

MISSISSIPPI PORT AUTHORITY
BOARD OF COMMISSIONERS
REGULAR MEETING

November 18, 2022

Minutes of the Mississippi State Port Authority Board of Commissioners Meeting,
Friday, November 18, 2022, at 2510 14th Street, Suite 1450, Gulfport, Mississippi at
which the following Commissioners and staff were present:

Commissioners: Robert J. Knesal, President
John Rester, Secretary
Cowles Symmes, Treasurer
Mark Loughman, Commissioner

Staff: Jon Nass, CEO
Kim Purchner, Exec. Asst./HRO
Matthew Wypyski, Deputy Director
Teresa Ehrlich, Project Manager
Allison Chimenya, Marketing Analyst
Errol LaRue, In-House Counsel
James Buras, Port Engineer
Matt Gabbett, Deputy Director of Operations
Tammy Salisbury, Asst. Comptroller
Michelle Freeman, Accounting Specialist

Brant Pettis, Legal Counsel

Others: Philip Carter, MDA (via telephone)
Nick Moody, MP Design Group
Mike Letort, MP Design Group
Kim Marmalich, AVL
David Machado, MP Design Group
Joey Beattie, Cadence Insurance

Commissioner Knesal noted the presence of a quorum and called the meeting to order at approximately 9:00 a.m.

The Pledge of Allegiance was led by Commissioner Knesal.

The invocation was given by Jon Nass, MSPA.

PUBLIC COMMENTS:

There were no public comments.

Kim Marmalich, AVL presented the results of the FY22 Audit.

Commissioner Symmes moved to accept the FY22 Audit Report as presented by Kim Marmalich, AVL. Commissioner Loughman seconded and the motion was unanimously approved.

Commissioner Rester moved to approve the Minutes from the October 27, 2022, Board Meeting. Commissioner Loughman seconded, and the motion was unanimously approved.

Commissioner Symmes moved to approve travel (week of Dec 4) - Nass to Washington DC. Commissioner Loughman seconded and the motion was unanimously approved.

Commissioner Loughman moved to approve the disbursements listed below. Commissioner Symmes seconded and the motion was unanimously approved.

DISBURSEMENTS THROUGH NOVEMBER 7, 2022			
BILLS FOR THE MONTHS OF OCTOBER AND NOVEMBER 2022 APPROVED AND PAID			
FROM THE GROSS REVENUE FUND OF THE MS STATE PORT AUTHORITY AT GULFPORT			
CHK#	VENDOR	DESCRIPTION	CHK AMT
59010	AGJ Systems & Networks, Inc.	Computer Maintenance	4,667.50
59011	AirGas Gulf States	Oxygen Cylinder	107.88
59012	All Safe Technologies, LLC	Fire Alarm Monitoring	279.65
59013	Barefield Workplace Solutions, Inc.	Office Supplies	138.15
59014	Sparklight	Internet Services	93.18
59015	CenterPoint Energy	Natural Gas Services	30.61
59016	CenterPoint Energy	Natural Gas Services	30.61
59017	Chancellor, Inc.	Fluorescent Bulbs	207.36
59018	City of Gulfport	Water	6,237.90
59019	Docuphase, LLC	Software Maintenance Renewal	10,062.00
59020	Eagle Energy, Inc.	Diesel Fuel	3,209.92
59021	ESL Power Systems, Inc.	Dole Reefer Plugs	23,095.13
59022	Foliage Design Systems, Inc.	Interior Plant Maintenance	261.39
59023	Fuelman	Fuel for MSPA Vehicles	493.19
59024	Grainger, Inc.	Crane Maintenance Supplies	2,062.72
59025	Gulf Coast Business Supply, Inc.	Office Supplies	83.26
59026	MS State Treasurer Fund 3360900000	Telephone/Internet Services	354.70
59027	Kalmar USA, Inc.	Split Cables for Spreaders	1,233.40
59028	Keeling Co. - Gulfport	Grounds Maintenance Supplies	4,682.30
59029	Robert J. Knesal	Travel Expenses	700.00
59030	Errol LaRue	Travel Expenses	700.00
59031	Mark P. Loughman	Travel Expenses	700.00
59032	Lowe's Home Center, Inc.	Janitorial and Maintenance Supplies	206.14
59033	Mark Dunning Industries, Inc.	Waste Removal Services	670.00
59034	Shawn Meyer	Travel Expenses	1,303.33
59035	MS Gulf Coast Chamber of Comm.	Sponsorship	700.00
59036	MS Pub. Employees Credit Union	Employee Deductions	455.00
59037	Secretary of State	Notary Renewal	25.00
59038	Jon T. Nass	Travel Expenses	1,390.76
59039	Pass Road Mini Storage, LLC	Storage Unit Rent	180.00
59040	Shuttlewagon, Inc.	Air Pressure Gauge, Fitting and Tubing for Shuttlewagon	266.04
59041	Norma Jean Soroce	Transcription Services	374.48
59042	Southern Printing & Silkscreen	Logos and Names for Employee Uniforms	152.00
59043	Southern Admin. and Benefits	Lost Card Fee	10.00
59044	Southern Admin. and Benefits	Monthly Service Fee	209.00
59045	Texas Association of School Boards	BoardBook Subscription Renewal	4,000.00
59046	Zoro Tools, Inc.	Storage Racks and Maintenance Supplies	2,571.69
59047	MS State Agencies S/I Workers Comp Trust	FY23 Workers Compensation Insurance	21,479.00
TRANSFERS			
10/27/22	MS Department of Revenue	Employee Deductions	8,110.00
11/01/22	State School Insurance Fund/DFA	11/2022 Employee Health and Life Insurance	17,831.82

