



Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, November 4, 2015

1:00 PM

Board Room

CALL TO ORDER AND OPENING REMARKS:

Vice-Chairman Cobbins

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

PLEDGE OF ALLEGIANCE:

Vice-Chairman Cobbins

The Pledge of Allegiance was recited.

ROLL CALL:

Dana Jeanes

Attendee Name	Title	Status	Arrived
Derwin Sisnett	Chairman	Absent	
Darrell T. Cobbins	Vice Chairman	Present	
Steven Wishnia	Board Member	Present	
Carlee McCullough	Board Member	Present	
Rick Masson	Board Member	Present	

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; 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. Nick Newman, Vice President, Construction and Maintenance, did not attend the meeting.

APPROVALS:

Motion To: Approve Minutes of the Meeting of October 21, 2015.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Steven Wishnia, Board Member
SECONDER:	Carlee McCullough, Board Member
AYES:	Darrell T. Cobbins, Steven Wishnia, Carlee McCullough, Rick Masson
ABSENT:	Derwin Sisnett

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE: Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated October 20, 2015, Items 11 and 12 and Items 14 through 25. (See Minute File No. 1394.)

PRESENTATIONS:

United Way Check Presentation - David Staggs/David Vick/Ryan Grove - David Staggs stated this year there were 36 teams to participate in the golf tournament. A check for

\$10,000 was presented to United Way. Reginald Green from United Way thanked all of the golfers for participating and MLGW for their support.

GENERAL STATEMENTS FROM THE PUBLIC:

1. Bill Hawkins, Assistant Manager, IBEW, 4000 Clearpool Circle, addressed the Board regarding safety within the Gas Department and recent flash burns. He stated he wanted to make the Board aware that there would be an investigation by OSHA (federal and state) and charges were filed today. He stated MLGW would be told what to do to be compliant.

PRESIDENT'S BRIEFING:

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

(President's Briefing Continued on Page 100)

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 26)

RESULT:	APPROVED [UNANIMOUS]
MOVER:	Rick Masson, Board Member
SECONDER:	Carlee McCullough, Board Member
AYES:	Darrell T. Cobbins, Steven Wishnia, Carlee McCullough, Rick Masson
ABSENT:	Derwin Sisnett

CONSTRUCTION & MAINTENANCE DIVISION

1. Resolution awarding a thirty-six month contract to Memphis Wrecking Company, Incorporated, for landfill, in the amount of \$206,250.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
2. Resolution approving Change No. 3 to Contract No. 11576, Emergency Storm Restoration, with Davis H. Elliot Construction Company, Incorporated, for invoice payments, based on agreed upon rates, in the total amount of \$893,625.45. (This payment request is for work performed on MLGW's electric system as a result of the July 14, 2015 storm for Invoice No. 269829 in the amount of \$132,909.70. This payment request is also for work performed as a result of the August 5, 2015 storm for Invoice No. 276908 in the amount of \$760,715.75.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

3. Resolution approving payment of an invoice payment to Standard Electric Company, Incorporated, for Contract No. 11842, Emergency Restoration Agreement, based on agreed to rates, in the combined amount of \$59,477.44. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
4. Resolution approving Change No. 2 to Contract No. 11601, Automated Call-Out System, with Arcos, Incorporated, in the funded amount of \$87,500.00. (This change is to renew the current contract for the first of four annual renewals for the period covering December 12, 2015 through December 11, 2016.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

CUSTOMER CARE DIVISION

5. Resolution awarding Contract No. 11749, Credit Information Services, to Experian Information Solutions, Incorporated, in the funded amount of \$500,000.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
6. Resolution approving Change No. 7 to Contract No. 11070, Utility Meter Data Application, with Automated Energy, Incorporated (AEI), in the estimated funded amount of \$280,000.00. (This change is to extend the current contract for an additional two year term for the period covering January 1, 2016 through December 31, 2017. In addition, this change is also to increase the monthly per meter price from \$22.50 to \$25.00. The set-up fee will remain at \$75.00 per meter and will be charged for each new meter added to the service.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
7. Resolution approving Contract No. 11843, Interlocal Agreement between Memphis Light, Gas and Water Division (MLGW) and Shelby County Government, for Storm Water User Fee billing services, in the unincorporated areas of Shelby County, Tennessee. (Chris Bieber) (REQUIRES CITY COUNCIL APPROVAL)

