

<b>MEMPHIS LIGHT, GAS &amp; WATER DIVISION OFFICIAL MINUTES</b>	
<b>Meeting Time:</b> December 17, 2009 at 3:00 P.M.	
<b>Meeting Location:</b> Board Room, Fifth Floor, Administration Building, Memphis, Tennessee	



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

President Collins introduced Mr. Von W. Goodloe who will become the Vice President of Human Resources after all necessary approvals are obtained (see Item 18).

The Secretary-Treasurer called the roll. The following Board Members were present: V. Lynn Evans, Chairman; Darrell T. Cobbins, Vice Chairman; Rick Masson; Dedrick Brittenum, Jr.; 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; Alonzo Weaver, Vice President, Engineering and Operations; Steve Day, Acting Vice President, Human Resources; and Linda Peppers, Vice President and Chief Technology Officer. Christopher Bieber, Vice President, Customer Care, 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 December 3, 2009, 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 December 1, 2009, Items 13 and 14, approving items approved by the MLGW Board at its meeting held November 5, 2009 (see Minute File No. 1323); Items 15 through 52, approving items approved by the MLGW Board at its meeting held November 19, 2009 (see Minute File No. 1323); Item 53, approving payments to TCI of Alabama, LLC, approved by the MLGW Board at its meeting held May 3, 2007 (see Minute File No. 1293); Item 61, as amended, approving MLGW Budget, approved by the MLGW Board at its meetings held October 15, 2009 and November 5, 2009 (see Minute File Nos. 1322 and 1323); and Item 66, ratifying the Fourth Supplemental Resolution regarding the issuance and sale of \$600,000,000 Electric System Revenue Bonds (see Minute File No. 1322).

Chairman Evans stated that Service Year Awards for employees and Hero Award winners were acknowledged at the Board luncheon prior to the meeting. Chairman Evans also recognized Carolyn Turman as the Corporate University Best In Class (CUBIC) Award Winner.

**GENERAL STATEMENTS FROM THE PUBLIC:**

1. Bill Hawkins, Asst. Business Manager, IBEW Local 1288, 4000 Clearpool Cr., addressed the Board regarding Items 9 and 10 and MLGW Heroes.

**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. 11314, Armored Car Services, to Loomis Armored US, Inc. in the funded amount of \$432,686.80.

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

2. Resolution awarding Contract No. 11381, Janitorial Services, to Kimco Corporation, Inc. in the funded amount of \$3,650,340.00.

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

3. Resolution approving Change No. 4 to Contract No. 11193, Janitorial Services, with Kimco Corporation, Inc. in the funded amount of \$212,936.00. (This change renews the contract for the third of four renewal terms, February 28, 2010 to March 1, 2011, with no increase in rates from the previous year).

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

4. Resolution approving Change No. 4 to Contract No. 11097, Grounds and Landscaping Services, with Environmental Landscape in the funded amount of \$77,844.00. (This change renews the contract for the fourth and final renewal term, April 5, 2010 to April 4, 2011, with no increase in rates from the previous year).

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

5. Resolution approving Change No. 3 to Contract No. 11190, Mowing – Grounds Maintenance Well Lots, with Bean & Prince Contractors, Inc. in the funded amount of \$7,118.14. (This change renews the contract for the third of four renewal terms, May 17, 2010 to May 16, 2011, with no increase in rates from the previous year).

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

6. Resolution approving Change No. 2 to Contract No. 11258, Grounds Maintenance, with Bean & Prince Contractors, Inc. in the funded amount of \$617,752.45. (This change renews the contract for the second of four renewal terms, May 16, 2009 to May 15, 2010, with no increase in rates from the previous year).

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

7. Resolution approving Change No. 1 to Contract No. 11185, Environmental Consulting Services, with Center for Toxicology and Environmental Health in the funded amount of \$175,000.00. (This change renews the contract for the first of four renewal terms, January 1, 2010 to December 31, 2010, with no increase in rates).

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

8. Resolution approving Change No. 2 to Contract No. 11070, Utility Meter Data Application, with Automated Energy, Inc. (AEI) in the funded amount of \$36,000.00. (This change covers a one-year extension, January 1, 2010 to December 31, 2010, to provide the web-based meter data analysis product known as “Load Profiler” (“Meter Intelligence”).

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

**REGULAR AGENDA**

9. Resolution approving Change No. 1 to Contract No. 11213, Metro Data Management System, with Itron, Inc. in the funded amount of \$40,200.00. (This change includes funds for travel in the amount of \$25,000.00 and additional services needed for new gas meters in the amount of \$15,200.00).

