



Board of Light, Gas and Water Commissioners

220 S. Main Street
Memphis, TN 38103
www.mlgw.com

Board Meeting

~ Minutes ~

Wednesday, March 22, 2017

1:00 PM

Board Room

CALL TO ORDER AND OPENING REMARKS:

Chairman Wishnia

The meeting was called to order at 1:03 p.m.

PLEDGE OF ALLEGIANCE:

Chairman Wishnia

The Pledge of Allegiance was recited.

ROLL CALL:

Dana Jeanes

Attendee Name	Title	Status	Arrived
Steven Wishnia	Chairman	Present	
Carlee McCullough	Vice Chair	Present	
Mitch Graves	Board Member	Present	
Leon Dickson	Board Member	Present	
Derwin Sisnett	Board Member	Present	

The following staff members were present: Jerry R. Collins, Jr., President and CEO; Dana Jeanes, Vice President, CFO and Secretary-Treasurer; Cheryl Patterson, Vice President and General Counsel; Nick Newman, Vice President, Construction and Maintenance; Christopher Bieber, Vice President, Customer Care; Alonzo Weaver, Vice President, Engineering and Operations; Von W. Goodloe, Vice President, Human Resources; and Lashell Vaughn, Vice President and Chief Technology Officer.

APPROVALS:

Motion To: Approve Minutes of the Meeting of March 1, 2017.

RESULT: ADOPTED [UNANIMOUS]
MOVER: Mitch Graves, Board Member
SECONDER: Derwin Sisnett, Board Member
AYES: Wishnia, McCullough, Graves, Dickson, Sisnett

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:

Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated March 7, 2017, Items 11 through 16 and Item 31. (See Minute File No. 1410.)

PRESENTATIONS:

1) 2016 United Way Check Presentation - Juanita Ford (Chair) /Sharika Hollingsworth (Co-Chair)/Cortez Heaston (Incoming Co-Chair for 2017/2018 Campaign) presented a check to Dr. Kenneth Robinson for \$603,592. Ms. Ford pointed out that MLGW does not have corporate matching and that the check is 100% employee contributions. She also noted that the retirees contributed over \$80,000. Dr. Robinson expressed his praises to President Collins and the job

he does serving as Chairman to the United Way of the Mid-South's Board. He thanked the employees, Board of Commissioners and the UW Team for all their hard work and dedication.

2) TVA Grant Announcement - Shellee Williams discussed some of the projects Corporate Communications has been working on. She introduced Lynn Dabney, TVA Representative. Ms. Dabney stated they appreciate MLGW for being their largest distributor. She stated she greatly appreciates all the supporting partnerships MLGW and TVA have collaborated on together. She introduced members of the team that were formed to focus on available resources to assist those in need. TVA is contributing up to \$1,000,000 to help with this program, effective as soon as the agreement is signed. She discussed the Weatherization Assistance Program and handed out a flyer to the Board prior to the meeting. She made note that there are state funds available to assist low income households. TVA agreed to work with the State Housing Dept. Ms. Dabney noted that TVA will launch a WAP portal demonstration project with MLGW which allow us to test how the portal will work. The program is estimated to cover about 125 homes with an average spend of about \$8,000 per home. President Collins commented that MLGW values the partnership with TVA and will continue to focus on ways to keep rate payers bills down.

GENERAL STATEMENTS FROM THE PUBLIC:

1) Angea Stewart-Woods, 797 Baltimore, addressed the Board. She expressed her gratitude in resolving her utility issue. She acknowledged and praised Mr. Hawkins. She also stated that Mr. Phillips in the Customer Service Dept. "went over and beyond" in assisting her to resolve her issue. She acknowledged President Collins and the Board of Commissioners. She was also very happy to receive the assistance of Ms. Carter-Burks for the water kit for water testing. In closing, she stated she wanted to come back to the Board and Mr. Collins and follow-up and thank them for a job well done.

PRESIDENT'S BRIEFING:

1. Review of Consent Agenda - Jerry R. Collins, Jr.

(President's Briefing Continued on Page 31)

The original of the resolutions and documents relating to each item is filed in the vault on the fifth floor of the MLGW Administration Building, 220 South Main. The original documents shall control in the event of any conflict between the description and these minutes and the original documents.