ENGINEERING & OPERATIONS DIVISION

8. Resolution awarding Contract No. 11791, Surveying Services, to Ollar Surveying Company, LLC, in the funded amount of \$154,985.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
9. Resolution awarding a contract to Klute, Inc., for galvanized structural bay steel, in the amount of \$124,504.54. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
10. Resolution awarding a contract to Engineered Sealing Components, LLC, for the purchase of twelve inch steel pipe, in the amount of \$81,410.56. An additional \$8,722.56 is included to cover overage in the pipe shipment of the pipe, based on the industry standard, for the way pipe is cut during production. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
11. Resolution awarding a thirty-six month contract to IHS Global Inc., for annual web based subscription service, in the amount of \$118,984.18. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

FINANCE DIVISION

12. Resolution approving the amendment of Purchase Order Number 153591, for gas service risers, to Chris Georges Sales, Inc. (CGS). (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

GENERAL COUNSEL DIVISION

(None)

HUMAN RESOURCES DIVISION

(None)

INFORMATION SERVICES DIVISION

13. Resolution awarding Contract No. 11810, 2015 Web Application Firewall Implementation, to Unico Technology, in the funded amount of \$383,497.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
14. Resolution awarding a contract to Venture Technologies, for upgrade and enhancements to MLGW's corporate network, in the amount of \$628,071.20. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
15. Resolution approving Change No. 1 to Contract No. 11594, PowerPlan Maintenance Agreement, with PowerPlan, Incorporated, in the funded amount of \$150,000.00. (This request is to change the level of maintenance support from "standard" support to "advanced" support for the period covering January 1, 2016 through December 31, 2018. The advanced support is needed to provide full maintenance for the seven interfaces that are between Oracle EBS and PowerPlan. This change will prevent MLGW from being responsible for the maintenance of the interface code, which would cause a major risk during the implementation phase. In addition, this level of maintenance support will be evaluated annually, and can be cancelled at any time. MLGW is requesting continuous maintenance of the acquired system, which can only be performed by PowerPlan, Incorporated. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
16. Resolution approving Change No. 17 to Contract No. 10705, Oracle Software License and Service, with Oracle America Corporation, in the funded amount of \$52,848.48. (This change is to purchase licensing and support services for the Oracle Taleo software. This change is also needed for the acquisition and configuration of the Oracle modules and support services which offers functionality to the Oracle E-Business Human Resources System to include the following: 1) performance management; 2) learning and development management, 3) on-boarding and off-boarding; and 4) compensation management and talent acquisition. MLGW is requesting approval of continuous maintenance of the acquired system, which can only be performed by Oracle America Corporation.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

17. Resolution approving Change No. 3 to Contract No. 11590, Professional Services Support, with Conch Technologies, Incorporated, in the funded amount of \$1,507,200.00. (This change is to renew the current contract for the third of four annual renewal terms covering the period January 1, 2016 through December 31, 2016, with no increase in rates from the previous year. However, this renewal reflects an increase in services to: fill positions, provide backup for critical areas, handle workload fluctuations, and provide temporary expertise for projects, training, and knowledge transfer.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
18. Resolution approving Change No. 3 to Contract No. 11588, Professional Services Support, with Cook Systems, in the funded amount of \$1,112,355.20. (This change is to renew the current contract for the third of four annual renewal terms covering the period January 1, 2016 through December 31, 2016. This renewal reflects an increase in services to fill positions, provide backup for critical areas, handle workload fluctuations, and provide temporary expertise for projects, training, and knowledge transfer.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
19. Resolution approving Change No. 3 to Contract No. 11591, Professional Services Support, with Stragistics Technology, Incorporated, in the funded amount of \$2,017,274.40. (This change is to renew the current contract for the third of four annual renewal terms covering the period January 1, 2016 through December 31, 2016, with no increase in rates from the previous year. However, this renewal reflects an increase in services to: fill positions, provide backup for critical areas, handle workload fluctuations, and provide temporary expertise for projects, training, and knowledge transfer.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
20. Resolution approving Change No. 3 to Contract No. 11589, Professional Services Support, with TEKsystems, Incorporated, in the funded amount of \$1,258,000.00. (This change is to renew the current contract for the third of four annual renewal terms covering the period January 1, 2016 through December 31, 2016, with no increase in rates from the previous year. However, this renewal reflects an increase in services to: fill positions, provide backup for critical areas, handle workload fluctuations, and provide temporary expertise for projects, training, and knowledge transfer.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
21. Resolution approving Change No. 3 to Contract No. 11586, Professional Services Support, with VACO Midsouth, LLC, in the funded amount of \$1,290,291.80. (This change is to renew the current contract for the third of four annual renewal terms covering the period January 1, 2016 through December 31, 2016, with no increase in rates from the previous year. However, this renewal reflects an increase in services to: fill positions, provide backup for critical areas, handle workload fluctuations, and provide temporary expertise for projects, training, and knowledge transfer.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
22. Resolution approving Change No. 3 to Contract No. 11587, Professional Services Support, with Zycron, Incorporated, in the funded amount of \$1,240,428.00. (This change is to renew the current contract for the third of four annual renewal terms covering the period January 1, 2016 through December 31, 2016, with no increase in

rates from the previous year.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

