

<p><b>MEMPHIS LIGHT, GAS &amp; WATER DIVISION OFFICIAL MINUTES</b></p>	
<p><b>Meeting Time:</b> January 22, 2009 at 3:00 P.M.</p>	
<p><b>Meeting Location:</b> Board Room, Fifth Floor, Administration Building, Memphis, Tennessee</p>	



The meeting was called to order by Chairman Evans.

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

The following staff members were present: Jerry R. Collins, Jr., President and CEO; John McCullough, 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 Charmiane Claxton, Vice President, Human Resources. Linda Peppers, Vice President and Chief Technology Officer, was not present.

Commissioner Masson moved that after personally reading and reviewing the typed minutes of the Memphis Light, Gas and Water Board meeting held January 8, 2009, that they be recorded as the official record, seconded by Commissioner Wishnia and unanimously carried.

The Secretary-Treasurer acknowledged receipt of Certified Copies of City Council Resolutions dated January 6, 2009, Items 18 through 32, approving items approved by the MLGW Board at its meeting held December 18, 2008; Item 33 (dropped), authorizing MLGW's General Counsel to pay a claims settlement in the amount of \$180,416.70; Item 34,

authorizing MLGW's General Counsel to pay a claims settlement in the amount of \$75,029.92 (see Minute File No. 1312); and Items 37 through 39, approving amendments to the Retirement and Pension System (the "Plan") to incorporate the HEART Act, to revise the definition of Child, and to include the revised language from Section 415 of the Internal Revenue Code, approved by the MLGW Board at its meeting held November 20, 2008 (see Minute File No. 1311).

**GENERAL STATEMENTS FROM THE PUBLIC:**

1. Bill Hawkins, Assistant Business Manager, IBEW Local 1288, 4000 Clearpool Circle, addressed the Board regarding Item #1 of today's agenda.

**COMMITTEE REPORTS:**

1. HR Committee – Commissioner Brittenum
  - a. Grievance Update – 4<sup>th</sup> Quarter 2008 – Charmiane Claxton
  - b. Diversity Report – 4<sup>th</sup> Quarter 2008 - Charmiane Claxton
  - c. Health & Safety Update – 4<sup>th</sup> Quarter 2008 – Charmiane Claxton

The above Committee Reports were deferred until presented to the HR Committee.

**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.**

1. Resolution awarding Contract No. 11313, Sampling of Energized Distribution Transformers, to Jaco Construction, Inc. in the funded amount of \$3,593,013.64

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

2. Resolution approving Change No. 6 to Contract No. 11020, Janitorial Services, with Kimco Corporation in the funded amount of \$935,108.00. (This change renews the contract for the fourth and final renewal term, February 20, 2009 to February 19, 2010, with a rate increase of approximately 3% over the current yearly rate.)

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

3. Resolution approving Change No. 2 to Contract No. 11193, Janitorial Services, with Kimco Corporation in the funded amount of \$212,936.00. (This change renews the contract for the second of four renewal terms, February 28, 2009 to March 1, 2010, with a rate increase of approximately 3% over the current yearly rate.)

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

4. Resolution amending the Intragovernmental Agreement between MLGW and the City of Memphis to extend the term from February, 2009 until December 31, 2010, with no contract value. (This agreement allows for joint medical services between MLGW and the City of Memphis with United Healthcare).

**APPROVED**

5. Resolution awarding contract for one Central E-mail Archive System to Quest Software in the amount of \$55,000.00.

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

6. Resolution approving exercise of option to extend contracts with StressCrete c/o Curtis H. Stout and Southern Sales and Services Company, Inc. c/o SkyCast for the second 12-month period, February 21, 2009 to February 21, 2010, for furnishing decorative concrete poles, with no increase in contract value.

**APPROVED**

7. It was moved by Commissioner Brittenum, seconded by Commissioner Wishnia and unanimously carried to move Item #7 from the Consent Agenda to the Regular Agenda.

**ITEM #7 MOVED FROM CONSENT AGENDA TO REGULAR AGENDA**

8. Resolution approving Amendment No. 12 to the resolution approved by the Board on July 7, 2005, listing those persons authorized to sign and/or countersign Division and Pension System checks.

**ITEM #8 DEFERRED**

9. Resolution approving the December 31, 2008 Quarterly Report of the Customer Appeal Committee. (See Minute File No. 1312).

**APPROVED**

10. Resolution approving Position No. 00919, Utility Worker, Stores; Position No. 01436, Lead Electric Maintenance Mechanic; and Position No. 01871, Machine Operator.

**APPROVED**

11. Resolution approving agreement with Gerber/Taylor Associates, Inc. to provide full service investment consulting and investment performance evaluation services for benefit of the MLGW Retirement and Pension Fund for a fee not to exceed \$121,000.00 per year.

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

**REGULAR AGENDA**

7. Resolution giving the Vice President and General Counsel contract authority in the amount of \$180,416.70 for a claims settlement.

**APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)****ROLL CALL CONSENT AGENDA**

MOTION: Commissioner Masson  
SECOND: Commissioner Wishnia  
AYES: Commissioner Masson, Commissioner Brittenum, Commissioner Wishnia,  
Vice Chairman Cobbins and Chairman Evans

**CONSENT AGENDA APPROVED, AS AMENDED****ROLL CALL REGULAR AGENDA (Item #7)**

MOTION: Commissioner Masson  
SECOND: Vice Chairman Cobbins  
AYES: Commissioner, Masson, Commissioner Wishnia, Vice Chairman Cobbins, and  
Chairman Evans  
PASSED: Commissioner Brittenum

**REGULAR AGENDA APPROVED****ROLL CALL ON APPROVAL OF MINUTES OF ITEM #7 OF TODAY'S MEETING**

MOTION: Commissioner Masson  
SECOND: Vice Chairman Cobbins  
AYES: Commissioner, Masson, Commissioner Wishnia, Vice Chairman Cobbins, and  
Chairman Evans  
PASSED: Commissioner Brittenum

**MINUTES OF ITEM #7 OF TODAY'S MEETING APPROVED****ROLL CALL ON APPROVAL OF MINUTES OF ITEM #11 OF TODAY'S MEETING**

MOTION: Commissioner Masson  
SECOND: Vice Chairman Cobbins  
AYES: Commissioner Masson, Commissioner Brittenum, Commissioner Wishnia,  
Vice Chairman Cobbins and Chairman Evans

**MINUTES OF ITEM #11 OF TODAY'S MEETING APPROVED**

There being no further business, the meeting was adjourned at 3:30 p.m.

SEE MINUTE FILE NO. 1313.

Secretary-Treasurer