



Board Meeting

~ Preliminary Agenda ~

Wednesday, September 16, 2026

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 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. Add-on items may not be viewable online. 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 Triniscia Griggs at (901) 528-4351 during business hours.

To Officially Communicate to the Board: Any individual 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 Comment Card**. Such request to be heard shall include the speaker's name, home address, company/organization affiliation (if any) and subject matter. Any speaker who is a paid consultant or lobbyist 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. Persons who have filled out the comment card completely shall only be required to state their name and company/organization affiliation (if any) at the podium. Speakers who fail to submit a completed comment card will also be required to state their address on the record before speaking. Any persons submitting a card in an untimely manner will not be recognized.

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

CALL TO ORDER AND OPENING REMARKS:**Commissioner Pesce****PLEDGE OF ALLEGIANCE:****Commissioner Pesce****ROLL CALL:****Rodney Cleek****APPROVALS:****Commissioner Pesce**

Approve Minutes from the Meeting of September 2, 2026.

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:**Rodney Cleek**

Acknowledge receipt of Certified Copies of City Council Resolutions dated September 1, 2026, Items 11 and 12.

PRESENTATIONS:**Commissioner Pesce**

(None)

GENERAL STATEMENT(S) FROM THE PUBLIC:**Commissioner Pesce**

CONSENT AGENDA
(Items 1 through 18)

PRESIDENT & CEO

(None)

VP ELECTRIC ENGINEERING & OPERATIONS

1. Resolution approving invoice payment for Tennessee Department of Transportation (TDOT) for the Lamar Phase 2 closeout balance (SR-4, Lamar Ave from South Shelby Drive to near Raines Rd/Perkins Rd. interchange) in the amount \$1,488,978.78 to relocate MLGW Electric distribution facilities. (Quinton Clark) (REQUIRES CITY COUNCIL APPROVAL)

2. Resolution approving the Ratification and Renewal (Change No. 3) to Contract No. 12403 (solicited under Contract No. 12346), MLGW Utility Relocations for Street Improvement Project (Water) with Allen & Hoshall, Inc. to ratify and renew the current contract with no increase in the contract value. (Randy Orsby)
3. Resolution approving the Ratification, Increase and Renewal (Change No. 3) to Contract No.12346, MLGW Utility Relocations for Street Improvement Project (Electric) with Allen & Hoshall, Inc. to ratify, increase and renew the current contract in the funded amount of \$250,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP WATER & GAS ENGINEERING & OPERATIONS

4. Resolution approving the Increase and Renewal (Change No. 3) to Contract No. 12435, External Corrosion Direct Assessment (ECDA) with Integrity Solutions Field Services, Inc. to increase and renew the current contract in the funded amount of \$228,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
5. Resolution approving the Increase and Renewal (Change No. 1) to Contract No. 12648, Engineering Services for Liquefied Natural Gas (LNG) Plant with NV5 LNG Engineering Services, Inc. to increase and renew the current contract in the funded amount of \$250,000.00. (Randy Orsby)
6. Resolution approving the Increase and Renewal (Change No. 1) to Contract No. 12577, Engineering Services for Gas Engineering & Operations Services with Entrust Solutions Group to increase and renew the current contract in the funded amount of \$300,000.00. (Randy Orsby)
7. Resolution approving the Increase and Renewal (Change No. 1) to Contract No. 12642 (solicited under contract No. 12577), Professional Engineering Services with Mid South Engineering Consultants, LLC to increase and renew the current contract in the funded amount of \$200,000.00. (Randy Orsby)
8. Resolution approving the Increase and Renewal (Change No. 1) to Contract No. 12641 (solicited under Contract No. 12577), Professional Engineering Services with Pond & Company, Inc. to increase and renew the current contract in the funded amount of \$200,000.00. (Randy Orsby)

VP CFO & SECRETARY- TREASURER

9. Resolution requesting approval of Northern Trust Asset Management ACWI ex-US Fund , an Emerging International Equity Fund, to manage \$36,000,000.00 for the benefit of the MLGW OPEB Trust Fund, as part of a reallocation. (Rodney Cleek)

10. Resolution approving the Increase and Extension (Change No. 5) to Contract No. 12286, MLGW Utility Payment Centers with FirstTech, Incorporated to increase and extend the current contract in the funded amount of \$261,531.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP & CIO

11. Resolution ratifying the award of Contract No. 12722, Telecom 5G Dell Servers to Dell Marketing L.P. in the funded amount of \$497,334.80. (Randy Orsby)
12. Resolution awarding Contract No. 12700, Solarwinds Hybrid Cloud Observability to Insight Public Sector, Inc., in the funded amount of \$498,201.76. (Randy Orsby)

VP SHARED SERVICES

13. Resolution awarding a purchase order for class 5 and class 8 bucket trucks to Altec Industries Incorporated in the amount of \$1,686,234.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
14. Resolution awarding a purchase order for stopper fittings to ATG Supply LLC in the amount of \$394,287.60. (Randy Orsby)

VP CUSTOMER EXPERIENCE & ENERGY SERVICES

15. Resolution approving the Increase and Extension (Change No. 3) to Contract No. 12266, WECO Electric Meter Testing Application with Radian Research, Inc. to increase the contract value and extend the current contract in the funded amount of \$94,479.97. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
16. Resolution awarding a purchase order for water meter parts to Badger Meter Incorporated in the amount of \$616,601.30. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP CORPORATE COMMUNICATIONS

(None)

VP & GENERAL COUNSEL

17. Resolution awarding Contract No. 12720, External Auditing Services for Electric, Gas, and Water Divisions to CliftonLarsonAllen LLP (CLA) in the funded amount of \$1,087,500.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
(SAME DAY MINUTES REQUESTED)

18. Resolution awarding of Contract No. 12719, External Auditing Services - Retirement and Pension System and Other Post Employment Benefits (OPEB) to Forvis Mazars, LLP in the funded amount of \$334,900.00, (Randy Orsby)

VP HUMAN RESOURCES & CHRO

(None)

VP SAFETY & COMPLIANCE

(None)

PRESIDENT'S BRIEFING:

Commissioner Pesce

19. Review Consent Agenda - Doug McGowen

20. Other - Doug McGowen

COMMITTEE REPORTS:

Commissioner Pesce

(None)

ADJOURNMENT

Commissioner Pesce

ADDITIONAL MEETINGS ON SEPTEMBER 16, 2026:

Pension Board Meeting - Immediately Following the BOC Meeting - MLGW Board Room

OPEB Trust Committee Meeting - Immediately Following Pension Board Meeting - MLGW Board Room

RESOLUTION SUMMARY

1. Short Title Description - ELECTRIC

TDOT Utility Relocation Contract (Chapter 86)

Project: SR-4 (Lamar Ave.) From South of Shelby Drive to Near Raines/Perkins Road Interchange (IA) (TMA); R-NH-4(11)

TDOT Pin#: 100339.02, TDOT Contract #: 9650

2. Requested Funding - \$1,488,978.78

3. Award Duration - Final Invoice (Lamar Ph. 2)

4. Type of Bid - N/A

5. Awarded To - Tennessee Department of Transportation (TDOT)

Finance Division

ATTN: Jeffrey Albritton

**312 Rosa L. Parks Avenue, 20th Floor - Finance
Nashville, TN 37243**

6. Plain Language Description - State contract for which the utility is responsible for and is obligated to pay the State the estimated balance.

