



Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, August 22, 2018

1:00 PM

Board Room

CALL TO ORDER AND OPENING REMARKS:

Vice-Chair McCullough

The meeting was called to order at 1:01 p.m.

PLEDGE OF ALLEGIANCE:

Vice-Chair McCullough

The Pledge of Allegiance was recited.

SAFETY BRIEFING:

President Young addressed the audience giving instructions in the event of an emergency during the meeting. He explained that an alarm would sound with instructions given over the loud speaker. He pointed out exits and explained the responsibilities of the Security Officers. He asked for everyone's cooperation should an emergency arise.

ROLL CALL:

Roland McElrath

Attendee Name	Title	Status	Arrived
Michael Pohlman	Board Member	Present	
Steven Wishnia	Chairman	Absent	
Carlee McCullough	Vice Chairman	Present	
Mitch Graves	Board Member	Present	
Leon Dickson	Board Member	Absent	

The following staff members were present: J. T. Young, President and CEO; Cheryl Patterson, Vice President and General Counsel; Nick Newman, Vice President, Construction and Maintenance; Alonzo Weaver, Vice President, Engineering and Operations; Von W. Goodloe, Vice President, Human Resources; and Lashell Vaughn, Vice President and Chief Technology Officer. Christopher Bieber, Vice President, Customer Care did not attend the meeting. Roland McElrath served as Acting Secretary-Treasurer in the absence of Dana Jeanes, Vice President, CFO and Secretary-Treasurer.

Advisory Board Members – Kevin Young – Absent
Dwain Kicklighter - Present

APPROVALS:

Motion To: Approve Minutes of the Meeting of August 8, 2018.

RESULT:	ADOPTED [UNANIMOUS] – Approval to Add Items 21, 22 and 23
	To the Consent Agenda and Approval of Items 1 through 23
MOVER:	Mitch Graves, Board Member
SECONDER:	Michael Pohlman, Board Member
AYES:	Michael Pohlman, Carlee McCullough, Mitch Graves
ABSENT:	Steven Wishnia, Leon Dickson

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE: Roland McElrath

Receipt of Certified Copies of City Council Resolutions August 14, 2018, Items 13 through 18.
(See Minute File No. 1427.)

PRESENTATIONS:

(None)

GENERAL STATEMENTS FROM THE PUBLIC:

1) Minister Suhkara A. Yahweh, 838 Walker Avenue #104, stated he is coming before the Board again regarding fluoride and provided a handout. He stated he turned 80 years old on Sunday and has been coming to the Board meetings frequently regarding this same subject. He stated the EPA has determined that fluoride does cause cancer and will be contacting the Health Department. He spoke of his children and grandchildren noting they have been diagnosed with asthma and one with cancer.

PRESIDENT'S BRIEFING:

1. Review of Consent Agenda - J. T. Young

(President's Briefing Continued on Page 82)

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 23)

RESULT: **APPROVED [UNANIMOUS] – Add Items 21 through 23 to Consent Agenda and Approved/Adopted Items 1 through 23**
MOVER: Mitch Graves, Board Member
SECONDER: Michael Pohlman, Board Member
AYES: Michael Pohlman, Carlee McCullough, Mitch Graves
ABSENT: Steven Wishnia, Leon Dickson

CONSTRUCTION & MAINTENANCE DIVISION

1. Resolution approving Change No. 2 to Contract No. 12002, Emergency Storm Restoration with DeSoto County Electric, Incorporated, for an invoice payment, based on agreed upon rates, in the funded amount of \$27,761.25. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
2. Resolution approving Change No. 2 to Contract No. 11961, Emergency Storm Restoration with Davis H. Elliot Company, Incorporated, for invoice payments, based on agreed upon rates, in the funded amount of \$86,864.07. (This payment request is to pay for lodging expenses associated with the June 23, 2018 storm for the following two invoices: 1) Invoice No. 403981 in the amount of \$216.94; and 2) Invoice No. 402417 in the amount of \$806.40 for a combined total of \$1,023.34. Also, this payment request is for emergency restoration work performed on MLGW's electric system as a result of the July 15, 2018 storm for the following five invoices: 1) Invoice No. 404065 in the amount of \$16,729.42; 2) Invoice No. 404066 in the amount of \$22,102.87; 3) Invoice No. 404067 in the amount of \$17,344.68; 4) Invoice No. 400408 in the amount of \$11,895.24; and 5) Invoice No. 400409 in the amount of \$17,768.52 for a combined total of \$85,840.73.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

