

MEMPHIS LIGHT, GAS & WATER DIVISION OFFICIAL MINUTES	
Meeting Time: February 18, 2010 at 3:00 P.M.	
Meeting Location: Board Room, Fifth Floor, Administration Building, Memphis, Tennessee	



The meeting was called to order by Chairman Cobbins at 3:00 p.m.

Chairman Cobbins welcomed Council Members Barbara Swearngen Ware and Janis Fullilove and the new Vice President of Human Resources, Von W. Goodloe.

The Secretary-Treasurer called the roll. The following Board Members were present: Darrell T. Cobbins, Chairman; Dedrick Brittenum, Jr., Vice Chairman; Rick Masson; and Steven Wishnia. V. Lynn Evans was not present.

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; Von W. Goodloe, Vice President, Human Resources; and Linda Peppers, Vice President and Chief Technology Officer.

Commissioner Wishnia moved that after personally reading and reviewing the typed minutes of the Memphis Light, Gas and Water Board meeting held February 4, 2010, that they be recorded as the official record, seconded by Vice Chairman Brittenum and unanimously carried.

The Secretary-Treasurer acknowledged receipt of Certified Copies of City Council Resolutions dated February 9, 2010, Items 9 and 10, approving items approved by the MLGW Board at its meeting held January 21, 2010 and Item 11, authorizing General Counsel to pay a claims settlement in the amount of \$65,755.00 (see Minute File No. 1325).

GENERAL STATEMENTS FROM THE PUBLIC:

1. Mr. Walter Bailey, Attorney, 100 N. Main Street, addressed the Board regarding Item No. 1.
2. Mr. Darryl Dates, VP, Contracts Administration, CDA, Inc., 203 Beale Street, addressed the Board regarding Item No. 1
3. Mr. Billy Ray Schilling, CDA, Inc., 203 Beale Street, addressed the Board regarding Item No. 1
4. Mr. Jimmie Walton, CDA, Account Manager, 203 Beale Street, addressed the Board regarding Item No. 1.
5. Mr. Frank Carter, CDA, 203 Beale Street, addressed the Board regarding Item No. 1.
6. Mr. Johnny Elder, CDA, 203 Beale Street, addressed the Board regarding Item No. 1.
7. Lieutenant Don Carter, CDA, 203 Beale Street, addressed the Board regarding Item No. 1.
8. Mr. Philip King, CDA, 203 Beale Street, addressed the Board regarding Item No. 1.
9. Mr. W. E. Haynes, CDA, 203 Beale Street, addressed the Board regarding Item No. 1.
10. Mr. Bill Hawkins, Assistant Business Manager, IBEW Local 1288, 4000 Clearpool Circle, addressed the Board regarding Item No. 10.
11. Councilwoman Janis Fullilove addressed the Board regarding Item No. 10.

COMMITTEE REPORT:

1. Contractor Appeal Committee Update – Commissioner Wishnia

Commissioner Wishnia advised the Board that the Contractor Appeal Committee met. Committee members present were himself and Steve Day. Luke Yancy was not present. CDA appealed the decision of selecting Imperial Security, Inc. The Committee heard testimony from various CDA employees. After the hearing, the Committee spoke with MLGW staff at great length and the decision to award Contract No. 11396 to Imperial Security, Inc. was upheld.

Melvin Bibbs, Jozelle Booker and Shanikka Tate answered questions from the Board. (Complete discussion is on tape in Minute File No. 1326).

PRESENTATION:

1. T. H. Allen Award Recognition – Jerry R. Collins, Jr./Steve Day

Steve Day advised the Board that the following persons submitted papers: Chandrika Winston, Fred Von Hofe, Quniton Clark, Darryl

Tomlinson, Mike Russell and Glen Thomas. The winner was Glen Thomas who submitted a paper entitled *“Twitter: It’s Not Just for Ashton Kutcher Any More.”*

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 awarding Contract No. 11396, Security Services, to Imperial Security, Inc. in the funded amount of \$2,521,639.12.

FAILED

CONSENT AGENDA

2. Resolution approving Change No. 4 to Contract No. 11072, MLGW Employee Assistance Program, with Methodist Healthcare, Inc. in the funded amount of \$28,500.00. (This extends the current contract for a one-year term, April 1, 2010 to March 31, 2011).

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

3. Resolution approving exercise of option to extend contract for the third and final 12-month renewal covering the period March 24, 2010 to March 23, 2011, for various sizes of rotary and diaphragm gas meters, with the following:

Elster American Meter Company.....	\$1,147,810.00
Romet International LTD.....	<u>332,918.00</u>
Total.....	<u>\$1,480,728.00</u>

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

4. Resolution awarding contract to Venture Technologies for the Deployment of Project for a Wireless Network (Phase I) in the amount of \$49,930.54

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

5. Resolution awarding contract to HeadsUp Technologies, LLC for third-party software for electronic bidding in the amount of \$25,000.00.