7. Impact - This invoice includes cost incurred and payment received as of the invoice date. The cost is MLGW (Electric) share of costs less: prior deposits/payments and less interest.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

Presented for consideration of the Board, invoice payment to Tennessee Department of Transportation (TDOT) for the Lamar Avenue Phase 2 Street Improvement Project (SP 03.10) in the amount of \$1,488,978.78

MLGW entered into a contract with TDOT, which allows TDOT to relocate MLGW Electric distribution infrastructure including material, labor and equipment, as part of their roadway construction to accommodate this project.

TDOT submitted their closeout balance invoice on June 8, 2026, said payment had to be submitted before the requisite Board and Council approvals. This request is for payment made to TDOT in the funded amount of \$1,488,978.78.

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 invoice submitted from TDOT for Construction Services in the funded amount of \$1,488,978.78, as outlined in the foregoing preamble, is approved.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of September 16, 2026, approved the invoice payment for construction services with the Tennessee Department of Transportation (TDOT) for the Lamar Avenue Phase 2 Street Improvement Project (SP 03.10) in the amount of \$1,488,978.78, and is now recommending to the Council of the City of Memphis that it approve said invoice payment as approved; and

WHEREAS, MLGW entered into a contract with TDOT, which allows TDOT to relocate MLGW electric distribution infrastructure including material, labor and equipment, as part of their roadway construction to accommodate this project, and

WHEREAS, this request is for payment made to TDOT in the funded amount of \$1,488,978.78.

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby approved the recommendation of the payment made to TDOT in the funded amount of \$1,488,978.78 as approved.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Quinton Clark
 Specialist: _____

Board Meeting Date: 9/19/2026
 Contract Number: TDOT/LGIPA
 Purchase Commodity: _____
 Other (Non-Procurement Items): Electric

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Electric Distribution Systems Engineering/Angel Bailey/901-528-4186/adabney@mlgw.org	
Scope: Contract _____ Purchase _____ Other <u>X</u> _____	Construction services with the Tennessee Department of Transportation (TDOT), Lamar Phase 3 road improvement project deposit to relocate existing MLGW Electric distribution facilities to accommodate this TDOT project.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This resolution is for deposit payment to TDOT for MLGW's portion of the estimated construction cost for this work.	
Where will the work take place? (MLGW facility or jobsite, etc.)	On site construction within the Lamar Phase 3 project.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	This will allow TDOT to relocate MLGW Electric facilities as part of their project.	
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)	N/A	Does this item include Supplier Diversity? (Yes or No) (If yes, please explain) N/A

BUDGET:

Amount Requested

2026 Budget*

Amount Spent Year-to-Date

2026 Budget Balance Available

Budget Balance After Award

	Total	In 2026 Budget Year	After Budget Year
Amount Requested	\$ 1,488,978.78	\$ 1,488,978.78	\$ -
2026 Budget*	\$ 6,775,000.00		
Amount Spent Year-to-Date	\$ 51,476.42		
2026 Budget Balance Available		\$ 6,723,523.58	
Budget Balance After Award		\$ 5,234,544.80	

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

☐ O&M☒ Capital

Project: Electric-Street Improvements
 Expenditure Organization: 0560210 Elec Dist Sys Engineering
 Expenditure Type: eAM Contracted Svcs
 Task: various

Comments:

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

APPROVED:

Kabrina Cooper

Budget & Financial Planning

8/13/2026

Date

Rev. 11/01/2019



**STATE OF TENNESSEE
DEPARTMENT OF TRANSPORTATION**

FINANCE DIVISION
20TH FLOOR, WILLIAM R. SNODGRASS TENNESSEE TOWER
312 ROSA L. PARKS AVE.
NASHVILLE, TENNESSEE 37243
(615) 741-2261

WILL REID P.E.
COMMISSIONER

BILL LEE
GOVERNOR

SECOND NOTICE

June 8, 2026

Memphis Light, Gas, and Water Division
220 South Main St.
Memphis, TN 38103

RE: SR-4, (Lamar Ave.), From South of Shelby Drive to Near Raines/Perkins Road Interchange (IA) (TMA); R-NH-4(11); 79S004-F3-003; PIN 100339.02

Enclosed is a Statement of Progress Costs for the above referenced project, along with a copy of the invoice that summarizes the amount due. This billing is in accordance with the agreement between the Memphis Light, Gas, and Water Division and the State of Tennessee Department of Transportation. The Memphis Light, Gas, and Water Division owes a balance of **\$1,488,978.78**. Please submit a deposit for that amount into LGIP account 3-79-391-10. As an alternative, you can send a check payment for that amount, made payable to the Tennessee Department of Transportation, to the following address:

**Tennessee Department of Transportation
Finance Division
Attn: Jeffrey Albritton
312 Rosa L. Parks Avenue
20th Floor - Finance
Nashville, TN 37243**

Should you need additional information, please feel free to contact me at 615-532-5298 or at jeffrey.albritton@tn.gov.

Sincerely,

A handwritten signature in cursive script that reads "Jeffrey Albritton".

Jeffrey Albritton
Accountant 3
TDOT Centralized Accounting Office

STATEMENT OF PROGRESS COSTS		6/8/2026			
Bill to: Memphis Light, Gas, and Water (Electric)		Federal Project Number:		R-NH-4(11)	
PROJECT DESCRIPTION:		SR-4, (Lamar Ave.), From South of Shelby Drive to Near Raines/Perkins Road Interchange (IA) (TMA)			
STATE PROJECT NUMBERS:		<u>Prelim. Engineer</u>	<u>Right-of-Way</u>	<u>Construction</u> 79S004-F3-003	
FUNDING METHOD:				LGIP 3-79-391-10	
CUSTOMER CONTRACT NUMBER(S)				TN1000000027979	
					TOTALS
COST SUMMARY					
PRELIMINARY ENGINEERING COSTS:					\$ -
RIGHT-OF-WAY COSTS:					\$ -
CONSTRUCTION COSTS:					
Construction Contract Payments				\$ 5,976,444.83	\$ 5,976,444.83
Other Expenditures				\$ -	\$ -
TOTAL PROJECT COSTS		\$ -	\$ -	\$ 5,976,444.83	\$ 5,976,444.83
PROJECT PARTICIPANTS:					
Federal Highway Administration	62.00%			\$ 1,219,101.12	\$ 1,219,101.12
Tennessee Department of Transportation	38.00%			\$ 747,191.01	\$ 747,191.01
Federal Highway Administration	6.82%			\$ 273,492.41	\$ 273,492.41
Tennessee Department of Transportation	4.18%			\$ 167,624.39	\$ 167,624.39
Memphis Light, Gas, and Water (Electric)	89.00%			\$ 3,569,035.90	\$ 3,569,035.90
TOTAL PARTICIPANT COSTS		\$ -	\$ -	\$ 5,976,444.83	\$ 5,976,444.83
CALCULATED AMOUNT OWED/DUE					
Memphis Light, Gas, and Water (Electric)'s SHARE OF COSTS				\$ 3,569,035.90	\$ 3,569,035.90
LESS: PRIOR DEPOSITS/PAYMENTS				\$ (1,902,689.05)	\$ (1,902,689.05)
LESS: INTEREST				\$ (177,368.07)	\$ (177,368.07)
AMT DUE TDOT OR BALANCE REMAINING		\$ -	\$ -	\$ 1,488,978.78	\$ 1,488,978.78

