



Board Meeting

~ Preliminary Agenda ~

Wednesday, July 2, 2025

8:30 AM

Board Room

INFORMATION FOR THE BENEFIT OF THE PUBLIC:

Public Notice: Regular board meetings are held the first and third Wednesdays of the month at MLGW's Administration Building unless otherwise noted in the public notice filing and website. The proposed agenda will be posted in the public section of the ground floor lobby of the Administration Building and on MLGW's website at least 48 hours before the Board meets. You may access the proposed Board agenda and all available documents related to the items linked from the agenda on the Internet at: www.mlgw.com. Large agreements, items related to Homeland Security or items received too late to post may not be viewable. You may view those documents in the Public Records Office prior to or after the Board meeting. By Board action, agenda items may be added, deleted or held for later consideration at a later board meeting.

Consent Agenda: Items shown under the Consent Agenda consists of items considered to be routine and non-controversial upon which the documentation provided to the Board is adequate to give sufficient information for approval without inquiry or discussion during the Board meeting. The use of the Consent Agenda is designed to minimize the time required for the handling of routine matters in order to permit additional time to be spent on more significant matters. The Chairman will call for approval on the Consent Agenda as a whole and the vote will be treated as a separate vote on each item. At the request of a Board member, the Chairman may move any item on the Consent Agenda to the Regular Agenda.

Regular Agenda: Item(s) to be individually considered for Board action.

Filed Items: The Board may be provided information which does not require Board approval or Board discussion but which is noted for the official record as having been supplied to the Board.

Resolutions: Generally, there are two types of resolutions subject to approval by the MLGW Board of Commissioners. Internal Board Resolutions are within the full authority of the Board and considered final upon the acceptance of the minutes of that board action. External Board Resolutions are subject to the approval of the City Council and are not considered final until the City Council accepts the minutes of their approval for such.

ADA: As a covered entity under Title II of the Americans with Disabilities Act, MLGW does not discriminate on the basis of disability and, upon request, will provide reasonable accommodation to ensure equal access to its programs, services, and activities. To ensure availability, such request should be made 72 hours in advance by contacting Bessie Matthews at (901) 528-4351 during business hours.

To Officially Communicate to the Board: Any individual member or group of the general public desiring to address the Board orally on items of interest to the public that are within the subject matter jurisdiction of the Board, shall complete an **MLGW Board Speaker Card** to make such desire known to the Board Secretary. Such request to be heard should be marked with the date of the meeting; the agenda item number; if the comments are in support, opposition, or general as they relate to the item; the speaker's name and address; and if the speaker is representing someone else as a paid consultant. Paid lobbyists must complete the required disclosure of their client's name, phone number, and address. Statements shall not exceed three minutes unless additional time is granted by the Board Chair. When recognized, please proceed forward to the podium and state your name and address. The board and staff will not answer questions that are asked in this forum but written questions or a written statement may be provided to the Board Secretary for entry into the official record. If any Board member receives approval of the Board Chairman, that Board Member may address questions to the person providing the public statement.

*****All MLGW Board Speaker Cards must be received by Security no later than 8:30 a.m. the day of the Board Meeting in order to speak to the Board.**

CALL TO ORDER AND OPENING REMARKS:

Vice Chair Person

PLEDGE OF ALLEGIANCE:

Vice Chair Person

ROLL CALL:

Rodney Cleek

APPROVALS:

Vice Chair Person

Approve Minutes from the Meeting of June 18, 2025.

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:

Rodney Cleek

Acknowledge receipt of Certified Copies of City Council Resolutions dated June 24, 2025, Items 16 through 24.

PRESENTATIONS:

(None)

GENERAL STATEMENT(S) FROM THE PUBLIC:

CONSENT AGENDA

(Items 1 through 4)

PRESIDENT & CEO

(None)

SVP, CHIEF OPERATING OFFICER

(None)

VP ELECTRIC ENGINEERING & OPERATIONS

(None)

VP WATER & GAS ENGINEERING & OPERATIONS

(None)

VP, CFO & SECRETARY-TREASURER

1. Resolution approving Change No. 3 to Contract No. 12032, MLGW Electronic Bill & Presentment with Fidelity Information Services, LLC (FIS Global) to extend the current contract in the funded not-to-exceed amount of \$3,278,191.82. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP & CIO

2. Resolution approving Change No. 2 to Contract No. 12519, Citrix License and Support Subscription (formerly Contract No. C2632) with Logicalis, Inc. to ratify and renew the contract in the funded amount of \$495,060.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
3. Resolution approving Change No. 2 to Contract No. 12507 (formerly Contract No. C2605), Microsoft Support Modern Engineer with Crayon Software Experts, LLC to ratify and renew the current contract in the funded amount of \$218,257.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP SHARED SERVICES

4. Resolution approving Change No. 2 to Contract No. 12516 (formerly C2610), Security Automation Installation and Service Agreement with Access Control Integration, Inc., to ratify and renew the current contract in the funded amount of \$187,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP & CHIEF INTERNAL AUDITING OFFICER

(None)

VP CUSTOMER EXPERIENCE & ENERGY SERVICES

(None)

VP CORPORATE COMMUNICATIONS

(None)

VP & GENERAL COUNSEL

(None)

VP & CPO PEOPLE SERVICES

(None)

PRESIDENT'S BRIEFING

5. Review Consent Agenda - Doug McGowen
6. MLGW Bootcamp Graduation Video - Doug McGowen
7. Other - Doug McGowen

COMMITTEE REPORTS:

(None)

ADJOURNMENT

RESOLUTION SUMMARY

- 1. Short title description – MLGW Electronic Bill & Presentment**
- 2. Funded Amount - \$3,278,191.82**
- 3. Award Duration – August 2, 2026 thru December 31, 2029**
- 4. Type of Bid – RFP**
- 5. Awarded to – Fidelity Information Services, LLC**
- 6. Plain Language Description – A recommendation is being made to extend the existing electronic bill presentment contract with FIS Global for an additional 3-year period. This extension will allow MLGW to transition from an expiring platform to a new platform at no implementation and integration cost to MLGW. Additionally, this extension will allow our IT team the time to gather and develop requirements to solicit requests for proposals (RFP) in establishing a new electronic bill presentment payment platform in the future. The 3-year contract extension total cost will be \$3,278,191.92 which covers:**
 - a) ACH Account validation charges are applied based on the new checking accounts that customers add to their payment method online, customer changes to their stored ACH payment method online, and new one-time ACH payments customer make online. The cost per validation is \$0.045. The total cost for ACH Account validation is \$12,411.14.**
 - b) IVR charges are applied based on payments made by phone. The cost per IVR transaction is \$0.162. The total cost for IVR transactions is \$21,479.64.**
 - c) All payments charges are applied based on payments made by phone, web, and autopay. The cost per all payments transaction is \$0.0945. The total cost for all payments transactions is \$1,561,493.00.**
 - d) Enrolled documents charges are applied based on customer bills uploaded by FIS Global to the payment portal. The cost per enrolled document is \$0.117. The total cost for all enrolled documents is \$1,678,125.97.**
 - e) Non-enrolled documents charges are applied based on payments made by mail, community offices, authorized pay agent payments, etc. that are uploaded and appear in the customer payment summary online. The cost per non-enrolled document is \$0.0018. The total cost for non-enrolled documents is \$4,682.07.**

There will be no increase in price for the enclosed contract extension.

- 7. Impact – This function provides MLGW customers the ability to make their utility payments through various channels.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
July 2, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of Change No. 3 to Contract No. 12032, MLGW Electronic Bill & Presentment with Fidelity Information Services, LLC (FIS Global) to extend the current contract in the funded not-to-exceed amount of \$3,278,191.82.

The project scope is to provide Electronic Bill Presentment and Payment (EBPP) Services for payment processing using (1) web; (2) IVR; and (3) mobile as the methods of payment. This contract award was based on the Request for Proposal (“RFP”) evaluation process.