APPROVED

6. Resolution approving contract between MLGW and GDS Associates, Inc. for professional consulting services to assist MLGW with preparation for NERC registration, process and procedure implementation, technical studies and evaluations, and readiness assessment, in an amount not to exceed \$120,000.00

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

7. Resolution approving and ratifying an agreement and amendments between MLGW (acting for itself and on behalf of the City of Memphis) and TVA providing arrangements pursuant to which TVA agrees to serve as the responsible party to the North American Electric Reliability Corporation (NERC) and the SERC Reliability Corporation (SERC) for MLGW's compliance with the NERC Functional Model Reliability Standards applicable to MLGW for the period beginning September 28, 2009 and ending April 30, 2010. TVA shall be paid an administrative fee of \$10,000.00 per month for the services provided for in the contract

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

8. Resolution approving Position No. 03775, Coordinator Building Facilities III; Position No. 06113, Computer Software Specialist II; and Position No. 06145, Apprentice Lineman.

APPROVED

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

APPROVED

REGULAR AGENDA

10. Resolution approving revised MLGW Human Resources Policy No. 23-15, Standards of Business Conduct.

HELD TO NEXT BOARD MEETING

CONSENT AGENDA (Continued)

11. Resolution approving Change No. 1 to Contract No. 11332, Short & Long Term Disability, with Unum Group in the funded amount of \$5,048,635.00. (This change renews the current contract for two additional terms, April 1, 2010 to March 31, 2012).

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

12. Resolution approving Change No. 1 to Contract No. 11333, Group Term, Voluntary Life and Accidental Death and Dismemberment, with Unum Group in the funded amount of \$11,937,456.00. (This change renews the current contract for three additional terms, April 1, 2010 to March 31, 2013).

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

13. Resolution approving Change No. 6 to Contract No. 11028, Security Services, with CDA, Inc. in the funded amount of \$630,409.78. (This change extends the contract for a 90-day period, April 1, 2010 to June 30, 2010, with no increase in rates and is contingent upon CDA's acceptance of the terms and conditions under the current contract).

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

ROLL CALL ON CONSENT AGENDA, AS AMENDED

MOTION: Commissioner Masson
 SECOND: Commissioner Wishnia
 AYES: Commissioner Masson
 Commissioner Wishnia
 Vice Chairman Brittenum
 Chairman Cobbins
 RECUSE: Commissioner Wishnia (Item #2 only)

CONSENT AGENDA APPROVED, AS AMENDED

ROLL CALL TO APPROVE ITEM #1:

MOTION: Commissioner Wishnia
 SECOND: Commissioner Masson

Comments were made by Commissioner Masson and Chairman Cobbins related to Item No. 1.

In light of the Chairman's comments, it was moved by Vice Chairman Brittenum, seconded by Chairman Cobbins that Item No. 1 be held to the next Board meeting. The motion failed.

BACK TO ROLL CALL TO APPROVE ITEM #1:

AYES: Commissioner Masson
 Commissioner Wishnia
 PASS: Vice Chairman Brittenum
 Chairman Cobbins

ITEM NO. 1 FAILED

Since Item No. 1 (award of Contract No. 11396 to Imperial Security, Inc.) failed, President Collins presented resolution approving Change No. 6 to Contract No. 11028, Security Services, with CDA, Inc. in the funded amount of \$630,409.78 to extend the contract for a 90-day period, April 1, 2010 to June 30, 2010, with no increase in rates and contingent upon CDA's acceptance of the terms and conditions under the current contract.

ROLL CALL TO EXTEND CDA CONTRACT #11028 FOR 90 DAYS

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

APPROVED

Commissioner Wishnia questioned the process and the purpose of the Contractor Appeal Committee. (Complete comments are on tape in Minute File No. 1326).

MOTION TO APPROVE ITEM #10:

MOTION: Vice Chairman Brittenum
SECOND: Commissioner Masson

Vice Chairman Brittenum stated that due to Commissioner Evans' absence, he would like for her to be present to vote on this item and would like to hold this item to the next Board meeting.

ROLL CALL TO HOLD ITEM #10 TO NEXT BOARD MEETING

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

APPROVED

As a housekeeping procedure, the Secretary-Treasurer requested that the Board add the resolution to extend the CDA Contract for 90 days as Item No. 13.

ROLL CALL TO ADD RESOLUTION EXTENDING THE CDA CONTRACT FOR 90 DAYS AS ITEM 13:

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

APPROVED

OTHER BUSINESS:

Happy Birthday Wishes were extended to Vice Chairman Brittenum.

Commissioner Wishnia noted that MLGW closed a one-half billion dollar deal yesterday. The issue was nine times over subscribed and resulted in a savings of \$2,000,000.00 per year thru 2018. He commended MLGW staff and their foresight.

Chairman Cobbins noted that a luncheon was held today to honor the winners in the AABE Weekend Academy Black History Essay Contest. Prizes were awarded to Kelis Sanders (Hamilton Elementary - 3rd Grade), Jervis Spencer (Cummings Elementary - 4th Grade) and Brittany Saulsberry (Hamilton Elementary - 5th Grade). MLGW staff participants were recognized.

There being no further business, the meeting was adjourned at 4:30 p.m.

SEE MINUTE FILE NO. 1326.

Secretary-Treasurer