



# Board of Light, Gas and Water Commissioners

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

## Board Meeting

~ Minutes ~

Wednesday, September 11, 2019

1:00 PM

Board Room

### CALL TO ORDER AND OPENING REMARKS:

Chairwoman McCullough

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

### PLEDGE OF ALLEGIANCE:

Chairwoman McCullough

The Pledge of Allegiance was recited.

### MOMENT OF SILENCE:

President Young

A moment of silence remembering the victims lost on 9/11.

### SAFETY BRIEFING:

President Young

President Young addressed the audience giving instructions in the event of an emergency during the meeting. He explained that in the event of an emergency, 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:

Dana Jeanes

Attendee Name	Title	Status	Arrived
Michael Pohlman	Board Member	Present	
Steven Wishnia	Board Member	Present	
Carlee McCullough	Chairwoman	Present	
Mitch Graves	Vice-Chair	Present	
Leon Dickson	Board Member	Present	

The following staff members were present: J. T. Young, President and CEO; Dana Jeanes, SVP, CFO and CAO (Secretary-Treasurer); Cheryl Patterson, VP and General Counsel; Alonzo Weaver, SVP & COO; Von Goodloe, VP, Shared Services; Lashell Vaughn, VP & CIO; Gale Carson, VP Community and External Affairs; Lesa Walton, Chief Internal Auditing Officer; Cliff DeBerry, VP Design, Construction & Delivery; and Roland McElrath, Controller. Jim West, VP, Chief Customer Officer and Nick Newman, VP, Engineering & Operations did not attend the meeting.

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

**APPROVALS:**

**Motion To:** Approve Minutes of the Meeting of August 21, 2019.

**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Mitch Graves, Vice-Chair  
**SECONDER:** Steven Wishnia, Board Member  
**AYES:** Pohlman, Wishnia, McCullough, Graves, Dickson

**CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:**

Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated August 20, 2019, Items 10 through 20. (See Minute File No. 1440.)

**PRESENTATIONS:**

(None)

**GENERAL STATEMENTS FROM THE PUBLIC:**

(None)

**PRESIDENT'S BRIEFING:**

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

(President's Briefing Continued on Page 97)

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, 2, 5 through 7, 8 as amended (SEE BELOW) and 9 through 17.  
Items 3 and 4 deleted.)

**RESULT:** APPROVED [UNANIMOUS] – ITEMS 1, 2, 5 THROUGH 7, 8 AS AMENDED AND 9 THROUGH 17  
**MOVER:** Steven Wishnia, Board Member  
**SECONDER:** Mitch Graves, Vice-Chair  
**AYES:** Pohlman, Wishnia, McCullough, Graves, Dickson

**CHIEF CUSTOMER OFFICER**

(None)

**CHIEF INFORMATION OFFICER**

1. Resolution awarding a purchase order to Logicalis, Inc., for Veeam software maintenance and support, in the amount of \$65,305.26. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

2. Resolution awarding a purchase order to Logicalis, Inc., for Generation 10 server blades for Vmware, in the amount of \$153,954.60. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

**CHIEF PEOPLE OFFICER**

<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS] – DELETE ITEM NOS. 3 AND 4</b>
<b>MOVER:</b>	Mitch Graves, Vice-Chair
<b>SECONDER:</b>	Steven Wishnia, Board Member
<b>AYES:</b>	Pohlman, Wishnia, McCullough, Graves, Dickson

3. **DELETED** - Resolution awarding Contract No. 12037, Short and Long Term Disability to UNUM Insurance Company, in the estimated funded amount of \$14,393,520.00. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
4. **DELETED** - Resolution awarding Contract No. 12038, Group Term, Voluntary Life and Accidental Death and Dismemberment to UNUM Insurance Company, in the estimated funded amount of \$14,940,450.00. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
5. Resolution approving revisions to MLGW Human Resources Policy No. 21-10, Temporary and Development Assignments. (JT Young/Von Goodloe)
6. Resolution approving revisions to MLGW Human Resources Policy No. 21-04, Termination of Employment. (JT Young/Von Goodloe)
7. Resolution approving Change No. 5 to Contract No. 11670, Workers' Compensation Brokering with Willis of Tennessee, Incorporated, in the estimated funded amount of \$402,190.00. (This change is to ratify and renew the current contract for the fourth and final annual renewal term for the premium cost, covering the period October 1, 2019 through September 30, 2020, which reflects a 0.38% increase in the estimated payroll cost to be covered by Workers Compensation from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

**ITEM NO. 8 AMENDED ON SEPTEMBER 11, 2019 – BOARD VOTED TO CHANGE TO 12-MONTH OPTION, COVERING THE PERIOD JANUARY 1, 2020 THROUGH DECEMBER 31, 2020, INSTEAD OF PROPOSED 24-MONTH OPTION – A NEW RESOLUTION WILL REPLACE THE ONE IN THE BOARD PACKET.**

**AT THE MEETING OF SEPTEMBER 25, 2019, ITEM 8 WAS PULLED FROM THE MINUTES! A NEW RESOLUTION WILL BE PRESENTED AT A FUTURE BOC MEETING!**

8. Resolution approving Change No. 1 to Contract No. 11872, Self-Insured Healthcare with Cigna Healthcare, in the estimated funded amount of \$110,024,344.00. (This change is to renew the current contract for a 24-month option covering the period January 1, 2020 through December 31, 2021. The Division will pay 75% of the employee's annual premiums in the estimated funded amount of \$82,518,258.00 and MLGW employees will be responsible for 25% of the annual premiums through payroll deduction in the estimated funded amount of \$27,506,086.00. The projected amount to be funded by MLGW is \$82,518,258.00, the actual payments from January 1, 2020

through December 31, 2021 will be reconciled to the projected amount and the results reported to the Board of Commissioners at the end of each term.) (Clifton Davis)  
(REQUIRES CITY COUNCIL APPROVAL)