11/02/22	Public Employment Retirement	Retirement Match and Withheld	61,249.57
11/04/22	Deferred Compensation	Employee Deductions	1,695.00
11/07/22	Alvinter, LLC	LED Lights for Spreaders	2,233.70
		Total	<u>\$184,543.38</u>

FINAL CHECKLIST FOR NOVEMBER 18, 2022

BILLS FOR THE MONTHS OF OCTOBER 2022 AND NOVEMBER 2022 APPROVED AND PAID

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

CHK#	VENDOR	DESCRIPTION	CHK. AMT
59049	AFLAC	Employee Deductions	1,467.30
59050	AirGas Gulf States	Acetylene, Oxygen and Argon Bottles	217.34
59051	Alexander, Van Loon, Sloan	Audit Services	30,000.00
59053	Boot Outlet, LLC	Employee Safety Boots	2,239.25
59054	Business Radio Licensing	Business Radio License for Marine Radio	110.00
59055	Sparklight	Cable Services	218.56
59056	Cadence Insurance, Inc.	Bond Renewal	50.00
59057	Card Services	Registration Fee and Travel Expenses	2,283.61
59058	Card Services	Maintenance and Repair Supplies	450.76
59059	City of Gulfport	Water	4,025.08
59060	Sun Coast Business Supply	Office Supplies	162.72
59062	C Spire Wireless	Cell Phone Services	930.91
59063	C Spire Business Solutions	Telephone/Internet Services	2,669.94
59066	ESL Power Systems, Inc.	Dole Reefer Plugs	2,177.22
59068	Fuelman	Fuel for MSPA Vehicles	369.70
59069	Gleem Paint Center	Traffic Paint	1,399.50
59070	Great Southern Club	Monthly Dues and Business Expenses	311.94
59071	Whitney Bank Divisional Property	December Lease for Suite 1450	26,076.14
59072	Newell Paper Co.	Janitorial Supplies	656.75
59073	MS-JS, Inc DBA Johnstone Supply of Gpt	Repair Supplies for Dole Chiller Compressor	2,727.24
59074	King Limo & Limousine	Transportation Services	945.00
59075	Errol LaRue	Travel Expenses	26.90
59076	Mark P. Loughman	Per Diem	80.00
59078	Maritime Defense Strategy, LLC	Consulting Services	3,650.00
59079	Mark Dunning Industries, Inc	Waste Removal Services	3,687.50
59080	McClatchy Company, LLC	Advertising	950.00
59081	Memorial Hospital at Gulfport	New Employee Testing	40.00
59082	Shawn Meyer	Travel Expenses	457.62
59083	MS Power Company	Electricity	153,114.87
59084	United Rentals (North America), Inc.	Lift Rental for Camera Repairs	1,527.06
59085	Paul Neumaier	Employee Safety Shoes	114.99
59086	Pass Road Mini Storage, LLC	Storage Unit Rental	165.00
59087	Portable Services, Inc	Portable Restroom Services	255.00
59088	Legal Shield	Employee Deductions	61.81
59089	Quadient Leasing USA Inc	Postage Machine Rent	195.57
59090	Redd Pest Solutions	Pest Control Services	160.00
59091	Rotolo Consultants, Inc. dba RCI	Landscape Services	2,056.55
59092	South Mississippi Business Machines	Copier Machine Maintenance	569.00
59093	Specialty Hose & Fabrication	Hydraulic Hoses for Backhoe	222.79
59094	Swetman Security Services, Inc.	Security Guard Services	33,691.53
59095	Cowles Edgar Symmes	Per Diem	120.00
59096	The Gallery Collection	Office Supplies	436.66
59097	Zoro Tools, Inc.	Janitorial Supplies, Batteries and Drill Bits	1,408.13
CHECK DATED 11/09/22 AND RELEASED PRIOR TO SCHEDULED CHECK RUN			
59048	DeeDee Wood	Cuba Travel Advance to Convert to Euros	2,800.00

