

MISSISSIPPI PORT AUTHORITY
BOARD OF COMMISSIONERS
REGULAR MEETING

April 18, 2019

Minutes of the Mississippi State Port Authority Board of Commissioners Meeting, Thursday, April 18, 2019 at 2510 14th Street, Suite 1450, Gulfport, Mississippi at which the following Commissioners and staff were present:

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

Staff: Jonathan Daniels, Executive Director/CEO
 Matthew Wypyski, Deputy Director/COO
 Kim Purchner, Executive Asst./HRO
 John Webb, Director of Engineering
 Nick Foto, Deputy Program Manager
 DeeDee Wood, CFO
 Kim Aguillard, Marketing & Media Manager
 Shawn Meyer, Director of Operations
 Carlos Bell, Director of Public Engagement
 Gary Pitcovich, Crane Manager

 Ben Stone, Legal Counsel

Others: Philip Carter, MDA (telephone)
 Michael Sheely, CH2MHill
 Joey Beattie, SSH
 Bruce Newton, Digital Engineering
 Chris O'Brien, Seaman's Center
 John Sneed, Stewart Sneed Hewes
 Tracey Scott Williams, U.S. Census Bureau
 Dax Alexander, Brown & Mitchell
 Brian Smith, Watkins Eager
 John Sullivan, Campaign for Bill Waller

Commissioner Norris 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 Norris.

The invocation was led by Pastor Chris O'Brien, International Seaman's Center, MSPA

PUBLIC COMMENTS:

John Sullivan addressed the Commission on behalf of Bill Waller who is running for Governor. He expressed their commitment to the Port of Gulfport.

Tracey Scott Williams, U.S. Census Bureau addressed the Commission regarding the upcoming U.S. Census and how everyone can help.

Commissioner Roberts moved to approve the March 18th Minutes. Commissioner Knesal seconded, and the motion was unanimously approved.

Commissioner Roberts moved to approve travel requests as submitted. 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 MARCH 28, 2019
BILLS FOR THE MONTH OF MARCH 2019 APPROVED AND PAID
FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT

CHECK #	VENDOR	DESCRIPTION	CHECK AMOUNT
54504	A-1 Elevator Service, LLC	Elevator Maintenance	1,638.00
54505	Kentwood Springs	Drinking Water	232.68
54506	AFLAC	Employee Deductions	1,681.15
54507	AGJ Systems & Networks, Inc.	Computer Maintenance	4,332.00
54508	AirGas Gulf States	Oxygen Cylinder	60.85
54509	Anytime Portables, LLC	Portable Restroom Services	159.40
54510	B.E.A.R.	Lift Station Repair	315.00
54511	Ben Nelson Golf & Utility Vehicles	Repair Parts for Golf Cart	505.94
54512	Cable One, Inc.	Cable Services	135.67
54513	City of Gulfport	Water	13,578.14
54514	Sun Coast Business Supply	Office Supplies	132.46
54515	Collection Services Center	Employee Deductions	90.06
54516	Jonathan Daniels	Travel Expenses	20.00
54517	State School Insurance Fund	Employee Deductions	16,287.68
54518	East Beach Specialties, Inc.	Promotional Supplies	597.50
54519	Federal Express Corp.	Express Mail Services	99.11
54520	Foliage Design Systems, Inc.	Interior Plant Maintenance	253.78
54521	Fuelman	Fuel for MSPA Vehicles	512.70
54522	Grainger, Inc.	Safety and Maintenance Supplies	2,364.80
54523	Guardian	Employee Deductions	1,602.49
54524	Gulfport School District	Sponsorship	2,000.00
54525	Harbor Square Parking Garage	Parking Garage Quarterly Rent	3,622.65
54526	Konecranes, Inc.	Gottwald Crane #94 Repair	77,276.00
54527	Lands' End, Inc	Employee Uniforms	952.78
54528	Lowe's Home Center, Inc.	Maintenance Supplies	512.42
54529	Maritime Defense Strategy, LLC	Consulting Services	10,000.00
54530	MS Dept. of Human Services CRDU	Employee Deductions	156.00
54531	MS Gulf Resort Classic	Sponsorship	25,000.00
54532	MS Pub. Employees Credit Union	Employee Deductions	320.00
54533	Naylor, LLC	Advertising	2,699.03
54534	Necaise Locksmith	Lock for Ports America Door	436.00
54535	Pass Road Mini Storage, LLC	Storage Unit Rent	180.00
54536	Legal Shield	Employee Deductions	30.91
54537	Redd Pest Solutions	Pest Control Services	90.00
54538	RJ Young Company, Inc.	Printer Maintenance	215.71
54539	Shred-It USA, LLC	Shredding Services	74.63
54540	Southern Admin. and Benefits	Monthly Service Fee	200.00
54541	Swetman Security Services, Inc.	Security Guard Services	30,342.11
54542	Vision Service Plan	Employee Deductions	184.51
54543	Waste Management	Waste Removal Services	159.30

