



Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, October 25, 2017

1:00 PM

Board Room

CALL TO ORDER AND OPENING REMARKS:

Chairman Wishnia

The meeting was called to order at 1:00 p.m.

PLEDGE OF ALLEGIANCE:

Chairman Wishnia

The Pledge of Allegiance was recited.

ROLL CALL:

Roland McElrath

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

ROLL CALL - Advisory Board Members:

Kevin Young - Present

Dwain Kicklighter - Present

The following staff members were present: Jerry R. Collins, Jr., President and CEO; 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. Roland McElrath served as Acting Secretary-Treasurer.

APPROVALS:

Motion To: Approve Minutes of the Meeting of October 4, 2017.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Mitch Graves, Board Member
SECONDER:	Carlee McCullough, Vice Chairman
AYES:	Steven Wishnia, Carlee McCullough, Mitch Graves
ABSENT:	Leon Dickson, Derwin Sisnett

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:Roland McElrath

Receipt of Certified Copies of City Council Resolutions dated October 3, 2017, Items 6 through 23 (See Minute File No. 1417) and October 17, 2017, Items 12 through 18 and Item 22 (See Minute File No. 1418).

PRESENTATIONS:

(None)

GENERAL STATEMENTS FROM THE PUBLIC:

1) Ms. Peri Motormedi, 200 Wagner Place #1506, stated she has a problem with the tenant being able to call and make changes or corrections to meters on her property. She also complained about the smart meter on her property in Collierville, in regard to the time spent trying to correct a problem. President Collins asked Chris Bieber to take Ms. Motormedi to a private area and assist her with her complaints.

2. Mr. Bill Hawkins, IBEW, 4000 Clearpool Circle, is asking the Board to remove Item #1 from today's Consent Agenda. He handed out documents which included a printout of a job posting from the internet recruitment website, "Indeed". He also distributed copies of the Board Packet documents for contract number 11948. Mr. Hawkins requested this work be kept in-house and not be contracted out. He does not see this as an emergency project and believes this could be done over time internally. Calculations of costs, efficiency and safety were brought out. After great lengths of discussion between the Board, President Collins, Bill Hawkins, Nick Newman and Don Roberts, the Board made the decision to remove the item from the Agenda and bring it back to the November 1 Board Meeting under different terms.

PRESIDENT'S BRIEFING:

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

(President's Briefing Continued on Page 4)

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

RESULT: APPROVED [UNANIMOUS] AS AMENDED
(Items 2 through 13 and Items 15 through 24 ADOPTED)
MOVER: Mitch Graves, Board Member
SECONDER: Carlee McCullough, Vice Chairman
AYES: Steven Wishnia, Carlee McCullough, Mitch Graves
ABSENT: Leon Dickson, Derwin Sisnett

CONSTRUCTION & MAINTENANCE DIVISION

RESULT: ADOPTED [UNANIMOUS] – DELETE ITEM NO. 1
MOVER: Carlee McCullough, Vice Chairman
SECONDER: Mitch Graves, Board Member
AYES: Steven Wishnia, Carlee McCullough, Mitch Graves
ABSENT: Leon Dickson, Derwin Sisnett

1. **Item 1 Deleted from Consent Agenda** - Resolution awarding Contract No. 11948, Defective Pole Change Out, to Davis H. Elliot Construction Company, Incorporated, in the funded amount of \$9,904,419.20. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
2. Resolution approving Change No. 3 to Contract No. 11797, Minor Line Clearance, with Asplundh Tree Expert Company, based on agreed upon rates, in the funded amount of \$4,021,081.48. (This change is to renew the current contract for the second of four annual renewal terms for the period covering December 2, 2017 through December 1, 2018, based on agreed upon rates, in the funded amount of \$3,530,896.80, which reflects a 2% rate increase from the previous year. This increase is due to an increase of employee wages and general operating costs of labor and equipment maintenance. This renewal also includes an increase to the current contract in the funded amount of \$490,184.68 to replenish funds for work performed as a result of the May 27, 2017 storm restoration efforts.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
3. Resolution approving Change No. 8 to Contract No. 11576, Emergency Storm Restoration, with Davis H. Elliot Construction Company, Incorporated for invoice payments, based on agreed upon rates, in the combined funded amount of \$8,404,240.46. (This payment request is for emergency restoration services performed on MLGW's electric system as a result of the following storms: 1) May 28, 2017, invoices totaling \$7,862,326.54; 2) June 18, 2017, invoices totaling \$397,077.30; and 3) June 23, 2017, invoices totaling \$144,836.62, based on agreed upon rates.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
4. Resolution awarding Contract No. 11980, Brooks Road Roof Replacement, to B-Four Plid, Incorporated, in the funded amount of \$151,173.00. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

