

MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
November 15, 2007

A regular meeting of the Board of Light, Gas and Water Commissioners, City of Memphis, was held at Memphis Light, Gas & Water Division, 220 S. Main, Thursday, November 15, 2007 at 1:30 p.m. The following were in attendance: V. Lynn Evans, Vice Chairman; Nick Clark, Commissioner; William L. Taylor, Commissioner; Jerry R. Collins, Jr., Interim Chief Utility Officer; John McCullough, Vice President, CFO and Secretary-Treasurer; Charlotte Knight Griffin, Acting Vice President and General Counsel; Nick Newman, Acting Vice President, Construction and Maintenance; Christopher Bieber, Vice President, Customer Care; Armstead Ward, Vice President, Human Resources; and Carol Chumney, City Council Member. Alonzo Weaver, Vice President, Engineering and Operations, and Linda Peppers, Vice President and Chief Technology Officer, were not in attendance. Due to the absence of Rick Masson, Vice Chairman Evans was Acting Chairman.

Commissioner Taylor moved that after personally reading and reviewing the typed minutes of the Memphis Light, Gas and Water Board meeting held November 1, 2007, that they be recorded as the official record, seconded by Commissioner Clark and unanimously carried.

The Secretary-Treasurer acknowledged receipt of Certified Copies of City Council Resolutions dated November 6, 2007: Item 7, and Items 9 through 20, approving items approved by the MLGW Board at its meeting held October 11, 2007 (see Minute File No. 1298); Items 21 and 22, approving items approved by the MLGW Board at its meeting held October 18, 2007 (see Minute File No. 1298); Item 23, approving item approved by the MLGW Board at its meeting held April 21, 2005 (see Minute File No. 1268); and Item 76, authorizing MLGW to pay claims settlements in the amount of \$90,373.38 (see Minute File No. 1299.)

Ms. Carolyn Turman, Chief Learning Officer, MLGW University, presented the Board with the "Best New Corporate University" award.

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. 11173, Weld Testing and Inspection, to American Industrial Testing in an estimated funded amount of \$22,250.00.

APPROVED

2. Resolution awarding Contract No. 11181, Identity Management Infrastructure Solution, to GCA Technology Services in the funded amount of \$135,500.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

3. Resolution approving Change No. 18 to Contract No. 10780, Electric Construction and Maintenance, with Allied Electrical Contractors, Inc., with no change in contract amount. (This extends the current contract for a six-month period, January 1, 2008 through June 30, 2008, with a 4% overall increase in unit rates.)

APPROVED

4. Resolution approving Change No. 7 to Contract No. 10878, Information Services Support, with Kc Management, Inc. in the reduced amount of \$153,078.37. (This assigns the technical support portion of the contract to CIBER, Inc. under Contract No. 10883.)

APPROVED

5. Resolution approving Change No. 8 to Contract No. 10879, Information Services Support, with TEK Systems in an estimated funded amount of \$507,458.00. (This extends the current contract for the period January 1, 2008 through March 31, 2008.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

6. Resolution approving Change No. 6 to Contract No. 10881, Information Services Support, with Cook Systems International in an estimated funded amount of \$110,256.00. (This extends the current contract for the period January 1, 2008 through March 31, 2008.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

7. Resolution approving Change No. 6 to Contract No. 10883, Information Services Support, with CIBER, Inc. in the funded amount of \$153,078.37. (This assumes the technical support portion of Contract No. 10878 with Kc Management to Contract No. 10883 with CIBER, Inc.) (Jozelle Booker)

APPROVED

8. Resolution approving Change No. 7 to Contract No. 10883, Information Services Support, with CIBER, Inc. in an estimated funded amount of \$1,036,277.00. (This extends the current contract for the period January 1, 2008 through March 31, 2008.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

9. Resolution approving Change No. 6 to Contract No. 11018, Trash Removal Services, with Waste Connection, Inc. in an estimated funded amount of \$144,075.35. (This covers additional haul and return services, and renews the contract for the third term, January 1, 2008 to December 31, 2008.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

10. Resolution approving Change No. 3 to Contract No. 11026, Division Audit, with Watkins Uiberall, PLLC, in an estimated funded amount of \$250,000.00. (This covers Division audit for year ending December 31, 2007.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

11. Resolution approving Change No. 6 to Contract No. 11069, Mobile Document Shredding Service, with Shred-It, with no increase in contract amount. (This changes the name to Shred-It USA, Inc. d/b/a Shred-It Memphis.)

APPROVED

12. Resolution approving Change No. 2 to Contract No. 11079, Vector Control Fee, with Memphis and Shelby County Health Department. (This renews the contract for the second term, retroactive to October 1, 2007 through September 30, 2008.)

