



Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, May 20, 2015

1:00 PM

Board Room

CALL TO ORDER AND OPENING REMARKS:

Chairman Sisnett

The meeting was called to order at 1:02 p.m.

PLEDGE OF ALLEGIANCE:

Chairman Sisnett

The Pledge of Allegiance was recited.

ROLL CALL:

Dana Jeanes

| Attendee Name | Title | Status | Arrived |
|--------------------|---------------|---------|---------|
| Derwin Sisnett | Chairman | Present | |
| Darrell T. Cobbins | Vice Chairman | Present | |
| Steven Wishnia | Board Member | Present | |
| Carlee McCullough | Board Member | Late | 1:05 PM |
| Rick Masson | Board Member | Late | 1:07 PM |

The following staff members were present: Jerry R. Collins, Jr., President and CEO; Dana Jeanes, Vice President, CFO and Secretary-Treasurer; 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.

GENERAL STATEMENTS FROM THE PUBLIC:

Vice-Chairman Cobbins asked Bill Hawkins if his pending questions were answered regarding smart meters. Mr. Hawkins distributed a handout to the Commissioners and to President Collins. Mr. Hawkins, IBEW Assistant Manager, 4000 Clearpool Circle, stated he did not get the answers regarding the smart meter contract and the Resolution was sent to City Council through the normal process, prior to MLGW minutes approval. He stated he didn't get the answers to the tree trimming work that was requested. He discussed the ABC Tree Trimming contract in an effort to relate the smart meter and tree trimming contracts. Chairman Sisnett advised Mr. Hawkins that the two are separate contracts. Vice-Chairman Cobbins asked President Collins to re-confirm that the labor for the smart meters would be completed by majority of citizens of Shelby County and the City of Memphis. President Collins confirmed that the contract requires 75%. Vice-Chairman Cobbins asked him to re-confirm this with Elster and express the importance of the commitment.

APPROVALS:

Motion To: Approve Minutes of the Meeting of May 1, 2015.

| | |
|------------------|---|
| RESULT: | ADOPTED [UNANIMOUS] |
| MOVER: | Steven Wishnia, Board Member |
| SECONDER: | Darrell T. Cobbins, Vice Chairman |
| AYES: | Sisnett, Cobbins, Wishnia, McCullough, Masson |

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated May 5, 2015, Items 11 through 23.
(See Minute File No. 1388.)

PRESENTATIONS:

Review of January 1, 2015 Actuarial Valuation - Rocky Joyner, Segal Consulting started out by saying MLGW has one of the best and well-funded plans in the country. He stated there are changes and new laws in place and fortunately MLGW meets and exceeds the laws and will phase-in payroll in 2021. He discussed some of the statistics and re-enforced that MLGW is in an excellent position, both with the Pension and OPEB plans.

PRESIDENT'S BRIEFING:

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

(President's Briefing Continued on Page 45)

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 – 18)

| | |
|------------------|---|
| RESULT: | APPROVED [UNANIMOUS] |
| MOVER: | Darrell T. Cobbins, Vice Chairman |
| SECONDER: | Carlee McCullough, Board Member |
| AYES: | Sisnett, Cobbins, Wishnia, McCullough, Masson |

CONSTRUCTION & MAINTENANCE DIVISION

1. Resolution approving Change No. 2 to Contract No. 11367, Solid Waste/Trash Removal Services, with Waste Connections of Tennessee, Incorporated, in the funded amount of \$103,877.75. (This ratification and extension is needed due to a miscalculation of the contract's end date, which was January 24, 2015. In addition, this change is to ratify invoice payments made for work performed after the contract end date in the amount of \$20,671.63, which was absorbed in the current contract value.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

2. Resolution approving a purchase order to the City of Memphis, for the purchase of unleaded and diesel fuel from the City of Memphis via its fuel supplier, from July 1, 2015 through September 30, 2015, in an amount not-to-exceed \$1,200,000.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
3. Resolution awarding a contract to Tag Truck Center, for the purchase of cab and chassis, in the amount of \$377,800.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
4. Resolution awarding a contract to Scruggs Equipment Company, Inc., for the purchase of hydraulic front mounted truck winches, in the amount of \$104,304.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
5. Resolution awarding a contract to AutoNation Ford Memphis, for the purchase of pickup trucks, in the amount of \$179,278.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
6. Resolution approving Change No. 3 to Contract No. 11517, Directional Boring, with Memphis Road Boring Company, Incorporated, in the funded amount of \$2,531,000.00. (This change is to renew the current contract for the third of four annual renewal terms covering the period July 2, 2015 through July 1, 2016 which reflects no increase in rates from the previous year. In addition, this change reflects the following adjustment in services: 1) to decrease the quantities in unit 1A-1 (Boring Services 6" to 8" per foot) from 1500 to 0; 2) to increase the quantities in unit 1B-1 (Boring Services 10" through 12" per foot) from 3500 to 9500 in the amount of \$1,786,000.00; and 3) to increase the quantities in unit 1B-2 (Boring Services 18" through 20" per foot) from 1300 to 2500 in the amount of \$745,000.00. The increased quantities are needed to complete projected jobs during the renewal period.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
7. Resolution awarding Contract No. 11705, Sheahan Pump Building and Re-Roof, to Barnes & Brower, Incorporated, in the funded amount of \$1,920,898.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