CONSENT AGENDA

(Items 1 through 22)

RESULT:	APPROVED [UNANIMOUS] AS REVISED (See Item No. 10)
MOVER:	Derwin Sisnett, Board Member
SECONDER:	Carlee McCullough, Vice Chair
AYES:	Wishnia, McCullough, Graves, Dickson, Sisnett

CONSTRUCTION & MAINTENANCE DIVISION

1. Resolution awarding Contract No. 11890, CIPP Blanket Duct Lining, to Hill Services Plumbing and HVAC, in the funded amount of \$244,818.00. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)

2. Resolution awarding contracts for 1-ton cab and chassis with service bodies to AutoNation Ford Memphis in the amount of \$982,664.00 and Altec Industries, Inc. in the amount of \$46,998.00. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
3. Resolution approving Change No. 1 to Contract No. 11841, Professional Engineering Services for Central Support Services, with CCS Group, Incorporated, based on approved rates, in the funded amount not-to-exceed \$50,000.00. (This change is to renew the current contract for the first of four annual renewal terms for the period covering May 17, 2017 through May 16, 2018, with no increase in rates from the previous year. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
4. Resolution approving Change No. 2 to Contract No. 11840, Professional Engineering Services for Central Support Services, with Thompson Engineering, Incorporated, based on approved rates, in the funded amount of \$50,000.00. (The initial term of this contract was for one year from the date of the Notice to Proceed with an option of four annual renewal terms. This change is to renew the current contract for the first of four annual renewal terms for the period covering May 3, 2017 through May 2, 2018, with no increase in rates from the previous year. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
5. Resolution approving Change No. 1 to Contract No. 11775, Roof Maintenance, with Dakota Corporation, d/b/a Jessie Bryant Roofing, in the funded amount not-to-exceed \$65,000.00 with no increase in rates from the previous year. (This change is to renew the current contract for the first of four annual renewal terms for the period covering May 9, 2017 through May 8, 2018.) (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)

CUSTOMER CARE DIVISION

(None)

ENGINEERING & OPERATIONS DIVISION

6. Resolution awarding Contract No. 11941, AutoCAD Inventor Substation Design Suite Project, to DLT Solutions, LLC, in the not-to-exceed funded amount of \$300,000.00. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
7. Resolution approving Change No. 3 to Contract No. 11453, Voice and Data Services, with AT&T, Incorporated, in the funded amount of \$159,000.00. (This change is to ratify and extend the current contract for six months covering the period February 12, 2017 through August 11, 2017. This change is necessary to maintain services and complete negotiations to obtain an executed contract.) (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
8. Resolution approving Change No. 4, Assignment and Assumption Agreement between JW's Pipeline Integrity Services, LLC and Mears Group, Incorporated for Contract No. 11727, External Corrosion Direct Assessment (ECDA) Inspection of Natural Gas Pipeline. (The initial term of the contract was for one year from the date of the Notice to Proceed with an option of four annual renewal terms. This change is to recommend the approval of the Assignment and Assumption between JW's Pipeline Integrity Services, LLC and Mears Group, Incorporated for Contract No. 11727, External Corrosion Direct Assessment (ECDA) Inspection of Natural Gas Pipeline. The contract terms will remain the same and will end December 31, 2017.) (Dana Jeanes)
9. Resolution approving payment of an invoice from the American Public Power Association for the 2017 Annual Membership Dues in the amount of \$120,980.54. (Alonzo Weaver) (REQUIRES CITY COUNCIL APPROVAL)

FINANCE DIVISION

Motion To: Revise the Effective Date and Ending Date of Item No. 10 - Effective Date April 1, 2017 and Ending Date March 31, 2019

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Carlee McCullough, Vice Chair
SECONDER:	Leon Dickson, Board Member
AYES:	Wishnia, McCullough, Graves, Dickson, Sisnett