TENNESSEE DEPARTMENT OF TRANSPORTATION**INVOICE**

INVOICE DATE:	6/8/2026	INVOICE NUMBER:	1546560
<u>In Account With:</u> 000000000028653		This invoice includes cost incurred and payment received as of the invoice date	

Payment Terms Net 30	Customer Address:	Contact Person(s):
	Memphis Light, Gas, and Water Division 220 South Main Street Memphis, TN 38103	

<u>PLEASE REMIT YOUR PAYMENT TO:</u>	
TENNESSEE DEPARTMENT OF TRANSPORTATION	
Finance Division	
ATTN: Jeffrey Albritton	
312 Rosa L. Parks Avenue, 20th Floor - Finance	
Nashville, TN 37243	

Federal Project Number	R-NH-4(11)	
State Project Number		
State Project Number		
State Project Number	79S004-F3-003	\$ 3,569,035.90
Description:	SR-4, (Lamar Ave.), From South of Shelby Drive to Near Raines/Perkins Road Interchange (IA) (TMA)	
TOTAL COSTS TO DATE		\$ 3,569,035.90
LESS: TOTAL PAYMENTS TO DATE		\$ (2,080,057.12)
TOTAL AMOUNT DUE THIS BILLING		\$ 1,488,978.78

FOR T.D.O.T. FINANCE DIVISION USE ONLY:

Project Number	Cat#	Line Item#	Item Code	Unit	Description	Quantity	Amount
						Bid: 1.000	Unit Price: 2,742.00
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	3690	790-02.03	EACH	POLE 35FT CLASS 4 WOOD	Total: 1.000	Total: 2,742.00
						Bid: 1.000	Unit Price: 3,446.40
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	3700	790-03.30	EACH	POLE 40FT CLASS 1 WOOD	Total: 0.000	Total: 0.00
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3700	790-03.30	EACH	Stockpiled Materials Initial Payment	Adj Total: 0.000	Adj Total: 471.35
						Bid: 2.000	Unit Price: 4,063.20
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	3710	790-04.01	EACH	POLE 45FT CLASS 1 WOOD	Total: 4.000	Total: 16,252.80
						Bid: 37.000	Unit Price: 5,114.40
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	3720	790-05.01	EACH	POLE 50FT CLASS 1 WOOD	Total: 30.000	Total: 153,432.00
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3720	790-05.01	EACH	Stockpiled Materials Adjustment	Adj Total: 30.000	Adj Total: -20,923.80
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3720	790-05.01	EACH	Stockpiled Materials Initial Payment	Adj Total: 0.000	Adj Total: 28,595.86
						Bid: 68.000	Unit Price: 5,728.80
						This Est: 2.000	This Est: 11,457.60
79S004-F3-003	900	3730	790-06.01	EACH	POLE 55FT CLASS 1 WOOD	Total: 70.000	Total: 401,016.00
						Bid: 15.000	Unit Price: 7,234.80
						This Est: 2.000	This Est: 14,469.60
79S004-F3-003	900	3740	790-07.01	EACH	POLE 60FT CLASS 1 WOOD	Total: 12.000	Total: 86,817.60
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3740	790-07.01	EACH	Stockpiled Materials Initial Payment	Adj Total: 0.000	Adj Total: 15,692.87
						Adj This Est: 2.000	Adj This Est: -2,414.29
79S004-F3-003	900	3740	790-07.01	EACH	Stockpiled Materials Adjustment	Adj Total: 10.000	Adj Total: -12,071.43
						Bid: 3.000	Unit Price: 8,350.80
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	3750	790-08.30	EACH	POLE 65FT CLASS 1 WOOD	Total: 2.000	Total: 16,701.60
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3750	790-08.30	EACH	Stockpiled Materials Initial Payment	Adj Total: 0.000	Adj Total: 3,914.78
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3750	790-08.30	EACH	Stockpiled Materials Adjustment	Adj Total: 1.000	Adj Total: -1,957.39
						Bid: 5.000	Unit Price: 900.00
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	3760	790-22.13	EACH	1PH DEAD END 25KV	Total: 0.000	Total: 0.00
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3760	790-22.13	EACH	Stockpiled Materials Initial Payment	Adj Total: 0.000	Adj Total: 483.72
						Bid: 73.000	Unit Price: 2,893.20
						This Est: 6.000	This Est: 17,359.20
79S004-F3-003	900	3770	790-26.03	EACH	3PH CROSSARM SGL LRG COND 25KV	Total: 67.000	Total: 193,844.40
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3770	790-26.03	EACH	Stockpiled Materials Initial Payment	Adj Total: 0.000	Adj Total: 15,124.09
						Adj This Est: 6.000	Adj This Est: -1,396.07
79S004-F3-003	900	3770	790-26.03	EACH	Stockpiled Materials Adjustment	Adj Total: 59.000	Adj Total: -13,728.03
						Bid: 9.000	Unit Price: 6,148.80
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	3780	790-26.13	EACH	3PH CROSSARM DBL SM ANGLE LRG COND 25KV	Total: 5.000	Total: 30,744.00
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3780	790-26.13	EACH	Stockpiled Materials Initial Payment	Adj Total: 0.000	Adj Total: 4,254.57
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3780	790-26.13	EACH	Stockpiled Materials Adjustment	Adj Total: 4.000	Adj Total: -2,127.28
						Bid: 12.000	Unit Price: 7,561.20
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	3790	790-26.25	EACH	3PH CROSSARM DDE 25KV	Total: 24.000	Total: 181,468.80
						Bid: 89.000	Unit Price: 6,217.20
						This Est: 4.000	This Est: 24,868.80
79S004-F3-003	900	3800	790-26.26	EACH	3PH CROSSARM DEAD END 25KV	Total: 84.000	Total: 522,244.80
						Adj This Est: 4.000	Adj This Est: -1,018.99
79S004-F3-003	900	3800	790-26.26	EACH	Stockpiled Materials Adjustment	Adj Total: 83.000	Adj Total: -21,144.12
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3800	790-26.26	EACH	Stockpiled Materials Initial Payment	Adj Total: 0.000	Adj Total: 22,417.87
						Bid: 5.000	Unit Price: 1,602.00
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	3810	790-30.04	EACH	SECONDARY ASSEMBLIES MISC	Total: 0.000	Total: 0.00
						Bid: 3,302.000	Unit Price: 7.22
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	3820	790-30.30	L.F.	SECONDARY CONDUCTOR 1/0 AL SGL COND	Total: 3,302.000	Total: 23,840.44
						Bid: 0.000	Unit Price: 4.11
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	9506	790-30.42	L.F.	SECONDARY CONDUCTOR___ SGL COND / Add Utility Item to Contract	Total: 260.000	Total: 1,068.60
						Bid: 52.000	Unit Price: 15.00
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	3830	790-31.06	L.F.	SERVICE CONDUCTOR 2 AL DUPLEX	Total: 0.000	Total: 0.00
						Bid: 222.000	Unit Price: 7.30
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	3840	790-31.11	L.F.	SERVICE CONDUCTOR 2 AL TRIPLEX	Total: 50.000	Total: 365.00
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3840	790-31.11	L.F.	Stockpiled Materials Initial Payment	Adj Total: 0.000	Adj Total: 282.29
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3840	790-31.11	L.F.	Stockpiled Materials Adjustment	Adj Total: 50.000	Adj Total: -63.58
						Bid: 264.000	Unit Price: 8.12
						This Est: 0.000	This Est: 0.00
79S004-F3-003	900	3850	790-31.19	L.F.	SERVICE CONDUCTOR 2 AL QPLEX	Total: 0.000	Total: 0.00
						Adj This Est: 0.000	Adj This Est: 0.00
79S004-F3-003	900	3850	790-31.19	L.F.	Stockpiled Materials Initial Payment	Adj Total: 0.000	Adj Total: 315.54
						Bid: 59.000	Unit Price: 3,180.00
						This Est: 4.000	This Est: 12,720.00
79S004-F3-003	900	3860	790-32.14	EACH	DOWN GUY - TWO GUYS HEAVY DUTY	Total: 52.000	Total: 165,360.00