CHECK DATED 03/25/19 AND RELEASED PRIOR TO SCHEDULED CHECK RUN			
54503	Cardinal Flowers	Floral Arrangement for Lobby	82.00
TRANSFERS			
03/15/19	Deferred Compensation	Employee Deductions	952.50
03/19/19	MS Department of Revenue	Sales Tax Payment	13,510.51
03/20/19	Federal Tax Deposit	Payroll Tax Deposit	26,744.62
032819 1738	Arup Advisory, Inc	Professional Services	85,056.45
		Total	<u><u>\$325,397.54</u></u>

FINAL CHECKLIST FOR APRIL 18, 2019

BILLS FOR THE MONTH OF APRIL 2019 APPROVED AND PAID

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

CHK #	VENDOR	DESCRIPTION	CHK AMT
54550	A-1 Elevator Service, LLC	Elevator Maintenance	4,409.00
54551	American Assoc. of Port Auth.	2019 Special Assessment	600.00
54552	ABB, Inc.	Breakers for Cranes	106.00
54553	AGJ Systems & Networks, Inc.	Computer Equipment	6,770.00
54554	Kim Aguillard	Travel and Business Expenses	1,183.97
54555	AirGas Gulf States	Oxygen Cylinder Rental	72.84
54556	All Safe Technologies, LLC	Fire Alarm Monitoring	199.75
54557	Anytime Portables, LLC	Portable Restroom Services	255.00
54558	B.E.A.R.	Repairs for Crane #1	1,696.00
54559	AT&T	Telephone Services	1,226.05
54560	Carlos Bell	Travel and Business Expenses	117.44
54561	Boys & Girls Clubs	Sponsorship	550.00
54562	Cable One, Inc.	Cable Services	135.67
54563	Card Services	Travel Expenses and Conference Registration Fees	4,259.00
54564	Card Services	Travel Expenses and Conference Registration Fees	3,781.65
54565	CDW Government	Vehicle Laptop Mount	186.71
54566	Chancellor, Inc.	Maintenance Supplies and Transformer at DMR Pier	6,089.86
54567	Cintas Corporation	Employee Uniforms	806.08
54568	Sun Coast Business Supply	Office Supplies	141.67
54569	C Spire Wireless	Radio/Cell Phone Services and Chargers	1,245.74
54570	C Spire Business Solutions	Telephone and Internet Services	1,757.67
54571	Dept. of Finance & Admin.	MMRS Quarterly Charges	300.50
54573	Dean Jaramillo	Office Supplies	580.51
54574	East Beach Specialties, Inc.	Promotional Supplies	1,323.00
54575	Federal Express Corp.	Express Mailing Services	19.82
54576	Fuelman	Fuel for MSPA Vehicles	264.25
54578	Gleem Paint Center	Traffic Paint	179.90
54579	Grainger, Inc.	Maintenance Supplies	3,234.62
54580	Great Southern Club	Monthly Dues and Business Expenses	499.50
54581	Gulf Coast Missionary Baptist District	Advertising for Restoration Celebration	500.00
54582	Hancock Bank	May Lease for Suite 1450	23,168.31
54583	MS State Treasurer Fund 3360900000	Telephone and Internet Services	7,326.37
54584	Newell Paper Co.	Janitorial Supplies	456.56
54585	Jerry's Lawn Mower Sales	Grounds Equipment and Supplies	100.00
54586	Jerry's Lawn Mower Sales	Grounds Equipment and Supplies	765.56
54587	Johnson Controls Fire Protection LP	Heat Detectors for Crane #2	111.97
54588	Robert J. Knesal	Per Diem	200.00
54589	Konecranes, Inc.	Repair Part for Crane #94	1,188.02
54590	Lands' End, Inc	Employee Uniforms and Promotional Supplies	1,928.95
54591	Lowe's Home Center, Inc.	Small Tools and Maintenance Supplies	441.66
54592	Lynn Meadows Discovery Center	Sponsorship	1,250.00

