

MISSISSIPPI PORT AUTHORITY

BOARD OF COMMISSIONERS

REGULAR MEETING

April 20, 2016

Minutes of the Mississippi State Port Authority Board of Commissioners Meeting,
Wednesday, April 20, 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
John Rester, Treasurer
Jack Norris, Commissioner

Staff: Jonathan Daniels, Executive Director/CEO
Matthew Wypyski, Chief Operating Officer
John Webb, Director of Engineering
Kim Purchner, Executive Assistant/HRO
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
Mark Schloegel, Stewart Sneed Hewes
Casey McConnell, YAJV
Richie Ashley, Neel-Schaffer
Rusty Hilton, MS State Pilots
Robert Boone, RLB, LLC
Michael Sheely, CH2MHill
Damon Torricelli, Neel-Schaffer, Inc.
Lillian Jenkins, Horne
Kim Herndon, YAJV
Violetta Cisotto, Digital Engineering
Kym Davis, YAJV
Maurice Manuel, YAJV
Bob Burns, CH2MHill
John Coughlin, YAJV
Hugh Sutherland, L&A Contracting
Gary Fredericks, Gulfport NAACP
Frances McCarty, Regions Bank
Cheryl Johnson, Regions Bank
Cindy Lamb, Pickering

Sherman Muths
 David Matthews, T.L. Wallace
 Cathy Beeding, Island View
 Austin Morgan, T.L. Wallace
 Greg Schruff, SSA Marine
 Brian Smith, Watkins & Eager
 Tim Lancaster, P&O Ports
 Genia Lizon, Mayer Electric Supply
 Kacey Tucker, Mayer Electric Supply

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.

PUBLIC COMMENTS:

There were no public comments.

Commissioner Knesal moved to approve the February 12th, March 7th, March 14th (2), March 17th, March 24th and April 7th Minutes. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Norris moved to approve travel (April 4-5/Waltman, Meyer to Beaumont, TX); (May 4-6/Daniels to Panama City, FL; (May 9-12/Bourdin, Conn to Jackson, MS). Commissioner Simpson seconded and the motion was unanimously approved.

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

DISBURSEMENTS THROUGH APRIL 7, 2016
 BILLS FOR THE MONTHS OF MARCH AND APRIL 2016 APPROVED AND PAID
 FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHK #	VENDOR	DESCRIPTION	CHK AMT
50784	Kentwood Springs	Drinking Water	215.70
50785	Anytime Portables, LLC	Portable Restroom Services	140.00
50786	AT&T	Telephone Services	1,719.36
50787	Biloxi-Gpt. Black Chamber of Comm.	Heritage Festival Sponsorship	1,200.00
50788	Bonds Services, Inc.	Janitorial Services	1,450.00
50789	Chancellor, Inc.	Part for Crane #42	283.00
50790	City of Gulfport	Summer Jamboree Sponsorship	520.00
50791	City of Gulfport	Water	11,194.21
50792	Climb CDC	Ports of Call Sponsorship	1,500.00
50793	Collection Services	Employee Deductions	164.53
50794	Cornett Bolt & Screw	Parts to Repair Bollards EP	741.12
50795	Eagle Energy, Inc.	Diesel	4,584.96
50796	Emerald TC, LLC	Computer Services	647.50
50797	Federal Express Corp.	Express Mail Services	132.51
50798	Fuelman	Fuel for MSPA Vehicles	500.16
50799	Grainger, Inc.	Maintenance Supplies	81.10
50800	Great Southern Club	Monthly Dues and Business Expenses	1,236.38
50801	Gulfport Yacht Club	Business Expenses	183.64
50802	Harrison County Tax Collector	Inland Port 2015 Property Taxes	69,132.33
50803	Huntington Ingalls, Inc.	Escrow Refund	74,142.27
50804	MS State Treasurer Fund 3601	Long Distance/Internet Services	1,961.56