CUSTOMER CARE DIVISION

(None)

ENGINEERING & OPERATIONS DIVISION

3. Resolution awarding Contract No. 12021, Sheahan DPC System Installation to Shelby Electric Company, Incorporated, in the funded amount of \$170,773.00. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
4. Resolution awarding Contract No. 12020, Allen DPC System Installation to Shelby Electric Company, Incorporated, in the funded amount of \$195,452.00. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
5. Resolution awarding a purchase order to Southern Sales and Services Company in the amount of \$70,260.00 for Uninterruptible Power Supply (UPS) telecommunication equipment. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
6. Resolution approving payment of an invoice from the American Public Power Association for the 2018 Annual Membership dues in the amount of \$125,452.28. (Alonzo Weaver) (REQUIRES CITY COUNCIL APPROVAL)

FINANCE DIVISION

7. Resolution approving rejection of a bid received up to 4:00 p.m., Tuesday, July 11, 2018, for furnishing MLGW with the rental of two digital black and white copier/printer units. (Clifton Davis)
8. Resolution approving a transfer of funds from the Common Fund to the OPEB Trust in accordance with the 2018 Actuarially Determined Contribution recommended by the actuary for the OPEB Trust Plan, with the estimated amount to be \$20,570,194 and shall be subject to true-up at year-end 2018. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
9. Resolution approving revisions to the Investment Policy Statement for each of the Memphis Light, Gas & Water Retirement and Pension Fund and Other PostEmployment Benefits Trust. (Dana Jeanes) (SAME DAY MINUTES GIVEN – SEE BELOW)
10. Resolution awarding a thirty-six month purchase order to Universal Scaffold and Equipment, LLC, for approximately 15,200 feet of PILC (paper-insulated lead covered) cable, in the amount of \$1,158,673.00. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
11. Resolution approving a ratification and extension of purchase order 154222 with Petroleum Traders for the purchase of unleaded and diesel fuel from the City of Memphis, via its fuel supplier, until December 31, 2018 or until a new contract is in place. (Clifton Davis)

GENERAL COUNSEL DIVISION

12. Resolution approving the execution, delivery and performance of a gas supply agreement for sale and purchase of natural gas from the municipal gas authority of Georgia and other documents respecting the proposed natural gas prepayment transaction between Patriots Energy Group Financing Agency and Royal Bank of Canada. (Cheryl Patterson) (REQUIRES CITY COUNCIL APPROVAL)

HUMAN RESOURCES DIVISION

13. Resolution approving Change No. 2 to Contract No. 11656, Group Term, Voluntary Life and Accidental Death with UNUM Insurance Company, in the funded amount of \$2,115,000.00. (This change is to extend the current contract from July 1, 2019 to December 31, 2019, with the current rates to remain the same through the extension, to establish a calendar year renewal basis as other insurance benefits. The current contract expires June 30, 2019. The Division will pay 60% of the employee's annual premium in the estimated funded amount of \$1,269,000.00 and MLGW employees will be responsible for 40% of the annual premiums through payroll deduction in the estimated amount of \$846,000.00.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
14. Resolution awarding Contract No. 11985, Security Automation Systems Solution Full Deployment to G4S Secure Integration, LLC, in the funded amount of \$8,085,303.12. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

15. Resolution approving Change No. 1 to Contract No. 11971, Administration of Influenza Vaccination with Wellness First, Incorporated, in the funded amount not-to-exceed \$32,000.00, 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 covering the period October 30, 2018 through October 29, 2019, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
16. Resolution approving Position No. 06318, Accountant 2. (JT Young/Von Goodloe)
17. Resolution approving Change No. 2 to Contract No. 11658, Short and Long Term Disability with UNUM Insurance Company, in the funded amount of \$2,304,681.00. (This change is to extend the current contract from July 1, 2019 to December 31, 2019, with the current rates to remain the same through the extension, to establish a calendar year renewal basis as other insurance benefits. The current contract expires June 30, 2019. The Division will pay 50% of the employee's annual premium in the estimated funded amount of \$1,152,341.00 and MLGW employees will be responsible for 50% of the annual premiums through payroll deduction in the estimated amount of \$1,152,340.00.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