This change is to extend the current contract for the period covering August 1, 2026 through December 31, 2029 in the funded amount of \$3,278,191.82. The three (3) year extension period allows MLGW’s IT team time to gather and develop requirements to solicit a request for proposal (RFP) to establish a new electronic bill presentment payment platform. This change complies with all applicable laws and policies. The new contract value is \$10,606,164.82.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 3 to Contract No. 12032, MLGW Electronic Bill & Presentment with Fidelity Information Services, LLC (FIS Global) to extend the current contract in the funded not-to-exceed amount of \$3,278,191.82 as outlined in the above preamble, is approved; and further

THAT, the President or his designated representative is authorized to execute the Extension.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of July 2, 2025 approved Change No. 3 to Contract No. 12032, MLGW Electronic Bill & Presentment with Fidelity Information Services, LLC (FIS Global) to extend the current contract in the funded not-to-exceed amount of \$3,278,191.82, and is now recommending to the Council of the City of Memphis that it approves said extension as approved; and

WHEREAS, the project scope is to provide Electronic Bill Presentment and Payment (EBPP) Services for payment processing using (1) web; (2) IVR; and (3) mobile as the methods of payment. This contract award was based on the Request for Proposal (“RFP”) evaluation process.

WHEREAS, this change is to extend the current contract for the period covering August 1, 2026 through December 31, 2029 in the funded amount of \$3,278,191.82. The three (3) year extension period allows MLGW’s IT team time to gather and develop requirements to solicit a request for proposal (RFP) to establish a new electronic bill presentment payment platform. This change complies with all applicable laws and policies. The new contract value is \$10,606,164.82; and

NOW THEREFORE BE IT RESOLVED BY THE Council of the City of Memphis, that there be and is hereby approved Change No. 3 to Contract No. 12032, MLGW Electronic Bill & Presentment with Fidelity Information Services, LLC (FIS Global) to extend the current contract in the funded not-to-exceed amount of \$3,278,191.82 as approved.

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION
CITY OF MEMPHIS
CONTRACT NUMBER 12032

CONTRACT CHANGE NO. 3
DATE OF CHANGE JULY 2, 2025
SHEET 1 OF 4

TO: MS. HELEN JUSTICE

FIS GLOBAL

601 RIVERSIDE AVENUE

JACKSONVILLE, FL 32204

YOU ARE ADVISED THAT THE MEMPHIS LIGHT, GAS AND WATER DIVISION, CITY OF MEMPHIS, MEMPHIS, TENNESSEE HEREBY AUTHORIZES THE FOLLOWING CHANGE IN REGARDS TO THE ABOVE CONTRACT NUMBER. CONTRACTOR AGREES TO BE BOUND BY ALL OF THE TERMS AND CONDITIONS OF SAID CONTRACT AND PREVIOUS CHANGES.

THE PROJECT SCOPE IS TO PROVIDE ELECTRONIC BILL PRESENTMENT AND PAYMENT (EBPP) SERVICES FOR PAYMENT PROCESSING USING (1) WEB; (2) IVR; AND (3) MOBILE AS THE METHODS OF PAYMENT. THIS CONTRACT AWARD WAS BASED ON THE REQUEST FOR PROPOSAL ("RFP") EVALUATION PROCESS.

THIS CHANGE IS TO EXTEND THE CURRENT CONTRACT FOR THE PERIOD COVERING AUGUST 1, 2026 THROUGH DECEMBER 31, 2029 IN THE FUNDED AMOUNT OF \$3,278,191.82. THE THREE (3) YEAR EXTENSION PERIOD ALLOWS MLGW'S IT TEAM TIME TO GATHER AND DEVELOP REQUIREMENTS TO SOLICIT A REQUEST FOR PROPOSAL (RFP) TO ESTABLISH A NEW ELECTRONIC BILL PRESENTMENT PAYMENT PLATFORM. THIS CHANGE COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$10,606,164.82.

CHANGE IN CONTRACT PRICE:

Contract Value	\$ 7,327,973.00
Change Amount	\$ 3,278,191.82 – Change No. <u>3</u>
Total Contract Amount	\$10,606,164.82

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

APPROVED BY THE PRESIDENT

DATE

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Rodney Cleek
 Specialist: Shanikka Tate

Board Meeting Date: 7/2/2025
 Contract Number: 12032
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	331400/ Wayne Allen / wallen@mlgw.org / 901-528-4662	
Scope: Contract <u>X</u> Purchase _____ Other _____	The project scope is to provide Electronic Bill Presentment and Payment (EBPP) Services for payment processing using (1) web; (2) IVR (interactive voice response) via phone; and (3) mobile as the methods of payment.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to extend the contract with existing provided scope of services for the period covering August 1, 2026 through December 31, 2029.	
Where will the work take place? (MLGW facility or jobsite, etc.)	This work will take place at various MLGW and vendor locations.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to continue to provide Electronic Bill Presentment and Payment (EBPP) Services to our customers for payment processing using (1) web; (2) IVR (interactive voice response) via phone; and (3) mobile as the methods of payment.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? RFP		

BUDGET:

Amount Requested

2025 Budget

Amount Spent Year-to-Date

2025 Budget Balance Available

Budget Balance After Award

	Total	In 2025 Budget Year	After Budget Year
Amount Requested	\$ 3,278,191.82	\$ 695,009.78	\$ 2,583,182.04
2025 Budget	\$ 930,000.00		
Amount Spent Year-to-Date	\$ 234,990.22	\$ 695,009.78	
2025 Budget Balance Available			
Budget Balance After Award		\$ -	

*Please indicate category (O&M or Capital).

☒ O&M☐ Capital

Project

Expenditure Organization

Expenditure Type

Task

Paymnt Payroll Bnkg R2025

331400 Payments Payroll and Banking

Electronic Bill Present-Pymt

Admin Expense

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -

APPROVED:

Ronda Croft

05.13.2025

Date

Budget & Financial Planning

Rev. 11/01/2018

MEMPHIS LIGHT, GAS, & WATER DIVISION
FIS Global Projections for 2026-2029 Budget

Year: 2025		
Month	ACH Account Validation	ACH Account Validation Grand totals
January	6,864	6,864
February	8,392	8,392
March	7,274	7,274
April	0	0
May	0	0
June	0	0
	22,530	22,530

Average Monthly ACH Account Validation: 7,510

Cost
(7,510 * \$0.045) x 12 months \$4,055.40
Total Cost: \$4,055.40

Year: 2025		
Month	IVR Payments	IVR Payments Grand Totals
January	3,254	3,254
February	3,536	3,536
March	3,224	3,224
April	0	0
May	0	0
June	0	0
	10,014	10,014

Average Monthly IVR Payments: 3,338

Cost
(3,338 * \$0.162) * 12 months \$6,489.07
Total Cost: \$6,489.07

Year: 2025		
Month	All Payments	All Payments Grand Totals
January	361,161	361,161
February	396,171	396,171
March	356,209	356,209
April	0	0
May	0	0
June	0	0
	1,113,541	1,113,541

Average Monthly Payments: 371,180

Cost
(371,180 * \$0.0945) * 12 months \$420,918.12
Total Cost: \$420,918.12

ACH											
Transaction	ACH Account Validation	ACH Account Validation Payments	IVR Payments	All Payments	All Payments	Enrolled Documents	Enrolled Documents	Non-Enrolled Documents	Non-Enrolled Documents	FIS Global Total Processing	
Year	Transactions	Cost	Transactions	Cost	Transactions	Cost	Documents	Cost	Documents	Cost	Cost
2026	90,120	\$4,055.40	40,056	\$6,489.07	4,454,160	\$420,918.12	4,333,056	\$506,967.55	849,936	\$1,529.88	\$939,960.03
2027	91,021	\$4,095.95	42,059	\$6,813.53	4,944,118	\$467,219.11	4,549,709	\$532,315.93	858,435	\$1,545.18	\$1,011,989.71
2028	91,931	\$4,136.91	44,162	\$7,154.20	5,487,971	\$518,613.22	4,777,194	\$558,931.73	867,020	\$1,560.64	\$1,090,396.69
2029	92,851	\$4,178.28	46,370	\$7,511.91	6,091,647	\$575,660.67	5,016,054	\$586,878.31	875,690	\$1,576.24	\$1,175,805.42
Grand Totals:										4,218,151.85	

Year: 2025		
<u>Month</u>	<u>Enrolled Documents</u>	<u>Enrolled Documents Grand Totals</u>
January	364,110	364,110
February	350,635	350,635
March	368,520	368,520
April	0	0
May	0	0
June	0	0
	1,083,265	1,083,265

