

MISSISSIPPI PORT AUTHORITY

BOARD OF COMMISSIONERS

REGULAR MEETING

August 28, 2014

Minutes of the Mississippi State Port Authority Board of Commissioners Meeting,
Thursday, August 28, 2014, 2510 14th Street, Suite 1500, Gulfport, Mississippi at which
the following Commissioners and staff were present:

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

Staff: Jonathan Daniels, Executive Director/CEO
 Matthew Wypyski, Chief Operating Officer
 Joe Conn, Director of Port Restoration
 John Webb, Director of Engineering
 Mary Bourdin, Director of Finance
 Mel Arsenault, Director of Compliance
 Carlos Bell, Director of Community Relations/Marketing
 Kim Purchner, Executive Assistant/HRO
 Kim Aguillard, Community Relations/Marketing Specialist

 Ben Stone, Legal Counsel
 David Duhe, Legal Counsel

Others: Mark Schloegel, Stewart Sneed Hewes
 Philip Carter, MDA
 Howard Page, Steps Coalition
 Robert Boone, RFB, LLC
 Duane Wilson, DuPont
 Brian Varnado, T.L. Wallace
 Jay Carney, T.L. Wallace
 Tom Ryburn, CH2MHill
 Marcia Crawford, HCDC
 Chris Williams, BMA
 Rebecca Ferguson, MDA
 Bruce Newton, Digital Engineering
 Courtney Haggerty, Residence Inn
 Avery Windham, Hilton Garden Inn
 Todd Bradford, YAJV
 Randall Love, T.L. Wallace
 John Coughlin, YAJV
 Christine Brice, Election Commissioner
 Richie Ashley, Neel Schaffer
 Casey McConnell, YAJV
 Glenn Cobb, Pathways to the Port
 Steve Phillips, WLOX
 Dax Alexander, BMA
 Greg Schruff, SSA
 Todd Stockberger, CH2MHill

H. Washington, CH2MHill
 Candace Sutherland, Commonwealth Hotels
 Chris Johnson, ILA
 Anna Gibson, Watkins Eager

Commissioner Rester 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:

There were no public comments.

Commissioner Simpson moved to approve the July 25th minutes. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Norris moved to approve travel (Aug 3 – 6/Arsenault to Jackson; Aug 12-13/Bourdin to Jackson; Aug 26-27/Daniels, Rester to Louisiana; Sept. 7-10/Daniels to Los Angeles/San Diego; Sept 11-13/Daniels to Destin; Sept 16-21/Daniels to Tokyo; Oct 1-2/Wypyski, Bell, Aguillard to Houston; Oct 7-9/Daniels to Kansas City; Oct 29-31/Daniels to Baton Rouge. Commissioner Roberts seconded and the motion was unanimously approved.

FINANCIAL REPORT:

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

DISBURSEMENTS THROUGH AUGUST 7, 2014
 BILLS FOR THE MONTHS OF JULY AND AUGUST 2014 APPROVED AND PAID
 FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHK#	VENDOR	DESCRIPTION	CHK AMT
48662	American Journal of Transportation	Advertising	1,700.00
48663	B.E.A.R.	Electrical Repairs to WP Lift Station	110.00
48664	Bonds Services, Inc.	Janitorial Services	1,050.00
48665	City of Gulfport	Water	6,821.73
48666	Sun Coast Business Supply	Office Supplies	1,040.49
48667	Covington Sales & Service	Gutter Brooms for the Street Sweeper	768.00
48668	Jonathan Daniels	Business and Travel Expenses	407.92
48669	Federal Express Corp.	Express Mail Services	99.09
48670	Fuelman	Fuel for MSPA Vehicles	286.31
48671	Green Marine Alliance Verte	Green Marine Flag	125.00
48672	Gulf Coast Business Supply, Inc.	Office Supplies	85.85
48673	HRdirect	Employment Posters	67.99
48674	Newell Paper Co.	Janitorial Supplies	417.53
48675	JOC Group, Inc.	Advertising	1,500.00
48676	The Journal of Commerce	Subscription	315.00
48677	Mississippi Business Journal	Advertising	2,230.00
48678	MS Dept. of Human Services CRDU	Employee Deductions	304.45
48679	MS Power Company	Electricity	32,031.65
48680	MS Pub. Employees Credit Union	Employee Deductions	400.00
48681	MS Water Resources	Membership Dues	500.00
48682	Necaise Locksmith	Rekey Locksets Shed 16	186.00