**COMMUNITY & EXTERNAL AFFAIRS**

(None)

**DESIGN CONSTRUCTION & DELIVERY**

9. Resolution approving Change No. 2 to Contract No. 11959, Vertical Drilling at Various Substations with McKinney Drilling Company, with no increase in the contract value. (This change is to ratify and renew the current contract for the second of four annual renewal terms covering the period September 15, 2019 through September 14, 2020. This renewal includes a rate increase for mobilization due to equipment maintenance cost and setup, as well as, a rate increase in daily employee rates, which will be absorbed in the current contract value.) (Clifton Davis)
10. Resolution approving Change No. 4 to Contract No. 11788, Gas Leak Survey with Heath Consultants, Incorporated, in the funded amount of \$1,000,000.00. (This change is to renew the current contract for the fourth and final annual renewal term covering the period October 2, 2019 through October 1, 2020, with no increase in rates from the previous year. This renewal includes two additional line items for Residential or Commercial gas leak survey services during regular business and/or overtime hours of locations with no access.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

**ENGINEERING & OPERATIONS DIVISION**

(None)

**INNOVATION & BUSINESS ANALYTICS**

(None)

**PRESIDENT'S DIVISION**

(None)

**SVP, CFO & CAO, FINANCE DIVISION**

11. Resolution requesting approval of Preserver Partners, LLC, a multi-asset fund manager, to manage \$8,000,000 for the benefit of the MLGW OPEB Trust Fund, as part of a reallocation. (Dana Jeanes)
12. Resolution requesting approval of Metlife Emerging Market Debt, L.P. (formerly Logan Circle Partners, L.P.), an Emerging Market Debt manager, to manage approximately \$17,000,000 for the benefit of the MLGW OPEB Trust Fund, as part of a reallocation. (Dana Jeanes)
13. Resolution requesting approval of Wells Capital Management Inc. Emerging Markets Equity Income 3c1 Fund, an emerging markets equity manager, to manage approximately \$15,000,000 for the benefit of the MLGW OPEB Trust Fund, as part of a reallocation. (Dana Jeanes)

**SVP, COO**

(None)

**SHARED SERVICES**

14. Resolution approving Change No. 4 to Contract No. 11770, Solid Waste/Trash Removal Services with Waste Connections of Tennessee, Incorporated, in the funded amount of \$150,279.12. (This change is to renew the current contract for the fourth and final annual renewal term for the period covering January 4, 2020 through January 3, 2021 in the funded amount of \$147,279.12, with no increase in rates from the previous year. In addition, an amount of \$3,000.00 is being added to the current contract value to cover additional trash hauling services needed at the North Service Center, South Service Center, Hickory Hill Service Center, and Electric Substation 89.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
15. Resolution approving Change No. 2 to Contract No. 11921, General Pest Control and Termite Services, with Nu Era Pest Control in the funded amount of \$38,240.00. (This change is to renew the current contract for the second of four annual renewal terms covering the period November 1, 2019 through October 31, 2020, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
16. Resolution approving Change No. 2 to Contract No. 11928, Mobile Document (On-Site) Shredding Services with Vital Records Control, Incorporated, in the funded amount of \$23,953.00. (This change is to renew the current contract for the second of four annual renewal terms covering the period January 4, 2020 through January 3, 2021, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

**VP & GENERAL COUNSEL DIVISION**  
(None)**REQUEST TO "ADD ON" ITEM NO. 17 TO CONSENT AGENDA**

17. Resolution approving a contract between MLGW and TVA to support industrial recruitment, development and expansion of business and industry in the Memphis/Shelby County area. The total funded amount of the contract is \$80,000 of which TVA reimburses MLGW \$40,000. (Gale Carson) (REQUESTING SAME DAY MINUTES)

<b>RESULT:</b>	<b>APPROVED [UNANIMOUS] – "ADD ON" ITEM NO. 17 TO CONSENT AGENDA</b>
<b>MOVER:</b>	Steven Wishnia, Board Member
<b>SECONDER:</b>	Mitch Graves, Vice-Chair
<b>AYES:</b>	Pohlman, Wishnia, McCullough, Graves, Dickson

**Motion To:** APPROVE SAME DAY MINUTES FOR ITEM NO. 17

**RESULT:** ADOPTED [UNANIMOUS] – SAME DAY MINUTES FOR ITEM NO. 17  
**MOVER:** Steven Wishnia, Board Member  
**SECONDER:** Michael Pohlman, Board Member  
**AYES:** Pohlman, Wishnia, McCullough, Graves, Dickson

**PRESIDENT'S BRIEFING (Continued):**

2. Other - J. T. Young

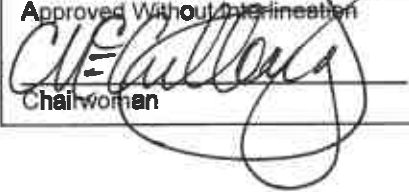
**COMMITTEE REPORTS:**

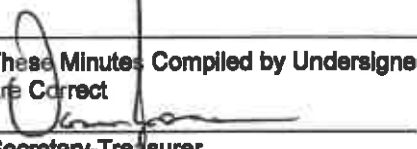
(None)

**ADJOURNMENT:**

There being no further business, the meeting was adjourned at 1:21 p.m.

(See Minute File No. 1441.)

Approved Without Interlineation  
  
Chairwoman

These Minutes Compiled by Undersigned and  
are Correct  
  
Secretary-Treasurer