Average Monthly Enrolled Documents: 361,088

Cost
 (361,088 * \$0.117) * 12 months \$506,967.55
 Total Cost: \$506,967.55

Year: 2025		
<u>Month</u>	<u>Non-Enrolled Documents</u>	<u>Non-Enrolled Grand Totals</u>
January	73,404	73,404
February	67,404	67,404
March	71,676	71,676
April	0	0
May	0	0
June	0	0
	212,484	212,484

Average Monthly Non-Enrolled Documents: 70,828

Cost
 (70,828 * \$0.0018) * 12 months \$1,529.88
 Total Cost: \$1,529.88



AMENDMENT

Prepared for: Memphis Light,
Gas and Water
220 South Main Street
Memphis, TN 38103
Amendment Reference: 00226330.0
Amendment Effective Date: 04/22/2025

Fidelity Information Services
347 Riverside Avenue
Jacksonville, FL 32202

This Amendment ("**Amendment**") is entered into as of the Amendment Effective Date and made pursuant to the MLGW Electronic Bill & Presentment Contract No.12032 Contract dated 8/1/2018, as supplemented and amended from time to time (the "**Agreement**") by and between **Memphis Light, Gas and Water Division** ("**Client**") and **Fidelity Information Services, LLC** ("**FIS**" or "**Contractor**") (collectively, the "**Parties**").

WHEREAS, the Agreement governs the bill presentment solution known as BillerDirect provided by FIS to the Client; and

WHEREAS, the Parties acknowledge and reaffirm that the current Term of the Agreement expires on August 31, 2026; and

WHEREAS, the Parties desire to extend the Term of the Agreement and amend the Agreement as provided herein; and

WHEREAS, the BillerDirect solution will migrate to the FIS BillerIQ solution on or before January 1, 2027;

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein, and for other good and valuable consideration, the Parties agree as follows:

1. **Term Extension.** The Parties hereby reaffirm and acknowledge that the current term of the Agreement is set to expire on August 31, 2026 ("**Term**"). Effective as of such date, the Parties mutually agree to extend the Term of the Agreement to December 31, 2029.
2. **Migration to BillerIQ.** The Client acknowledges and agrees that FIS will discontinue the BillerDirect solution. Client must transition to the FIS BillerIQ solution on or before the date to be specified in the future general announcement regarding the phasing out of BillerDirect and its replacement with BillerIQ (the "**Migration**"), with such Migration being deemed a Modification to Services in accordance with Section XLV of the Agreement. The Client warrants that it will provide and make available the necessary staff and resources required to timely and comprehensively facilitate the Migration. FIS warrants that the functionalities of the Services will not be materially adversely affected by the Migration to BillerIQ. In the event that unforeseen issues arise during the Migration, FIS shall promptly notify the Client, and both Parties shall cooperate in good faith to resolve such issues. FIS shall bear any additional costs incurred due to unforeseen issues that are not attributable to the Client's actions or omissions. If the Migration results in any materially adverse impact on the functionalities of the Services, FIS shall take necessary steps to rectify such impact at no additional cost to the Client. The Client shall be responsible for ensuring that its systems and infrastructure are compatible with the BillerIQ solution.
3. **Notices.** Section VIII of the Agreement is amended to replace and update the notice contact of the Contractor.

As to Contractor:
Fidelity Information Services
347 Riverside Avenue
Jacksonville, FL 32202
Attn: Chief Legal Officer
4. **No Other Changes.** Except as expressly set forth in this Amendment, all other terms and conditions of the Agreement shall remain in full force and effect.
5. **Capitalized Terms.** All capitalized but undefined terms used in this Amendment shall have the meaning attributed to them in the Agreement.
6. **Counterparts.** This Amendment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signatures of Following Page]

IN WITNESS WHEREOF, the Client and FIS hereto have executed this Amendment as of the Amendment Effective Date.

MEMPHIS LIGHT, GAS AND WATER

FIDELITY INFORMATION SERVICES, LLC

Signature:

Signature:

Name:

Name:

Title:

Title:

*Reviewed and Approved
by Wayne Allen
05/12/2025
Mgr. Payments, Payroll, Banking*

MLGW Electronic Bill Presentment & Payment
Contract -12032 Extension Memo

A recommendation is being made to extend the existing contract with FIS Global for an additional 3-year period to allow our IT team sufficient time to transition from the Biller Direct, MLGW's current electronic bill presentment payment (EBPP) platform which will be discontinued on March 31, 2026, to FIS Global's new electronic bill presentment payment platform, Biller IQ. Also, this 3-year extension will allow our IT team the time to gather and develop requirements to solicit requests for proposals (RFP) in establishing a new electronic bill presentment payment platform. The 3-year contract extension total cost will be \$3,278,191.82 which covers:

- 1) ACH Account validation charges are applied based on the new checking accounts that customers add to their payment method online, customer changes to their stored ACH payment method online, and new one-time ACH payments customers make online. The cost per validation is \$0.045. The total cost for ACH Account validation is \$12,411.14.
- 2) IVR charges are applied based on payments made by phone. The cost per IVR transaction is \$0.162. The total cost for IVR transactions is \$21,479.64.
- 3) All payment charges are applied based on payments made by phone, web, and autopay. The cost per all payment transactions is \$0.0945. The total cost for all payment transactions is \$1,561,493.00.
- 4) Enrolled document charges are applied based on customer bills uploaded by FIS Global. The cost per enrolled document is \$0.117. The total cost for all enrolled documents is \$1,678,125.97.
- 5) Non-enrolled document charges are applied based on payments made by mail, community offices, authorized pay agent payments, etc. that are uploaded and appear in the customer payment summary online. The cost per non-enrolled document is \$0.0018. The total cost for non-enrolled documents is \$4,682.07.

There will be no increase in price for the enclosed contract extension.

Reviewed and Approved by
Wayne Allen
Mgr. of Payments, Payroll, Banking
05/16/

Contractor:

FIS Global

7/2/2025

Contract Number: 12032

	Actions	Date	Amount
Original Award	Award	4/18/2018	\$3,600,000.00
Change Order No. 1	This change was to expand the scope of work to adhere and comply with the National Automated Clearing House Association (“NACHA”) new WEB Debit Account Validation Rule with making the existing screening requirement explicit that “account validation” is part of a commercially reasonable fraudulent transaction detection in the funded amount of \$77,483.00. The contract term will remain through August 31, 2023.	6/2/2021	\$77,483.00
Change Order No. 2	This change was to extend the current contract for the period covering August 31, 2023 through July 31, 2026. The contract will remain through July 31, 2026 in the funded amount of \$3,650,490.00	12/21/2022	\$3,650,490.00
Current Contract Amount			\$7,327,973.00
Amount Paid to Date as of 6.09.25			\$5,478,484.55
Current Contract Balance			\$1,849,488.45
Change Order No. 3	<i>This change is to extend the current contract for the period covering August 31, 2026 through December 31, 2029 in the funded amount of \$3,278,191.82. The three (3) year extension period allows MLGW’s IT team time to gather and develop requirements to solicit a request for proposal (RFP) to establish a new electronic bill presentment payment platform.</i>	7/2/2025	\$3,278,191.82
Available Balance			\$5,127,680.27
Cumulative Contract Value			\$10,606,164.82
Note: MLGW's Payments, Payroll, and Banking Department will utilize the remaining balance during the current term.			

RESOLUTION SUMMARY

- 1. Short Title Description: Contract No. 12519 - Citrix License and Support Subscription (*formerly Contract No. C2632*)**
- 2. Funded amount: \$495,060.00**
- 3. Award duration: July 11, 2025 through July 10, 2028**
- 4. Type of bid: Sealed Bid**
- 5. Awarded to: Logicalis, Inc.**
- 6. Plain Language Description: Citrix is a digital workspace platform that provides secure and seamless access to applications for MLGW users—centralizing resources in a unified interface, improving productivity and provides a seamless user experience.**
- 7. Impact: MLGW chose Citrix for its robust security, scalability, and support for hybrid work environments and delivery of the Customer Information System (CIS), Geographical Information System (GIS), Power Plan, and other applications.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
July 2, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of Change No. 2 to Contract No. 12519, Citrix License and Support Subscription (*formerly Contract No. C2632*) with Logicalis, Inc. to ratify and renew the contract in the funded amount of \$495,060.00.