INFORMATION SERVICES DIVISION

18. Resolution approving Change No. 1 to Contract No. 11595, Telvent Maintenance Agreement with Telvent USA, in the funded amount of \$520,300.00. (This change is to renew the current contract for maintenance and support services for a three year term covering the period January 1, 2019 through December 31, 2021 in the negotiated funded amount of \$520,300.00, which reflects a 2% increase over the previous negotiated discounted amount. Telvent is raising the average annual cost of the contract to cover increased costs for their business. The cost change is in line with the historical 12 month Consumer Price Index (CPI) values. MLGW is requesting continuous maintenance of the acquired system, which can only be performed by Telvent USA.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
19. Resolution approving Change No. 4 to Contract No. 11680, Satori Software Agreement with Quadient Data USA, Incorporated (formerly Satori Software Company), in the funded amount of \$125,329.00. (This change is to renew the current contract for annual software licensing, main frame, and support services for the Customer Information System (CIS) Billing and Mailing Environment for a five year term covering the period of November 1, 2018 through October 31, 2023. This renewal reflects a 2% increase in the yearly maintenance and support subscription due to costs associated with maintaining the product and support for MLGW. MLGW is requesting approval of the acquired system, which can only be provided by Quadient Data USA, Incorporated.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
20. Resolution approving Change No. 6 to Contract No. 10478, Electronic Meter Reading System with Itron, Incorporated, in the funded amount of \$162,662.46. (This change is to renew the current contract for annual software and hardware maintenance, license and support services for meter reading equipment covering the period January 1, 2019

through December 31, 2019 in the funded amount of \$117,205.02. In addition, this change is to renew the IEE (Commercial and Industrial) software maintenance support services for 2,000 meters for the period covering October 1, 2018 through September 30, 2019 in the funded amount of \$45,457.44 for a combined funded amount of \$162,662.46. MLGW is requesting continuous maintenance of the acquired system, which can only be performed by Itron, Incorporated.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT'S DIVISION

(None)

RESULT: APPROVED [UNANIMOUS] – SAME DAY MINUTES – ITEMS 9, 21, 22 AND 23

MOVER: Mitch Graves, Board Member

SECONDER: Michael Pohlman, Board Member

AYES: Michael Pohlman, Carlee McCullough, Mitch Graves **ABSENT:** Steven Wishnia, Leon Dickson

REQUEST TO ADD ON ITEM NO. 21 TO CONSENT AGENDA - In conjunction with the new reorganization plan and with no adverse effect to the budget, resolution requesting approval of employment of Mr. James West as Chief Customer Officer, to supervise the day-to-day activities of the MLGW Customer Service Division and its' departments, at an annual salary of \$225,000. (Jarl Young) (REQUIRES CITY COUNCIL APPROVAL)

REQUEST TO ADD ON ITEM NO. 22 TO CONSENT AGENDA - In conjunction with the new reorganization plan and with no adverse effect to the budget, resolution requesting approval of employment of Ms. Kim Denbow as Chief People Officer, to supervise the day-to-day activities of the MLGW Human Resources Division and its' departments, at an annual salary of \$180,000. (Jarl Young) (REQUIRES CITY COUNCIL APPROVAL)

REQUEST TO ADD ON ITEM NO. 23 TO CONSENT AGENDA - In conjunction with the new reorganization plan and with no adverse effect to the budget, resolution requesting approval of employment of Ms. Terica Lamb as Manager, Economic and Community Development, at an annual salary of \$114,454. (Jarl Young) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT'S BRIEFING (Continued):

2. Human Resources Policy #21-11 - Personnel Review Board - Eric Conway explained the areas where wording will be changed for clarification. There were no questions from the Board.
3. Human Resources Policy #23-04 - Travel (MLGW Business) - Eric Conway summarized the proposed changes. There were no questions from the Board.

4. Human Resources Policy #23-19 - Corporate Credit Cards - Eric Conway reviewed the proposed changes to the various sections of the policy. There were no questions from the Board.

5. Other - J. T. Young

President Young advised the Board that the reorganization plan is progressing well. The employees were notified on Friday of the changes. He thanked the Board for their support and cooperation.


COMMITTEE REPORTS:

(None)

ADJOURNMENT:

There being no further business, the meeting was adjourned at 1:19 p.m.

(See Minute File No. 1428.)

Approved Without Interlineation

Chairman

These Minutes Compiled by Undersigned and
are Correct

Secretary-Treasurer