48683	Ports America, Inc.	Crane Maintenance	18,959.89
48684	Kim Purchner	Mileage Reimbursement	8.96
48685	Redd Pest Solutions	Pest Control Services	365.00
48686	RJ Young Company, Inc.	iSynergy Software Renewal	4,500.00
48687	Rose Office Systems, Inc.	Rental for Facilities/Ops./Crowley Trailers	3,730.00
48688	Sorg Printing, LLC	Business Cards	76.00
48689	The Sun Herald	Advertising	48.46
48690	Swetman Security Services, Inc.	Security Guard Services	22,998.44
48691	Dale Waltman	Business Expense	64.23
48692	Wright National Flood Ins.	Flood Insurance for Sheds 16, 50 and 53	134,079.00
48693	Matthew Wypyski	Business and Travel Expenses	320.16
CHECK DATED 7/30/14 AND RELEASED PRIOR TO SCHEDULED CHECK RUN			
48661	Maria Simpson	Spanish Training and Materials	2,294.55
TRANSFERS			
07/24/14	Deferred Compensation	Employee Deductions	3,069.67
07/24/14	Public Employment Retirement	Retirement Match and Withheld	45,292.58
08/06/14	Federal Tax Deposit	Payroll Tax Deposit	22,347.27
Total			<u>\$ 308,601.22</u>

FINAL CHECKLIST FOR AUGUST 28, 2014

BILLS FOR THE MONTHS OF AUGUST AND SEPTEMBER 2014 APPROVED AND PAID
FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHK#	VENDOR	DESCRIPTION	CHK AMT
48719	Kentwood Springs	Drinking Water	153.33
48720	AFLAC	Employee Deductions	1,234.83
48721	AirGas Gulf States	Oxygen Cylinder Rental	33.18
48722	Anytime Portables, LLC	Portable Restroom Services	360.00
48723	Breakbulk Events & Media	Conference Registrations	900.00
48725	State School Insurance Fund	Employee Deductions	11,760.98
48726	Eagle Energy, Inc.	Diesel	9,819.23
48727	Express Services, Inc.	Temporary Labor	237.12
48728	Federal Express Corp.	Express Mail Services	1,048.52
48729	Fuelman	Fuel for MSPA Vehicles	907.60
48730	W.W. Grainger, Inc.	Maintenance Supplies	216.55
48731	Guardian	Employee Dental Deductions	1,052.14
48732	Gulfport Industrial Supply, Inc.	Safety Boots	687.50
48733	Hancock Bank	September Lease 14th Floor	14,432.24
48734	Hancock Bank	September Lease 8th Floor	5,241.35
48735	Logista	Computer Services	892.50
48736	Dr. Samuel Jones Consulting, LLC	Training BOC/Staff Retreat	3,800.00
48737	Robert J. Knesal	Per Diem and Travel Expenses	279.36
48739	Lowe's Home Center, Inc.	Maintenance Supplies	155.61
48740	Mac Papers, Inc.	Copy Paper	774.00
48741	Maximum Auto Parts	Maintenance Supplies	43.06
48742	MS Dept. of Human Services CRDU	Employee Deductions	304.45
48743	MS State Tax Commission	Employee Deductions	6,331.00
48744	MS Windstorm Underwriting Assoc.	Insurance	1,734.52
48745	Northern Tool & Equipment Co.	Safety Boots	244.40
48746	Jack Norris	Per Diem	80.00
48747	Piltz, Williams, LaRosa & Co.	Grant Administration Services	135.00
48748	Ports America, Inc.	Maintenance on Cranes	29,482.21
48749	Legal Shield	Employee Deductions	150.46

