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Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, November 20, 2019

8:30 AM

Board Room

CALL TO ORDER AND OPENING REMARKS:

Chairwoman McCullough

The meeting was called to order at 8:32 a.m.

PLEDGE OF ALLEGIANCE:

Chairwoman McCullough.

The Pledge of Allegiance was recited.

SAFETY BRIEFING:

President Young

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 pointed out where the AED devices are located. He asked for everyone's cooperation should an emergency arise.

ROLL CALL:

Dana Jeanes

Attendee Name	Title	Status	Arrived
Carlee McCullough	Chairwoman	Present	
Mitch Graves	Vice Chair	Present	
Leon Dickson	Board Member	Present	
Mike Pohman	Board Member	Present	
Steve Wishnia	Board Member	Present	

Advisory Members: Dwain Kicklighter - Present
Kevin Young - 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; Nick Newman, VP, Engineering & Operations; Cliff DeBerry, VP, Design, Construction & Delivery; Von Goodloe, VP, Shared Services; Lashell Vaughn, VP & CIO; Gale Carson, VP Community and External Affairs; Roland McElrath, VP, Accounting; and Lesa Walton, Chief Internal Auditing Officer. Jim West, VP, Chief Customer Officer did not attend the meeting.

APPROVALS:

Motion To: Approve Minutes of the Meeting of November 6, 2019.

RESULT: ADOPTED [UNANIMOUS]
MOVER: Steven Wishnia, Board Member
SECONDER: Michael Pohlman, Board Member
AYES: Pohlman, Wishnia, McCullough, Graves, Dickson

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated November 5, 2019, Items 19 through 41 and Item 60. (See Minute File No. 1442.)

PRESENTATIONS:

1) United Way Golf Tournament Kevin Watkins/Ryan Groves/Robbie Gaia - Kevin thanked all of the MLGW leaders that allowed them to put on the golf tournament and other events to raise money for United Way. He emphasized that MLGW employees are givers. Ryan thanked all the sponsors and stated for the first time the tournament sold out. He told that the golf tournament is the largest one day fund raising event for MLGW. He thanked all the planners. Mary Sexton thanked MLGW for being a tremendous partner. She added that MLGW is one of the top five companies to partner with them. She complimented Ryan and Robbie for the fabulous job they did. United Way was presented with a check in the amount of \$22,500.

2) Retired Employees Association of MLGW, Inc. / Plus-1 Check Presentation - Past President Larry Papasan introduced the retirees that were responsible for helping put the walk together. He stated this was the First Annual Walk-A-Thon to raise money for the Plus-1 program. Sally Heinz was in attendance and the Retirees presented MIFA with a check totaling \$5,200. Mr. Papasan stated they plan to have another walk next year and invited others to join them.

GENERAL STATEMENTS FROM THE PUBLIC:

(None)

PRESIDENT'S BRIEFING:

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

(President's Briefing Continued on Page 130)

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 12)

RESULT: APPROVED [UNANIMOUS]
MOVER: Mitch Graves, Vice Chair
SECONDER: Leon Dickson, Board Member
AYES: Pohlman, Wishnia, McCullough, Graves, Dickson

CHIEF CUSTOMER OFFICER

(None)

CHIEF INFORMATION OFFICER

(None)

CHIEF PEOPLE OFFICER

(None)

COMMUNITY & EXTERNAL AFFAIRS

(None)

DESIGN CONSTRUCTION & DELIVERY

1. Resolution approving Change No. 2 to Contract No. 11945, Weld Testing and Inspection Services with AIT Inspection Services, in the funded amount of \$6,000.00. (This change is to renew the current contract for the second of four annual renewal terms for the period covering January 1, 2020 through December 31, 2020 in the amount of \$44,625.00; of which \$38,625.00 will be absorbed in the current contract value, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
2. Resolution approving Change No. 2 to Contract No. 11976, Large Directional Drilling with Alliance Utilities, Incorporated, in the estimated funded amount of \$240,000.00. (This change is to renew the current contract for the second of four annual renewal terms for the period covering January 1, 2020 through December 31, 2020 in the amount of \$1,894,900.00; of which \$1,654,900.00 will be absorbed in the current contract value, based on estimated quantities, with no increase in rates from the previous year. In addition, this renewal includes pricing for 6" quantities per foot.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

