

**MEMPHIS LIGHT, GAS & WATER DIVISION
OFFICIAL MINUTES**

Meeting Time: November 20, 2008 at 1:30 P.M.

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



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; Dedrick Brittenum, Jr.; and Steven Wishnia. Rick Masson 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; Carolyn Turman, Interim Vice President, Human Resources; and Linda Peppers, Vice President and Chief Technology Officer.

City Council Member Barbara Swearingen Ware was in attendance.

Commissioner Wishnia moved that after personally reading and reviewing the typed minutes of the Memphis Light, Gas and Water Board meeting held November 6, 2008, that they be recorded as the official record, seconded by Vice Chairman Cobbins and unanimously carried.

The Secretary-Treasurer acknowledged receipt of Certified Copies of City Council Resolutions dated November 4, 2008, Items 15 through 18, approving items approved by the MLGW Board at their meeting held October 16, 2008; and Item 49, authorizing

MLGW's General Counsel to pay a claims settlement in the amount of \$42,677.76 (see Minute File No. 1310).

GENERAL STATEMENTS FROM THE PUBLIC:

1. Bill Hawkins, Asst. Business Manager, IBEW Local 1288, 4000 Clearpool Circle, Memphis, TN

The President and staff members briefed the Board on the following items: (see Minute File No. 1311 for handouts).

1. Budget Update – 3rd Quarter '08 – Angela Moore
2. Corporate Scorecard Update – 3rd Quarter '08 – Cliff DeBerry
3. Late Fees – Jerry R. Collins, Jr.
4. Review of Consent Agenda – Jerry R. Collins, Jr.

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. 11279, Third Party Administrator for Workers' Compensation, to Brentwood Services Administrators, Inc. in the funded amount of \$85,000.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

2. Resolution awarding Contract No. 11292, Cashiering System Replacement, to System Innovators, Inc. in the funded amount of \$225,000.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

3. Resolution awarding Contract No. 11296, Enterprise GIS Software Selection and Installation, to ESRI, for purchase of a three-year discounted software and support agreement, in the funded amount of \$714,705.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

4. Resolution awarding Contract No. 11307, PBX Maintenance, to Black Box Network Services in the funded amount of \$636,752.85.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

5. Resolution approving Change No. 5 to Contract No. 10681, Peak Period Call Management System, with Twenty First Century Communication, Inc. in the funded amount of \$85,470.00. (This covers a change to the IVR menu for taking electrical outage calls, including a more user-friendly customer menu, the option to transfer to a live Service Advisor, and direct connection to the CARES database for quicker outage updates.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

6. Resolution approving Change No. 8 to Contract No. 10924, Revenue Protection, with CDA, Inc. in the funded amount of \$75,000.00. (This extends the current contract for a 90-day period, January 1, 2009 to March 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

7. Resolution approving Change No. 4 to Contract No. 11004, Human Resources and Payroll System, with KBACE Technologies, Inc., with no increase in contract value. (This extends the current contract for an additional term, January 1, 2009 through December 31, 2009.)

APPROVED

8. Resolution approving Change No. 4 to Contract No. 11026, Division Audit, with Watkins Uiberall, PLLC, in the amount of \$268,000.00. (This increases the contract value in the amount of \$10,000.00 until the end of the current term, and renews the contract for the fourth and final renewal term, December 17, 2008 to December 16, 2009, in the amount of \$258,000.00.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

9. Resolution approving Change No. 3 to Contract No. 11051, Roof Maintenance, with B Four Plied, Inc. in the funded amount of \$60,000.00. (This renews the contract for the third of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

10. Resolution approving Change No. 3 to Contract No. 11053, Armored Car Services, with Dunbar Armored Car Services in the funded amount of \$14,000.00. (This extends the current contract for a 90-day period, December 19, 2008 to March 18, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

11. Resolution approving Change No. 3 to Contract No. 11109, Systems Furniture, with Corporate Express & Staples Company, in the funded amount of \$278,571.00. (This renews the contract for the second of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

12. Resolution approving Change No. 4 to Contract No. 11121, Customer Satisfaction Survey Process, with Renee Enterprises in the funded amount of \$35,334.00. (This renews the contract for the second of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

13. Resolution approving Change No. 1 to Contract No. 11148, Professional Engineering Services, with SSR Ellers, Inc., in the funded amount of \$100,000.00. (This renews the contract for the first of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

14. Resolution approving Change No. 1 to Contract No. 11173, Welding Testing and Inspection Services, with American Industrial Testing in the funded amount of \$24,125.00. (This renews the contract for the first of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

15. Resolution approving Change No. 1 to Contract No. 11214, Information Services Support, with Delta Consulting, in the funded amount of \$312,250.00. (This renews the contract for the first of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

16. Resolution approving Change No. 1 to Contract No. 11230, Professional Engineering Services, with Thompson Engineers, Inc. in the funded amount of \$50,000.00. (This renews the contract for the first of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

17. Resolution approving Change No. 1 to Contract No. 11231, Professional Engineering Services, with Branham and Lloyd, LLC, in the funded amount of \$50,000.00. (This renews the contract for the first of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

