

<b>MEMPHIS LIGHT, GAS &amp; WATER DIVISION OFFICIAL MINUTES</b>	
<b>Meeting Time:</b> October 6, 2011 at 3:00 P.M.	
<b>Meeting Location:</b> Board Room, Fifth Floor, Administration Building, Memphis, Tennessee	



The meeting was called to order by Chairman Cobbins at 3:12 p.m.

The Pledge of Allegiance was recited.

The Acting Secretary-Treasurer called the roll. The following Board Members were present: Darrell T. Cobbins, Chairman; Dedrick Brittenum, Jr., Vice Chairman; V. Lynn Evans; Rick Masson; and Steven Wishnia.

The following staff members were present: Jerry R. Collins, Jr., President & CEO; Dana Jeanes, Acting 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; and Von W. Goodloe, Vice President, Human Resources. Lashell M. Vaughn, Vice President and Chief Technology Officer, was not present.

Commissioner Wishnia moved that after personally reading and reviewing the typed minutes of the Memphis Light, Gas and Water Board meeting held September 15, 2011, that they be recorded as the official record, seconded by Commissioner Evans and unanimously carried.

The Acting Secretary-Treasurer acknowledged receipt of Certified Copies of City Council Documents dated September 20, 2011, Items 12 through 16, Items 18 through 21 (see Minute File No. 1344) and Items 22 through 35 (see Minute File No. 1345).

**GENERAL STATEMENTS FROM THE PUBLIC:** (None)

**NEW BUSINESS:**

It was moved by Commissioner Wishnia, seconded by Commissioner Evans that Ms. Misty Rosser-White be appointed as the Citizen Member of the Retirement and Pension Board, term ending July 1, 2014.

**ROLL CALL:**

**AYES:** Commissioner Masson  
Commissioner Evans  
Commissioner Wishnia  
Vice Chairman Brittenum  
Chairman Cobbins

**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 in these minutes and the original documents.**

**REGULAR AGENDA**

1. Resolution directing MLGW staff to submit to the Board a proposed amendment of the 2011 Electric, Gas & Water Service Policy Manual to provide an alternative secured financing method substantially based on the conditions set forth in Exhibit "A" attached to this resolution and certain information related thereto.

**APPROVED**

Discussion of the Consent Agenda was held.

**CONSENT AGENDA**

2. Resolution approving Change No. 11 to Contract No. 10783, Emergency Aid Agreement, with Dillard Smith Construction, in the funded amount of \$370,687.86. (This change covers payment for work performed due to the storm of April 20, 2011).

**APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)**

3. Resolution approving Change No. 8 to Contract No. 11071, Emergency Storm Restoration, with Davis H. Elliot Company, Inc., in the funded amount of \$279,125.34. (This covers payment for work performed due to the storm of June 13, 2011).

**APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)**

4. Resolution approving Change No. 6 to Contract No. 11437, Emergency Aid Agreement, with Standard Electric Company, in the funded amount of \$93,672.25. (This covers payment for work performed due to the storm of June 14, 2011).

**APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)**

5. Resolution awarding contract to HDW Electronics, Inc. for seven time-domain reflectometry and arc-reflection method-fault location test sets, in the amount of \$87,750.00.

**APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)**

6. Resolution approving release of easement to Robert L. Griffin, property located on the north side of Summer Avenue, east of east line of Highland Street, for the sum of \$1.00.

**APPROVED**

7. Resolution approving release of easement to Michael and Elizabeth Arndt, property located on the north side of Neshoba Road, east of east line of Cordova Road, for the sum of \$1.00.

**APPROVED**

8. Resolution approving the selection of Channing Capital Management, a small cap value investment manager, to manage approximately \$20,000,000.00 for benefit of the MLGW Retirement and Pension Fund, as part of a reallocation.

**APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)**

9. Resolution approving Change No. 4 to Contract No. 11279, Third Party Administrator for Worker's Compensation, with Brentwood Services Administrators, Inc., in the funded amount of \$125,000.00. (This change renews the contract for the third of six renewal terms, January 1, 2012 to December 31, 2012, with no increase in rates).

**APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)**

10. Resolution approving the waiver of liability limits for damages or losses to properties under the Tennessee Governmental Tort Liability Act (the "GTLA") up to the full amount of the insurance coverage under policy purchased from Travelers and the payment of deductibles in amounts up to \$100,000 under the policy relating to damages or losses to properties covered by the insurance policy.

**APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)**

11. Resolution approving Change No. 2 to Contract No. 10546, Lapres Software Maintenance Agreement, with XL Print USA, LLC, in the funded amount of \$9,180.00, for a new contract amount of \$109,587.64. (This covers a corporation name change from Out-Put Solutions, Inc. to XL Print USA, LLC, and renews annual software maintenance and support services and license fees for the period July 1, 2011 to June 30, 2012).

**APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)**

12. Resolution approving Change No. 12 to Contract No. 10705, Oracle Software License and Service Agreement, with Oracle, in the funded amount of \$1,230,492.96. (This change renews annual software maintenance and support services and license fees for the following services: (1) Service Contract No. 3109761 covering the period November 18, 2011 to November 17, 2012; (2) Service Contract No. 3877168 covering the period November 27, 2011 to November 26, 2012; (3) Service Contract Number 4874182 covering the period December 29, 2011 to December 28, 2012; (4) Service Contract No. 1977545 covering the period February 20, 2012 to February 19, 2013; (5) Service Contract No. 2305258 covering the period May 8, 2012 to May 7, 2013; and (6) Service Contract No. 1477055 covering the period April 29, 2012 to April 28, 2013).

**APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)**

13. Resolution approving Change No. 5 to Contract No. 11004, Human Resources and Payroll System, with KBACE Technologies, Inc., with no increase in contract value. (This change renews annual support services for HR Kube covering the period June 1, 2012 to May 31, 2015 in the amount \$12,068.71. This change also renews annual support services for Payroll Benefits Kube covering the period November 1, 2011 to October 31, 2014 in the amount of \$44,269.77, for a total amount of \$56,338.48, which will be absorbed in the current contract value with no increase from the previous year. In addition, this change ratifies invoice payments after the fact for work performed in the amount of \$20,319.00 covering the period January 1, 2010 to August 11, 2011).

**APPROVED**

**Item 14 was voted on separately:**

14. Resolution approving Change No. 3 to Contract No. 11185, Environmental Consulting Services, with Center for Toxicology and Environmental Health in the funded amount of \$200,000.00. (This change renews the contract for the third of four renewal terms, January 1, 2012 to December 31, 2012, with a 5.5% increase in rates from the previous year).

**APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)**

**APPROVAL OF REGULAR AGENDA ITEM #1:**

MOTION: Vice Chairman Brittenum  
SECOND: Commissioner Evans

**ROLL CALL:**

AYE: Commissioner Masson  
AYE: Commissioner Evans  
NAY: Commissioner Wishnia  
AYE: Vice Chairman Brittenum  
AYE: Chairman Cobbins

**Item 1 APPROVED**

Without objection, Vice Chairman Brittenum moved that Item 14 of the Consent Agenda be voted on separately.

**APPROVAL OF CONSENT AGENDA ITEMS 2 THROUGH 13:**

MOTION: Commissioner Wishnia  
SECOND: Commissioner Masson

**ROLL CALL:**

AYE: Commissioner Masson  
AYE: Commissioner Evans  
AYE: Commissioner Wishnia  
AYE: Vice Chairman Brittenum  
AYE: Chairman Cobbins

**CONSENT AGENDA APPROVED**

**APPROVAL OF ITEM 14:**

MOTION: Commissioner Masson  
SECOND: Commissioner Evans

**ROLL CALL:**

AYE: Commissioner Masson  
AYE: Commissioner Evans  
AYE: Commissioner Wishnia  
PASS: Vice Chairman Brittenum  
AYE: Chairman Cobbins

There being no further business, the meeting was adjourned at 3:39 p.m.

SEE MINUTE FILE NO. 1346.

**APPROVED WITHOUT INTERLINEATION**

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**Chairman**

**These Minutes Compiled by  
Undersigned and are Correct.**

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**Acting Secretary-Treasurer**