50805	Innovate Mississippi	Annual Sponsorship	5,000.00
50806	Kalmar USA, Inc.	Flipper Arm for Crane #42	2,016.47
50807	Lawrence Printing Co., Inc.	Minute Book	675.14
50808	MS Dept. of Human Services CRDU	Employee Deductions	156.00
50809	MS Pub. Employees Credit Union	Employee Deductions	320.00
50810	MS Power Company	Replace Transformer for Trinity Yachts	3,861.22
50811	National Crane Services, Inc.	Annual Inspection on Cranes/Spreaders	1,780.00
50812	Martin Energy Services LLC	Oil Analysis on Cranes	950.00
50813	Ports America, Inc.	Draying Dole Containers	16,988.30
50814	Redd Pest Solutions	Pest Control Services	271.00
50815	Rose Office Systems, Inc.	Construction Trailer Rentals	3,031.00
50816	Seal Electrical, Inc.	Supply Electricity to Gulf Coast Shipyard	7,813.00
50817	Shred-It USA, LLC	Document Shredding Service	17.09
50818	Sorg Printing, LLC	Business Cards	38.00
50819	Patrick R. Sullivan	Photography for Crane Arrival	450.00
50820	The Sun Herald	Advertising	6,267.92
50821	Swetman Security Services, Inc.	Security Guard Services	23,345.24
50822	Terex Global GmbH	Replacement Cables for Cranes	749.61
50823	Texas Association of School Boards	Annual Software Maintenance	3,000.00
50824	The Whit Group, LLC	Web Hosting	120.00
50825	WXXV TV	March Web Camera Lease	1,200.00
50826	Matthew Wypyski	Business Expenses	71.12

CHECKS DATED 3/29/15 AND RELEASED PRIOR TO SCHEDULED CHECK RUN

50655	MS Public Broadcasting	Gantry Cranes Video	14,610.15
50656	Spectrum	MS Gulf Resort Classic Sponsorship	8,868.61

TRANSFERS

03/31/16	Deferred Compensation	Employee Deductions	2,149.17
04/01/16	Federal Tax Deposit	Payroll Tax Deposit	26,489.21

Total \$ 301,968.58

FINAL CHECKLIST FOR APRIL 20, 2016

BILLS FOR THE MONTHS OF APRIL AND MAY 2016 APPROVED AND PAID

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

CHK#	VENDOR	DESCRIPTION	CHK AMT
50838	AFLAC	Employee Deductions	1,490.71
50839	Kim Aguillard	First Aid Supplies for Gulf Resort Classic	28.93
50840	AirGas Gulf States	Oxygen Cylinder Rental	39.97
50842	Card Services	Travel Expenses	446.20
50843	Card Services	Travel Expenses	531.20
50844	Card Services	Advertising	26.97
50845	C Spire Wireless	Radio/Cell Phone Services	1,577.44
50846	CVR Computer Supplies	Toner Cartridges	891.00
50847	State School Insurance Fund	Employee Deductions	12,660.20
50848	Dept. of Finance & Admin.	MMRS Charges	147.99
50849	Federal Express Corp.	Express Mail Services	122.29
50850	Ferguson Enterprises, Inc.	Plumbing Supplies	987.54
50851	Fuelman	Fuel for MSPA Vehicles	151.04
50852	Grainger, Inc.	Weed Killer/Maintenance Supplies	2,875.22
50853	Gray Daniels Ford	Two Pickups & Two Cargo Vans	89,848.00
50854	Gulf Coast Business Supply, Inc.	Office Supplies	107.26
50855	Gulf South Customized, Inc.	Two Spray On Bedliners	700.00