**NO ACTION TAKEN****CONSENT AGENDA (Continued)**

10. Resolution awarding 24-month contracts for electric meters as follows:

Landis & Gyr c/o Stuart C. Irby.....	\$773,160.00
H D Supply Company.....	<u>278,375.00</u>
Total.....	<u>\$1,051,535.00</u>

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

11. Resolution approving Change No. 2 to Contract No. 11134, Integrator Service for Arlington and Capleville LNG Plants, with Logical Systems, Inc. in the funded amount of \$15,000.00, for a new contract value of \$56,550.00. (This change renews the contract for the second of four renewal terms, January 21, 2010 to January 20, 2011, with no increase in rates from the previous year).

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

12. Resolution approving Change No. 7 to Contract No. 10765, Private Label Service Agreement, with Aclara Software in the funded amount of \$1,803,223.00. (This change renews the contract for the period January 1, 2010 to December 31, 2014, and also adds My Account web tools for larger commercial customers currently not served by existing applications as well as the customization and implementation of a web-based dashboard tool that will enable larger commercial customers to access additional resources under My Account. This contract will automatically be extended for an additional 12-month period unless either party provides 30-day written notice of a desire not to extend the term).

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

13. Resolution approving Change No. 4 to Contract No. 11109, Systems Furniture, with Corporate Express & Staples Company in the funded amount of \$249,758.00. (This change renews the contract for the third of four renewal terms, January 1, 2010 to December 31, 2010, with no increase in rates).

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

14. Resolution approving continued participation in and payment of annual membership dues to Tennessee One-Call System, Inc. in the amount of \$79,314.29.

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

15. Resolution approving payment of revised membership fees accrued in 2008 to Operations Technology Development in the amount of \$26,529.00.

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

16. Resolution removing State Street as passive, nondiscretionary Trustee of the trust for the MLGW Deferred Compensation Plan and appointing Reliance Trust Company as successor.

**APPROVED**

17. Resolution allowing downward reclassification of budgeted lines of progression and leveling positions without Board approval. (This applies to position changes as required to reclassify vacated positions within the current year's budget in lines of progression and other leveling positions to the appropriate entry position).

**APPROVED**

18. Resolution approving the employment of Mr. Von W. Goodloe as Vice President, Human Resources at an annual salary of \$144,019.20.

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

19. Resolution approving Position No. 01192, Helper; Position No. 05128, Accountant II; and Position No. 05448, Power Structures Engineer II.

**APPROVED**

20. Resolution acknowledging and accepting the Amendments to the 2010 MLGW Budget as approved by the Council of the City of Memphis at their meeting held December 1, 2009. (The Amendments are: (1). The O & M Budget will be amended to freeze the proposed health insurance increase for those retirees living below the poverty line. The O & M Budget will be increased by \$100,000.00. (2). Position No. 2675, Job Code EE471, Crew Leader Circuit Breaker Electrician and Position No. 2676, Job Code EE463, Circuit Breaker Electrician Apprentice, both in Area No. 511240, will be restored to the Budget in the amount of \$108,000.00).

**APPROVED**

**REGULAR AGENDA (Item 9)**

It was moved by Commissioner Masson, seconded by Vice Chairman Cobbins and unanimously carried that Item 9 of the Consent Agenda be moved to the Regular Agenda.

MOTION TO APPROVE ITEM 9: None

Due to the lack of a motion to approve Item 9, no action was taken.

**ROLL CALL CONSENT AGENDA, AS AMENDED (Items 1 through 8 and 10 through 20)**

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

**CONSENT AGENDA APPROVED, AS AMENDED****APPROVAL OF MINUTES OF ITEM 20 OF TODAY'S AGENDA**

It was moved by Commissioner Masson, seconded by Vice Chairman Cobbins and unanimously carried that the Minutes of Item 20 of today's agenda be and are hereby approved.

**OTHER BUSINESS:**

On behalf of the Board of Light, Gas and Water Commissioners, Vice Chairman Cobbins presented a token of appreciation to Chairman Evans for her service and leadership as Chairman of the Board.

On behalf of MLGW, President Collins presented Chairman Evans and former Chairman Rick Masson a token of appreciation for their service and leadership as Chairman of the Board.

Chairman Evans thanked everyone and officially passed the chairmanship to Commissioner Cobbins and new Vice Chairman Dedrick Brittenum, Jr.

There being no further business, the meeting was adjourned at 3:35 p.m.

SEE MINUTE FILE NO. 1324.

Secretary-Treasurer