79S004-F3-003	900	3860	790-32.14	EACH	Stockpiled Materials Initial Payment	Adj This Est:	0.000	Adj This Est:	0.00
						Adj Total:	0.000	Adj Total:	26,121.39
79S004-F3-003	900	3860	790-32.14	EACH	Stockpiled Materials Adjustment	Adj This Est:	4.000	Adj This Est:	-1,770.94
						Adj Total:	52.000	Adj Total:	-23,022.25
						Bid:	19.000	Unit Price:	2,071.20
						This Est:	1.000	This Est:	2,071.20
79S004-F3-003	900	3870	790-32.29	EACH	DOWN GUY HEAVY CONSTRUCTION - PREFORM	Total:	14.000	Total:	28,996.80
						Adj This Est:	0.000	Adj This Est:	0.00
79S004-F3-003	900	3870	790-32.29	EACH	Stockpiled Materials Initial Payment	Adj Total:	0.000	Adj Total:	11,696.63
						Adj This Est:	1.000	Adj This Est:	-615.61
79S004-F3-003	900	3870	790-32.29	EACH	Stockpiled Materials Adjustment	Adj Total:	14.000	Adj Total:	-8,618.56
						Bid:	2.000	Unit Price:	2,605.20
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	3880	790-32.30	EACH	OVERHEAD GUY HEAVY CONSTRUCTION - PREFORM	Total:	4.000	Total:	10,420.80
						Bid:	9.000	Unit Price:	3,490.80
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	3890	790-36.01	EACH	SWITCH-900A-UNDERSLUNG	Total:	9.000	Total:	31,417.20
						Bid:	2.000	Unit Price:	13,200.00
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	3900	790-36.02	EACH	TRANSFER CAPACITOR BANK	Total:	0.000	Total:	0.00
						Bid:	0.000	Unit Price:	2,306.79
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	9507	790-36.11	EACH	TRANSFER EXISTING 1PH TRANSFORMER/RECLOSER / Add Utility Item to Contract	Total:	0.000	Total:	0.00
						Bid:	28.000	Unit Price:	600.00
						This Est:	4.000	This Est:	2,400.00
79S004-F3-003	900	3910	790-36.14	EACH	TRANSFER CONDUCTOR	Total:	12.000	Total:	7,200.00
						Bid:	15,047.000	Unit Price:	5.41
						This Est:	360.000	This Est:	1,947.60
79S004-F3-003	900	3920	790-40.02	L.F.	OH COND 2 7/1 ACSR SPARATE	Total:	14,818.000	Total:	80,165.38
						Adj This Est:	0.000	Adj This Est:	0.00
79S004-F3-003	900	3920	790-40.02	L.F.	Stockpiled Materials Initial Payment	Adj Total:	0.000	Adj Total:	6,115.40
						Adj This Est:	360.000	Adj This Est:	-146.31
79S004-F3-003	900	3920	790-40.02	L.F.	Stockpiled Materials Adjustment	Adj Total:	14,818.000	Adj Total:	-6,022.33
						Bid:	12,181.000	Unit Price:	8.72
						This Est:	790.000	This Est:	6,888.80
79S004-F3-003	900	3930	790-40.06	L.F.	OH COND 4/0 6/1 ACSR PENGUIN	Total:	8,564.000	Total:	74,678.08
						Adj This Est:	0.000	Adj This Est:	0.00
79S004-F3-003	900	3930	790-40.06	L.F.	Stockpiled Materials Initial Payment	Adj Total:	0.000	Adj Total:	12,832.07
						Adj This Est:	790.000	Adj This Est:	-832.23
79S004-F3-003	900	3930	790-40.06	L.F.	Stockpiled Materials Adjustment	Adj Total:	8,564.000	Adj Total:	-9,021.74
						Bid:	120.000	Unit Price:	12.11
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	3940	790-40.09	L.F.	OH COND 336.4 18/1 ACSR MERLIN	Total:	0.000	Total:	0.00
						Adj This Est:	0.000	Adj This Est:	0.00
79S004-F3-003	900	3940	790-40.09	L.F.	Stockpiled Materials Initial Payment	Adj Total:	0.000	Adj Total:	225.00
						Bid:	50,156.000	Unit Price:	10.98
						This Est:	4,740.000	This Est:	52,045.20
79S004-F3-003	900	3950	790-40.15	L.F.	OH COND 477 18/1 ACSR PELICAN	Total:	30,159.000	Total:	331,145.82
						Bid:	2,441.000	Unit Price:	132.52
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	3960	790-41.20	L.F.	UG PRI COND 750MCM AL 25KV	Total:	0.000	Total:	0.00
						Adj This Est:	0.000	Adj This Est:	0.00
79S004-F3-003	900	3960	790-41.20	L.F.	Stockpiled Materials Initial Payment	Adj Total:	0.000	Adj Total:	38,543.39
						Bid:	4,905.000	Unit Price:	43.42
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	3970	790-41.33	L.F.	UG PRI COND 2 CU 25KV	Total:	6,057.000	Total:	262,994.94
						Bid:	3,000.000	Unit Price:	188.81
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	3980	790-41.41	L.F.	UG PRI COND 750MCM CU 25KV	Total:	1.000	Total:	188.81
						Adj This Est:	0.000	Adj This Est:	0.00
79S004-F3-003	900	3980	790-41.41	L.F.	Stockpiled Materials Initial Payment	Adj Total:	0.000	Adj Total:	125,130.00
						Adj This Est:	0.000	Adj This Est:	0.00
79S004-F3-003	900	3980	790-41.41	L.F.	Stockpiled Materials Adjustment	Adj Total:	1.000	Adj Total:	-41.71
						Bid:	3,600.000	Unit Price:	99.95
						This Est:	20.000	This Est:	1,999.00
79S004-F3-003	900	3990	790-42.10	L.F.	4IN DIA PVC PIPE	Total:	999.000	Total:	99,850.05
						Bid:	720.000	Unit Price:	932.89
						This Est:	32.000	This Est:	29,852.48
79S004-F3-003	900	4000	790-42.26	L.F.	_ DUCT BANK @ _IN- _IN DEPTH / (5 INCH PVC CONDUIT)	Total:	345.000	Total:	321,847.05
						Bid:	2.000	Unit Price:	117,498.00
						This Est:	1.000	This Est:	117,498.00
79S004-F3-003	900	4010	790-42.31	EACH	MH 2WAY SM MONOLITHIC PC DIRT E / (MH2WSM)	Total:	1.000	Total:	117,498.00
						Adj This Est:	0.000	Adj This Est:	0.00
79S004-F3-003	900	4010	790-42.31	EACH	Stockpiled Materials Initial Payment	Adj Total:	0.000	Adj Total:	1,878.37
						Adj This Est:	1.000	Adj This Est:	-939.19
79S004-F3-003	900	4010	790-42.31	EACH	Stockpiled Materials Adjustment	Adj Total:	1.000	Adj Total:	-939.19
						Bid:	2.000	Unit Price:	149,400.00
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	4020	790-42.33	EACH	MH 3WAY MD MONOLITHIC PC DIRT E / (MH2WMD)	Total:	2.000	Total:	298,800.00
						Bid:	865.000	Unit Price:	192.15
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	4030	790-42.38	L.F.	CONDUIT (DESCRIPTION) / (not incl conduit inside duct banks)	Total:	1,502.000	Total:	288,609.30
						Bid:	18.000	Unit Price:	7,140.00
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	4040	790-43.32	EACH	SPLICE 900A 25KV	Total:	0.000	Total:	0.00
						Bid:	8.000	Unit Price:	38,504.39
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	4060	790-43.60	EACH	PRIMARY RISER (DESCRIPTION) / (W/ 5IN CONDUIT 750 MCM EPR)	Total:	8.000	Total:	308,035.12
						Bid:	5.000	Unit Price:	34,840.19
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	4050	790-43.60	EACH	PRIMARY RISER (DESCRIPTION) / (W/ 4IN CONDUIT 2 CU EPR)	Total:	7.000	Total:	243,881.33