48751	Redd Pest Solutions	Pest Control Svcs	365.00
48752	John Rester	Per Diem and Travel Expenses	597.88
48753	RJ Young Company, Inc.	Copier Maintenance Agreements	1,455.33
48754	Eluse J. Roberts	Per Diem and Travel Expenses	556.04
48755	Sage Software, Inc.	Software Support	1,066.24
48756	Shred It - Mobile	Document Shredding	347.20
48757	James C. Simpson, Jr.	Per Diem and Travel Expenses	622.29
48758	Norma Jean Soroe	Transcription Fees	918.96
48759	Southern Admin. and Benefits	Monthly Service Fee	200.00
48760	Specialty Hose & Fabrication	Maintenance Supplies	328.74
48761	Stewart Sneed Hewes, Inc.	Insurance	2,498.00
48762	The Sun Herald	Advertising	178.78
48763	Swetman Security Services, Inc.	Security Guard Services	22,649.24
48764	T & S Carports	Metal Building for Crowley Tire Shop	7,251.44
48765	Vision Service Plan	Employee Deductions	200.11

CHECKS DATED 8/15/14 AND RELEASED PRIOR TO THE MEETING

48694	Advanced Disposal Services	Waste Removal Services	678.00
48695	Bluffs Golf Resort, LLC	BOC/Staff Retreat	979.99
48696	Card Services	Travel Expenses	415.00
48697	C Spire Wireless	Radio/Cell Phone Services	1,569.90
48698	Great Southern Club	Monthly Dues and Business Expenses	1,491.34
48699	Gulfport Yacht Club	Business Expenses	294.32
48700	Lodge at the Bluffs Condo., Assoc.	BOC/Staff Retreat	1,765.80
48701	MS Dept. of Human Services CRDU	Employee Deductions	304.45
48702	MS Pub. Employees Credit Union	Employee Deductions	400.00
48703	Run-N-Tri Company	Sponsorship	250.00
48704	Sam's Wholesale	Office Supplies	93.34

CHECKS DATED 8/22/14 AND RELEASED PRIOR TO THE MEETING

48705	Kim Aguiillard	Business Expenses	375.00
48706	Melanie J. Arsenault	Travel Expenses	679.77
48707	AT&T	Telephone Services	2,187.84
48708	Mary Bourdin	Travel Expenses	411.40
48709	Joseph Conn	Travel Expenses	105.20
48710	Cornerstone Government Affairs	Consulting Services	12,500.00
48711	Jonathan Daniels	Travel and Business Expenses	3,099.95
48712	Susan G. Komen	Sponsorship	500.00
48713	MSPA Petty Cash Fund	Replenish Petty Cash	27.87
48714	MS Poultry Association, Inc.	Conference Registration	350.00
48715	Kim Purchner	Travel Expense	65.40
48716	Raycom TV Broadcasting, Inc.	Advertising	3,220.00
48717	John Webb	Travel Expenses	90.02
48718	Matthew Wypyski	Travel Expenses	643.96

TRANSFERS

08/07/14	Deferred Compensation	Employee Deductions	3,069.67
08/22/14	Deferred Compensation	Employee Deductions	3,069.67
08/22/14	Federal Tax Deposit	Payroll Tax Deposit	21,289.99
08/22/14	Public Employment Retirement	Retirement Match and Withheld	44,783.42

Total \$ 236,437.69

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

The following items were approved:

RENEWAL LICENSES:

Vendor: Atlas Ship Service; Wilhelmsen Ship Service
Steamship Agent: T. Parker Host (NSA Agencies); Page & Jones