The project scope is to provide a Citrix license and annual support subscription services. Citrix Software is used to provide the desktop end user access to the following applications: CIS, GIS, ArcMap, SmartMeter, Mobile Dispatching, Industrial billing, Enterprise Scheduling System and PowerPlan. This keeps the application deployments running on centralized servers and provides for rapid deployment and updates of application code without the need to update every end-user device (desktop / laptop). MLGW's implementation is on-premise application access. This software has been in use since 2002 and is a leader in application virtualization. This management tool for application is used by internal and external users to simplify the application deployment/access. The contract award was selected based on the lowest and best bid received using the Sealed Bid process.

This change is to ratify and renew the current contract for annual Citrix software license, maintenance and support services for a three (3) year period covering July 11, 2025 through July 10, 2028 in the amount of \$495,060.00, which reflects a 20.3% increase in rates from the initial term due to recent FY25 changes to the Citrix Partner Program and subsequent pricing matrix. MLGW attempted to negotiate pricing to lower the 20.3% increase closer to the current CPI of 7%; however, the quote provided has a reduction and no other reductions could be made. This ratification and renewal complies with all applicable laws and policies. The new contract value is \$752,654.03.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 2 to Contract No. 12519, Citrix License and Support Subscription (*formerly Contract No. C2632*) with Logicalis, Inc. to ratify and renew the contract in the funded amount of \$495,060.00 as outlined in the foregoing preamble, is approved; and further,

THAT, the President, or his designated representative is authorized to execute the Ratification and Renewal.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of July 2, 2025 approved Change No. 2 to Contract No. 12519, Citrix License and Support Subscription (*formerly Contract No. C2632*) with Logicalis, Inc. to ratify, renew, and change the contract in the funded amount of \$495,060.00, and is now recommending to the Council of the City of Memphis that it approves said ratification, renewal, and change as approved; and

WHEREAS, the project scope is to provide a Citrix license and annual support subscription services. Citrix Software is used to provide the desktop end user access to the following applications: CIS, GIS, ArcMap, SmartMeter, Mobile Dispatching, Industrial billing, Enterprise Scheduling System and PowerPlan. This keeps the application deployments running on centralized servers and provides for rapid deployment and updates of application code without the need to update every end-user device (desktop / laptop). MLGW's implementation is on-premise application access. This software has been in use since 2002 and is a leader in application virtualization. This management tool for application is used by internal and external users to simplify the application deployment/access. The contract award was selected based on the lowest and best bid received using the Sealed Bid process; and

WHEREAS, this change is to ratify and renew the current contract for annual Citrix software license, maintenance and support services for a three (3) year period covering July 11, 2025 through July 10, 2028 in the amount of \$495,060.00, which reflects a 20.3% increase in rates from the initial term due to recent FY25 changes to the Citrix Partner Program and subsequent pricing matrix. MLGW attempted to negotiate pricing to lower the 20.3% increase closer to the current CPI of 7%; however, the quote provided has a reduction and no other reductions could be made. This ratification and renewal complies with all applicable laws and policies. The new contract value is \$752,654.03 This ratification and renewal complies with all applicable laws and policies. The new contract value is \$752,654.03; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved Change No. 2 to Contract No. 12519, Citrix License and Support Subscription (*formerly Contract No. C2632*) with Logicalis, Inc. to ratify and renew the contract in the funded amount of \$495,060.00 as approved.

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION
CITY OF MEMPHIS
CONTRACT NUMBER 12519 (formerly Contract No. C2632)

CONTRACT CHANGE NO. 2
DATE OF CHANGE JULY 2, 2025
SHEET 1 OF 4

TO: MR. CASEY WEST

LOGICALIS, INC.

2600 S. TELEGRAPH ROAD, SUITE 200

BLOOMFIELD HILLS, MI 48302

YOU ARE ADVISED THAT THE MEMPHIS LIGHT, GAS AND WATER DIVISION, CITY OF MEMPHIS, MEMPHIS, TENNESSEE HEREBY AUTHORIZES THE FOLLOWING CHANGE IN REGARDS TO THE ABOVE CONTRACT NUMBER. CONTRACTOR AGREES TO BE BOUND BY ALL OF THE TERMS AND CONDITIONS OF SAID CONTRACT AND PREVIOUS CHANGES.

THE PROJECT SCOPE IS TO PROVIDE A CITRIX LICENSE AND ANNUAL SUPPORT SUBSCRIPTION SERVICES. CITRIX SOFTWARE IS USED TO PROVIDE THE DESKTOP END USER ACCESS TO THE FOLLOWING APPLICATIONS: CIS, GIS, ARCMAP, SMARTMETER, MOBILE DISPATCHING, INDUSTRIAL BILLING, ENTERPRISE SCHEDULING SYSTEM AND POWERPLAN. THIS KEEPS THE APPLICATION DEPLOYMENTS RUNNING ON CENTRALIZED SERVERS AND PROVIDES FOR RAPID DEPLOYMENT AND UPDATES OF APPLICATION CODE WITHOUT THE NEED TO UPDATE EVERY END-USER DEVICE (DESKTOP / LAPTOP). MLGW'S IMPLEMENTATION IS ON-PREMISE APPLICATION ACCESS. THIS SOFTWARE HAS BEEN IN USE SINCE 2002 AND IS A LEADER IN APPLICATION VIRTUALIZATION. THIS MANAGEMENT TOOL FOR APPLICATION IS USED BY INTERNAL AND EXTERNAL USERS TO SIMPLIFY THE APPLICATION DEPLOYMENT/ACCESS. THE CONTRACT AWARD WAS SELECTED BASED ON THE LOWEST AND BEST BID RECEIVED USING THE SEALED BID PROCESS.

THIS CHANGE IS TO RATIFY AND RENEW THE CURRENT CONTRACT FOR ANNUAL CITRIX SOFTWARE LICENSE, MAINTENANCE AND SUPPORT SERVICES FOR A THREE (3) YEAR PERIOD COVERING JULY 11, 2025 THROUGH JULY 10, 2028 IN THE AMOUNT OF \$495,060.00, WHICH REFLECTS A 20.3% INCREASE IN RATES FROM THE INITIAL TERM DUE TO RECENT FY25 CHANGES TO THE CITRIX PARTNER PROGRAM AND SUBSEQUENT PRICING MATRIX. MLGW ATTEMPTED TO NEGOTIATE PRICING TO LOWER THE 20.3% INCREASE CLOSER TO THE CURRENT CPI OF 7%; HOWEVER, THE QUOTE PROVIDED HAS A REDUCTION AND NO OTHER REDUCTIONS COULD BE MADE. THIS RATIFICATION AND RENEWAL COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$752,654.03.

CHANGE IN CONTRACT PRICE:

Contract Amount	\$257,594.03
Change Amount	<u>\$495,060.00</u> - Change No. <u>2</u>
Total Contract Amount	\$752,654.03

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

APPROVED BY THE PRESIDENT

DATE

BOARD RESOLUTION TRANSMITTAL

Board Meeting Date: 7/2/2025

12519 (formerly Contract

No. C2632)

Expenditure Org Executive: Lashell VaughnSpecialist: Jessica Payne

Contract Number: _____

Purchase Commodity: _____

Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	352300 / Jonathan Thomas, 901-729-8472 jthomas@mlgw.org	
Scope: Contract <input checked="" type="checkbox"/> Purchase _____ Other _____	The project scope is to provide a Citrix license and annual support subscription services. Citrix Software is used to provide the desktop end user access to the following applications: CIS, GIS, ArcMap, SmartMeter, Mobile Dispatching, Industrial billing, Enterprise Scheduling System and PowerPlan. This keeps the application deployments running on centralized servers and provides for rapid deployment and updates of application code without the need to update every end-user device (desktop / laptop). MLGW's implementation is on-premise application access. This software has been in use since 2002 and is a leader in application virtualization. This management tool for application is used by internal and external users to simplify the application deployment/access.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to ratify and renew the current contract for annual Citrix software license, maintenance and support services for a three (3) year period covering July 11, 2025 through July 10, 2028.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW's Netter's Building Data Center.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists for continued use of the Citrix Software subscription. Citrix software is used to provide End User access to applications such as CIS, GIS, PowerPlan, Meter Data Management, AppManager and other applications.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? (Bid or RFP) Sealed Bid		

BUDGET:

Amount Requested

2025 Budget*

Amount Spent Year-to-Date

2025 Budget Balance Available

Budget Balance After Award

Total	In 2025 Budget Year	After Budget Year
\$ 495,060.00	\$ 165,020.00	\$ 330,040.00
\$ 15,054,060.00		
\$ 3,597,639.34	\$ 11,456,420.66	
	\$ 11,291,400.66	

*Please indicate category (O&M or Capital).

