



Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, November 18, 2015

1:00 PM

Board Room

CALL TO ORDER AND OPENING REMARKS:

Chairman Sisnett

The meeting was called to order at 1:01 p.m.

PLEDGE OF ALLEGIANCE:

Chairman Sisnett

The Pledge of Allegiance was recited.

A moment of silence was held for the lives lost in Paris, due to the terrorists attack.

ROLL CALL:

Dana Jeanes

Attendee Name	Title	Status	Arrived
Derwin Sisnett	Chairman	Present	
Darrell T. Cobbins	Vice Chairman	Absent	
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; Nick Newman, Vice President, Construction and Maintenance; Christopher Bieber, Vice President, Customer Care; and Lashell Vaughn, Vice President and Chief Technology Officer. Von W. Goodloe, Vice President, Human Resources and Alonzo Weaver, Vice President, Engineering and Operations did not attend the meeting.

APPROVALS:

Motion To: Approve Minutes of the Meeting of November 4, 2015.

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

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE: Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated November 3, 2015, Items 13 through 29 and Item 45. (See Minute File No. 1394.)

PRESENTATIONS:

(None)

GENERAL STATEMENTS FROM THE PUBLIC:

(None)

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 24)

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

CONSTRUCTION & MAINTENANCE DIVISION

1. Resolution awarding Contract No. 11770, Trash Removal/Solid Waste Services, to Waste Connections of Tennessee, Incorporated, in the funded amount of \$141,169.12. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
2. Resolution approving Change Order No. 3, to Contract No. 11640, Line Clearance, with ABC Professional Tree Services, in the funded amount of \$908,950.67. (This change is to increase the current contract value through the current contract term. This increase is needed to replenish the contract funds used for emergency storm restoration efforts resulting from the July and August, 2015 storms.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

CUSTOMER CARE DIVISION

(None)

ENGINEERING & OPERATIONS DIVISION

3. Resolution approving Change No. 11 to Contract No. 10336, EMS/SCADA System, with General Electric Energy Management Services, in the funded amount of \$100,000.00.

(This change is to extend the current contract for six months to allow time to complete work on the new OSI SCADA System covering the period January 1, 2016 to June 30, 2016. This extension allows for contingency funds in the amount of \$23,252.00 for potentially, unknown operation and maintenance costs associated with the GE EMS/SCADA System. In addition, this change includes costs for software maintenance and support services during the six month extension period in the amount of \$76,748.00.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

4. Resolution approving Change No. 2 to Contract No. 11729, Professional Engineering Services, with Mid-South Engineering Consultants, LLC, in the funded amount of \$650,000.00. (This change is to renew the contract for the first of four annual renewal terms for the period covering January 23, 2016 through January 22, 2017, with no increase in rates from the previous year.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
5. Resolution approving Change No. 2 to Contract No. 11727, External Corrosion Direct Assessment (ECDA) Inspection of Natural Gas Pipeline, with JW's Pipeline Integrity Services, LLC, in the funded amount of \$189,700.00. (This change is to align the contract term with the calendar year and renew the current contract for the first of four annual renewal terms covering the period July 9, 2016 through December 31, 2016, with no increase from the previous term. All future renewals will be aligned with the calendar year.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
6. Resolution awarding a contract to Guthrie Sales and Service Company, for aerator coke rock, in the amount of \$186,240.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
7. Resolution awarding Contract No. 11747, Abandonment of Water Production Wells, to Layne Christensen Company, in the funded amount of \$143,920.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
8. Resolution approving the renewal of Cooperative Agreement No. 5447, investigation of Water Resources, for the period of January 1, 2016 to December 31, 2016, stipulating that a sum of \$57,000 will be furnished by the Division, and a like sum will be furnished by the United States Department of the Interior Geological Survey for continuation of the ground water data collection program in the Memphis area. (Alonzo Weaver) (REQUIRES CITY COUNCIL APPROVAL)

FINANCE DIVISION

9. Resolution awarding a twelve month contract to Brighter Days and Nites, Inc., for various wire, in the amount of \$279,902.38. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
10. Resolution approving an extension of Purchase Order Number 147138, for wedge tap connectors for an additional twelve month period, to H D Supply Power Solutions. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

11. Resolution requesting approval of Wells Capital Management Inc., an Emerging Markets Equity Income Manager, to manage approximately \$25,000,000 for the benefit of the MLGW Retirement and Pension Fund, as part of a reallocation. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)

GENERAL COUNSEL DIVISION

(None)

HUMAN RESOURCES DIVISION

12. Resolution approving Change No. 6 to Contract No. 11500, Temporary Service for Clerical Support, with Kelly Services, in the funded amount of \$770,389.00. (This change is to renew the current contract for the fourth and final renewal term covering the period January 4, 2016 through December 31, 2016, with no increase in rates from the previous year. In addition, MLGW is requesting the approval of contingency funds for unexpected emergencies in the amount of \$103,896.00, for a total funded amount of \$770,389.00.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
13. Resolution approving Change No. 4 to Contract No. 11529, Temporary Service for Skilled Craftsman, with Pridestaff, with no increase in the contract value. (This change is to renew the current contract for the fourth and final renewal term covering the period January 4, 2016 through December 31, 2016 in the funded amount of \$70,220.80 which will be absorbed in the current contract value.) (Jozelle Booker)
14. Resolution approving Change No. 4 to Contract No. 11499, Temporary Service for General Labor, with Pridestaff, in the funded amount of \$983,092.60. (This change is to renew the current contract for the fourth and final renewal term covering the period January 4, 2016 through December 31, 2016, with no increase in rates from the previous year. In addition, MLGW is requesting the approval of contingency funds in the amount of \$52,665.60 for unexpected vacancies for a total funded amount of \$983,092.60.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
15. Resolution approving Change No. 1 to Contract No. 11670, Worker's Compensation Brokering, with Willis of Tennessee, Incorporated, in the funded amount of \$4,367.00. (The initial term of the contract reflected an agreed upon rate of \$125,000.00 (\$25,000.00 annually) for broker's fees over a 60-month period. In addition, this award reflected an additional amount to cover an estimated premium of \$370,000.00 for Workers' Compensation Stop Loss Coverage for 2015 only. This change is to increase the current contract in the funded amount of \$4,367.00. Invoice No. 1223398.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