5. Resolution approving Change No. 1 to Contract No. 11855, Janitorial Services, with SKB Facilities and Maintenance, to provide housekeeping/janitorial services, window cleaning, carpet cleaning and floor maintenance at various MLGW locations, in the funded amount of \$151,293.84. (This change is to renew the current contract for the first of four annual renewal terms for the period covering March 2, 2018 through March 1, 2019, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
6. Resolution approving Change No. 3 to Contract No. 11725, Janitorial Services, with SKB Facilities and Maintenance, for MLGW facilities located at the Administration Building at 220 South Main Street and the Downtown Credit Office at 245 South Main Street, in the funded amount of \$132,299.50. (This change is to renew the current contract for the third of four annual renewal terms for the period covering February 23, 2018 through February 22, 2019.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
7. Resolution approving of Change No. 3 to Contract No. 11724, Janitorial Services, with SKB Facilities and Maintenance, for MLGW facilities located at the North Service Center, MLGW University, Electric System Operations, North Community Office, Lamar Community Office, Choctaw, Sheahan Pumping Station, Water Assurance Laboratory and the Netters Business Center, in the funded amount of \$289,122.00. (This change is to renew the current contract for the third of four annual renewal terms for the period covering February 23, 2018 through February 22, 2019, with no increase in rates from the previous year. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

CUSTOMER CARE DIVISION

(None)

ENGINEERING & OPERATIONS DIVISION

8. Resolution approving Change No. 2 to Contract No. 11791, Surveying Services, with Ollar Surveying Company, LLC, in the funded amount of \$154,985.00. (This change is to renew the current contract for the second of four annual renewal terms for the period covering January 19, 2018 through January 18, 2019, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
9. Resolution approving Change No. 1 to Contract No. 11869, Water Design for Tennessee Department of Transportation (TDOT), with Fisher & Arnold, in the funded amount based on approved rates, not-to-exceed \$150,000.00. (This change is to ratify and renew the current contract for the first of four annual renewal terms for the period covering September 30, 2017 through September 29, 2018, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
10. Resolution approving Change No. 1 to Contract No. 11868, Water Design for Tennessee Department of Transportation (TDOT), with Allen & Hoshall, in the funded amount of \$150,000.00. (This change is to ratify and renew the current contract for the first of four annual renewal terms for the period covering November 21, 2017 through November 20, 2018, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

11. Resolution approving Change No. 1 to Contract No. 11866, Gas Design for Tennessee Department of Transportation (TDOT), with Allen & Hoshall, in the funded amount of \$150,000.00. (This change is to ratify and renew the current contract for the first of four annual renewal terms for the period covering November 21, 2017 through November 20, 2018, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
12. Resolution approving Change No. 1 to Contract No. 11865, Electric Design for Tennessee Department of Transportation (TDOT), with Allen & Hoshall, in the funded amount of \$200,000.00. (This change is to ratify and renew the current contract for the first of four annual renewal terms for the period covering November 21, 2017 through November 20, 2018, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
13. Resolution approving Change No. 5 to Contract No. 11474, Generator Preventative Maintenance Agreement, with Cummins Mid-South, LLC, with no increase in the contract value. (This request is to ratify and amend the contract term through November 30, 2017 for services performed after the contract end date, with no increase in the contract value in order to process outstanding invoices for work performed and this contract will be re-bid. This amendment is needed to pay outstanding invoices in the funded amount of \$31,451.54, which will be absorbed in the contract value.) (Clifton Davis)

FINANCE DIVISION

RESULT:	ADOPTED [UNANIMOUS] – DELETE ITEM NO. 14
MOVER:	Carlee McCullough, Vice Chairman
SECONDER:	Mitch Graves, Board Member
AYES:	Steven Wishnia, Carlee McCullough, Mitch Graves
ABSENT:	Leon Dickson, Derwin Sisnett

14. **Item 14 Deleted from Consent Agenda** - Resolution awarding a twenty-four month purchase order to Brown Wood Preserving Company, Inc., for southern yellow pine poles, in the amount of \$2,072,979.00. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