23. Resolution approving Change No. 4 to Contract No. 11537, Professional Services Support, with NexTech Solutions, in the funded amount of \$1,062,186.82. (This change is to renew the current contract for the third of four annual renewal terms covering the period January 1, 2016 through December 31, 2016, with no increase in rates from the previous year.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
24. Resolution awarding Contract No. 11808, Two Factor Authentication System for MLGW's Corporate Network, to Venture Technologies, in the funded amount of \$84,816.50. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT'S DIVISION

25. Resolution awarding Contract No. 11820, Retirement and Pension System and Other Post-Employment Benefits (OPEB) Audits, to Banks, Finley, White and Company of TN, P.C., in the funded amount of \$207,211.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
26. Resolution awarding Contract No. 11827, MLGW Annual Auditing Services Contract for the Electric, Gas and Water Divisions, to Mayer Hoffman McCann, P. C., in the funded amount of \$950,000.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT'S BRIEFING (Continued):

2. Gas Safety - Craig Powers addressed the Board to provide an update in regard to concerns that one of his employees had expressed at the October 21, 2015 Board Meeting. He explained that as of 2012 OSHA regulations state there must be a clean source of air for people working in confined spaces or excavations where there is an oxygen deficient atmosphere. He showed a mask that is provided to MLGW employees, and noted the mask meets the same standards as those of the City of Memphis and Shelby County Fire Departments. The mask is used in tandem with a regulator and harness with the bottle and air. A CGI meter is also provided to monitor the oxygen quality, as well as thermal protection equipment.

He stated the Gas Safety Committee met on October 8, 2015, two days after the flash burn incident, which took place on October 6. He also noted the Committee is made up of representatives of Bargaining Unit employees, Management and Engineering. He explained various elements that can cause a flash burn incident. The approach was to check the system for a stray current of electricity which could be the catalyst for ignition. The internal department investigation did not find anything abnormal. He explained various outside sources which could cause an emission issue, such as a customer possibly grounding their electrical panel into the gas system.

On October 15, 2015, a prototype grounding clamp assembly was developed. On October 16, the prototype grounding clamp assembly was provided to the South Center Gas Distribution crews for evaluation and their feedback. On October 19, Craig Powers and Steve Day met with the IBEW Leadership to discuss employee concerns communicated during their monthly IBEW membership meetings. On October 26, a

formal memo was released to all Gas Matrix employees informing them of the demo taking place at the South Center Distribution area and defined the purpose of a steel main and service grounding clamp assembly. On October 26, a meeting took place with MLGW Safety Management to enforce stricter standards to be followed while working in uncontrolled gas environments. It was decided the employees would be required to wear the equipment regardless of the oxygen levels. On October 27, a meeting was held with the Brunswick Gas Distribution employees and on October 28, a meeting was held with the North Gas Distribution employees, to get feedback about employee safety. An additional meeting was held on October 28 with the IBEW Leadership to provide them with an update on Management's development of a grounding clamp assembly and confirm that it was being field tested by the South Center. A meeting was also held on October 29 with the South Gas Distribution employees for their feedback in regard to employee safety. Mr. Powers stated the goal of full implementation for all Gas Distribution crews is November 30, 2015.

The Board was given the opportunity to ask questions. Commissioner Wishnia asked what Mr. Powers' response would be to Mr. Hawkins in regard to the charges being brought. He stated he would not respond until he discussed this with the Legal Department. However, he did state that the protection of life is the primary concern for all involved. He stated the response time had been timely and swift. Vice-Chairman Cobbins asked what concerns had been brought up in the employee feedback meetings. Mr. Powers stated sharing of the mask had been brought up; however, they are being sterilized after each use.

3. Other - Jerry R. Collins, Jr.

President Collins asked everyone to join him in singing "Happy Birthday" to Vice-Chairman Cobbins, and invited everyone for cake following the meeting.

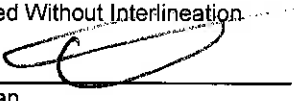
COMMITTEE REPORTS:

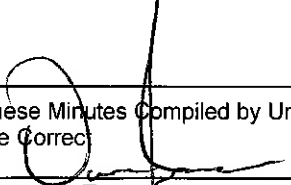
(None)

ADJOURNMENT

There being no further business, the meeting was adjourned at 1:29 p.m.

(See Minute File No. 1395.)

Approved Without Interlineation

Chairman

These Minutes Compiled by Undersigned and
are Correct

Secretary-Treasurer