

MISSISSIPPI PORT AUTHORITY

BOARD OF COMMISSIONERS

REGULAR MEETING

June 23, 2016

Minutes of the Mississippi State Port Authority Board of Commissioners Meeting,
Thursday, June 23, 2016, 2510 14th Street, Suite 1500, Gulfport, Mississippi at which the
following Commissioners and staff were present:

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

Staff: Jonathan Daniels, Executive Director/CEO
Matthew Wypyski, Chief Operating Officer
John Webb, Director of Engineering
Kim Purchner, Executive Asst./HRO
Mel Arsenault, Director of External Affairs
Mary Bourdin, Director of Finance
Carlos Bell, Director of Public Engagement
Dale Waltman, Director of Operations
Nick Foto, Deputy Program Manager
Kim Aguillard, Media & Marketing Manager
Shawn Meyer, Deputy Operations Director
Chuck Graham, Crane Manager

Ben Stone, Legal Counsel
David Duhe, Legal Counsel

Others: Duane Wilson, Chemours
Phillip Carter, MDA
Randall Love, T.L. Wallace
Casey McConnell, YAJV
Richie Ashley, Neel-Schaffer
Robert Boone, RLB, LLC
Michael Sheely, CH2MHill
Damon Torricelli, Neel-Schaffer, Inc.
Violetta Cisotto, Digital Engineering
Kym Davis, YAJV
Maurice Manuel, YAJV
Bob Burns, CH2MHill
David Bridges, YAJV
Cindy Lamb, Pickering
Brian Smith, Watkins & Eager
Howard Page, Steps Coalition
Danielle Thomas, YAJV
Brian Deschamp, Eustis Engineering
Mark Schloegel, Bancorp South
Shorty Sneed, SSH
Andrea Morgan, Weishaupt
Lillian Jenkins, Horne LLP

Jim Clayton, Page & Jones, Inc.
 Michael Costelli, Simpkins & Costelli, Inc.
 Madeline Costelli, Simpkins & Costelli, Inc.
 Marcia Crawford, HCDC
 Dennis Remindes, SIC
 Bruce Newton, Digital Engineering
 Mark Lishen, EGH
 Kerman Ladner, IBEW
 Don Collins, Dan Hensarling, Inc.
 James W. Crowell, Biloxi NAACP

Commissioner Roberts 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 Roberts.

The invocation was led by Carlos Bell, MSPA.

PUBLIC COMMENTS:

Howard Page, Steps Coalition requested the status of jobs for the Restoration Program, mentioned the good news of SeaOne and had questions about hurricane evacuation.

Commissioner Simpson moved to approve the May 26th and June 1st Minutes. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve travel (May 27-29/Daniels to Jackson, MS; June 27-29/Arsenault to New Orleans, LA). Commissioner Norris seconded and the motion was unanimously approved.

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

DISBURSEMENTS THROUGH JUNE 9, 2016
 BILLS FOR THE MONTHS OF MAY AND JUNE 2016 APPROVED AND PAID
 FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHK#	VENDOR	DESCRIPTION	CHK AMT
51009	ABC Rental, Inc.	Tables and Chairs for Gaston Point Visit	229.60
51010	Acclaro, Inc.	Translation of Power Point Presentation	399.02
51011	Kim Aguillard	Coin Displays	279.00
51012	Melanie J. Arsenault	Business and Travel Expenses	1,594.10
51013	Neopost USA, Inc.	Postage Machine Rental	140.16
51014	AT&T	Telephone Services	1,727.10
51015	Bonds Services, Inc.	May Janitorial Services	1,450.00
51016	Mary Bourdin	Supplies for Dragon Boat Festival	55.96
51017	City of Gulfport	Water	6,198.66
51018	Jonathan Daniels	Business and Travel Expenses	525.16
51019	Due North Consulting, Inc.	Advertising	2,800.00
51020	Federal Express Corp.	Express Mail Services	75.63
51021	Fuelman	Fuel for MSPA Vehicles	441.98
51022	Grainger, Inc.	Life Vests and Rain Jackets	1,305.50
51023	Great Southern Club	Dues and Business Expenses	891.58
51024	Gulfport Yacht Club	Business Expenses	77.63
51025	Logista	Computer Equipment and Services	5,817.50
51026	MS State Treasurer Fund 3601	Long Distance/Internet Services	1,928.07