Commissioner Norris moved to approve progress payments to Brown, Mitchell & Alexander (\$168,026.67); L&A Contracting (\$301,850.06); QES, Inc. (\$2,621.00); and W.C. Fore Trucking (\$491,132.83). Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve cash request #73A - MSPA (\$10,313.13); QES (\$5,953.79); Neel Schaffer (\$202,375.95); Thompson Engineering (\$53,625.35); L&A Contracting (\$1,393,694.78); Bertucci Contracting (\$296,941.74); Atwell & Gent (\$68,150.00); Atkins (\$45,945.32); Volkert (\$2,173.34); Anchor QEA (\$50,577.82); RFB (\$1,147.50); and Ruiz Contracting (\$27,591.41) for a sub-total of \$2,158,490.13. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Simpson moved to approve cash request #73B - MSPA (\$53,631.75); QES (\$6,092.42); L&A Contracting (\$743,335.05) and RFB (\$2,677.50) for a sub-total of \$805,736.72. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve cash request #74A - MSPA (\$50,210.81); QES (\$17,107.56); Neel Schaffer (\$158,245.34); Atwell & Gent (\$41,000.00); Atkins (\$58,858.19); Anchor QEA (\$54,838.65); L&A Contracting (\$1,499,792.37); Tropical World (\$13,940.00) and Michael Baker, Inc. (\$10,165.12) for a sub-total of \$1,904,158.04. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Simpson moved to approve cash request #74B – Michael Baker, Inc. (\$1,518.93). Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Simpson moved to approve payments of \$243,439.12 (RFC #73A); \$218,438.21 (RFC #74A) and \$8,548.85 (RFC #74B). Commissioner Roberts seconded and the motion was approved with the Commissioners voting as follows:

Commissioner Norris	Affirmative
Commissioner Roberts	Affirmative
Commissioner Simpson	Affirmative
Commissioner Knesal	Negative

Commissioner Norris recused himself and left the meeting.

Commissioner Simpson moved to approve the following payments and Old Business:

Balch & Bingham - \$9,072.05
Yates Anderson JV - \$82,685.00.00 (RFC #73A for a total of \$2,484,614.25)
Yates Anderson JV - \$64,315.00.00 (RFC #73B for a total of \$870,051.72)
Yates Anderson JV - \$121,625.00 (RFC #74A) for a total of \$2,244,221.25)
Yates Anderson JV - \$29,342.50 (RFC #74B) for a total of \$39,410.28)
Yates Anderson JV - \$114,373.00 (progress payment)

Amendment No. 4 to Contract No. 010-HUD-006 with Yates Anderson Joint Venture which modifies 2011 approved rates based on the addition of new positions with

associated rates for Construction Management activities. This Amendment does not change the overall scope, schedule, or cost of the contract.

Amendment No. 2 to Task Order no. 9 with Yates Anderson Joint Venture, Contract No. 010-HUD-006. This amendment extends the task duration by 603 calendar days with an increase of \$1,796,100.00.

Amendment No. 2 to Task Order No. 10 with Yates Anderson Joint Venture, Contract No. 010-HUD-006. This Amendment decreased costs by \$244,852.50 and closes out the Task Order.

Amendment No. 3 to Task Order No. 11 with Yates Anderson Joint Venture, Contract No. 010-HUD-006. This Amendment closes out the Task Order.

Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Norris returned to the meeting

OLD BUSINESS:

Commissioner Roberts moved to approve Amendment No. 2 to Task Order No. 12 under Contract No. 010-HUD-011 with Anchor QEA, LLC. This amendment decreases costs by \$170.74 and closes out the task order. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Amendment No. 1 to Task Order No. 4 under Contract No. 010-HUD-010 with Michael Baker, Jr. Inc. This amendment decreases costs by \$74.77 and completes the Task Order. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Change Order No. 1 to Contract No. 014-HUD-022 with Ruiz Contracting Company. Change Order No. 1 decreases costs by \$25,279.85 and closes out the contract. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Norris moved to authorize the award of a contract to Agility Recovery Solutions for Disaster Recovery Services. Agility Recovery Solutions was the only responder to the RFP and has a monthly subscription fee of \$535.00 and a total not to exceed amount of \$50,000.00. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Norris moved to authorize the award of a contract to Maritime Defense Strategy, LLC as Security Consult. Maritime Defense Strategy was one of four responders to a RFP. Their response was the lowest at \$14,800.00 annually for a three year period. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Modification No. 2 to Task Assignment of the Brown, Mitchell & Alexander Contract No. 13-EN-02. Modification No. 2 has a not to exceed amount of \$342,356.00. Commissioner Roberts seconded and the motion was unanimously approved.