54593	Mayer Electric Supply Co., Inc.	Electrical Supplies	430.38
54594	Mobile Services & Equipment	Shuttle Wagon Repair	4,628.15
54595	Crystal Lynn Morris	Professional Services	456.00
54596	MS Gulf Resort Classic	Sponsorship	25,000.00
54597	MS Power Company	Electricity	135,221.12
54598	MSPA Petty Cash Fund	Replenish Petty Cash	100.89
54599	Newk's	Employee American Heart Association Event	10.00
54600	Jack Norris	Per Diem	280.00
54601	Pass Road Mini Storage, LLC	Storage Unit Rent	150.00
54602	Gary Pitcovich	Hydraulic Hose for Crane #3	74.49
54604	RJ Young Company, Inc.	Copier and Printer Maintenance	1,366.48
54605	Eluse J. Roberts	Per Diem	80.00
54606	James C. Simpson, Jr.	Per Diem	160.00
54607	Norma Jean Soroe	Professional Services	364.48
54608	Southern Printing & Silkscreen	Signs, Promotional Supplies and Employee Uniforms	1,504.95
54609	Southern Pipe and Supply, Inc.	Grounds Sprinklers	233.70
54610	The Sun Herald	Advertisements	53.08
54611	Swetman Security Services, Inc.	Security Guard Services	30,603.62
54612	Texas Association of School Boards	BoardBook Subscription Renewal	3,250.00
54613	Southern Tire Mart, LLC	Tire Repair for Crane #94 and Shuttle Wagon	322.00
54614	Turan Foley Motors, Inc.	Repairs for Unit #22	414.44
54615	United Way of South MS, Inc.	Sponsorship	1,250.00
54616	United Way of South MS, Inc.	Employee Deductions	346.10
54617	Volkert, Inc	Professional Services	1,330.00
54619	Waste Management	Waste Removal Services	109.30
54620	Waterways Journal, Inc.	Boardbook Subscription Renewal	115.00
54622	Defiant, Inc./Wordfence	Website Security Protection	99.00
54623	Wright National Flood Ins.	Flood Insurance	28,545.00

CHECK DATED 04/02/19 AND RELEASED PRIOR TO SCHEDULED CHECK RUN

54544	Newk's	Employee American Heart Association Event	276.00
-------	--------	---	--------

CHECK DATED 04/04/19 AND RELEASED PRIOR TO SCHEDULED CHECK RUN

54545	MS Dept of Marine Resources	Mitigation Plan	30,000.00
-------	-----------------------------	-----------------	-----------

CHECKS DATED 04/11/19 AND RELEASED PRIOR TO SCHEDULED CHECK RUN

Collection Services Center			
54546		Employee Deductions	90.06
54547	MS Dept of Human Services CRDU	Employee Deductions	156.00
54548	MS Pub Employees Credit Union	Employee Deductions	320.00
54549	Jack Norris	Travel Expenses	1,154.41

TRANSFERS

04/01/19	Public Employment Retirement	Retirement Match and Withheld	82,028.67
04/03/19	Federal Tax Deposit	Payroll Tax Deposit	28,184.86
04/10/19	MS Department of Revenue	Employee Deductions	11,772.00
04/12/19	Deferred Compensation	Employee Deductions	982.50
04/16/19	MS Department of Revenue	Sales Tax Payment	12,553.70
04/17/19	Federal Tax Deposit	Payroll Tax Deposit	

Total 26,658.48
\$510,104.46

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:

Vendors: Barbe's Dairy; Waste Management

Steamship Agents: Ross Maritime

Tug Company: E.N. Bisso Mississippi LLC

Commissioner Knesal moved to approve Modification No. 7 to the CDBG No. R-103-936-01-KED. Modification No. 7 extends the date of the Tiger Grant Agreement (Rail Line improvements) to June 30, 2019 in order to close it out. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve the RFC #30 for the rail upgrade (Tiger Grant Funds) to Piltz, Williams, LaRosa for \$1,310.56. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve the following progress payments: Balch & Bingham (\$74,674.47); Digital Engineering (\$67,089.25); G.A. West (\$777,805.61); QES, Inc. (\$2,724.00); Walters Diving & Marine (\$169,291.51); and W.C. Fore Trucking (\$200,891.74). Commissioner Roberts seconded, and the motion was unanimously approved.