						Bid:	5.000	Unit Price:	9,138.00
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	4070	790-46.02	EACH	1PH TRANSFORMER CONV W/POLE MTD FUSE & LA	Total:	5.000	Total:	45,690.00
						Bid:	2.000	Unit Price:	30,218.40
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	4080	790-49.02	EACH	3PH XFMR BNK POLE MTD W/ FUSE/ARRESTERS	Total:	3.000	Total:	90,655.20
						Bid:	2.000	Unit Price:	2,816.40
						This Est:	0.000	This Est:	0.00
79S004-F3-003	900	4090	790-65.09	EACH	LIGHTNING ARRESTER 3PH 18 KV	Total:	3.000	Total:	8,449.20
						Bid:	15.000	Unit Price:	3,090.00
						This Est:	10.000	This Est:	30,900.00
79S004-F3-003	900	4100	790-70.01	EACH	STREET LIGHT ON WOOD POLE	Total:	10.000	Total:	30,900.00
						Bid:	83,910.000	Unit Price:	2.47
						This Est:	3,150.000	This Est:	7,780.50
79S004-F3-003	900	4110	790-98.01	L.F.	REMOVE WIRE / (DISTRIBUTION)	Total:	42,679.000	Total:	105,417.13
						Bid:	107.000	Unit Price:	1,375.20
						This Est:	1.000	This Est:	1,375.20
79S004-F3-003	900	4120	790-98.02	EACH	REMOVE POLES / (DISTRIBUTION WOOD POLES)	Total:	78.000	Total:	107,265.60
						Bid:	393.000	Unit Price:	687.60
						This Est:	43.000	This Est:	29,566.80
79S004-F3-003	900	4130	790-98.03	EACH	REMOVE FRAMING/ASSOCIATED APPARATUS	Total:	317.000	Total:	217,969.20
						Bid:	520.000	Unit Price:	1,697.20
						This Est:	235.000	This Est:	398,842.00
79S004-F3-003	900	4140	795-05.71	L.F.	BORE/JACK __IN STEEL CASING PIPE-UNCON / (30IN)	Total:	515.000	Total:	874,058.00

TOTAL COSTS	\$5,976,444.83
LESS: FEDERAL PRIVATE (62% X 11% = 6.82%)	(134,101.12)
LESS: STATE PRIVATE (38% X 11% = 4.18%)	(82,191.01)
LESS: MAXIMUM REIMBURSEMENT CAP (89%)	<u>(1,750,000.00)</u>
CHAPTER 86 BENEFIT CAP	<u>(\$1,966,292.13)</u>
SUBTOTAL	\$4,010,152.70
MLGW'S PERCENTAGE SHARE	<u>89.00%</u>
MLGW'S SHARE OF COSTS	\$3,569,035.90
LESS: DEPOSITS/PAYMENTS	(\$1,902,689.05)
LESS: INTEREST	<u>(\$177,368.07)</u>
AMOUNT DUE	<u>\$1,488,978.78</u>

RESOLUTION SUMMARY

- 1. Title Description – Contract No. 12403 (*solicited under Contract No. 12346*) – MLGW Utility Relocations for Street Improvement Project (Water)**
- 2. Requested Funding – \$0.00**
- 3. Award Duration – Ratification, Increase, and the Third of Four (4) renewals (August 21, 2026 through August 20, 2027)**
- 4. Type of Bid – RFQ**
- 5. Awarded To – Allen & Hoshall, Inc.**
- 6. Plain Language Description – This change is to provide professional engineering services to MLGW for Tennessee Department of Transportation (TDOT) projects.**
- 7. Impact – The need exists to supplement MLGW's engineering staff, on an as-needed basis, for the design and relocation of the Division's distribution facilities impacted by TDOT street improvement projects.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of the Ratification and Renewal (*Change No. 3*) to Contract No. 12403 (*solicited under Contract No. 12346*), MLGW Utility Relocations for Street Improvement Project (Water) with Allen & Hoshall, Inc. to ratify and renew the current contract with no increase in the contract value.

