 1 increases costs by \$117,000.00 with no change in duration. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Knesal moved to table the following item: Approval of Amendment No. 3 to Task Order No.2; Contract No. 010-HUD-010; Michael Baker (Coastal Engineering Design). Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve Amendment No. 1 to Task Order No. 22; Contract No. 010-HUD-001; Neel Schaffer (General Engineering & Design). Amendment No. 1 modifies the 2013 approved rates for Task Order No. 22. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve a Notice of Completion for the +25 Fill Phase I Project; Contract No. 012-HUD-015; W.C. Fore Trucking Co. Commissioner Knesal seconded and the motion was unanimously approved.

Restoration Director Joe Conn withdrew the Notice of Completion for the 24 acre Dredge & Fill Project; Contract No. 012-HUD-016; Archer Western, LLC.

Commissioner Knesal moved to approve Change Order No. 1; Contract No. 13-EN-01; Rod Cooke Construction Co. Change Order No. 1 adds 17 additional days to the contract with no change in cost. Commissioner Roberts seconded and the motion was unanimously approved.

NEW BUSINESS:

Commissioner Roberts moved to authorize the purchase of two replacement vehicles for the operations Department – one Dodge Ram pick-up and one Ford pick-up. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve the issuance of a Request for Proposals for Construction Management Services for the Dupont Ore Handling Facility. Commissioner Roberts seconded and the motion was unanimously approved. Commissioner Knesal moved to authorize the solicitation of bids for landscape and architecture services for the northern boundary of port property along Highway 90. Commissioner Norris seconded and the motion was unanimously approved.

COMMUNICATIONS UPDATE:

The port will hold a Ribbon Cutting Ceremony at the newly completed West Gate Security Gate Complex immediately preceding Executive Session. Everyone is invited.

Joe Conn will represent the Port at a Community Outreach Block Party this Saturday at 3280 39th Avenue.

Director Daniels will speak to the Westside Community Group on Saturday, November 9th at 10:00 a.m.

Denton Gibbes made a presentation to the Commissioners regarding a Media Plan.

PATHWAYS TO THE PORT UPDATE:

Robert Boone reported that he had completed the Jobs in Training Analysis and will report on the findings at next months’ meeting.

PORT RESTORATION UPDATE:

The port is on track to get the crane package out next month.

The demolition is proceeding on the wharf upgrade.

The Shore Protection project will begin in December.

OPERATIONS REPORT:

Matthew Wypyski reported on the monthly maritime activity:

Vessel calls	Vessels	14		Truck Count	6,018
	Tugs	19		Railcar Count	613
	Barges	55		TEU’s	16,553
				Tonnage (short tons)	172,805

EXECUTIVE DIRECTOR’S COMMENTS:

After being denied for the past six years, the Water Resources Reform and Development Act, HR 3080 will now go into conference committee. This is critical and gives us the opportunity to work with our delegation toward this action.

We recently sent a Letter of Intent to the Corps of Engineers regarding a cost sharing possibility for dredging.

Director Daniels and COO Wypyski recently attended the AAPA Annual Conference in Orlando. The Gulf Caucus met over various issues; the main focus was a discussion regarding HB 3080. Another focus was dealing with green technologies - we want to make sure we are proper stewards of the environment. We had the opportunity to hear a presentation made by Green Marine. There is only one port in the U.S. going through the green marine program and we would like to bring it to the Gulf of Mexico. Director Daniels plans to discuss this project again in the near future

We feel extremely positive towards the various cargo companies we are currently working with to bring new business to the port.

Representatives from Island View are present today; MSPA and Island View executed a long term lease agreement last week and both the Commissioners and Island View are to be commended in coming up with a package that paves the way for benefits on both sides. The community will also greatly benefit from this event. If you take into consideration the investments from the Island View and from DuPont, we will have \$130 million in active economic development underway within the next few weeks. A number of areas in the U.S. would welcome this.

We will hold a ribbon cutting ceremony for the newly constructed West Pier Security Gate. The ceremony will take place immediately following this session. This is a \$2 million project that continues to move us forward and meets our security obligations under Homeland Security.

GENERAL COUNSEL'S COMMENTS:

David Duhe had no comments.

MDA'S COMMENTS:

Daron Wilson had no comments.

COMMISSIONER COMMENTS:

Commissioner Rester commended Commissioner Simpson for going above and beyond the call of duty with negotiations between MSPA & Island View Casino & Resort with regard to the newly signed long term lease. This agreement has been a long time coming, with negotiations beginning immediately after Katrina and involving many difficult issues. MSPA owes Commissioner Simpson a debt of gratitude, and the same said for Island View owners, Rick Carter and Terry Green.

Commissioners discussed the possibility of changing the date of the November Board Meeting.

Commissioner Norris commented on the major impact the Island View investment is going to have on the hospitality industry – an industry that is still down as a result of Hurricane Katrina.

Commissioner Roberts also commented on the significance of the Island View signing and how great it is for the City of Gulfport. Everyone involved should be applauded for their efforts and be proud of the accomplishment.

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

Commissioners, staff and visitors made their way to the Port to conduct a Ribbon-Cutting Ceremony for the newly completed Security Gate Complex on the West Pier.

Commissioner Knesal moved to enter Executive Session to discuss Lease Matters (potential leases). Commissioner Roberts seconded and the motion was unanimously approved.

(THE BOARD OF COMMISSIONERS ENTERED INTO EXECUTIVE SESSION AT APPROXIMATELY 10:40 A.M.)

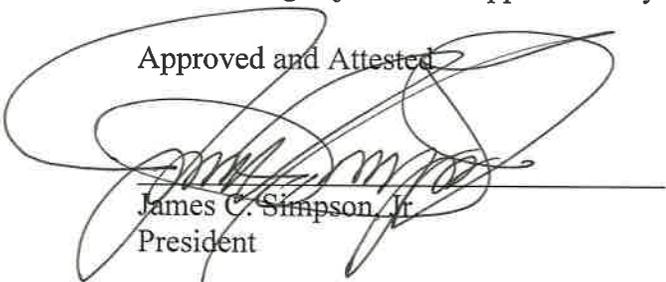
Commissioner Rester stated that no action took place during Executive Session

Commissioner Roberts moved to amend the agenda to include a Memorandum of Understanding. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Knesal moved to authorize a Memorandum of Understanding between MSPA and a maritime use entity for continued negotiations. Commissioner Roberts seconded and the motion was unanimously approved.

The meeting adjourned at approximately 11:20 a.m.

Approved and Attested


James C. Simpson, Jr.
President


Jack Norris
Secretary