Commissioner Roberts moved to approve Cash Request #251 to MSPA for a total of \$424,652.93. Commissioner Knesal seconded, and the motion was unanimously approved.

OLD BUSINESS:

Commissioner Knesal moved to approve Change Order No. 2 with Walters Diving & Marine under Contract No. 18-EN-02. Change Order 2 makes adjustments to some of the quantities of the existing line items of work and has no impact on pricing or timing. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Knesal moved to approve the close out of the CDBG Grant Agreement No. R-103-936-01 KED with was for KCS Rail Line improvements in conjunction with the TIGER Grant. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Roberts moved to authorize the Notification of Closure Letter from FEMA regarding Hurricane Katrina. This letter officially closes the MSPA's Disaster Public Assistance Grant related to Hurricane Katrina. Commissioner Knesal seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve a Lease Agreement with E.N. Bisso dba Gulfport Towing. The existing lease expires on April 30, 2019 and the new lease was created with a 5-year term with an option to extend for another five years. Insurance and indemnity provisions were updated as well. Commissioner Knesal seconded and the motion was unanimously approved.

PORT RESTORATION/ENGINEERING UPDATE:

Nick Foto, Deputy Program Manager and John Webb, Director of Engineering gave status updates on current projects.

OPERATIONS REPORT:

Matthew Wypyski, Deputy Director and COO reported on the maritime activity for the month of March:

Vessels	22		Vehicles	11,764
TEU's	16,374		Railcar Count	657
Tonnage (short tons)	195,327			

In comparison from March of 2018, TEU's were down 5% but tonnage was up by 26%.

We are pleased to announce that all Aquarium components have been safely delivered to their construction site. These large components have been stored on the West Pier for the past six months.

EXECUTIVE DIRECTOR'S REPORT:

USACE continues their process on our North Port property. They will hold a public hearing on May 9th at the Good Deeds Center.

We have executed a Space Assignment Agreement with DMR for their Oyster Reef Facility. This extends their presence for another 2 years.

Last Friday we held the 1st Seamans' Center Golf Tournament fundraiser. We had great attendance and participation with 13 teams involved. We look forward to next year.

The Rapiscan Tournament was successful as well. Our participation was noted and gives us great opportunities for the future.

GENERAL COUNSEL'S COMMENTS:

Ben Stone had no comments.

MDA'S COMMENTS:

Philip Carter had no comments.

COMMISSIONER COMMENTS:

Commissioner Roberts appreciated getting the closing letter regarding Hurricane Katrina Grant and considers this a great accomplishment.

Commissioner Norris attended the AAPA Spring Conference in Washington and visited with our Federal Delegation. They continue to be firmly committed to the needs of the Port of Gulfport.

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

Commissioner Knesal moved to enter Executive Session to discuss legal matters (pending litigation) and real estate matters (property purchase). Commissioner Roberts seconded and the motion was unanimously approved.

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

Commissioner Simpson exited the meeting (via telephone).

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

Commissioner Norris stated that no action took place during Executive Session.


Commissioner Knesal moved to amend the agenda to include the approval of Resolution No. 19-01. Commissioner Roberts seconded and the motion was unanimously approved.

Commissioner Roberts moved to approve Resolution No. 19-01 which approves the closing documents for the purchase of the Mississippi-Gulfport Compress & Warehouses, Inc. property and authorizing the Port Authority to proceed with closing as set forth in the Purchase Agreement and authorizing the Executive Director to execute all closing documents related thereto. (Attached) Commissioner Knesal seconded and the motion was unanimously approved.

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

The meeting adjourned at approximately 10:30 a.m.