NEW BUSINESS:

Commissioner Roberts moved to approve Task Order 18 under Contract No. 010-HUD-011 with Anchor QEA. Task Order No. 18 has duration of 150 calendar days and a not to exceed amount of \$43,149.15. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Task Order No. 6 under Contract No. 010-HUD-012 with CDM Smith. Task Order No. 6 has duration of 600 calendar days and a not to exceed amount of \$210,437.00. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Task Order No. 10 under Contract No. 010-HUD-003 with QES, Inc. Task Order No. 10 has duration of 600 calendar days and a not to exceed amount of \$346,140.00. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Simpson moved to authorize the issuance of a RFQ for Supervisory Control and Data Acquisition System for the DuPont Relocation Project. Commissioner Norris seconded and the motion was unanimously approved.

RESTORATION UPDATE:

We currently have 117 full time active positions working on the restoration project because there is currently only one construction project ongoing.

We are moving into the concept design for the office buildings on the port. The water tower is at 100% design.

The Phase I site work was advertised on Monday and will be advertised once again before the closing on September 11th. This will be the single largest contract in the project.

On the Wharf upgrade project, Berth 1 was turned over last week and Berth 2 is scheduled to be turned over next Friday.

The crane procurement contract has been fully executed.

OPERATIONS REPORT:

Matthew Wypyski reported on activity for the Month of June:

Vessels	23		Truck Count	6,820
Tugs	8		Railcar Count	736
Barges	14		TEU's	16,645
			Tonnage (short tons)	211,849

EXECUTIVE DIRECTOR'S COMMENTS:

Next Tuesday, the Army Corps of Engineers will be mobilized to commence dredging. They will be here until mid- January and our channel will be somewhere between 36 and 38 feet. This will certainly help DuPont as well as others.

Planning is now turning to construction. With the investments from DuPont and Island View, and when McDermott comes on board, approximately \$130 million to \$150 million in private funding will be invested in this port.

We have been notified that the Service Distribution and Deployment Command have committed to do a full evaluation of the port and this could very well lead to our designation as a strategic port.

GENERAL COUNSEL'S COMMENTS:

Ben Stone had no comments other than Balch & Bingham is proud to be a part of such an exciting restoration project.

MDA'S COMMENTS:

Philip Carter had no comments.

COMMISSIONER COMMENTS:

Commissioner Norris commented on the great news regarding dredging and wanted to publicly thank the Mobile Corps of Engineer group for working so well with us.

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

Commissioner Simpson moved to enter Executive Session to discuss Personnel Matters and Lease Matters with a prospective tenant. Commissioner Knesal seconded and the motion was unanimously approved.

(THE BOARD OF COMMISSIONERS ENTERED INTO EXECUTIVE SESSION AT APPROXIMATELY 9:10 A.M.)

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

Commissioner Rester stated that no action took place during Executive Session

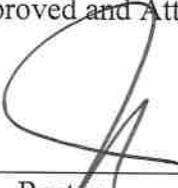
Commissioner Roberts moved to amend the agenda to include the discussion of a Memorandum of Understanding extension. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve a six month extension of a confidential Memorandum of Understanding with a potential customer. Commissioner Roberts seconded and the motion was unanimously approved.

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

The meeting adjourned at approximately 10:20 a.m.

Approved and Attested



John Rester
President



E.J. Roberts
Secretary