50856	Gulfport Towing	Shifting Vessels Due to Crane Arrival	25,080.00
50857	Hancock Bank	May Lease for Suites 880 and 1450	19,994.17
50858	Robert J. Knesal	Per Diem	160.00
50859	Lowe's Home Center, Inc.	Maintenance Supplies	645.44
50860	Maximum Auto Parts	Crane Supplies	646.64
50861	Monster Subs & Sandwiches, Inc.	Employee Update Lunch	197.64
50862	MS Dept. of Human Services CRDU	Employee Deductions	156.00
50863	MS Pub. Employees Credit Union	Employee Deductions	320.00
50864	MSPA Petty Cash Fund	Replenish Petty Cash	15.78
50865	MSPA Petty Cash Fund	Replenish Petty Cash	60.00
50866	Naylor, LLC	Advertising - AAPA	450.00
50867	Jack Norris	Per Diem	120.00
50868	Piltz, Williams, LaRosa & Co.	Administrative Grant Reporting	175.00
50869	Ports America, Inc.	Draying Crowley Containers	145.40
50870	Legal Shield	Employee Deductions	46.86
50871	Precision Construction, LLC	Release of Retainage - EP Retaining Wall	23,794.20
50873	RJ Young Company, Inc.	Copier Maintenance Agreements	1,162.00
50874	Eluse J. Roberts	Per Diem	160.00
50875	James C. Simpson, Jr.	Per Diem	200.00
50876	Norma Jean Soroe	Transcription Fees	449.48
50877	Tricon Steamship Agency	Shifting Vessels Due to Crane Arrival	2,595.42
50878	Waste Management	Waste Removal Services	195.00
50881	Jonathan Daniels	Travel Expenses	227.88

CHECKS DATED 4/15/15 AND RELEASED PRIOR TO THE MEETING

50827	Kim Aguillard	Travel Expenses	485.66
50828	Biloxi Branch NAACP	Freedom Awards Banquet Sponsorship	400.00
50829	City of Gulfport	Water	10,497.87
50830	Jonathan Daniels	Business Expenses	74.49
50831	Chuck Graham	Reimburse for Supplies ZPMC Meeting	915.47
50832	Shawn Meyer	Travel Expenses	141.46
50833	MS Power Company	Electricity	48,043.62
50834	James C. Simpson, Jr.	Travel Expenses	204.96
50835	State Tax Commission	Tag for New Vehicle	12.00
50836	State Tax Commission	Tag for New Vehicle	12.00
50837	Dale Waltman	Travel Expenses	163.24

TRANSFERS

4/15/16	Deferred Compensation	Employee Deductions	25,196.96
4/15/16	Federal Tax Deposit	Payroll Tax Deposit	2,149.17

Total \$ 277,925.77

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

The following items were approved:

RENEWAL LICENSES:

Vendors: B&R Transport Refrigeration, Inc.; Barbe's Dairy; Hymax Inc. dba Kamil Ship Supply; Waste Management

Steamship Agent: Ross Maritime, Inc.

Stevedore: Newman Lumber Co.

Tug Company: E.N. Bisso Mississippi, LLC

Commissioner Rester moved to approve the following progress payments: Balch & Bingham (\$52,943.46); BMA (\$90,001.94); Continental Construction (\$316,207.50); Doleac Electric Co. (\$91,867.85); G.A. West & Company (\$1,860,394.84); QES (\$4,254.00); YAJV (\$231,945.91) and ZPMC (\$192,000.00). Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Rester moved to approve the following cash requests:

#120 – Thompson Engineering (\$16,676.16); Neel Schaffer (\$176,326.44); Atwell & Gent (\$16,254.84); Anchor QEA (\$39,185.26); Atkins (\$33,986.81); QES (\$68,814.41); MSPA (\$118,739.34); Michael Baker (\$9,736.43); CDM (\$79,684.83); RFB, Inc. (\$3,846.25); YAJV (\$495,092.00); Dan Hensarling (\$239,016.20); and Wharton Smith (\$61,919.10) for a sub-total of \$1,359,278.07.

#121 –Necaise Brothers (\$4,978,790.30)

#122 to L&A Contracting Co., Inc. (1,008,412.25); and RFB, LLC (\$3,315.00) for a total \$1,011,725.25

Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Simpson moved to approve payment of \$208,585.61 to CH2MHill (under Restoration Agreement Request #120). Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Necaise left the room for the vote and discussion of the Eley, Guild, Hardy agenda item.

