



Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, December 4, 2019

8:30 AM

Board Room

CALL TO ORDER AND OPENING REMARKS:

Vice-Chair Graves

The meeting was called to order at 8:31 a.m.

Vice-Chair Graves welcomed Councilman Worth Morgan.

PLEDGE OF ALLEGIANCE:

Vice-Chair Graves

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	Late	8:32 AM
Mitch Graves	Vice-Chair	Present	
Leon Dickson	Board Member	Present	
Mike Pohlman	Board Member	Present	
Steve Wishnia	Board Member	Absent	

Advisory Board 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; Jim West, VP, Chief Customer Officer and Lesa Walton, Chief Internal Auditing Officer.

APPROVALS:

Motion To: Approve Minutes of the Meeting of November 20, 2019.

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

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated November 19, 2019, Items 20 through 26. (See Minute File No. 1443.)

PRESENTATIONS:

(None)

GENERAL STATEMENTS FROM THE PUBLIC:

(None)

PRESIDENT'S BRIEFING:

1. E Source - Customer Experience Implementation Roadmap - Jim West gave a brief explanation of what E Source is and introduced Shellee Williams. Ms. Williams reviewed the six components of customer experience and how E Source does research and consulting for utility companies. In turn, they make recommendations pertaining to solutions and guidance to develop a satisfied customer. She explained that this is a project that would take 14 weeks. The item is on the agenda today for a vote.

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

(President's Briefing Continued on Page 134)

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 8)

RESULT: APPROVED [UNANIMOUS] - Add Item #8 to the Consent Agenda and Approve Items 1 through 8
MOVER: Mitch Graves, Board Member
SECONDER: Michael Pohlman, Board Member
AYES: Michael Pohlman, Carlee McCullough, Mitch Graves, Leon Dickson
ABSENT: Steven Wishnia

CHIEF CUSTOMER OFFICER

(None)

CHIEF INFORMATION OFFICER

1. Resolution awarding a purchase order under Contract No. 12127, MicroFocus 2020 Software Maintenance Renewal to Thomas Consultants, Incorporated, in the funded amount of \$521,893.04. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
2. Resolution approving Change No. 5 to Contract No. 11752, Software License and Services Agreement with Hansen Technologies, in the funded amount of \$49,617.61. (This change is to ratify and renew the current contract for annual maintenance, license and support services for the period covering January 1, 2020 through December 31, 2020. This renewal reflects a 1.81% increase from the previous renewal fees based on the Consumer Pricing Index (CPI). MLGW is requesting continuous maintenance of this software, which can only be provided by Hansen Technologies.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

CHIEF PEOPLE OFFICER

(None)

COMMUNITY & EXTERNAL AFFAIRS

(None)

DESIGN CONSTRUCTION & DELIVERY

(None)

ENGINEERING & OPERATIONS DIVISION

3. Resolution awarding a blanket order (strategic alliance) for substation batteries and chargers to Saft America, Inc., in an amount not-to-exceed \$1,900,000.00 for a sixty-month period with two optional single-year renewable terms. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

INNOVATION & BUSINESS ANALYTICS

4. Resolution awarding Contract No. 12141, Customer Experience (CX) Implementation Roadmap to E Source, LLC, in the funded not-to-exceed amount of \$103,400.00. (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT'S DIVISION

(None)

SVP, CFO & CAO, FINANCE DIVISION

5. Resolution approving Change No. 2 to Contract No. 12016, Armored Car Service with Brinks, Incorporated (formerly Dunbar Armored, Incorporated), in the funded amount of \$31,000.00. (This change is to renew the current contract for the second of four annual renewal terms for the period covering February 16, 2020 through February 15, 2021. This renewal reflects an increase of 2.5% in rates for Armored Car Services due to escalating labor expenses, insurance premiums, and business expenses.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

SVP, COO

(None)

SHARED SERVICES

6. Resolution approving Change No. 3 to Contract No. 11855, Janitorial Services with SKB Facilities and Maintenance, Incorporated, in the funded amount of \$151,293.84. (This change is to renew the current contract for the third of four annual renewal terms for the period covering March 2, 2020 through March 1, 2021, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)
7. Resolution approving Change No. 2 to Contract No. 11996, Operator Qualification Training with Veriforce, LLC, in the funded amount of \$29,700.00. (This change is to renew annual software maintenance, licenses, and support services for the period covering February 14, 2020 through February 13, 2021, with no increase in rates from the previous year.) (Clifton Davis) (REQUIRES CITY COUNCIL APPROVAL)

VP & GENERAL COUNSEL DIVISION

(None)

ITEM NO. 8 ADDED TO CONSENT AGENDA

8. Resolution acknowledging former MLGW Board Member, Bishop H. Graves. (Gale Carson)

Gale Carson read the resolution into the record and Vice-Chair Graves requested a moment of silence in memory of Bishop Graves.

PRESIDENT'S BRIEFING (Continued):

3. Fourth Quarter, 2019 Compliance Report - Allan Long reported that the NERC audit is complete, but no draft report has been received yet. He stated that some items mentioned in the audit are already being worked on. Some of the auditors advised that some of MLGW's practices are the best in the industry. Mr. Long acknowledged several employees in the audience. MLGW participated in the GRIDX nationwide crisis drill which involves physical and cyber attack drills. He also shared that a new ethics policy has been drafted and is moving through the process. President Young acknowledged that the team does a great job in protecting our system.

4. Third Quarter, 2019 Healthcare Report - Loretta Poindexter summarized the healthcare report. She explained the rebate. In addition, she noted that there is no premium increase expected for next year due to reserves. Questions were exchanged and Charles Perry responded to the questions from the audience. Vice-Chair Graves asked for an analysis of the reserves.

5. Other - J. T. Young

- President Young asked everyone to keep the family and friends of Frank Burleson in their prayers. Mr. Burleson, an active MLGW employee, passed away.
- President Young also reported that the City Council held the budget. It will go back to the full City Council meeting on December 17. Councilman Morgan spoke from the audience when asked by the Board his thoughts on the timing of the Budget. Councilman Morgan gave an assessment of how he sees it and stated he believes it is better to be held in order to get to the most responsible rate, rather than it failing. He also mentioned the solid waste increase that the City was seeking. He gave accolades to JT and the MLGW team for the incredible job in communicating the need for the requested increases. He sees that the path is clear, but concerned that certain CC Members may not support it.

Surprise Presentation - Lashell Vaughn presented a plaque for the Security 500 for 2019. She stated that Commissioner Wishnia had challenged them to move into the top rankings, compared to the ranking of #25 in 2016 and #23 in 2017. Ms. Vaughn was pleased to announce that MLGW has improved and moved into the #7 spot. She acknowledged multiple employees for their hard work and dedication in accomplishing this.

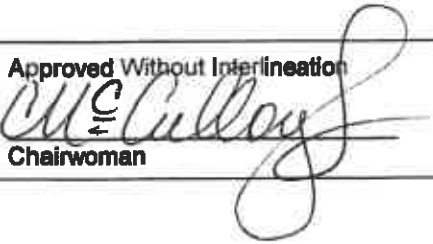
COMMITTEE REPORTS:

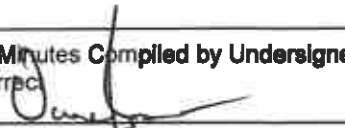
(None)

ADJOURNMENT:

There being no further business, the meeting was adjourned at 9:11 a.m.

(See Minute File No. 1444.)

Approved Without Interlineation

Chairwoman

These Minutes Compiled by Undersigned and
are Correct

Secretary-Treasurer