The project scope is to provide professional design engineering services to design and engineer the relocation of MLGW's water distribution facilities. These relocations are due to street improvement projects. Projects can be initiated by the city of Memphis, Shelby county, local municipalities, and/or TDOT. This contract award was based on the request for qualifications ("RFQ") selection process.

This change is to ratify and renew the current contract for the third of four (4) annual renewals for the period covering August 21, 2026 through August 20, 2027 with no increase in the contract value. As part of the negotiated terms for the upcoming contract period, the agreed upon rates include a 15% increase. The negotiated rate adjustment accounts for labor, economic market escalations, and rising operating costs. Under the Chapter-86 statute for utility relocations, TDOT will reimburse MLGW for eligible engineering consultant costs up to \$1.75 million per utility, per project. This reimbursement provision applies to eligible utility relocation projects and provides for recovery of qualifying engineering consultant expenses in accordance with applicable TDOT requirements. This ratification and renewal comply with all applicable laws and policies. The contract value will remain \$500,000.00.

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

THAT, the approval of the Ratification and Renewal (*Change No. 3*) to Contract No. 12403 (*solicited under Contract No. 12346*), MLGW Utility Relocations for Street Improvement Project (Water) with Allen & Hoshall, Inc. to ratify and renew the current contract with no increase in the contract value, 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.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Chandrika Winston-Rosser Board Meeting Date: 9/16/2026
 Procurement Contracts Specialist: Shanikka Tate Purchase Order/Requisition Number: 12043 (solicited under Contract No. 12346)
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Water Engineering and Operations / Angel Bailey / 901-528-4186 / adabney@mlgw.org	
Scope: Contract <u>X</u> Purchase _____ Other _____	The project scope is to furnish supervision, labor, transportation, equipment, and materials to provide design and project administration for the design and relocation of water distribution facilities affected by the Tennessee Department of Transportation (TDOT) construction activities on an as-needed basis at MLGW. These relocations are due to street improvement projects. Projects can be initiated by the City of Memphis, Shelby County, local municipalities, and/or TDOT.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to ratify and renew the current contract for the third of four (4) annual renewal terms for the period covering August 21, 2026 through August 20, 2027.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW's offices, project sites and the firm's offices.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to supplement MLGW's engineering staff, on an as-needed basis, for the design and relocation of the Division's distribution facilities impacted by TDOT street improvement projects.	
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, RFQ or RFP) <u>RFQ</u>		

BUDGET:

	Total	In 2026 Budget Year	After Budget Year
Amount Requested	\$ -	\$ -	\$ -
2026 Budget*	\$ 1,596,120.00		
Amount Spent Year-to-Date	\$ 432,041.74		
2026 Budget Balance Available		\$ 1,164,078.26	
Budget Balance After Award		\$ 1,164,078.26	

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

☒ O&M☐ Capital

Project Water Engineering R2024
 Expenditure Organization 0570510 Water Engineering
 Expenditure Type Outside Svc-Other Professional
 Task Admin Expense

Comments:

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

APPROVED:

Katrina Cooper

Budget & Financial Planning

8/26/2026

Date

Rev. 11/01/2018

Contractor:

Allen & Hoshall, Inc.

9/16/2026

Contract Number: 12403 (solicited under 12346)

Actions		Date	Amount
Original Award 08.07.2023			\$500,000.00
Ratification and Renewal (Change Order No. 1)	This change was to ratify and renew the current contract for the first of four (4) annual renewal terms for the period covering August 21, 2024 through August 20, 2025, in the funded not-to-exceed amount of \$500,000.00, with no increase in rates from the initial term.	8/21/2024	\$0.00
Renewal (Change Order No. 2)	This change was to renew the current contract for the second of four (4) annual renewal terms for the period covering August 21, 2025 through August 20, 2026, with no increase in the contract value. The agreed upon rates will remain the same as the current rates. Under the Chapter-86 statute for utility relocations, TDOT will reimburse MLGW for 100% of the engineering consultant costs related to eligible projects.	8/6/2025	\$0.00
Current Contract Amount			\$500,000.00
Amount Paid to Date as of 08.26.26			\$301,140.00
Current Contract Balance			\$198,860.00
Ratification and Renewal (Change Order No. 3)	<i>This change is to ratify and renew the current contract for the third of four (4) annual renewals for the period covering August 21, 2026 through August 20, 2027 with no increase in the contract value. As part of the negotiated terms for the upcoming contract period, the agreed upon rates include a 15% increase. The negotiated rate adjustment accounts for labor, economic market escalations, and rising operating costs. Under the Chapter-86 statute for utility relocations, TDOT will reimburse MLGW for eligible engineering consultant costs up to \$1.75 million per utility, per project. This reimbursement provision applies to eligible utility relocation projects and provides for recovery of qualifying engineering consultant expenses in accordance with applicable TDOT requirements.</i>	9/16/2026	\$0.00
Available Balance			\$198,860.00
Cumulative Contract Value			\$500,000.00
Note: MLGW's Water Engineering and Operations Department will utilize the current contract balance in the renewal term of August 21, 2026 through August 20, 2027.			

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION
CITY OF MEMPHIS

CONTRACT CHANGE NO. 3
DATE OF CHANGE SEPTEMBER 16, 2026

CONTRACT NUMBER 12403 (solicited under Contract No 12346)

SHEET 1 OF

TO: BRET FISHER

ALLEN & HOSHALL

1661 INTERNATIONAL DRIVE, SUITE 100

MEMPHIS TN 38120

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 PROVIDE PROFESSIONAL DESIGN ENGINEERING SERVICES TO DESIGN AND ENGINEER THE RELOCATION OF MLGW'S WATER DISTRIBUTION FACILITIES. THESE RELOCATIONS ARE DUE TO STREET IMPROVEMENT PROJECTS. PROJECTS CAN BE INITIATED BY THE CITY OF MEMPHIS, SHELBY COUNTY, LOCAL MUNICIPALITIES, AND/OR TDOT. THIS CONTRACT AWARD WAS BASED ON THE REQUEST FOR QUALIFICATIONS ("RFQ") SELECTION PROCESS.

