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| <b>MEMPHIS LIGHT, GAS &amp; WATER DIVISION<br/>OFFICIAL MINUTES</b>                              |  |
| <b>Meeting Time:</b> May 5, 2011 at 3:00 P.M.  |   |
| <b>Meeting Location:</b> Board Room, Fifth Floor,<br>Administration Building, Memphis, Tennessee |   |



The meeting was called to order by Vice Chairman Brittenum, Acting Chair at 3:00 p.m.

The Pledge of Allegiance was recited.

The Acting Secretary-Treasurer called the roll. The following Board Members were present: Dedrick Brittenum, Jr., Vice Chairman; V. Lynn Evans; Rick Masson; and Steve Wishnia. Due to the absence of Chairman Cobbins, Vice Chairman Brittenum was Acting Chairman.

The following staff members were present: Jerry R. Collins, Jr., President and CEO; Dana Jeanes, Acting Vice President, CFO and Secretary-Treasurer; Cheryl Patterson, Vice President and General Counsel; Nick Newman, Vice President, Construction and Maintenance; Alonzo Weaver, Vice President, Engineering and Operations; Von W. Goodloe, Vice President, Human Resources; and Christopher Bieber, Vice President, Customer Care. Richard Bowker, Acting 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 April 21, 2011, that they be recorded as the official record, seconded by Commissioner Masson and unanimously carried.

The Acting Secretary-Treasurer acknowledged receipt of Certified Copies of City Council Resolutions dated April 19, 2011, Items 9 through 14, approved by the MLGW Board at its meeting held March 17, 2011. (See Minute File No. 1339).

**GENERAL STATEMENTS FROM THE PUBLIC:**

1. Bill Hawkins, Assistant Business Manager, IBEW Local 1288, 4000 Clearpool Circle addressed the Board regarding the employment of MLGW retirees.

**COMMITTEE REPORTS:**

1. HR Committee Update – Commissioner Masson

Commissioner Masson advised the Board that the Committee reviewed reports related to Safety and Grievances.

**SPECIAL PRESENTATIONS:**

1. 2010 Energy Conservation Art Contest Winners – Gale Jones Carson

Elementary school division: “Switch It Off” by Madison D. Davis, 3<sup>rd</sup> grader, Arlington Elementary. Mrs. Meredith Bertling, Instructor.

Middle school division: “Let the Sun Light the Earth” by Eric Rosenthal, 6<sup>th</sup> grader. Farm School at Home (Rosenthal Campus). Elaine Neeley, Instructor.

High school division: “Turn It Off. Turn It Green” by Amy Devan, 10<sup>th</sup> grader, Home Life Academy. Nancy Devan, Instructor.

**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. 11480, South Service Center HVAC, to CS3, Inc., in the funded amount of \$230,200.00.

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

2. Resolution approving Change No. 1 to Contract No. 11385, Gas Leak Survey, with Surveys & Analysis, Inc., in the funded amount of \$787,992.00. (This change will add units to the contract which comply with new U.S. Department of Transportation regulations; will renew the contract for the first of four renewal terms for an 18-month period, July 1, 2011 to December 31, 2012, with a 2% increase from the previous year due to an increase in fuel costs; and will extend the fourth and final renewal term for the period July 1, 2015 to December 31, 2015, to align future annual renewals with Code of Federal Regulation reporting requirements. Renewals two through four will cover the period January 1 to December 31 of the respective years).

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

3. Resolution awarding contract for steel utility bodies, as follows:

|  |                    |
|--|--------------------|
| Aerial Truck Equipment Company, Inc..... | \$21,036.00        |
| Utility Equipment Service, Inc.....      | <u>58,500.00</u>   |
| Total:                                   | <u>\$79,536.00</u> |

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

**REGULAR AGENDA**

4. Resolution awarding Contract No. 11473, 30” Main Installation Under Burlington Northern Santa Fe Railroad (BNSF R.R.), to Owens Irrigation, Inc., in an amount not to exceed \$241,250.00.

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

**CONSENT AGENDA (Continued)**

5. Resolution approving Change No. 5 to Contract No. 11105, Aerator Maintenance, with R. P. Services, in the funded amount of \$40,690.00, for a new contract value of \$1,009,219.15. (This change is to increase the current contract value to complete final renewal and to approve payment in the amount of \$8,137.06 for work performed).