51027	Inland Rivers, Ports & Terminals	Membership Dues	750.00
51028	Knight Abbey	Blessing of the Crane Posters	820.00
51029	Lowe's Home Center, Inc.	Maintenance Supplies	95.95
51030	Maximum Auto Parts	Maintenance Supplies	38.00
51031	MS Dept. of Human Services CRDU	Employee Deductions	156.00
51032	MS Power Company	Electricity	73,665.87
51033	MS Pub. Employees Credit Union	Employee Deductions	320.00
51034	MSPA Petty Cash Fund	Replenish Petty Cash	51.54
51035	MS Power Company	Relocation of Power Lines for Crowley Move	909.65
51036	MS State Tax Commission	Employee Deductions	6,806.00
51037	Ports America, Inc.	Draying Dole Containers	11,162.77
51038	Redd Pest Solutions	Pest Control Services	271.00
51039	Rose Office Systems, Inc.	Construction Trailer Rentals	3,031.00
51040	Southern Printing & Silkscreen	Promotional Items	544.45
51041	Southern Admin. and Benefits	Monthly Service Fee	200.00
51042	The Sun Herald	Advertising	7,715.35
51043	Swetman Security Services, Inc.	Security Guard Services	46,585.09
51044	The Focus Group	Promote Arrival of the New Cranes	2,113.75
51045	United Way of South MS, Inc.	Sponsorship Dragon Boat Festival	1,250.00
51046	United States Postal Service	Post Office Box Rental	170.00
51047	WalMart Community	Supplies for Dragon Boat Festival	96.38
51048	Waste Management	Waste Removal Services	489.00
51049	WXXV TV	May Web Camera Lease	1,200.00
51050	Stockton Photography	Photography for Blessing of the Crane	300.00
TRANSFERS			
5/27/16	Deferred Compensation	Employee Deductions	2,149.17
5/27/16	Federal Tax Deposit	Payroll Tax Deposit	25,942.63
5/31/16	Public Employment Retirement	Retirement Match and Withheld	47,917.87
6/10/16	Federal Tax Deposit	Payroll Tax Deposit	25,746.67
Total			\$ 286,434.79

FINAL CHECKLIST FOR JUNE 23, 2016

BILLS FOR THE MONTHS OF JUNE AND JULY 2016 APPROVED AND PAID
FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHK#	VENDOR	DESCRIPTION	CHK AMT
51051	ABC Rental, Inc.	Rental Items for Blessing of the Cranes	1,947.00
51052	AFLAC	Employee Deductions	1,490.71
51053	AirGas Gulf States	Oxygen Cylinder Rental	39.97
51054	AVSNO	Monitor's Rented for Blessing of the Cranes	750.00
51055	Boys & Girls Clubs	Sponsorship	500.00
51057	Can't Be Beat Fence Co., LLC	Release of Retainage	466.04
51058	Card Services	Travel Expenses	130.00
51059	Card Services	Travel Expenses	2,597.19
51060	City of Gulfport	Water	7,423.58
51061	Sun Coast Business Supply	Office Supplies	263.33
51063	C Spire Wireless	Radio/Cell Phone Services	1,631.44
51064	State School Insurance Fund	Employee Deductions	14,030.24
51066	Federal Express Corp.	Express Mail Services	78.17
51067	Fuelman	Fuel for MSPA Vehicles	463.55
51068	Guardian	Employee Dental Deductions	1,287.54
51069	Gulf Coast Business Supply, Inc.	Toner Cartridges and Office Supplies	1,747.87
51070	Hancock Bank	July Lease for Suites 880 and 1450	19,994.17

51073	Robert J. Knesal	Per Diem	120.00
51074	Lowe's Home Center, Inc.	Maintenance Supplies	209.95
51075	Mayer Electric Supply Co., Inc.	Electrical Supplies	240.54
51076	MS Dept. of Human Services CRDU	Employee Deductions	156.00
51077	MS Pub. Employees Credit Union	Employee Deductions	320.00
51078	Jack Norris	Per Diem	80.00
51079	Ports America, Inc.	Draying Dole Containers	13,728.65
51080	Legal Shield	Employee Deductions	46.86
51082	Performance Tire & Wheel, Inc.	Tires for Unit #5 and #8	367.82
51084	Ranchland Tractor & ATV, LLC	2016 Equipment Trailer	2,124.00
51085	RJ Young Company, Inc.	Copier Maintenance Agreements	1,171.00
51086	Eluse J. Roberts	Per Diem	120.00
51087	James C. Simpson, Jr.	Per Diem	80.00
51088	Southern Printing & Silkscreen	Logo on Rain Jackets	92.00
51089	State Tax Commission	2016 Trailer Tag Fee	12.00
51090	Stuart C. Irby Co.	Electrical Supplies	8,973.38
51091	The Focus Group	Promote Arrival of the New Cranes	827.50
51092	Vision Service Plan	Employee Deductions	273.36
51093	Matthew Wypyski	Business Expenses	76.88
TRANSFERS			
06/09/16	Deferred Compensation	Employee Deductions	2,149.17
06/10/16	Federal Tax Deposit	Payroll Tax Deposit	25,746.67
06/13/16	MS Department of Revenue	May Sales Tax Payment	4,769.72
Total			\$ 116,526.30