Commissioner Rester moved to approve payment of \$44,208.50 to Eley, Guild, hardy under Cash Request #120. The total of Cash Request #120 is \$1,612,072.18. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Necaise returned to the meeting.

OLD BUSINESS:

Commissioner Rester moved to approve Amendment No. 1 to Contract No. 013-HUD-017 with RFB, LLC. Amendment No. 1 exercises a one year extension for the contract. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Rester moved to authorize an advertisement for bid for the Berth 7 Fender Replacement Project. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Knesal moved to authorize an advertisement for bid for the Berth 7 Dredging Project. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Amendment No. 4 to Task Order No. 21 with Neel Schaffer, Inc. under Contract No. 010-HUD-001. Amendment No. 4 adds 143 days

to the Task Order with no change in costs. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Norris moved to approve Amendment No. 7 to Task Order No. 22 with Neel Schaffer, Inc. under Contract No. 010-HUD-001. Amendment No. 7 adds 221 days to the Task Order with no change in costs. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Amendment No. 2 to Task Order No. 18 with Thompson Engineering under Contract No. 010-HUD-002. Amendment No. 2 has a decrease in cost of \$1,663.20 and closes out the task order. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Amendment No. 3 to Task Order No. 6 with QES, Inc. under Contract No. 010-HUD-003. Amendment No. 3 adds 120 days to the task order with no change in costs. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Amendment No. 1 to Task Order No. 10 with QES, Inc. under Contract No. 010-HUD-003. Amendment No. 1 adds 120 days to the task order with no change in costs. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Amendment No. 1 to Task Order No. 12 with QES, Inc. under Contract No. 010-HUD-003. Amendment No. 1 adds 232 days to the task order with no change in costs. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Amendment No. 3 to Task Order No. 9 with YAJV under Contract No. 010-HUD-006. Amendment No. 3 adds 113 days to the task order with no change in costs. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve Amendment No. 1 to Task Order No. 17 with YAJV under Contract No. 010-HUD-006. Amendment No. 1 adds 125 days to the task order with no change in costs. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Amendment No. 1 to Task Order No. 12 with Volkert, Inc. under Contract No. 010-HUD-007. Amendment No. 1 has a decrease in cost of \$12,684.44 and closes out the task order. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Amendment No. 2 to Task Order No. 13 with Anchor QEA, LLC under Contract No. 010-HUD-011. Amendment No. 2 adds 143 days to the task order with no change in costs. Commissioner Simpson seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Amendment No. 4 to Task Order No. 20 with Anchor QEA, LLC under Contract No. 010-HUD-011. Amendment No. 4 adds 251 days to the task order with no change in costs. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Amendment No. 2 to Task Order No. 5 with Atwell & Gent under Contract No. 010-HUD-013. Amendment No. 2 has a decrease in cost of \$32,926.27 and closes out the task order. Commissioner Norris seconded and the motion was unanimously approved.

Commissioner Simpson moved to table Change Order No. 2 with Southern Industrial Contractors, Contract No. 015-HUD-25. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Norris moved to approve Change Order No. 11 with L&A Contracting under Contract No. 013-HUD-018. Change Order No. 11 requests a credit of \$271,755.00 to the owner with no change in the completion date. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Change Order No. 7 with Necaise Brothers Construction under Contract No. 015-HUD-026. Change Order No. 7 increases costs by \$319,288.18 with no change in the completion date. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Change Order No. 4 to Contract No. 015-HUD-029 with Dan Hensarling, Inc. Change Order No. 4 increases costs by \$10,319.93 and adds 28 calendar days to the completion date of the project. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Rester moved to approve Amendment No. 2 to the Terminal Operating Agreement with Crowley Latin American Services. This amendment will extend the current rates, fees and charges until their new terminal space is ready for occupancy. Commissioner Simpson seconded and the motion was unanimously approved.