THIS CHANGE IS TO RATIFY AND RENEW THE CURRENT CONTRACT FOR THE THIRD OF FOUR (4) ANNUAL RENEWALS FOR THE PERIOD COVERING AUGUST 21, 2026 THROUGH AUGUST 20, 2027 WITH NO INCREASE IN THE CONTRACT VALUE. AS PART OF THE NEGOTIATED TERMS FOR THE UPCOMING CONTRACT PERIOD, THE AGREED UPON RATES INCLUDE A 15% INCREASE. THE NEGOTIATED RATE ADJUSTMENT ACCOUNTS FOR LABOR, ECONOMIC MARKET ESCALATIONS, AND RISING OPERATING COSTS. UNDER THE CHAPTER-86 STATUTE FOR UTILITY RELOCATIONS, TDOT WILL REIMBURSE MLGW FOR ELIGIBLE ENGINEERING CONSULTANT COSTS UP TO \$1.75 MILLION PER UTILITY, PER PROJECT. THIS REIMBURSEMENT PROVISION APPLIES TO ELIGIBLE UTILITY RELOCATION PROJECTS AND PROVIDES FOR RECOVERY OF QUALIFYING ENGINEERING CONSULTANT EXPENSES IN ACCORDANCE WITH APPLICABLE TDOT REQUIREMENTS. THIS RATIFICATION AND RENEWAL COMPLY WITH ALL APPLICABLE LAWS AND POLICIES. THE CONTRACT VALUE WILL REMAIN \$500,000.00.

CHANGE IN CONTRACT PRICE:

Contract Value	\$ 500,000.00
Change Amount	\$ <u>0.00</u> – <u>Ratification and Renewal (Change No. 3)</u>
Total Contract Amount	\$ 500,000.00

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

APPROVED BY THE PRESIDENT

DATE

**Allen & Hoshall**

1661 International Drive, Suite 100
Memphis, Tennessee 38120
Office 901.820.0820
Fax 901.683.1001
www.allenhoshall.com

August 10, 2026

Ms. Angel Bailey
Supervisor
Property Management & Survey
Memphis Light, Gas & Water Division
220 S. Main St.
Memphis, TN 38103-3917

Re: **Professional Engineering Services for MLGW Utility Relocations (Water) For Street Improvement Projects**
Contract No. 12403

Dear Ms. Bailey:

The purpose of this letter is to request Allen & Hoshall's option to continue professional engineering services for the next annual renewal of the Memphis Light, Gas, and Water Division Contract No. 12346 dated August 21, 2023, for the above captioned project. We are requesting a change in the hourly rates per the attached schedule below to be effective in the 2026 – 2027 contract year.

Allen & Hoshall requests the following conditions as a part of this renewal:

The Scope of Work for all Work Authorizations will be limited to deliverables meeting only the requirements of TDOT's Utilities Guidebook. Deliverables at the TDOT A Date and B Date will be limited to the items TDOT requires for the project to qualify for a Chapter 86 In State Move.

This language will be added as an amendment to the controlling Primary Contract for this project.

Allen & Hoshall looks forward to continuing to work with Memphis Light, Gas and Water Division on this project. Please contact me if you require additional information or have any questions.

Sincerely,

Allen & Hoshall

Bret M. Fisher, P.E.
bfisher@allenhoshall.com



Allen&Hoshall

1661 International Drive, Suite 100
 Memphis, Tennessee 38120
 Office 901.820.0820
 Fax 901.683.1001
www.allenhoshall.com

Allen & Hoshall 2026 – 2027 Hourly Rate Schedule

Principal	\$255.00
Project Manager	\$230.00
Senior Engineer	\$205.00
Design Engineer	\$190.00
Project Engineer	\$175.00
Engineer	\$160.00
Senior Designer	\$150.00
Designer	\$130.00
Senior Technician	\$115.00
Technician	\$110.00
Clerical	\$100.00
Survey	
RLS Senior Engineer	\$185.00
Crew Chief	\$155.00
2 Person Survey Crew	\$180.00
CAD Tech	\$125.00

DS
 DB

8/12/2026

Reviewed and Recommended by:

Signed by:

Aaron Smith

99AE842B5AFD42A...

Aaron Smith,
 Manager, Water Distribution Engineering

RESOLUTION SUMMARY

- 1. Short Title Description – Contract No. 12346 – MLGW Utility Relocations for Street Improvement Project (Electric)**
- 2. Requested Funding – \$250,000.00**
- 3. Award Duration – Ratification, Increase, and the Third of Four (4) renewals (August 21, 2026 through August 20, 2027)**
- 4. Type of Bid – RFQ**
- 5. Awarded To – Allen & Hoshall, Inc.**
- 6. Plain Language Description – This is to provide professional engineering services to MLGW for Tennessee Department of Transportation (TDOT) projects.**
- 7. Impact – The need exists to supplement MLGW's engineering staff, on an as-needed basis, for the design and relocation of the Division's distribution facilities impacted by TDOT street improvement projects.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts & Strategic Sourcing recommends to the Board of Light, Gas and Water Commissioners the approval of the Ratification, Increase and Renewal (*Change No. 3*) to Contract No.12346, MLGW Utility Relocations for Street Improvement Project (Electric) with Allen & Hoshall, Inc. to ratify, increase and renew the current contract in the funded amount of \$250,000.00.

The project scope is to provide professional design engineering services to design and engineer the relocation of MLGW's electric distribution facilities. These relocations are due to street improvement projects. Projects can be initiated by the City of Memphis, Shelby County, local municipalities, and/or TDOT. This contract award was based on the Request for Qualifications ("RFQ") evaluation process.

This change is to ratify, increase and renew the current contract for the third of four (4) annual renewals for the period covering August 21, 2026 through August 20, 2027. As part of the negotiated terms for the upcoming contract period, the agreed upon rates include a 15% increase. The negotiated rate adjustment accounts for labor, economic market escalations, and rising operating costs. In addition to the negotiated rate adjustment, MLGW is requesting a \$250,000.00 increase in the contract value. Under the Chapter-86 statute for utility relocations, TDOT will reimburse MLGW for eligible engineering consultant costs up to \$1.75 million per utility, per project. This reimbursement provision applies to eligible utility relocation projects and provides for recovery of qualifying engineering consultant expenses in accordance with applicable TDOT requirements. This ratification, increase, and renewal comply with all applicable laws and policies. The new contract value is \$750,000.00.

