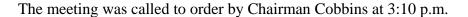
MEMPHIS LIGHT, GAS & WATER DIVISION OFFICIAL MINUTES

Meeting Time: February 4, 2010 at 3:00 P.M.

Meeting Location: Board Room, Fifth Floor, Administration Building, Memphis, Tennessee



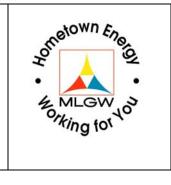
The Secretary-Treasurer called the roll. The following Board Members were present: Darrell T. Cobbins, Chairman; Dedrick Brittenum, Jr., Vice Chairman; Rick Masson; V. Lynn Evans; and Steven Wishnia.

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; Steve Day, Acting Vice President, Human Resources; and Linda Peppers, Vice President and Chief Technology Officer.

Councilwoman Janis Fullilove was in attendance.

Commissioner Evans moved that after personally reading and reviewing the typed minutes of the Memphis Light, Gas and Water Board meeting held January 21, 2010, that they be recorded as the official record, seconded by Commissioner Masson and unanimously carried.

The Secretary-Treasurer acknowledged receipt of Certified Copies of City Council Resolutions dated January 26, 2010, Item 18, approving item (electric meters) approved by the MLGW Board at its meeting held December 17, 2009 (see Minute File No. 1324) and



Items 19 through 22, approving items approved by the MLGW Board at its meeting held January

7, 2010 (See Minute File No. 1325).

GENERAL STATEMENTS FROM THE PUBLIC:

- 1. Bill Hawkins, Assistant Business Manager, IBEW Local 1288, 4000 Clearpool Circle, addressed the Board regarding HR Policy No. 23-15 and Item No. 8 of today's agenda.
- 2. Rickey Lewis, 6399 Dimwood Cove, addressed the Board regarding the Workers' Compensation Policy.

COMMITTEE REPORTS:

1. Audit Committee Update – <u>Commissioner Evans</u>

No update was given. Commissioner Evans requested that a Called meeting of the Audit Committee be scheduled prior to the next Board meeting.

2. Human Resources Committee Update – <u>Commissioner Masson</u>

Commissioner Masson noted that the HR Committee met earlier and received a report on Risk Management and a report on HR Policy 22-12. Various reports were also received regarding safety, workforce demographics and grievances.

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.

CONSENT AGENDA

1. Resolution awarding Contract No. 11351, Title Flexible Spending Administrator, to Fringe Benefits Management Company in the funded amount of \$75,000.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

2. Resolution awarding Contract No. 11378, Risk Management Broker, to Marsh in the funded amount of \$550,000.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

3. Resolution awarding Contract No. 11384, Risk Management/Insurance Consultant, to Marsh in the funded amount of \$140,500.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

4. Resolution approving Change No. 3 to Contract No. 11261, Commercial Auto Insurance, with Pete Mitchell & Associates, Inc. in the funded amount of \$93,017.00. (This change renews the contract for the second of four renewal terms, March 14, 2010 to March 13, 2011, with a 3.64% increase due to the increase in the number of insured vehicles from 62 to 68).

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

5. Resolution awarding Contract No. 11394, Master Trust/Custody Services for the Retirement Fund, to The Northern Trust Company.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

6. Resolution awarding Contract No. 11407, Master Trust/Custody Services for the Common Fund, to The Northern Trust Company.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

7. Resolution awarding Contract No. 11408, Master Trust/Custody Services for the Other Post Employment Benefits (OPEB) Trust Fund, to The Northern Trust Company.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

REGULAR AGENDA

8. Resolution approving Change No. 1 to Contract No. 11213, Meter Data Management System, with Itron, Inc. in the funded amount of \$15,200.00, for a new contract value of \$490,853.30. (This change covers cost of interfacing new meters with the existing system).

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

CONSENT AGENDA (Continued)

9. Resolution approving contract for ANSI regulators to Tri-State Meter and Regulator in the amount of \$37,885.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

10. Resolution renewing Purchase Order No. 135584 for the third and final 12-month renewal period, March 10, 2010 through March 9, 2011, with Mercury Instruments, Inc. for electronic volume correcting devices in the amount of \$224,900.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

11. Resolution awarding contract for network grid isolation switches to Eaton Corporation c/o ACF Associates in the amount of \$425,550.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

12. Resolution awarding 12-month contract for sodium hexametaphosphate to Shannon Chemical Corp. in the amount of \$563,940.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

13. Resolution approving exercise of option to extend contract with Tech Plus, Inc. for an additional 12-month period for the rental of wide format copier/plotter/scanner devices in the amount of \$111,512.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

14. Resolution approving payment of annual pipeline safety inspection fee to Tennessee Regulatory Authority in the amount of \$78,000.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

15. Resolution approving payment of 2010 annual membership dues to Tennessee Valley Public Power Association in the amount of \$50,645.26.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

16. Resolution approving renewal of Cooperative Agreement No. 5447, Investigation of Water Resources, with the U. S. Department of the Interior Geological Survey for the period January 1, 2010 to September 30, 2010, in the amount of \$57,000.00. (MLGW to provide \$57,000.00 and the U.S. Department of the Interior Geological Survey to provide \$57,000.00).

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

17. Resolution approving stand-by alternate circuit contract with IPC Crescent Center, LLC, for a five-year term.

ITEM NO. 17 WAS DELETED FROM CONSENT AGENDA

18. Resolution approving revised MLGW Human Resources Policy No. 22-12, Vacation.

ITEM NO. 18 WAS DELETED FROM CONSENT AGENDA

ROLL CALL ON CONSENT AGENDA, AS AMENDED

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

CONSENT AGENDA APPROVED, AS AMENDED

ROLL CALL ON REGULAR AGENDA (Item No. 8 Only)

- MOTION: Vice Chairman Brittenum
- SECOND: Commissioner Wishnia
- AYES: Commissioner Masson
- Commissioner Wishnia Vice Chairman Brittenum
- Chairman Cobbins
- NAYS: Commissioner Evans

REGULAR AGENDA APPROVED

OTHER BUSINESS:

- President Collins updated the Board on the J.D. Power Survey.
- President Collins notified the Board that the Executive Staff Meeting was held at Carver High School on February 1, 2010.
- President Collins notified the Board that he attended the TVPPA meeting in Nashville and had lunch with Tom Kilgore, President/CEO of TVA
- Chairman Cobbins commended staff for visiting Carver High School and providing the students with insight into MLGW.
- Chairman Cobbins noted that he wants the Board to consider holding two Board meetings off site in 2010.

There being no further business, the meeting was adjourned at 4:05 p.m.

SEE MINUTE FILE NO. 1326.

Secretary-Treasurer