10. Resolution requesting approval of the renewal of contract number #11713, Investment Management Consultant Services, with Gavion, LLC, in the amount of \$175,000 annually with no increase, for the benefit of the MLGW Retirement and Pension Fund. This renewal will cover the period of April 1, 2017 through March 31, 2019. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
11. Resolution approving Change No. 11 to Contract No. 10793, Professional Portfolio Software, with Advent Software, Incorporated, in the funded amount of \$32,911.58. (This change is to renew the current contract for an additional term for the period covering May 11, 2017 through May 10, 2018. This renewal reflects a 2.96% increase from the previous year due to continued development and enhancement of the products, as well as the costs to support the products. MLGW is requesting approval of continuous maintenance support of the acquired system, which can only be performed by Advent Software, Incorporated.) (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
12. Resolution awarding a contract to Universal Scaffold and Equipment, LLC, for #7 & #36 composite meter box lids, in the amount of \$908,550.00. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)

GENERAL COUNSEL DIVISION

(None)

HUMAN RESOURCES DIVISION

13. Resolution approving Change No. 3 to Contract No. 11681, Department of Transportation (DOT) Drug and Alcohol Testing, with Mid-South Drug Testing, Incorporated, in the funded amount of \$153,000.00. (This change is to increase the current contract for the current term in the funded amount of \$53,000.00 due to the increase in the volume of requests for new hires, post-accidents, and random drug testing. In addition, this change is to renew the current contract for the third of four annual renewal terms covering the period September 15, 2017 through September 14, 2018 in the funded amount of \$100,000.00. This renewal also includes an expansion in the scope of work to obtain monthly testing from available random pools to comply with Pipeline & Hazardous Material Safety Administration (PHMSA) and Federal Motor Carrier Safety Administration (FMCA) in the funded amount of \$3,120.00, for a total funded amount of \$153,000.00, with no increase in rates from the previous year.) (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
14. Resolution approving the following positions: Position No. 00864 - Clerk Records Retention; Position No. 04796 - Manager Risk Management Employee Benefits; Position No. 05719 - Gas Fitter; Position No. 06353 - Clerk Records Retention; and Position No. 06943 - Project Manager Smart Meters. (Jerry R. Collins, Jr./Von Goodloe)

INFORMATION SERVICES DIVISION

15. Resolution approving Change No. 19 to Contract No. 10705, Oracle Software License and Service, with Oracle America Corporation, in the funded amount of \$1,970,948.47. (This change is to renew annual software maintenance, support services, and licenses for the following Service Contract Numbers: 1477055, 1977545, 2305258, 3109761, 3877168, 4874182, 5420732, and 5929560 covering the period April 29, 2017 through April 28, 2018. This change also is to renew the Oracle Talent Acquisition for the period covering April 29, 2017 through April 28, 2018 in the funded amount of \$29,136.24. In addition, this renewal reflects the addition of annual software maintenance, support services, and licenses for Oracle Meter Data Management Software under Service Contract Number 11415798 in the funded amount of \$259,012.86 covering the period August 1, 2017 through July 31, 2018. Lastly, this renewal reflects a decrease from the previous year due to an adjustment in product services. The Oracle Self-Service Tutor for Application - Employee Perpetual was removed.) (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
16. Resolution awarding a contract to Logicalis, Inc., for graphic server blade and hardware, in the amount of \$162,500.00. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
17. Resolution approving Change No. 9 to Contract No. 10344, Computer Associates Combined Products, with Computer Associates International, Incorporated, in the funded amount of \$235,000.00. (This change is to renew the annual licenses, software maintenance, and support services for a one year term covering April 28, 2017 through April 27, 2018, which reflects a 6% increase from the previous renewal due to the pricing model for a one year renewal. MLGW is requesting approval of continuous maintenance of the acquired system, which can only be performed by Computer Associates International, Incorporated.) (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
18. Resolution awarding a contract to Automic Software, Inc., for Automic annual software maintenance renewal, in the amount of \$48,658.00. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
19. Resolution approving Change No. 10 to Contract No. 9547, IBM Maintenance, with International Business Machines (IBM), in the funded amount of \$245,673.71. (This change is to renew the current contract for annual software licenses, maintenance, and support for the following IBM products: WebSphere MQ (Message Queue) z/OS, Enterprise COBOL z/OS (Operating System for IBM's zSeries 900 Servers), z/OS Base, z/OS DFSORT and WebSphere MQ processors. This renewal is for the period covering July 1, 2017 through June 30, 2018. In addition, for the period covering January 1, 2018 through June 30, 2018, a 5% increase is reflected due to model pricing for all monthly license charge products effective January 1, 2018. MLGW is requesting continuous maintenance of the acquired system, which can only be performed by IBM.) (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
20. Resolution approving Change No. 1 to Contract No. 11462, Electronic Board Agenda Solution, with Accela, Incorporated (formerly IQM2 Government Solutions, Incorporated), in the funded amount of \$32,148.90. (This change is to ratify and renew the current contract for annual software maintenance, fees, and support services for the period covering November 1, 2016 through October 31, 2017. MLGW is requesting approval of the acquired system, which can only be performed by Accela, Incorporated. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
21. Resolution approving Change No. 5 to Contract No. 11050, Tape Reporting Tool, with 21st Century Software, Incorporated (formerly known as Estorian, Incorporated), in the funded amount of \$10,300.00. (This change is to renew the current contract for annual software