NEW BUSINESS:

Commissioner Simpson moved to approve MSPA Resolution No. 16-03 which addresses the Leasehold Deed of Trust relative to the McDermott, Inc. Lease. Commissioner Knesal seconded and the motion was approved with the following votes:

Commissioner Rester	Affirmative
Commissioner Simpson	Affirmative
Commissioner Norris	Affirmative
Commissioner Knesal	Affirmative
Commissioner Roberts	Affirmative

PORT RESTORATION UPDATE:

Phase I sitework is going very well; the completion date will be August of 2016. In the last couple of weeks, we have received our last shipment of limestone. All high-mast lighting has been installed; rail installation continues around the north harbor.

Mobilization has taken place on the Ground Storage Tank Project.

The small craft harbor piers are progressing very well. The south pier has been completed and the north pier is at 95%. The piles should be complete this week for the pilot boat pier.

Phase 2 sitework has kicked off and the surveying for the wharf joining work will be underway this week.

Dan Hensarling is progressing very well with the Dole M&R project and is rolling as planned.

Southern Industrial is 93% complete with pilings for the transit shed. We are progressing toward half of that shed being complete and turned over by the end of June.

We are working toward the end of the Wharf Upgrade with L&A Contracting and all of the attention is now on Berth 6.

The truck scale bid will open the 26th of April at 2:00 p.m.

The Terminal 2 M&R Facility will go out for bid on 4/21/16 with bids due on 5/24/16.

OPERATIONS REPORT:

Matthew Wypyski reported on the maritime activity for December:

Vessels	22		Truck Count	7,944
Tugs	21		Railcar Count	563
Barges	18		TEU's	11,416
Vehicles	5,193		Tonnage (short tons)	129,863

Preparation for the use of our new 3 gantry cranes is going very well. If there are no problems, they should move into their testing phase at the end of next week.

ENVIRONMENTAL IMPACT STATEMENT REPORT:

An update was given by Elizabeth Calvit, CH2MHill on the current EIS with the Corps of Engineers.

EXECUTIVE DIRECTOR'S COMMENTS:

For legislative issues – our budget is intact. An attempt was made to remove funds and eliminate positions but we were able to rescue all.

For a long time, the ports in Mississippi were represented by a MS State Water Resources Association that was all inclusive. We are now moving from that group and forming the MS Ports Council; this is a non-hostile move in order to have our voices (ports) heard in Jackson.

Chouest will bring in a vessel (owned by Chouest and Shell) later this week and will dock at West Pier 7. They should be on site 30-60 days where maintenance will be done on this 400' vessel. A full crew changeover will take place and this means they will be buying supplies, materials, water and staying in our hotels, and eating at our restaurants.

GENERAL COUNSEL'S COMMENTS:

Ben Stone had no comments.

MDA'S COMMENTS:

Philip Carter had no comments.

COMMISSIONER COMMENTS:

Commissioner Norris thanked Commissioner Simpson for his help on our legislative issue in Jackson.

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

Commissioner Simpson moved to enter Executive Session to discuss strategies in a pending litigation matter. Commissioner Rester seconded and the motion was unanimously approved.

(THE BOARD OF COMMISSIONERS ENTERED INTO EXECUTIVE SESSION AT APPROXIMATELY 9:40 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

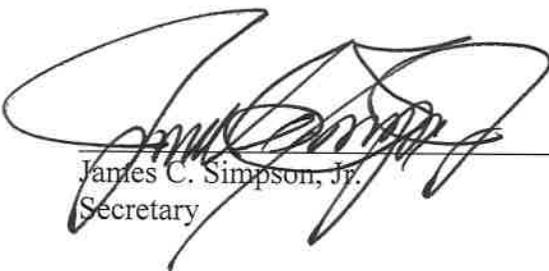
Commissioner Rester moved to adjourn. Commissioner Simpson seconded and the motion was unanimously approved.

The meeting adjourned at approximately 10:00 a.m.

Approved and Attested



E.J. Roberts
President



James C. Simpson, Jr.
Secretary