☒ O&M☐ Capital

Project

Expenditure Organization

Expenditure Type

Task

Information Technology

0352300 Information Technology

IS Other

Admin Expense

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -

APPROVED:

Ronda Croft

Budget & Financial Planning

06.09.2025

Date

Rev. 11/01/2018



MEMPHIS LIGHT, GAS & WATER

Customer Contact

Name: Jonathan Thomas
Email: jthomas@mlgw.org
Address: 1665 Whitten Rd
 Memphis, TN 38134

Quote Fields

Quote Number: SWS15940098-V0
Quote Date: 4/23/2025
Quote Expiration: 4/23/2025

Notes

***Please provide billing address below if it is different than address at top of the page

3YR Annual Billing

Citrix - Services Support Quotation

QTV 4.07.15.166275

Account Representative

Name: Mark Carter
Email: mark.carter@us.logicalis.com
Phone: 865-531-0403

Service Representative

Name: Casey West
Email: casey.west@us.logicalis.com
Phone: 704-491-2740

Casey West

Quote Summary

Contract ID	Price
MLGW-Citrix 3YR_39112200	\$495,060.00
Total	\$495,060.00

DocuSigned by:

Renetta F. Leure

4872D33804474F3...

DocuSigned by:

Timothy D McEwen

FA836CAAD00544F...

DocuSigned by:

Albert Brooks

4D01B44CFE69409...

The terms of the Terms and Conditions of Purchase between Memphis Light, Gas & Water and Logicalis, dated 11/28/2018 are incorporated herein by reference.

Total excludes all taxes; appropriate tax will be applied upon invoicing.

Cancellation Policy: Complementary Vendors retain a no return policy; therefore, all sales are final once order authorization is received and processed.

Reinstatement Fee's: Any lapsed support agreement will be subject to penalty fees per vendor T&C's

Authorized Signature _____ Date: _____

Part Number	QTY	Part Description	Contract ID	Service Part Number	Service Description	Start Date	End Date	Extended Price	Address	City	State	Zip	Country	A
6002995	1000	Citrix Universal for Hybrid Multi Cloud	MLGW-Citrix 3YR_39112200	6002995	Subscription Renewal	07/11/2025	07/10/2026	\$ 165,020.00						
6002995	1000	Citrix Universal for Hybrid Multi Cloud	MLGW-Citrix 3YR_39112200	6002995	Subscription Renewal	07/11/2026	07/10/2027	\$ 165,020.00						
6002995	1000	Citrix Universal for Hybrid Multi Cloud	MLGW-Citrix 3YR_39112200	6002995	Subscription Renewal	07/11/2027	07/10/2028	\$ 165,020.00						

us.logicalis.com

Logicalis
2600 West Big Beaver Road, Suite 150
Troy, MI 48084

t +1 (248) 957-5600
f +44 (x) xxxx xxxxxx

us.logicalis.com

SUBJECT: 2025-2026 RENEWAL of Citrix Subscription

Dear Jonathan Thomas

This letter is for the acceptance of the 2025-2026 Citrix renewal quote "MLGW-Citrix 3YR_39112200" attached.

Citrix will continue to provide support and services under the existing contract through 7/10/25. The renewal term is 7/11/25 – 7/10/28. This is a three-year annual billing agreement in the amount of \$495,060, consisting of 3 payments of \$165,020. Net annual increase over last year in the amount of \$27,885.97. The increased subscription cost is due to recent FY25 changes to the Citrix Partner Program and subsequent pricing matrix.

Thank you for your attention to this matter.

Thank you,

Casey West

Sr Licensing & Renewals Sales Specialist

Logicalis Inc

Tel: 704-491-2740

casey.west@us.logicalis.com

DocuSigned by:

Renetta F. Lemire

4872D33804474F3...
4/24/2025

DocuSigned by:

Timothy D McEwen

FA836CAAD00544F...
4/24/2025

DocuSigned by:

Albert Brooks

4D01B44CFE69409...
4/25/2025

Contractor:

Logicalis, Inc.

7/2/2025

Contract Number: 12519 (formerly Contract No. C2632)

Actions		Date	Amount
Original Award 07.11.23			\$120,460.00
Change Order No. 1	This change is to ratify and renew the current contract for annual Citrix software license, maintenance and support services for the period of July 11, 2024 through July 10, 2025 in the amount of \$137,134.03. In addition, this change is to reflect the license transition and name change (Univ Premium Concurrent to Citrix Universal Hybrid Multi-Cloud) due to Citrix modifying their licensing structure. This renewal reflects a negotiated 14% cost increase from the initial term as a result of the change in the licensing structure and increased pricing that was effective on March 1, 2024.	7/3/2024	\$137,134.03
Current Contract Amount			\$257,594.03
Amount Paid to Date as of 06.09.25			\$257,594.03
Current Contract Balance			\$0.00
Change Order No. 2	<i>This change is to ratify and renew the current contract for annual Citrix software license, maintenance and support services for a three (3) year period covering July 11, 2025 through July 10, 2028 in the amount of \$495,060.00, which reflects a 20.3% increase in rates from the initial term due to recent FY25 changes to the Citrix Partner Program and subsequent pricing matrix. MLGW attempted to negotiate pricing to lower the 20.3% increase closer to the current CPI of 7%; however, the quote provided has a reduction and no other reductions could be made.</i>	7/2/2025	\$495,060.00
Available Balance			\$495,060.00
Cumulative Contract Value			\$752,654.03

RESOLUTION SUMMARY

- 1. Short title description – 12507 (formerly Contract No. C2605) - Microsoft Support Modern Engineer**
- 2. Funded Amount - \$218,257.00**
- 3. Award Duration – Second of four (4) annual renewals (July 7, 2025 through July 6, 2026)**
- 4. Type of Bid – Sealed Bid**
- 5. Awarded to – Crayon Software Experts, LLC**
- 6. Plain Language Description – A Support Modern Engineer at Microsoft focuses on helping customers with cloud services. Examples of these services would be Teams, OneDrive, Intune, SharePoint, Copilot, etc. This role involves troubleshooting, resolving issues, and potentially escalating complex problems to ensure customer satisfaction.**
- 7. Impact – Not having Microsoft Support Modern Engineers would result in the decline of support and troubleshooting resources, as well as training in the realm of Microsoft cloud services. This would also include decreased efficiency, a possible increase in security vulnerabilities, and slower adoption/implementation and potential compatibility issues with newer technologies.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
July 2, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of Change No. 2 to Contract No. 12507 (*formerly Contract No. C2605*), Microsoft Support Modern Engineer with Crayon Software Experts, LLC to ratify and renew the current contract in the funded amount of \$218,257.00.

The project scope is to provide Microsoft Enterprise Services and Modern Engineer Services. The Microsoft Modern Engineer is a designated Microsoft Representative who provides technical support, upgrade assistance, problem resolution for Microsoft products, specifically Microsoft 365, formerly Office 365. The contract award was selected based on the lowest and best bid received using the Sealed Bid process.