GENERAL COUNSEL DIVISION

15. Resolution approving and upholding the decisions reflected in the September 30, 2017 Quarterly Report of the Customer Appeal Committee. (Cheryl Patterson)
16. Resolution approving the amendment of the rate schedule for the law firm of Butler Snow, LLP, to be employed on an "as needed basis" at the following hourly rates: Partners-\$250; Associates-\$215; and Paralegals-\$100. (Cheryl Patterson) (REQUIRES CITY COUNCIL APPROVAL)
17. Resolution approving the amendment of the rate schedule for The Wharton Law Firm, to be employed on an "as needed basis" at the following hourly rates: Partners-\$250;

Associates-\$190; and Law Clerk-\$45. (Cheryl Patterson) (REQUIRES CITY COUNCIL APPROVAL)

18. Resolution approving the amendment of the rate schedule for the law firm of Wyatt Tarrant & Combs, LLP, to be employed on an "as needed basis" at the following hourly rates: Partners-\$265; Junior Partners-\$230; Associates-\$220; and Paralegals-\$145. (Cheryl Patterson) (REQUIRES CITY COUNCIL APPROVAL)
19. Resolution approving the amendment of the rate schedule for the law firm of Stephanie Green Cole, to be employed on an "as needed basis" at the following hourly rate: Partner - \$225. (Cheryl Patterson) (REQUIRES CITY COUNCIL APPROVAL)
20. Resolution approving the amendment of the rate schedule for the law firm of Wiseman Bray Law Firm, to be employed on an "as needed basis" at the following hourly rates: Partners-\$190 and Paralegals/Assistants-\$95. (Cheryl Patterson) (REQUIRES CITY COUNCIL APPROVAL)
21. Resolution approving the amendment of the rate schedule for the law firm of Harris Shelton Hanover Walsh, to be employed on an "as needed basis" at the following hourly rates: Partners-\$250; Associates-\$150 to \$200; and Law Clerks-\$60. (Cheryl Patterson) (REQUIRES CITY COUNCIL APPROVAL)

HUMAN RESOURCES DIVISION

(None)

INFORMATION SERVICES DIVISION

22. Resolution approving Change No. 3 to Contract No. 11680, Satori Software Agreement, with Quadient Data USA, Incorporated (formerly Satori Software Company), in the funded amount of \$23,382.00. (This change is to ratify and renew the current contract for annual software licensing, main frame, and support services for the Customer Information System (CIS) Billing and Mailing Environment covering the period October 31, 2017 through October 31, 2018. This renewal reflects a 5% increase due to increases in maintaining products, as well as the firm's operating cost. MLGW is requesting approval of the acquired system, which can only be provided by Quadient Data USA, Incorporated.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
23. Resolution approving Change No. 5 to Contract No. 9791, File Utility Software Package, with Compuware Corporation, with no increase in the contract value. (This change is to renew the annual software maintenance, license and support services covering the period February 1, 2018 through January 31, 2019 in the funded amount of \$21,861.00, which will be absorbed in the current contract value. The renewal reflects a 6% increase from the previous renewal based on Compuware's standard practice regarding increases. MLGW is requesting continuous maintenance of the acquired system, which can only be performed by Compuware Corporation.) (Clifton Davis)
24. Resolution approving Change No. 2 to Contract No. 11462, Electronic Board Agenda Solution, with Accela, Incorporated (formerly IQM2 Government Solutions, Incorporated), in the funded amount of \$33,756.34. (This change is to ratify and renew the current contract for annual software maintenance, fees, and support services for the

period covering November 1, 2017 through October 31, 2018. This renewal reflects a 5% increase from the previous renewal due to the firm's operating cost. MLGW is requesting approval of the acquired system, which can only be performed by Accela, Incorporated.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT'S DIVISION

(None)

PRESIDENT'S BRIEFING (Continued):

2. Compliance Update - Amanda Duckhorn stated the software system is being updated. New Cyber Security training will be required, which will include the Board. She stated they will be contacted at a later date to set up the training.
3. Debt Obligation Report - Anne Walk referenced various pages in the President's Briefing packet. She stated these reports are required by law and will be filed with the State after they go to the City Council. These reports include bond values, rates and other details pertaining to each bond.
4. Other - Jerry R. Collins, Jr.

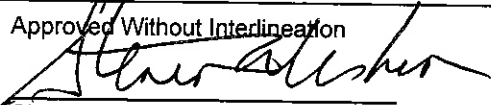
COMMITTEE REPORTS:

(None)

ADJOURNMENT

There being no further business, the meeting was adjourned at 2:15 p.m.

(See Minute File No. 1418.)

Approved Without Interlineation

Chairman

These Minutes Compiled by Undersigned and
are Correct

Acting Secretary-Treasurer