ENGINEERING & OPERATIONS DIVISION

3. Resolution approving Change No. 4 to Contract No. 11427, Audiolog Recorders Upgrade with Carolina Recording System, in the funded amount of \$49,290.00. (This change is to increase the current contract value in the funded amount of \$49,290.00 for maintenance support payments due to additional Audiolog equipment being installed that has to be covered under maintenance with MLGW's existing equipment. The contract term will remain through October 31, 2020. MLGW is requesting continuous maintenance of the acquired system, which can only be performed by Carolina Recording System.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
4. Resolution approving Change No. 3 to Contract No. 11868, Water Design for Tennessee Department of Transportation (TDOT) with Allen & Hoshall, in the funded amount not-to-exceed \$500,000.00. (This change is to ratify and renew the current

contract for the third of four annual renewal terms for the period covering November 21, 2019 through November 20, 2020 in the funded amount not-to-exceed \$500,000.00, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

5. Resolution approving Change No. 3 to Contract No. 11866, Gas Design for Tennessee Department of Transportation (TDOT) with Allen & Hoshall, in the funded amount not-to-exceed \$500,000. (This change is to ratify and renew the current contract for the third of four annual renewal terms for the period covering November 21, 2019 through November 20, 2020, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
6. Resolution approving Change No. 3 to Contract No. 11865, Electric Design for Tennessee Department of Transportation (TDOT) with Allen & Hoshall, in the funded amount not-to-exceed \$500,000.00. (This change is to ratify and renew the current contract for the third of four annual renewal terms for the period covering November 21, 2019 through November 20, 2020 in the funded amount not-to-exceed \$500,000.00, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
7. Resolution approving Change No. 6 to Contract No. 11582, Programmable Logic Controller (PLC) Maintenance with Logical Systems, LLC, based on approved rates, in the funded amount of \$35,000.00. (This change is to renew the current contract for annual maintenance and support programming services for MLGW's Capleville Liquefied Natural Gas (LNG) Plant, covering the period January 4, 2020 through January 3, 2021, with no increase from the previous renewal. MLGW is requesting approval of continuous maintenance of the acquired system, which can only be performed by Logical Systems, LLC.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

INNOVATION & BUSINESS ANALYTICS

(None)

PRESIDENT'S DIVISION

(None)

SVP, CFO & CAO, FINANCE DIVISION

(None)

SVP, COO

(None)

SHARED SERVICES

8. Resolution awarding a thirty-six month purchase order to Universal Scaffold and Equipment, LLC for paper insulated lead cable (PILC) three single conductor, in the amount of \$2,028,937.00. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

9. Resolution awarding a thirty-six month purchase order for concrete standards to Engineered Sealing Components, LLC, in the amount of \$1,789,556.51. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
10. Resolution approving Change No. 3 to Contract No. 11881, Tire and Tire Services with The Goodyear Tire & Rubber Company, in the funded amount of \$970,892.35. (This change is to renew the current contract for the third of four annual renewal terms covering the period January 1, 2020 through December 31, 2020 in the funded amount of \$870,892.35, which reflects an overall 2.38% increase from the previous year due to an increase in labor and raw material costs. MLGW is also requesting the approval of contingency funds in the amount of \$100,000.00 for unforeseen conditions to cover variations in tire purchases during this term, for a total funded amount of \$970,892.35.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
11. Resolution awarding a twenty-four month purchase order to Universal Scaffold and Equipment, LLC for water meter vaults and lids, in the amount of \$609,123.60. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

VP & GENERAL COUNSEL DIVISION

12. Resolution approving the September 30, 2019, Quarterly Report of the Customer Appeal Committee. (Cheryl Patterson)

PRESIDENT'S BRIEFING (Continued):**2. Other - J. T. Young**

President Young informed the Board that the Budget was held at the City Council Meeting of last night. He stated that Councilwoman Robinson wanted to push the Budget out due to Impasse. The Impasse Committee was selected during the Executive Session and they plan to work diligently before the next City Council Meeting. The budget included a 3.1% increase in wages; however, the Union is asking for 3.5%. General Council Patterson stated there are parameters in the Ordinance to resolve this in a timely manner.


COMMITTEE REPORTS:

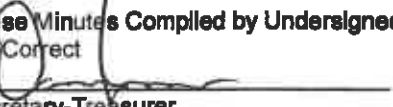
(None)

ADJOURNMENT:

There being no further business, the meeting was adjourned at 9:02 a.m.

(See Minute File No. 1443.)

Approved Without Interlineation

Chairwoman

These Minutes Compiled by Undersigned and
are Correct

Secretary-Treasurer