This change is to ratify and renew the contract for the second of four (4) annual renewal terms for the period covering July 7, 2025 through July 6, 2026 in the amount of \$218,257.00 which reflects a negotiated 24.8% increase in rates from the initial term. The cost increase is due to the addition of engineers and extra credit hours this term, needed to support the implementation of new technologies in MLGW's environment. Additionally, MLGW was given two (2) discounts in the amounts of \$25,000.00 and \$50,098.00, reducing the original quoted price by 25.6%. This ratification and renewal complies with all applicable laws and policies. The new contract value is \$556,233.04.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 2 to Contract No. 12507 (*formerly Contract No. C2605*), Microsoft Support Modern Engineer with Crayon Software Experts, LLC to ratify and renew the current contract in the funded amount of \$218,257.00, as outlined in the above preamble, is approved; and further,

THAT, the President, or his designated representative is authorized to execute the Ratification and Renewal.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of July 2, 2025 approved Change No. 2 to Contract No. 12507 (*formerly Contract No. C2605*), Microsoft Support Modern Engineer with Crayon Software Experts, LLC to renew the current contract in the funded amount of \$218,257.00, and is now recommending to the Council of the City of Memphis that it approves said ratification and renewal as approved; and

WHEREAS, the project scope is to provide Microsoft Enterprise Services and Modern Engineer Services. The Microsoft Modern Engineer is a designated Microsoft Representative who provides technical support, upgrade assistance, problem resolution for Microsoft products, specifically Microsoft 365, formerly Office 365. The contract award was selected based on the lowest and best bid received using the Sealed Bid process; and

WHEREAS, this change is to ratify and renew the contract for the second of four (4) annual renewal terms for the period covering July 7, 2025 through July 6, 2026 in the amount of \$218,257.00 which reflects a negotiated 24.8% increase in rates from the initial term. The cost increase is due to the addition of engineers and extra credit hours this term, needed to support the implementation of new technologies in MLGW's environment. Additionally, MLGW was given two (2) discounts in the amounts of \$25,000.00 and \$50,098.00, reducing the original quoted price by 25.6%. This ratification and renewal complies with all applicable laws and policies. The new contract value is \$556,233.04; and

NOW THEREFORE BE IT RESOLVED BY THE Council of the City of Memphis, that there be and is hereby approved Change No. 2 to Contract No. 12507 (*formerly Contract No. C2605*), Microsoft Support Modern Engineer with Crayon Software Experts, LLC to ratify and renew the current contract in the funded amount of \$218,257.00 as approved.

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION
 CITY OF MEMPHIS
 CONTRACT NUMBER 12507 (formerly Contract No. C2605)

CONTRACT CHANGE NO. 2
 DATE OF CHANGE JULY 2, 2025
 SHEET 1 OF 3

TO: TINA ALBUS
CRAYON SOFTWARE EXPERTS, LLC
12221 MERIT DRIVE, SUITE 800
DALLAS, TX 75251

YOU ARE ADVISED THAT THE MEMPHIS LIGHT, GAS AND WATER DIVISION, CITY OF MEMPHIS, MEMPHIS, TENNESSEE HEREBY AUTHORIZES THE FOLLOWING CHANGE IN REGARD TO THE ABOVE CONTRACT NUMBER. THE CONTRACTOR AGREES TO BE BOUND BY ALL OF THE TERMS AND CONDITIONS OF SAID CONTRACT AND PREVIOUS CHANGES.

THE PROJECT SCOPE IS TO FURNISH SUPERVISION, LABOR, TRANSPORTATION, EQUIPMENT AND MATERIAL TO PROVIDE MICROSOFT ENTERPRISE SERVICES AND MODERN ENGINEER. THE MICROSOFT MODERN ENGINEER IS A DESIGNATED MICROSOFT REPRESENTATIVE WHO PROVIDES TECHNICAL SUPPORT, UPGRADE ASSISTANCE, PROBLEM RESOLUTION FOR MICROSOFT PRODUCTS, SPECIFICALLY MICROSOFT 365, FORMERLY OFFICE 365. THE CONTRACT AWARD WAS SELECTED BASED ON THE LOWEST AND BEST BID RECEIVED USING THE SEALED BID PROCESS.

THIS CHANGE IS TO RATIFY AND RENEW THE CONTRACT FOR THE SECOND OF FOUR (4) ANNUAL RENEWAL TERMS FOR THE PERIOD COVERING JULY 7, 2025 THROUGH JULY 6, 2026 IN THE AMOUNT OF \$218,257.00 WHICH REFLECTS A NEGOTIATED 24.8% INCREASE IN RATES FROM THE INITIAL TERM. THE COST INCREASE IS DUE TO THE ADDITION OF ENGINEERS AND EXTRA CREDIT HOURS THIS TERM NEEDED TO SUPPORT THE IMPLEMENTATION OF NEW TECHNOLOGIES IN MLGW'S ENVIRONMENT. ADDITIONALLY, MLGW WAS GIVEN TWO (2) DISCOUNTS IN THE AMOUNTS OF \$25,000.00 AND \$50,098.00, REDUCING THE ORIGINAL QUOTED PRICE BY 25.6%. THIS RATIFICATION AND RENEWAL COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$556,233.04.

CHANGE IN CONTRACT PRICE:

Contract Value	\$ 337,976.04
Change Amount	<u>\$ 218,257.00</u> - Change No. <u>2</u>
Total Contract Amount	\$ 556,233.04

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

APPROVED BY THE PRESIDENT _____

DATE _____

BOARD RESOLUTION TRANSMITTAL

Board Meeting Date: 7/2/2025

12507 (formerly Contract

No. C2605

Expenditure Org Executive: Lashell Vaughn
Specialist: Jessica PayneContract Number:
Purchase Commodity:

Other (Non-Procurement Items):

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Office Automation / Kevin Dammond / (901) 729-8327 / kdammond@mlgw.org	
Scope: Contract <input checked="" type="checkbox"/> <u> </u> Purchase <input type="checkbox"/> <u> </u> Other <input type="checkbox"/> <u> </u>	The project scope is to furnish supervision, labor, transportation, equipment and material to provide Microsoft Enterprise Services and Modern Engineer. The Microsoft Modern Engineer is a designated Microsoft Representative who provides technical support, upgrade assistance, problem resolution for Microsoft products, specifically Microsoft 365, formerly Office 365.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to ratify and renew the contract for the second of four (4) annual renewal terms for the period covering July 7, 2025 through July 6, 2026.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW's Administration and Netters Buildings.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to continue utilizing Microsoft Enterprise Services and Modern Engineer which allows access to Microsoft's helpdesk, training, and new products.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? (Bid or RFP) Sealed Bid		

BUDGET:

Amount Requested

2025 Budget*

Amount Spent Year-to-Date

2025 Budget Balance Available

Budget Balance After Award

Total	In 2025 Budget Year	After Budget Year
\$ 218,257.00	\$ 218,257.00	\$ -
\$ 15,504,060.00		
\$ 3,597,639.34	\$ 11,906,420.66	
	\$ 11,688,163.66	

*Please indicate category (O&M or Capital).

☒ O&M☐ Capital

Project

Expenditure Organization

Expenditure Type

Task

Information Technology

0352300 Information Technology

IS Other

Admin Expense

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -

APPROVED:

Ronda Croft

Budget & Financial Planning

06.19.2025

Date

Rev. 11/01/2018

Customer

Memphis, Light, Gas and Water
220 South Main Street
Memphis, TN 38103
Phone: 901-528-4020

Kevin Dammond
220 S. Main
Memphis, TN 38103

**SUBJECT: Memphis Light Gas & Water – Microsoft Enterprise Services & Modern Engineer
Contract No.: C2605 7/7/2025 – 7/6/2026**

Dear Kevin,

This letter serves as Crayon's acceptance to continue delivering the services as outlined in contract no.: C2605 Microsoft Enterprise Services & Modern Engineer. This contract is for a term of one (1) year from 07/07/2025 to 07/06/2026 for the amount of \$218,527.00 with the option to proceed with two (2) additional annual renewals.

This is a 24.8% increase from last year's cost of \$174,934.25. A large reason for this increase is due to the addition of engineers and credit hours added for this term. These resources are needed to assist with new technologies being implemented into the MLGW environment.

Prior terms:

Year 1: The initial term of this contract was 07/07/2023 to 07/06/2024 for the amount of \$163,041.79

Year 2: \$174,934.25 – Contract term 07/07/2024 to 07/06/2025. Base price \$163,041.79 augmented with Service Source in the amount of \$11,892.46. (7.3% increase)

Best, 
JD Helms (Jun 6, 2025 15:44 EDT)

JD Helms

SVP Operations & Delivery, US | Crayon Software Experts LLC



Signed by:
Kevin Dammond
9807EC85CBC24D6...

6/9/2025

DocuSigned by:
Clinton Ward
AEF1BFBD1E1A451...