Approved and Attested



John Rester
President



E.J. Roberts
Secretary

RESOLUTION NO. 19-01

The Board of Commissioners of the Mississippi State Port Authority at Gulfport took up for consideration the matter of the authorization and execution of closing documents related to the purchase of the Cotton Compress property located in Gulfport, Mississippi (the "Property") as more particularly described in that certain Purchase and Sale Agreement (attached hereto as Exhibit "A") between the Mississippi Port Authority at Gulfport, the Mississippi Development Authority, and Mississippi-Gulfport Compress & Warehouses, Inc., a Delaware corporation (the "Corporation"), dated as of February 22, 2018 and later amended by the certain Amendment to the Purchase Agreement, dated July 10, 2018 (the "Purchase Agreement"). Thereupon, Commissioner Roberts offered and moved the adoption of the following resolution:

RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE MISSISSIPPI STATE PORT AUTHORITY AT GULFPORT (THE "PORT AUTHORITY") APPROVING THE CLOSING DOCUMENTS FOR THE PURCHASE OF THE MISSISSIPPI-GULFPORT COMPRESS & WAREHOUSES, INC. PROPERTY AND AUTHORIZING THE PORT AUTHORITY TO PROCEED WITH CLOSING AS SET FORTH IN THE PURCHASE AGREEMENT AND AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE ALL CLOSING DOCUMENTS RELATED THERETO.

WHEREAS, in accordance with Miss. Code Ann. § 59-5-1, *et. seq.*, including , without limitation, Miss. Code Ann. §§ 59-5-11 and 59-5-23, the Port Authority is authorized, among other things, to acquire, purchase, own and construct bulk loading or unloading facilities, warehouses and any other facilities required or incidental to the improvement, operation, development, and expansion of the Port;

WHEREAS, the Corporation desires to sell the Property and certain facilities to the Port Authority for the purposes set forth above;

WHEREAS, the purchase of the Property is expected to stimulate additional private economic development activities and further improve, develop and expand the Port;

WHEREAS, the Port Authority now desires to authorize and approve the closing documents related to the purchase of the Property and authorize the Port Authority, by and through its Executive Director, to proceed with the Closing and execution of the closing documents in a manner set forth in the Purchase Agreement, as amended, and to take or direct such other actions as are necessary to consummate the transactions as contemplated therein, including, without limitation, the delivery of the Purchase Price to Balch & Bingham, LLP, as Escrow Agent for the transaction in the manner set forth in the Purchase Agreement, as amended.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE MISSISSIPPI STATE PORT AUTHORITY AT GULFPORT, AS FOLLOWS:

The Port Authority, acting by and through the Board of Commissioners, hereby authorizes and approves the purchase of the Property from the Corporation for a purchase price of \$1,500,000.00 subject to an environmental funds escrow agreement as described in the Purchase Agreement, as amended, and hereby authorizes the Executive Director, or his designee, to deliver the Purchase Price to Balch & Bingham, LLP, as Escrow Agent for the transaction as set forth in the Purchase Agreement, as amended.

The Board of Commissioners further approves the closing documents and hereby authorizes the Executive Director to execute on behalf of the Port Authority the deed, assignment of leases, office space lease, environmental escrow agreement, settlement statement, title insurance affidavits and all other necessary and customary closing documents as advised by legal counsel which are necessary to consummate the purchase of the Property from the Corporation in accordance with the Purchase Agreement, as amended and the Executive Director, or his designee, is authorized to take or direct such other actions as are necessary to consummate the transactions as contemplated therein. A copy of the closing documents to be signed by the Executive Director are attached as Exhibit "B" and fully incorporated herein by this reference.

Commissioner Knesal seconded the motion to adopt the foregoing Resolution, and the vote thereupon was as follows:

	Voted:
Commissioner Rester:	<u>absent</u>
Commissioner Norris:	<u>Aye</u>
Commissioner Roberts:	<u>Aye</u>
Commissioner Knesal:	<u>Aye</u>
Commissioner Simpson:	<u>absent</u>

The motion having received the foregoing vote of the Board of Commissioners, the President declared the motion carried and the Resolution adopted, on this the ___ day of April, 2019.


Name: E. J. Roberts
Title: Commission Secretary