maintenance, license, and support services for the period covering November 1, 2017 through October 31, 2018, with no increase in rates from the previous year. MLGW is requesting continuous maintenance of the acquired system, which can only be performed by 21st Century Software, Incorporated.) (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT'S DIVISION

22. Resolution awarding a forty-eight month contract to Bell and Howell, LLC, for annual maintenance on the Bowe Bell Howell BH3500 utility bill inserter, in the amount of \$235,336.00. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT'S BRIEFING (Continued):

2. Water Quality Report - Brian Waldron presented a power point presentation regarding items of interest in regard to ground water. He provided various statistics such as there are 57.4 trillion gallons of water in the Memphis aquifer. He shared age data and noted that breaches in our protective clay layer allow water of poorer quality to get into our drinking water supply. He shared information of various educational outreach public events. Future projects are in the works to ensure ongoing awareness. CAESER is currently on year 4 of a 5-year effort to digitize MLGW's Gas Service Records. The project encompasses all of Shelby County, comprised of 416,907 records. He explained the process and the importance of error checking to ensure high accuracy of the final product. He also discussed the Blue Stream Task Force and the three components of study.
3. Corporate Scorecard - Fourth Quarter, 2016 - Valerie McKinney reported that the Perception Index met three of the 4 measures. The Customer Service Index took a large dip from 95.4 to 78.6. The large dip was due to significant drops in two measures. The CCC service level dropped from 76% to 29% due to increases in call volume. Ms. McKinney explained how the high temperatures in July and August, and the fact MLGW did not perform cut-offs causes the rise in calls. In turn, as the bills accumulate the customers are calling for payment arrangements or to request extensions. The financial index finished 2016 with a perfect score of 100 and improving its score by 0.7 points. The Reliability Index fell due to several contributing factors one of which was Substation 68 going down and impacted a large number of customers. Another factor was several large storms that impacted customers but did not meet the threshold to be excluded from the calculations. She also noted the Safety Index dropped after the 4th Quarter and finished at 8.72, the highest it has been in ten years. She discussed the performance initiatives in place and those planned in the future to improve the scores.
4. Other - Jerry R. Collins, Jr.

COMMITTEE REPORTS:

Human Resources Committee Report (March) - Commissioner Leon Dickson, Sr. reported at the last HR Committee Meeting held on March 1 there was a request for a hearing to hear arbitration regarding employee Robert Snyder. He recommended the hearing be scheduled and all agreed.

ADJOURNMENT:

Prior to adjournment, President Collins asked everyone to join him in singing "Happy Birthday" to Commissioner Dickson.

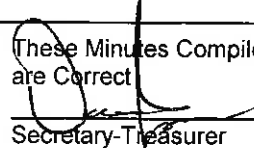
The meeting was adjourned at 2:24 p.m. (See Minute File No. 1411.)

Approved Without Interlineation



Chairman

These Minutes Compiled by Undersigned and
are Correct


Secretary-Treasurer