6/9/2025



4.25.2025

Customer
Memphis Light, Gas and Water
220 South Main Street
Memphis, TN 38103
Phone: 901-528-4020

Quoted by:
Crayon Software Experts LLC
12221 Merit Drive, Suite
Dallas, TX 75251
Tina Albus
Phone: 469-329-0290
sled.us@crayon.com

Memphis Light Gas & Water - Microsoft Enterprise Services and Modern Engineer
Contract Number C2605 7/7/2025 - 7/6/2026

Table B-Support Services Fees

Services Summary	Billing Date	Fee USD
Broker Unified Enterprise Support - 2025-26	7/7/2025	52,175.00
Broker Unified Proactive Services Add on Unified Proactive Svcs Enterprise Modern Work - 2025-26	7/7/2025	79,900.00
Broker Enhanced Designated Engineering Data Security - 2025-26	7/7/2025	161,280.00
Broker Unified Enterprise Support Broker Add-on - 2025-26	7/7/2025	0.00
Subtotal		293,355.00
Flex Allowance		(25,000.00)
Other Adjustments		(50,098.00)
Total Fees (excluding taxes)		\$ 218,257.00

Billing Schedule	Billing Date (M/d/yyyy)	Fee USD
Unified Support	7/7/2025	218,257.00
Total Fees (excluding taxes)		\$ 218,257.00

Signed by:
Kevin Dammond
9807EC85CBC24D6...
6/9/2025

DocuSigned by:
Clinton Ward
AEF1BFBD1E1A451...
6/9/2025

Contractor:

Crayon Software Experts, LLC

7/2/2025

Contract Number: 12507 (formerly Contract No. C2605)

Actions		Date	Amount
Original Award 06.30.2023			\$163,041.79
Change Order No. 1	This change is to renew the contract for the first of four (4) annual renewal terms for the period covering July 7, 2024 through July 6, 2025 in the amount of \$174,934.25, which reflects a negotiated 7.3% increase in rates from the initial term. The cost increase is the result of price augmentation from the service source (Microsoft).	5/1/2024	\$174,934.25
Current Contract Amount			\$337,976.04
Amount Paid to Date as of 06.09.24			\$337,976.04
Current Contract Balance			\$0.00
Change Order No. 2	<i>This change is to ratify and renew the contract for the second of four (4) annual renewal terms for the period covering July 7, 2025 through July 6, 2026 in the amount of \$218,257.00 which reflects a negotiated 24.8% increase in rates from the initial term. The cost increase is due to the addition of engineers and extra credit hours this term, needed to support the implementation of new technologies in MLGW's environment. Additionally, MLGW was given two (2) discounts in the amounts of \$25,000.00 and \$50,098.00, reducing the original quoted price by 25.6%.</i>	7/2/2025	\$218,257.00
Available Balance			\$218,257.00
Cumulative Contract Value			\$556,233.04

RESOLUTION SUMMARY

- 1. Short title description – Contract No. 12516 (formerly Contract No. C2610) – Security Automation Installation and Service Agreement**
- 2. Funded Amount - \$187,000.00**
- 3. Award Duration – Second of four (4) annual renewals (July 10, 2025 through July 9, 2026)**
- 4. Type of Bid – Sole Source**
- 5. Awarded to – Access Control Integration, Inc.**
- 6. Plain Language Description – This contract provides access, video and alarm services and installations on MLGW Properties.**
- 7. Impact – This contract allows for repair, replacement and installation of access control hardware and software, video equipment and alarm systems.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
July 2, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of Change No. 2 to Contract No. 12516 (*formerly C2610*), Security Automation Installation and Service Agreement with Access Control Integration, Inc., to ratify and renew the current contract in the funded amount of \$187,000.00.

The project scope is for the Contractor to provide installation, repair, replacement, and maintenance of security systems at various MLGW locations throughout Memphis and Shelby County, Tennessee. The contract was awarded by utilizing the Sole Source selection process.

This change is to ratify and renew the current contract for the second of four (4) annual renewal terms for the period covering July 10, 2025 through July 9, 2026 in the amount of \$187,000.00, with a change in some of the rates from the previous term. The rate change is due to manufacturer's end-of-life products and discontinued products by each of the respected manufacturers. MLGW is requesting approval of this sole source renewal, which can only be provided by Access Control Integration, Inc. as ACI is the only company able to inspect, service, and maintain MLGW's existing Access Control System, Lenel Picture Perfect, and Lenel OnGuard. This sole source ratification and renewal complies with all applicable laws and policies. The new contract value is \$561,000.00.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 2 to Contract No. 12516 (*formerly C2610*), Security Automation Installation and Service Agreement with Access Control Integration, Inc., to ratify and renew the current contract

in the funded amount of \$187,000.00, as outlined in the above preamble, is approved; and further,

THAT, the President, or his designated representative is authorized to execute the Ratification and Renewal.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of July 2, 2025 approved Change No. 2 to Contract No. 12516 (*formerly C2610*), Security Automation Installation and Service Agreement with Access Control Integration, Inc., to ratify and renew the current contract in the funded amount of \$187,000.00, and is now recommending to the Council of the City of Memphis that it approves said renewal as approved; and

WHEREAS, the project scope is for the Contractor to provide installation, repair, replacement, and maintenance of security systems at various MLGW locations throughout Memphis and Shelby County, Tennessee. The contract was awarded by utilizing the Sole Source selection process; and

WHEREAS, this change is to ratify and renew the current contract for the second of four (4) annual renewal terms for the period covering July 10, 2025 through July 9, 2026 in the amount of \$187,000.00, with a change in some of the rates from the previous term. The rate change is due to manufacturer's end-of-life products and discontinued products by each of the respected manufacturers. MLGW is requesting approval of this sole source renewal, which can only be provided by Access Control Integration, Inc. as ACI is the only company able to inspect, service, and maintain MLGW's existing Access Control System, Lenel Picture Perfect, and Lenel OnGuard. This sole source ratification and renewal complies with all applicable laws and policies. The new contract value is \$561,000.00; and

NOW THEREFORE BE IT RESOLVED BY THE Council of the City of Memphis, that there be and is hereby approved Change No. 2 to Contract No. 12516 (*formerly C2610*), Security Automation Installation and Service Agreement with Access Control Integration, Inc., to ratify and renew the current contract in the funded amount of \$187,000.00 as approved.

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS, AND WATER DIVISION
CITY OF MEMPHIS
CONTRACT NUMBER 12516 (formerly C2610)

CONTRACT CHANGE NO. 2
DATE OF CHANGE JULY 2, 2025
SHEET 1 OF 3

TO: MIKE LEE

ACCESS CONTROL INTEGRATION, INC.

1010 STAGE

MEMPHIS, TN 38134

YOU ARE ADVISED THAT THE MEMPHIS LIGHT, GAS AND WATER DIVISION, CITY OF MEMPHIS, MEMPHIS, TENNESSEE HEREBY AUTHORIZES THE FOLLOWING CHANGE IN REGARD TO THE ABOVE CONTRACT NUMBER. THE CONTRACTOR AGREES TO BE BOUND BY ALL OF THE TERMS AND CONDITIONS OF SAID CONTRACT AND PREVIOUS CHANGES.

THE PROJECT SCOPE IS FOR THE CONTRACTOR TO PROVIDE INSTALLATION, REPAIR, REPLACEMENT, AND MAINTENANCE OF SECURITY SYSTEMS AT VARIOUS MLGW LOCATIONS THROUGHOUT MEMPHIS AND SHELBY COUNTY, TENNESSEE. THE CONTRACT WAS AWARDED BY UTILIZING THE SOLE SOURCE SELECTION PROCESS.

THIS CHANGE IS TO RATIFY AND RENEW THE CURRENT CONTRACT FOR THE SECOND OF FOUR (4) ANNUAL RENEWAL TERMS FOR THE PERIOD COVERING JULY 10, 2025 THROUGH JULY 9, 2026 IN THE AMOUNT OF \$187,000.00, WITH A CHANGE IN SOME OF THE RATES FROM THE PREVIOUS TERM. THE RATE CHANGE IS DUE TO MANUFACTURER'S END-OF-LIFE PRODUCTS AND DISCONTINUED PRODUCTS BY EACH OF THE RESPECTED MANUFACTURERS. MLGW IS REQUESTING APPROVAL OF THIS SOLE SOURCE RENEWAL, WHICH CAN ONLY BE PROVIDED BY ACCESS CONTROL INTEGRATION, INC. AS ACI IS THE ONLY COMPANY ABLE TO INSPECT, SERVICE, AND MAINTAIN MLGW'S EXISTING ACCESS CONTROL SYSTEM, LENEL PICTURE PERFECT, AND LENEL ONGUARD. THIS SOLE SOURCE RATIFICATION AND RENEWAL COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$561,000.00.