CUSTOMER CARE DIVISION

8. Resolution approving revisions to the 2015 Electric, Gas and Water Schedule of Charges, to become effective June 3, 2015. (Chris Bieber)

ENGINEERING & OPERATIONS DIVISION

9. Resolution awarding Contract No. 11728, Professional Engineering Services, to CHI Engineering, in the funded amount, with approved rates, not-to-exceed \$50,000.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
10. Resolution approving Change No. 1 to Contract No. 11676, Professional Engineering Services, with Allen & Hoshall, in the funded amount of \$150,000.00. (This change is to renew the current contract for the first of four annual renewal terms covering the period June 4, 2015 through June 3, 2016, with no increase in rates from the previous year.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
11. Resolution approving Change No. 1 to Contract No. 11573, Capleville LNG Optimization Study, with CHI Engineering, with no increase in the contract value. (This change is to extend the contract for an additional six months covering the period March 4, 2015 through September 4, 2015. This extension will allow the contractor time to complete the project. (Jozelle Booker)

12. Resolution approving an Amendatory Agreement to an existing contract between Memphis Light, Gas and Water, and Lofty Perch, Inc., for professional consulting services which was previously amended to extend the contract term until May 31, 2015. (To better coordinate with MLGW's current schedule for developing compliance processes for the new NERC CIP standards, this Amendatory Agreement to the contract between MLGW and Lofty Perch, Inc. extends the contract term until December 31, 2015. No other terms of the original contract, including the monetary amount, have changed.) (Alonzo Weaver)

FINANCE DIVISION

13. Resolution approving Change No. 1 to Contract No. 11394, Master Trust/Custody Services for Retirement Fund, with The Northern Trust Company, with no increase in fees. (This change is to amend the current contract for an additional five year term covering the period August 1, 2015 through July 31, 2020. (Jozelle Booker)
14. Resolution approving Change No. 1 to Contract No. 11408, Master Trust/Custody Services for Other Post Employment Benefits (OPEB) Trust Fund, with The Northern Trust Company, with no increase in fees. (This change is to amend the current contract for an additional five year term covering the period August 1, 2015 through July 31, 2020.) (Jozelle Booker)
15. Resolution approving Change No. 1 to Contract No. 11407, Master Trust/Custody Services for Common Fund, with The Northern Trust Company, with no increase in fees. (This change is to amend the current contract for an additional five year term covering the period August 1, 2015 through July 31, 2020.) (Jozelle Booker)

GENERAL COUNSEL DIVISION

(None)

HUMAN RESOURCES DIVISION

16. Resolution approving Change No. 1 to Contract No. 11554, Maintenance and Security Automation Service Agreement, with Access Control Integration (ACI), in the funded amount of \$150,000.00. (This change is to renew the current contract for the first of three renewal terms covering the period July 10, 2015 through July 9, 2016 in the funded amount of \$150,000.00. In addition, this change is to add the following DVR equipment: 1) Pelco ENC 5516 Encoder; 2) Pelco ENC5400-4Port Host Card; and 3) Pelco IP DVR 16TB DSSRV2-160-US.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
17. Resolution approving payment of an invoice from Energy Worldnet, Inc., for the Operator Qualification Compliance System Monitoring and Maintenance, in the amount \$42,840.00. (Von Goodloe) (REQUIRES CITY COUNCIL APPROVAL)

INFORMATION SERVICES DIVISION

18. Resolution awarding contracts to Logicalis, Inc. in the amount of \$7,500.00, and Thomas Consultants, Inc. in the amount of \$72,295.00, for Citrix Software maintenance and technical support. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT'S DIVISION

(None)

PRESIDENT'S BRIEFING (Continued):

2. Other - Jerry R. Collins, Jr.

COMMITTEE REPORTS:

(None)

ADJOURNMENT:

The meeting was adjourned at 1:30 p.m.

(See Minute File No. 1389)

Approved Without Interlineation

Chairman

These Minutes Compiled by Undersigned and
are Correct

Secretary-Treasurer