APPROVED

13. Resolution amending award of Contract No. 11080 and approving Change No. 3 to Contract No. 11080, Managed Prescription Drug Program, with Express Scripts, Inc. in an estimated funded amount of \$24,220,196.00. (On December 15, 2005, the Board awarded said Contract for the period April 1, 2006 to March 31, 2007. This amends the record to cover the period January 1, 2006 through December 31, 2007. Change No. 3 extends the contract for the two-year period, January 1, 2008 through December 31, 2009, which includes new pricing and incorporates the filing of prescription information to the Center for Medicare Services for Medicare Part D Subsidy payments.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

14. Resolution approving Change No. 2 to Contract No. 11096, Mobile Sweeper Cleaning, with Horizon of Memphis, Inc. in the funded amount of \$70,387.01, with no increase in present monthly charges. (This renews the contract for the second term, February 29, 2008 to February 28, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

15. Resolution approving Change No. 2 to Contract No. 11121, Customer Satisfaction Survey Process, with Renee Enterprises in an estimated funded amount of \$2,340.00. (This covers surveys for Customer Engineering for the period November 1, 2007 to October 31, 2008.)

APPROVED

16. Resolution approving Change No. 4 to Contract No. 11141, Information Services Support, with Viasys Technology in an estimated funded amount of \$402,463.00. (This extends the current contract for the period January 1, 2008 through March 31, 2008.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

17. Resolution approving Change No. 1 to Contract No. 11172, Automatic Gate System, with South Memphis Fence Company in an estimated funded amount of \$24,352.00. (This covers additional equipment, wire fence and post(s) due to unforeseeable conditions.)

APPROVED

18. Resolution awarding contract for black malleable iron gas fittings to Consolidated Pipe and Supply in the amount of \$96,774.75.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

19. Resolution awarding contract for two tubular steel dead-end structures to Transamerica Power Products, Inc. c/o Utilicor in the amount of \$34,280.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

20. Resolution awarding contract for aerial boom lift to H & E Equipment in the amount of \$92,600.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

21. Resolution awarding contract for hot-dipped galvanized steel to Amtex Steel, Inc. in the amount of \$121,542.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

22. Resolution awarding contract for utility bodies, as follows:

Utility Equipment Services.....	\$4,258.00
Scruggs Equipment Services.....	48,647.00
Total.....	\$52,905.00

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

23. Resolution approving payment of 2008 membership dues to the American Public Gas Association (APGA) in the amount of \$25,650.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

24. Resolution approving W. R. No. C1J41674 in the amount of \$25,176.00 to replace equipment #6858, a 2006 Ford ¾-ton van, which was involved in an accident.

APPROVED

25. Resolution approving W. R. No. C2J23838 in the amount of \$43,955.13 for the purchase of three check valves for the gas meters feeding TVA's combustion turbines at the Allen Steam Plant.

APPROVED

26. Resolution approving the proposed MLGW Organization Restructure Chart.

ITEM NO. 26 WAS DELETED FROM THE AGENDA

27. Resolution approving the proposed MLGW Principles to govern our future restructuring activities.

ITEM NO. 27 WAS DELETED FROM THE AGENDA

28. Resolution approving Position No. 00156, Utility Worker, ROW/Grounds Maintenance; Position No. 00340, Utility Worker I; Position No. 00798, Human Resource Generalist; Position No. 00803, Crew Leader Directional Drilling; Position No. 01326, Utility Worker I; Position No. 05414, Computer Software Specialist I; and Position No. 05804, Human Resource Generalist.

APPROVED

29. Resolution approving the selection of Atlanta Life Investment Advisors to manage approximately \$10,000,000.00; the selection of Thornburg International Value A Fund to manage approximately \$14,000,000.00; and the termination of Invesco International Equity Fund, for benefit of the MLGW Post-Retirement Fund.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

30. Resolution authorizing payment of in-lieu-of taxes (PILOT) to the City of Memphis and other cities in Shelby County for the Electric and Gas Divisions.

APPROVED

31. Resolution authorizing payment of in-lieu-of taxes (PILOT) to the City of Memphis for the Water Division.

APPROVED

32. Resolution approving release of the following easements:

Located at 12010 Donelson Road, Arlington, TN, to Christopher D. Montesi, or his successors in title, for and in consideration of \$1.00.

Located on the east side of Sycamore Road, approximately 336 feet north of the centerline of Holmes Road, to Cleveland Walker or his successor in title, for the sum of \$1.00.

Located on the east side of Sycamore Road, approximately 660 feet north of the centerline of Holmes Road, to Ada Madden, or her successor in title, for the sum of \$1.00.

APPROVED

33. Resolution to amend the Other Post-Retirement Employee Benefits (OPEB) Trust to conform with new State requirements, clarifying the security of participants' benefits in the disposition of funds.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

ROLL CALL AGENDA ITEMS

MOTION: Commissioner Taylor
 SECOND: Commissioner Clark
 AYES: Commissioner Clark, Commissioner Taylor, and Acting
 Chairman Evans

Acting Chairman Evans recused on Items 4 and 7.

AGENDA APPROVED, AS AMENDED

APPEARANCES BEFORE THE BOARD

James J. Creapo, former MLGW employee, 352 Homeville Road, Collierville,
TN

Andrea F. Creapo, wife of James J. Creapo, 352 Homeville Road, Collierville,
TN

Bill Hawkins, Asst. Manager, IBEW Local 1288, 4000 Clearpool Circle

There being no further business, the meeting was adjourned.

SEE MINUTE FILE NO. 1299.