CHANGE IN CONTRACT PRICE:

Contract Value	\$374,000.00
Change Amount	<u>\$187,000.00</u> - Change No. <u>2</u>
Total Contract Amount	\$561,000.00

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

APPROVED BY THE PRESIDENT

DATE

BOARD RESOLUTION TRANSMITTAL

Board Meeting Date: 7/2/2025Expenditure Org Executive: Von Goodloe
Specialist: Jessica PayneContract Number: 12516 (formerly Contract No. C2688)
Purchase Commodity: _____
Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Security Automation/ Larry Bailey 901-238-1932 / Lbailey@mlgw.org	
Scope: <u>Contract x</u> <u>Purchase</u> <u>Other</u>	The project scope is for the Contractor to provide installation, repair, replacement, and maintenance of security systems at various MLGW locations throughout Memphis and Shelby County, Tennessee.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to ratify and renew the current contract for the second of four (4) annual renewal terms for the period covering July 10, 2025 through July 9, 2026.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at various MLGW facilities.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to perform access control services on various MLGW properties on an as needed basis.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? (Bid or RFP) Sole Source		

BUDGET:

Amount Requested

2025 Budget*

Amount Spent Year-to-Date

2025 Budget Balance Available

Budget Balance After Award

Total	In 2025 Budget Year	After Budget Year
\$ 187,000.00	\$ 187,000.00	\$ -
\$ 645,000.00		
\$ 42,832.60	\$ 602,167.40	
	\$ 415,167.40	

*Please indicate category (O&M or Capital).

☒ O&M☐ Capital

Project

Expenditure Organization

Expenditure Type

Task

Security Automation R2018

0361110 Security Automation and Operations C

Contracted Svc-Other

Admin Expense

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
			\$ -

APPROVED:

Ronda Croft

05.29.2025

Budget & Financial Planning

Date

Rev. 11/01/2018

ACI

Access Control Integration, Inc.

PROPOSAL SUBMITTED TO:

May 9, 2025

Attn: Larry M. Bailey
Supervisor
Memphis Light Gas and Water
Security Automation
Memphis, TN

Re: Contract NO. C2610 Security Automation Installation & Service Agreement 1

Based on the current contract structure and pricing, Access Control Integration, Inc., is in agreement, to enter into the extension period as outlined under the current contract.

This agreement will also include but not limited to, UTC Lenel Onguard Access Control Software, Access Control Panels & Components, Readers, Electrified Locks & Devices, Automated Vehicle and Pedestrian Gates which may be integrated or controlled for Access, Intrusion Detection System, CCTV System Analog / IP & Intercom Systems.

All new pricing as noted with the following exceptions noted on page #2. These changes in the product lines are due to the manufactures, end-of-life products & discontinued products, by each of the respected manufacturers. We have also included/noted the new manufactures model numbers, with updated pricing for the specified equipment outlined on these pages.

The good faith pricing inside this contract is subject to change due to the ongoing increases in tariffs around the world. If/when pricing changes we will notify MLG&W.

The new replacement model numbers are noted by *. All equipment availability is based on the manufacturers' current inventory at the time of order. Some of the equipment may have long lead times due to the current supply chain issues.

We hope this information is helpful in moving your project forward. If you should need any additional information, please feel free to call us. Thank you again for allowing ACI to work with you on your security projects.

Mike Lee



1010 Stage
(901) 380-5527

Memphis, TN 38134
Fax (901) 380-5528

DocuSigned by:
Larry Bailey
BF215EDDAD4748E

5/13/2025

Signed by:
Tony Kesser
230462C3B705481

5/13/2025

Page 2 New Equipment Pricing and Manufactures replacement Model/Part Number
 Contract NO. C2610 Security Automation Installation & Service Agreement. 1

The additional Equipment to be added as is follows, with the updated pricing moving forward.

BB-3a III-Cabling

a.	18/4 Plenum Cabling	New Price	\$.56 per ft
b.	22/6 Plenum Cabling	New Price	\$.43 per ft
d.	CAT6 Plenum Cabling	New Price	\$.53 per ft
	CAT 6 Riser PVC	New Price	\$.34 per ft

BB-3a IV. Readers

a.	GE Proxy Card Reader all models	Discontinued	
b.	HID Prox Card Reader* HU-40NKS0000	New Price	\$ 354.00
c.	Transition Reader MT-15 Mullion	New Price	\$ 350.00
d.	Transition Reader MT-11	New Price	\$ 350.00

BB-3b V. Replacement Equipment

a.	Micro 5 Processors	Discontinued	
b.	PXN + cards	Discontinued	
c.	Lenel LNL-3300-M5	EOL	Discontinued
d.	Lenel LNL-1380-M5-8RP	EOL	Discontinued
e.	Lenel LNL-1100-M5-20-DI	EOL	Discontinued
f.	Lenel LNL-1200-M5-16-DO	EOL	Discontinued
g.	Lenel LNL-M3300*	New Price	\$2,600.00
h.	Lenel LNL-8000	New Price	\$ 862.00
i.	Lenel LNL-1300S-3*	New Price	\$ 415.00
j.	Lenel LNL-1320S-3*	New Price	\$ 865.00
k.	Lenel LNL-X2220*	New Price	\$2,399.00
l.	Lenel LNL-1100S-3*	New Price	\$ 955.00
m.	Lenel LNL-1200S-3*	New Price	\$ 955.00
n.	GE-NX8 Control Panel	Discontinued	
o.	GE-NX8148E Key Pad	Discontinued	
p.	ELK-M1GSYS4STW	Removed per MLG&W	
q.	ELK-M1GSYS4	Removed per MLG&W	
r.	Bosch B8512G Alarm Panel*	Removed per MLG&W	
s.	Pelco ENC5516 Encoder	Removed per MLG&W	
t.	Pelco ENC5400-4Port Host Card	Removed per MLG&W	
u.	Pelco IP DVR 16TB DSSRV2-160-US	Removed per MLG&W	

BB-3C Hourly Service Rates

Cost for Regular Hourly Service Rate	New Rate	\$145.00
Cost for Emergency/On Call Hourly Service Rate	New Rate	\$185.00

Contractor:

Access Control Integration, Inc.

7/2/2025

Contract Number: 12516 (formerly C2610)

Actions		Date	Amount
Original Award 04.21.2023			\$187,000.00
Change Order No. 1	This change was to renew the current contract for the first of four (4) annual renewal terms for the period covering July 10, 2024 through July 9, 2025 in the amount of \$187,000.00, with no increase in rates from the initial term. This renewal will also include but not be limited to, UTC Lenel OnGuard Access Control Software, Access Control Panels & Components, Readers, Electrified Locks & Devices, Automated Vehicle & Pedestrian Gates which may be integrated or controlled for Access, Intrusion Detection System, CCTV System Analog/IP & Intercom Systems.	6/19/2024	\$187,000.00
Current Contract Amount			\$374,000.00
Amount Paid to Date as of 06.09.2025			\$168,322.44
Current Contract Balance			\$205,677.56
Change Order No. 2	<i>This change is to ratify and renew the current contract for the second of four (4) annual renewal terms for the period covering July 10, 2025 through July 9, 2026 in the amount of \$187,000.00, with a change in some of the rates from the previous term. The rate change is due to manufacturer's end-of-life products and discontinued products by each of the respected manufacturers. MLGW is requesting approval of this sole source renewal, which can only be provided by Access Control Integration, Inc. as ACI is the only company able to inspect, service, and maintain MLGW's existing Access Control System, Lenel Picture Perfect, and Lenel OnGuard.</i>	7/2/2025	\$187,000.00
Available Balance			\$392,677.56
Cumulative Contract Value			\$561,000.00
Note: MLGW's Corporate Security Department will utilize the remaining balance towards a pending project for either the 4th quarter of 2025 or 1st quarter of 2026.			