INFORMATION SERVICES DIVISION

16. Resolution awarding a contract to Logicalis, Inc., for computer hardware and software, in the amount of \$1,323,272.21. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

17. Resolution awarding a contract to Ventureforth, Inc., for software licenses for mobile crew time reporting and mobile EAM reporting, in the amount of \$274,951.00. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
18. Resolution awarding a contract to Thomas Consultants, Inc., for NetBackup Enterprise licenses, in the amount of \$223,407.99. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
19. Resolution awarding a contract to Pinnacle Networx, LLC, for a tape library expansion, in the amount of \$264,703.60. (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
20. Resolution approving Change No. 1 to Contract No. 11752, Software License and Services Agreement, with Hansen Technologies, in the funded amount of \$46,352.06. (This change is to renew the current contract for annual software maintenance, license, and support services for the period covering January 1, 2016 through December 31, 2016. MLGW is requesting continuous maintenance of this software, which can only be provided by Hansen Technologies.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
21. Resolution approving Change No. 6 to Contract No. 10908, Mobile Data, with ABB Enterprise Software, Incorporated (formerly Ventyx, Incorporated), in the funded amount of \$159,679.63. (This change is to renew annual software maintenance, license, and support services for the Mobile Dispatching System, Mobile Mapping, and Street Level Routing through the Customer Information System (CIS), covering the period January 1, 2016 through December 31, 2016, with no increase in rates from the previous year. In addition, this change is to allow a corporate name change from Ventyx, Incorporated to ABB Enterprise Software, Incorporated.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
22. Resolution approving Change No. 1 to Contract No. 11689, Energy Information Communication Technology (EICT) Software Support and Maintenance Agreement, with Elster Solutions, LLC, in the funded amount of \$56,160.00. (This change is to renew the current contract for annual software maintenance and support services for the period covering January 1, 2016 through December 31, 2016. MLGW is requesting continuous maintenance and support services of the acquired system, which can only be performed by Elster Solutions, LLC.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
23. Resolution approving Change No. 1 to Contract No. 11685, EnergyAxis Management System (EAMS) Maintenance Agreement, with Elster Solutions, LLC, in the funded amount of \$74,823.00. (This change is to renew the current contract for annual software maintenance and support services for the period covering January 1, 2016 through December 31, 2016.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)
24. Resolution approving Change No. 1 to Contract No. 11691, Tropos Wireless SmartMeter Network with ABB Tropos Network, Incorporated, in the funded amount of \$30,900.00. (This change is to renew the current contract for annual software

maintenance, license, and support services for the Tropos software and equipment covering the period January 1, 2016 through December 31, 2016. MLGW is requesting continuous software maintenance and support services of the acquired system, which can only be performed by ABB Tropos Network, Incorporated.) (Jozelle Booker) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT'S DIVISION

(None)

PRESIDENT'S BRIEFING (Continued):

2. HR Policy #22-01 - Tuition Assistance - Rutha Griffin stated due to the rising costs of college tuition, it is advised that MLGW should increase the reimbursement assistance from \$3,000 to \$5,000 for a four year college, and reimbursements for a two year college to \$2,700.

3. Budget Update - 3rd Quarter, 2015 - Roland McElrath reviewed the financial summary for electric, gas, and water. The charts in the presentation reflected sales comparisons for all three comparing 2014 actual to 2015 budget and 2015 actual. Mr. McElrath reported that the Electric Division change in net position was favorable due to lower operating expenses than budgeted. The Gas Division change in net position was also reported as favorable due to the increase in operating margin decreases in operating expenses. He also reported that the Water Division change in net position was favorable due to lower O&M expenses offset by decrease in operating margin.

4. Other - Jerry R. Collins, Jr.

COMMITTEE REPORTS:

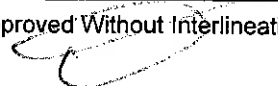
Human Resources Committee Report - Vice-Chairman Darrell Cobbins did not attend the meeting. The report will be given at the next Board Meeting.

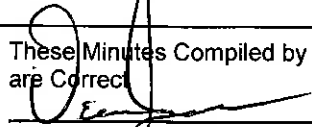
Prior to adjournment, Chairman Sisnett announced that today is President Collins' birthday. He also congratulated him on becoming a grandfather for the second time later next year. Everyone present sang "Happy Birthday".

ADJOURNMENT

The meeting was adjourned at 1:21 p.m.

(See Minute File No. 1395)

Approved Without Interlineation

Chairman

These Minutes Compiled by Undersigned and
are Correct

Secretary-Treasurer