18. Resolution approving Change No. 1 to Contract No. 11266, Information Services Support, with Zycron in the funded amount of \$259,528.80. (This renews the contract for the first of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

19. Resolution approving Change No. 1 to Contract No. 11267, Information Services Support, with Stragistics Technology in the funded amount of \$234,259.20. (This renews the contract for the first of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

20. Resolution approving Change No. 2 to Contract No. 11268, Information Services Support, with Nextech Solutions in the funded amount of \$728,906.00. (This renews the contract for the first of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

21. Resolution approving Change No. 1 to Contract No. 11269, Information Services Support, with Software Resource Consultants in the funded amount of \$288,200.00. (This renews the contract for the first of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

22. Resolution approving Change No. 1 to Contract No. 11270, Information Services Support, with Cook Systems International in the funded amount of \$253,000.00. (This renews the contract for the first of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

23. Resolution approving Change No. 2 to Contract No. 11271, Information Services Support, with TEK Systems in the funded amount of \$866,235.00. (This renews the contract for the first of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

24. Resolution approving Change No. 2 to Contract No. 11272, Information Services Support, with Ciber, Inc. in the funded amount of \$608,180.00. (This renews the contract for the first of four renewal terms, January 1, 2009 to December 31, 2009.)

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

25. Resolution awarding contract for two three-reel conductor trailers to Ditch Witch Mid-South in the amount of \$56,678.44.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

26. Resolution awarding contract for 60-month supply of concrete manhole sections to Sherman Dixie Concrete Industries, Inc. in the amount of \$3,149,634.01, approximately.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

27. Resolution awarding contract for paper-insulated lead-covered copper conductor, polyethylene-jacketed cable to The Okonite Company in the amount of \$1,697,607.02, approximately.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

28. Resolution awarding contract for 200 electronic volume correcting devices (EVCD) to Mercury Instruments in the amount of \$224,900.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

29. Resolution awarding contract for metal-clad switchgear to AZZ/Central Electric in the amount of \$2,188,529.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

30. Resolution awarding contract for meter reading handheld devices, docking stations and mobile collector to Itron, Inc. in the amount of \$449,538.00.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

31. Resolution authorizing revenues generated from the Division's programs for pole-mounted signs and decorations, in excess of expenses for administering said programs, to be donated to the Plus-1 Program. (Philip Lim)

APPROVED

32. Resolution approving amendment to the MLGW Retirement and Pension System (the "Plan") to revise the definition of Child.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

33. Resolution approving amendment to the MLGW Retirement and Pension System (the "Plan") to include the revised language from Section 415 of the Internal Revenue Code.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

34. Resolution approving amendment to the MLGW Retirement and Pension System (the "Plan") to incorporate the HEART Act (Heroes Earnings Assistance and Relief Tax Act of 2008).

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

35. Resolution approving revision to MLGW Human Resources Policy No. 21-02, Employment Status; Policy No. 21-09, Employment of MLGW Retirees; and Policy No. 23-16, Changes on Accounts of Employees and/or Their Relatives.

ITEM #35 WAS DELETED FROM TODAY'S AGENDA

36. Resolution approving Position No. 00823, Helper, Electric Distribution (Pre-Apprentice); Position No. 01585, Administrative Assistant, Executive Office; Position No. 02649, Electric Maintenance Mechanic; Position No. 05312, Supervisor, Systems Operation Support; Position No. 05703, Associate Information Systems Specialist II; Position No. 06240, Distribution Design Engineer II; Position No. 06242, Associate Information Systems Specialist II; and Position No. 06243, Clerical Support II.

APPROVED, AS AMENDED

37. Resolution approving “Ordinance to Provide for Minimum Energy Efficiency in Rental Property” to be submitted to the Council of the City of Memphis for its consideration and adoption.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

38. Resolution approving “Ordinance to Amend the Code of Ordinances of the City of Memphis Pertaining to the Contracts of the Memphis Light, Gas and Water Division Relating to Settlement Agreements Under Workers’ Compensation Laws” to be submitted to the Council of the City of Memphis for its consideration and adoption.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

39. Resolution finding the recent action of the TVA Board to be imprudent regarding the magnitude and timing of the increase in compensation for the TVA CEO, and request for reconsideration.

APPROVED

40. Resolution approving payment of Ad Valorem taxes in the amount of \$158,614.60 on 3.75 billion cubic feet of natural gas stored in the Epps Storage field in East and West Carroll parishes in Louisiana.

APPROVED (SUBJECT TO CITY COUNCIL APPROVAL)

41. Resolution approving renewal of Contract No. 10991 between MLGW and ANR Pipeline Company, in the amount of \$128,000.00 approximately.

APPROVED, AS AMENDED (SUBJECT TO CITY COUNCIL APPROVAL)

ROLL CALL AGENDA ITEMS

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

AGENDA APPROVED, AS AMENDED

ROLL CALL ON APPROVAL OF MINUTES OF ITEM #41 OF TODAY'S AGENDA

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

MINUTES OF ITEM #41 OF TODAY'S AGENDA APPROVED

There being no further business, the meeting was adjourned at 3:00 p.m.

SEE MINUTE FILE NO. 1311.

Secretary-Treasurer