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

6. Resolution awarding contract for communication cable to Graybar Electric Company in the amount of \$107,100.00.

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

7. Resolution approving payment of annual subscription services to Energy worldnet, Inc. in the amount of \$29,670.00.

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

8. Resolution approving Change No. 2 to Contract No. 11248, Property and Boiler Insurance, with FM Global, in the funded amount of \$945,993.00. (This renews the contract for the second of four renewal terms, June 1, 2011 to May 31, 2012, with no increase in rates from the previous year. MLGW received a membership credit in the amount of \$162,134.00).

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

9. Resolution approving Position No. 00864, Office Clerk; Position No. 01517, Supervisor, Internal Audit; Position No. 03146, Office Clerk; Position No. 06024, Supervisor, Internal Audit; Position No. 06026, Supervisor, Internal Audit; Position No. 06353, Office Clerk; Position No. 06472, Inspector, Contracted Services; Position No. 06473, Inspector, Contracted Services; Position No. 06475, Inspector, Contracted Services; Position No. 06476, Inspector, Contracted Services; Position No. 06477, Inspector, Contracted Services; Position No. 06479, Inspector, Contracted Services; Position No. 06480, Inspector, Contracted Services; Position No. 06481, Inspector, Contracted Services; Position No. 06482, Inspector, Contracted Services; and Position No. 06483, Inspector, Contracted Services.

**APPROVED**

10. Resolution approving Change No. 6 to Contract No. 9547, IBM Maintenance, with International Business Machines, in the funded amount of \$915,768.80. (This renews annual software, maintenance, and support for IBM products: WebSphere MQ z/OS, Enterprise COBOL z/OS, z/OS Base, z/OS DFSORT and WebSphere MQ processors for HP Server hosted systems for the period January 1, 2011 to July 1, 2014).

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

11. Resolution approving Change No. 3 to Contract No. 11281, Maintaining MLGW Archival Documents, with Vital Records Control, Inc., in the funded amount of \$28,909.00, for a new contract value of \$113,716.00. (This renews the contract for the third of four terms, July 14, 2011 to July 13, 2012. This also includes costs and services for destruction of non-paper records (microfilm/microfiche/CD/DVD) in the amount of \$640.00, which will result in a 2.26% increase from the previous year).

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

12. Resolution awarding 60-month contract for computer servers and accessories to Thomas Consultants, Inc., in an amount not to exceed \$2,636,500.00.

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

13. Resolution awarding Contract No. 11489, Customer Care Center (CCC) Telephone Service, to AT&T, in the funded amount of \$396,000.00, covering a 36-month period.

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

**AMENDMENT OF CONSENT AGENDA:**

It was moved by Commissioner Evans, seconded by Commissioner Masson and unanimously carried that Item 13 be and is hereby added to the Consent Agenda.

It was moved by Commissioner Masson, seconded by Commissioner Evans and unanimously carried that Item 4 be and is hereby moved from the Consent Agenda to the Regular Agenda.

**APPROVAL OF CONSENT AGENDA, AS AMENDED (Items 1 through 3; 5 through 13):**

**MOTION:** Commissioner Masson  
**SECOND:** Commissioner Wishnia

**ROLL CALL:**

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

**CONSENT AGENDA APPROVED, AS AMENDED****APPROVAL OF REGULAR AGENDA ITEM 4:**

Acting Chairman Brittenum relinquished the Chair to Commissioner Wishnia during the approval of Item 4. Vice Chairman Brittenum wishes to recuse himself from Item 4.

**MOTION:** Commissioner Evans  
**SECOND:** Commissioner Masson

**ROLL CALL:**

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

**REGULAR AGENDA ITEM 4 APPROVED**

**OTHER BUSINESS:**

Commissioner Evans commended staff for the excellent update the Board received today at the 1:30 p.m. President's Briefing (Riverwatch 2011). (See Minute File No. 1341).

There being no further business, the meeting was adjourned at 3:20 p.m.

SEE MINUTE FILE NO. 1341.

**APPROVED WITHOUT INTERLINEATION**

\_\_\_\_\_  
**Acting Chairman**

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

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**Acting Secretary-Treasurer**