TRANSFERS

11/09/22	Federal Tax Deposit	Payroll Tax Deposit	26,049.42
11/10/22	MS Department of Revenue	Sales Tax Payment	17,775.13
		Total	<u>\$329,104.49</u>

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

The following items were approved:

RENEWAL LICENSES:

Pilot: Murrell W. Hilton, III; Matthew Hilton

Steamship Agent: ISS Marine Service; Maritime Endeavors Shipping

Commissioner Knesal left the room.

Commissioner Symmes moved to approve payment of \$147,535.00 to AnderCorp, LLC. Commissioner Loughman seconded and the motion passed unanimously.

Commissioner Knesal returned to the meeting.

Commissioner Rester moved to approve the following progress payments: Balch & Bingham (\$58,732.65); Digital Engineering (\$59,199.25); Continental Rails (\$123,367.00); DNA Underground, LLC (\$58,797.62); MP Design Group (\$21,534.31); MP Design Group (\$35,854.38); and WSP, Inc. (\$23,557.91). Commissioner Loughman seconded and the motion was unanimously approved.

Commissioner Loughman moved to approve Cash Request #337 to Eley Guild Hardy (\$22,278.25); and Wharton Smith (\$431,735.42) for a total of \$454,013.67. Commissioner Rester seconded and the motion was unanimously approved.

OLD BUSINESS:

Commissioner Rester moved to approve Change Order No. 1 with Continental Rails under Contract 23-EN-02. Change Order No. 1 adds \$60,475.50 and adds 30 days to the contract. Commissioner Loughman seconded and the motion passed unanimously.

Commissioner Loughman moved to approve Change Order No. 3 with DNA Underground, LLC under Contract 22-EN-01. Change Order No. 3 decreases the contract by \$2,692.82 and closes out the contract. Commissioner Rester seconded and the motion passed unanimously.

NEW BUSINESS:

Commissioner Symmes moved to table Resolution No. 22-03, reaffirming the authority of the Executive Director to negotiate and terminate negotiations of potential contracts. Commissioner Rester seconded and the motion was unanimously approved.

ENGINEERING UPDATE:

Port Engineer, James Buras, updated Commissioners on ongoing engineering projects.

OPERATIONS REPORT:

Matt Wypyski reported on the maritime activity for October of 2022:

Vessels	16		Vehicles	14,843
TEU's	15,215		Railcar Count	204
Tonnage (short tons)	167,584			

The numbers represent a 12% increase in TEU's and a 24% decrease in tonnage in comparison with October of 2021.

MSPA hosted Commissioners Sala and Bentzel from the Federal Maritime Commission and gave them a port update and tour. Both were impressed with the state of the port and want to know what they can do to help us grow.

Mr. Wypyski was in Mobile, AL on Tuesday morning, attending an Area Maritime Security Meeting. The topic was cyber security, and the event was heavily attended by the Coast Guard.

EXECUTIVE DIRECTOR'S COMMENTS:

Director Nass returned last night from a trade mission in Havana, Cuba. He was glad to support Crowley in the quest for shipments to Cuba and to reinforce our relationship with them. Meetings were held with poultry producers, as well as the poultry buyers.

Travel to Brazil is planned after Thanksgiving for the AAPA Latino Conference. Ports from all over South America will be in attendance, along with the U.S. Department of Commerce.

We are hosting the IAMPE during the week of December 5th with a 2-day and a 5-day training program. Commissioners were encouraged to attend.

The Strategic Master Plan was scheduled to be complete by the end of December, but we will more than likely see that blend into January a bit. Much progress has been made.

The Ocean Enterprise Facility is nearing completion and Director Nass would like to take the Commissioners down for a tour.

GENERAL COUNSEL'S COMMENTS:

Brant Pettis had no comments.

MDA'S COMMENTS:

Philip Carter, MDA, had no comments.

COMMISSIONERS' COMMENTS:

Commissioner Symmes thanked Director Nass for his assistance in setting up the tour of Camp Shelby for Commissioners.

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

Commissioner Rester moved to enter Executive Session to discuss litigation and personnel matters. Commissioner Loughman seconded and the motion was unanimously approved.