RENEWAL LICENSES:

Vendor: All Crane Rental; Arrow Sysco Food Services; Auto Chlor Services; Dockside Services; Eagle Energy, Inc.; Gulf Marine & Industrial Supplies, Inc.; Kirby Inland Marine; Klomar Ship Supply Company; Maymar Marine Supply; World Ship Supply

Steamship Agent: Biehl & Company; Dole Fresh Fruit; General Steamship Corporation; Norton Lilly International; GAC Shipping

Pilot: Stanley Fournier; Murrell Hilton, II; Robert Wren

Stevedore: CSA Equipment Co., LLC
Ports America Gulfport, Inc.

Commissioner Knesal moved to approve the following progress payments: Balch & Bingham (\$32,776.56); BMA (\$104,087.79); Can't Be Beat Fence Co. (\$8,854.61); Continental Construction (\$38,239.74); Doleac Electric Co. (\$1,413,488.85); G.A. West & Company (\$2,642,584.30); Prism Systems, Inc. (\$28,285.00); QES (\$2,094.50); YAJV (\$307,871.30). Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Simpson moved to rescind Request for Cash #126 in the amount of \$6,957,669.71, originally approved on May 26, 2016. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Simpson approved the re-numbering of Request for Cash #127, originally approved on May 26, 2016 and #128, originally approved on June 1, 2016. RFC #127 was changed to #126 and RFC #128 was changed to #127. No changes to the dollar amounts were made. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Norris moved to approve cash request #128 – Thompson Engineering (\$5,965.62); Neel Schaffer (\$215,608.55); Atwell & Gent (\$47,550.304); Anchor QEA (\$14,275.85); Atkins (\$37,831.41); CDM (\$20,649.44); QES (\$68,229.91); Michael Baker (\$22,182.34); CH2MHill (\$248,114.37); Wharton Smith (\$283,307.34); YAJV (\$270,739.50); and RFB, LLC (\$5,291.25) for total of \$1,239,745.90. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Simpson moved to approve cash request #129 – Dan Hensarling (\$211,764.50); Necaise Brothers (\$2,728,193.21) and MSPA (\$70,498.38) for a total of \$3,010,456.09. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve cash request #130 – Southern Industrial Contractors (\$4,475,125.09); L&A Contracting Co., Inc. (\$449,654.41); and Anchor QEA (\$30,446.15) for a total of \$4,955,255.65. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Simpson moved to approve progress payments to Holden Earth Moving & Construction Co. (\$225,195.00) and to J. Levens Builders, Inc. (\$97,701.72). Commissioner Norris seconded and the motion was unanimously approved.

OLD BUSINESS:

Commissioner Norris moved to approve a Notice of Completion with Continental Construction under Contract No. 15-EN-02 for the new ore handling facility foundations and silo installation project. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Amendment No. 3 to Task Order No. 28 with Neel Schaffer, Inc. under Contract No. 010-HUD-001. Amendment No. 3 adds 242 days with no change in costs. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Amendment No. 2 to Task Order No. 29 with Neel Schaffer, Inc. under Contract No. 010-HUD-001. Amendment No. 2 adds 130 days with no change in costs. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Amendment No. 5 to Task Order No. 32 with Neel Schaffer, Inc. under Contract No. 010-HUD-001. Amendment No. 5 closes out the task order. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Simpson moved to approve Amendment No. 4 to Task Order No. 15 with Anchor QEA, LLC under Contract No. 010-HUD-011. Amendment No. 4 adds 156 days to the task order with no change in costs. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Simpson moved to award the Terminal #2 M&R project to Dan Hensarling, Inc., as the low bidder at \$5,261,526.00. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Amendment No. 5 to Task Order No. 8 with Atwell & Gent under Contract No. 010-HUD-013. Amendment No. 5 reallocates \$9,000

from Task 1 to Task 2 and adds \$5,000 to Task 2. Commissioner Simpson seconded and the motion was unanimously approved.

NEW BUSINESS:

Commissioner Norris moved to approve the FY17 Operating Budget in the amount of \$16,267,938.00. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve the following Tariff items:

- 1) Rental rates for the wharf gantry cranes shall be established at \$600 per hour per crane. An additional charge for set-up shall be \$200 and a shut-down rate shall be \$200.
- 2) An increase to the set-up and shut-down for the Gottwald Mobile Harbor Cranes from \$150 to \$200.
- 3) An added commodity for wharfage charges assessed against cargo shall be compressed gas liquid and the rate shall be \$1.00 per short ton.

Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Simpson moved to approve Task Order No. 43 with Neel Schaffer, Inc. under Contract No. 010-HUD-001. Task Order No. 43 has duration of 130 calendar days and a not to exceed amount of \$148,454.00. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Norris moved to approve Task Order No. 14 with QES, Inc. under Contract No. 010-HUD-003. Task Order No. 14 has duration of 180 calendar days and a not to exceed amount of \$5,000.00. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Task Order No. 15 with QES, Inc. under Contract No. 010-HUD-003. Task Order No. 15 has duration of 365 calendar days and a not to exceed amount of \$35,000.00. Commissioner Simpson seconded and the motion was unanimously approved.

PORT RESTORATION UPDATE:

Necaise Brothers is progressing very well with Phase 2; 67,000 tons of asphalt have been poured to date and 3.5 miles of railroad has been installed.

Wharton Smith has all deep foundations complete on the ground storage tank project. They continue to install underground piping and with concrete installation.

J.E. Borries is virtually complete with the small craft harbor piers and we will be closing it out this month.

On Phase 2 Sitework and Utilities, Necaise Brothers has completed 90% of the wharf joining demolition.

Dan Hensarling, contractors for the Dole M&R Terminal is now undergoing a walk through punch list and is substantially complete.

SIC continues to work on the transit shed and 60% of the slab is complete. Half of the shed should be complete by the end of June.

L&A are on the last section of the wharf upgrade; 20% of the demolition is complete and the project is on schedule.

We will have a pre-construction meeting mid-week for the truck scales project.

OPERATIONS REPORT:

Matthew Wypyski reported on the maritime activity for May:

Vessels	19		Truck Count	7,109
Tugs	13		Railcar Count	636
Barges	41		TEU's	14,603
Vehicles	4,812		Tonnage (short tons)	178,537

The three new gantry cranes have been fired up and we continue to go through testing. We hope to begin endurance testing next week.

McDermott finished the 2nd pipe manufacturing job and expect to begin loading that pipe next week.

Mr. Wypyski encouraged all those in attendance to join us for port tours this Saturday from 9:00 a.m. to noon.

EXECUTIVE DIRECTOR'S COMMENTS:

One of the largest components of restoration was closed out today. Continental Construction handled the Chemours silos and they were the first vertical venture.

We attended a meeting with the EPA last week in Mobile and our own Federal delegation is doing an excellent job.

Commission President, E.J. Roberts presented Mary Bourdin with a gift commemorating her retirement from the port with almost 21 years of service.

GENERAL COUNSEL'S COMMENTS:

Ben Stone had no comments.

MDA'S COMMENTS:

Philip Carter had no comments.

COMMISSIONER COMMENTS:

Commissioner Simpson had concerns about the EPA and their progress. He hopes the public doesn't lose confidence in us because we're going to be blamed for things that are out of our control. He also commended the operations department for the terrific way they are moving tenants and cargo with all the construction going on – extremely well done.

Commissioner Simpson moved to close the meeting to discuss the need for an Executive Session. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Simpson moved to enter Executive Session to discuss a legal matter (lease negotiation). Commissioner Knesal seconded and the motion was unanimously approved.

(THE BOARD OF COMMISSIONERS ENTERED INTO EXECUTIVE SESSION AT APPROXIMATELY 9:30 A.M.)

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

Commissioner Roberts stated that no action took place during Executive Session

Commissioner Knesal moved to amend the agenda to include the Island View Amendment. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Amendment No. 1 to the Re-stated Lease with Island View, as accepted by Island View. Commissioner Simpson seconded and the motion was unanimously approved.

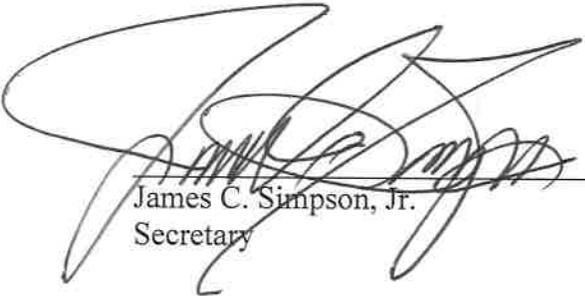
Commissioner Norris moved to adjourn. Commissioner Knesal seconded and the motion was unanimously approved.

The meeting adjourned at approximately 10:15 a.m.

Approved and Attested



E.J. Roberts
President



James C. Simpson, Jr.
Secretary