(THE BOARD OF COMMISSIONERS ENTERED INTO EXECUTIVE SESSION AT APPROXIMATELY 9:55 A.M.)

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

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


Commissioner Symmes moved to take the earlier action item (Resolution 22-03) off the table. Commissioner Rester seconded and the motion was unanimously approved.

Commissioner Symmes moved to approve Resolution No. 22-03, reaffirming the authority of the Executive Director to negotiate and terminate negotiations of potential contracts. Commissioner Rester seconded and the motion passed unanimously.

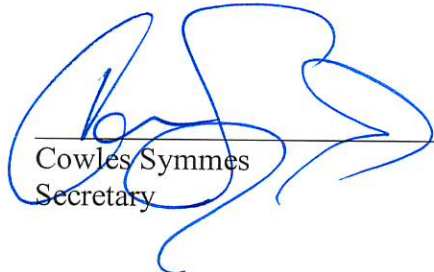
Commissioner Rester moved to adjourn.

The meeting adjourned at approximately 11:10 a.m.

Approved and Attested



John Rester
Vice-President



Cowles Symmes
Secretary

RESOLUTION NO. 22-03

After proper notice, a quorum of the Board of Commissioners ("Board") of the Mississippi State Port Authority at Gulfport ("MSPA") took up for consideration the matter of (i) reaffirming the authority of the Executive Director of the MSPA ("Executive Director") to negotiate and terminate negotiations of potential contracts concerning Yilport Holding A.S. without prior board approval; and (ii) ratifying any prior actions by the Executive Director consistent with this authority. Commissioner Symmes moved for the adoption of the following resolution:

RESOLUTION OF THE BOARD OF THE MSPA (I) REAFFIRMING THE AUTHORITY OF THE EXECUTIVE DIRECTOR TO NEGOTIATE AND TERMINATE NEGOTIATIONS OF POTENTIAL CONTRACTS CONCERNING YILPORT HOLDING A.S. WITHOUT PRIOR BOARD APPROVAL AND (II) RATIFYING ANY PRIOR ACTIONS BY THE EXECUTIVE DIRECTOR CONSISTENT WITH THIS AUTHORITY.

WHEREAS, Section 59-5-37(1) of the Mississippi Code authorizes, among other things, the MSPA to make all contracts and purchases incidental to or necessary for the advancement, promotion and development of the State Port at Gulfport;

WHEREAS, Section 59-1-27 of the Mississippi Code authorizes the MSPA to employ a "port director" whose duties include, among other things, "to solicit business for the port";

WHEREAS, under Rule 2.1 of the MSPA Operations and Procedures Manual (codified at 28 Miss. Admin. Code Pt. 301, R. 2.1) and pursuant to Sections 59-1-1, 59-1-9, and 59-5-21 of the Mississippi Code, the MSPA has established the position of Executive Director;

WHEREAS, Article VIII, Section A of the MSPA By-Laws (codified at 28 Miss. Admin. Code Pt. 307, R. 1.8(A)) states that the Executive Director "shall be the Authority's principal executive officer whose responsibility it shall be to execute the policies and projects of the Authority as a prudent administrator" and "shall have charge of the overall management and direction of all Port affairs, and shall be responsible directly to the Authority for all managerial, administrative, financial, engineering, operations, traffic, trade development and public relations affairs";

WHEREAS, the Board desires to further reaffirm that in executing the above-described duties, the Executive Director was authorized to negotiate and/or terminate negotiations for any potential contract with Yilport Holding A.S. in which MSPA would be a party, without formal Board authorization; and

WHEREAS, that, any and all actions heretofore or hereafter taken by the Executive Director, or others at the direction of the Executive Director, on behalf of the MSPA in connection with or related to the matters set forth herein as contemplated by the foregoing Resolution be, and are hereby adopted, affirmed, approved and ratified in all respects as the act of the MSPA.

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

The Board of Commissioners hereby reaffirms the Executive Director's authority to negotiate and/or terminate negotiations of potential contracts concerning or relating to Yilport Holding A.S. without prior Board approval, and hereby adopts, affirms, approves and ratifies any and all actions heretofore or hereafter taken by the Executive Director, or others at the direction of the Executive Director, on behalf of the MSPA in connection with or related to the matters set forth herein as the act of the MSPA in all respects.

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

	<u>Voted:</u>
Commissioner Knesal	<u>Aye</u>
Commissioner Rester	<u>Aye</u>
Commissioner Symmes	<u>Aye</u>
Commissioner Loughman	<u>Aye</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 18th day of November, 2022.


ROBERT J. KNESAL, PRESIDENT