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 the Ratification, Increase and Renewal (*Change No. 3*) to Contract No. 12346, MLGW Utility Relocations for Street Improvement Project (Electric) with Allen & Hoshall, Inc. to ratify, increase and renew the current contract in the funded amount of \$250,000.00, as outlined in the foregoing preamble, is approved and further,

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

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of September 16, 2026 approved the Ratification, Increase and Renewal (*Change No. 3*) to Contract No.12346, MLGW Utility Relocations for Street Improvement Project (Electric) with Allen & Hoshall, Inc. to ratify, increase and renew the current contract in the funded amount of \$250,000.00, and is now recommending to the Council of the City of Memphis that it approves said ratification, increase and renewal as approved; and

WHEREAS, the project scope is to provide professional design engineering services to design and engineer the relocation of MLGW's electric distribution facilities. These relocations are due to street improvement projects. Projects can be initiated by the City of Memphis, Shelby County, local municipalities, and/or TDOT. This contract award was based on the Request for Qualifications ("RFQ") evaluation process; and

WHEREAS, this change is to ratify, increase and renew the current contract for the third of four (4) annual renewals for the period covering August 21, 2026 through August 20, 2027. As part of the negotiated terms for the upcoming contract period, the agreed upon rates include a 15% increase. The negotiated rate adjustment accounts for labor, economic market escalations, and rising operating costs. In addition to the negotiated rate adjustment, MLGW is requesting a \$250,000.00 increase in the contract value. Under the Chapter-86 statute for utility relocations, TDOT will reimburse MLGW for eligible engineering consultant costs up to \$1.75 million per utility, per project. This reimbursement provision applies to eligible utility relocation projects and provides for recovery of qualifying engineering consultant expenses in accordance with applicable TDOT requirements. This ratification, increase, and renewal comply with all applicable laws and policies. The new contract value is \$750,000.00; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved the Ratification, Increase and Renewal (*Change No. 3*) to Contract No. 12346, MLGW Utility Relocations for Street Improvement Project (Electric) with Allen & Hoshall, Inc. to ratify, increase and renew the current contract in the funded amount of \$250,000.00 as approved.

Contractor:

Allen & Hoshall, Inc.

9/16/2026

Contract Number: 12346

Actions		Date	Amount
Original Award 07.23.2023			\$500,000.00
Ratification, Increase, and Renewal (Change Order No. 1)	This change was to ratify and renew the current contract for the first of four (4) annual renewal terms for the period covering August 21, 2024 through August 20, 2025, with no increase in the contract value. The agreed upon rates will remain the same as the current rates. Under the Chapter-86 statute for utility relocations, TDOT will reimburse MLGW for 100% of the engineering consultant costs related to eligible projects.	8/21/2024	\$0.00
Renewal (Change Order No. 2)	This change was to renew the current contract for the second of four (4) annual renewal terms for the period covering August 21, 2025 through August 20, 2026, with no increase in the contract value. The agreed upon rates will remain the same as the current rates. Under the Chapter-86 statute for utility relocations, TDOT will reimburse MLGW for 100% of the engineering consultant costs related to eligible projects.	8/6/2025	\$0.00
Current Contract Amount			\$500,000.00
Amount Paid to Date as of 08.26.26			\$487,050.00
Current Contract Balance			\$12,950.00
Ratification, Increase, and Renewal (Change Order No. 3)	<i>This change is to ratify, increase and renew the current contract for the third of four (4) annual renewals for the period covering August 21, 2026 through August 20, 2027. As part of the negotiated terms for the upcoming contract period, the agreed upon rates include a 15% increase. The negotiated rate adjustment accounts for labor, economic market escalations, and rising operating costs. In addition to the negotiated rate adjustment, MLGW is requesting a \$250,000.00 increase in the contract value. Under the Chapter-86 statute for utility relocations, TDOT will reimburse MLGW for eligible engineering consultant costs up to \$1.75 million per utility, per project. This reimbursement provision applies to eligible utility relocation projects and provides for recovery of qualifying engineering consultant expenses in accordance with applicable TDOT requirements.</i>	8/6/2025	\$250,000.00
Available Balance			\$262,950.00
Cumulative Contract Value			\$750,000.00
Note: MLGW's Electric Distribution System Engineering Department will utilize the current contract balance in the renewal term of August 21, 2026 through August 20, 2027.			

BOARD RESOLUTION TRANSMITTAL

Board Meeting Date: 9/16/2026

Expenditure Org Executive: Quinton ClarkPurchase Order/Requisition Number: 12346Procurement Contracts Specialist: Shanikka Tate

Purchase Commodity: _____

Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Electric Distribution Engineering / Angel Bailey / 901-528-4186 / adabney@mlgw.org	
Scope: Contract ☒ _____ Purchase _____ Other _____	The project scope is to furnish supervision, labor, transportation, equipment, and materials to provide design and project administration for the design and relocation of electric distribution facilities affected by the Tennessee Department of Transportation (TDOT) construction activities on an as-needed basis at MLGW. These relocations are due to street improvement projects. Projects can be initiated by the City of Memphis, Shelby County, local municipalities, and/or TDOT.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to ratify, increase the contract value, and renew the current contract for the third of four (4) annual renewal terms for the period covering August 21, 2026 through August 20, 2027.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW's offices, project sites and the firm's offices.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to supplement MLGW's engineering staff, on an as-needed basis, for the design and relocation of the Division's distribution facilities impacted by TDOT street improvement projects.	
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, RFQ or RFP) RFQ		

BUDGET:

Amount Requested

2026 Budget*

Amount Spent Year-to-Date

2026 Budget Balance Available

Budget Balance After Award

	Total	In 2026 Budget Year	After Budget Year
\$	250,000.00	\$ 250,000.00	\$ -
\$	650,000.00		
\$	83,330.00	\$ 566,670.00	
		\$ 316,670.00	

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

☒ O&M☐ Capital

Project

Expenditure Organization

Expenditure Type

Task

Electric Dist Engr R2024

0560210 Electric Distribution Engineering

Outside Svc-Other Professional

Admin Expense

Comments:

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

APPROVED:

Talyana Gibbs

9.01.2026

Budget & Financial Planning

Date

Rev. 11/01/2018

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION
CITY OF MEMPHIS
CONTRACT NUMBER 12346

CONTRACT CHANGE NO. 3
DATE OF CHANGE SEPT 16, 2026
SHEET 1 OF 3

TO: MR. BRET FISHER

ALLEN & HOSHALL, INC.

1661 INTERNATIONAL DRIVE, SUITE 100

MEMPHIS, TN 38120

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 PROVIDE PROFESSIONAL DESIGN ENGINEERING SERVICES TO DESIGN AND ENGINEER THE RELOCATION OF MLGW'S ELECTRIC DISTRIBUTION FACILITIES. THESE RELOCATIONS ARE DUE TO STREET IMPROVEMENT PROJECTS. PROJECTS CAN BE INITIATED BY THE CITY OF MEMPHIS, SHELBY COUNTY, LOCAL MUNICIPALITIES, AND/OR TDOT. THIS CONTRACT AWARD WAS BASED ON THE REQUEST FOR QUALIFICATIONS ("RFQ") EVALUATION PROCESS.

THIS CHANGE IS TO RATIFY, INCREASE AND RENEW THE CURRENT CONTRACT FOR THE THIRD OF FOUR (4) ANNUAL RENEWALS FOR THE PERIOD COVERING AUGUST 21, 2026 THROUGH AUGUST 20, 2027. AS PART OF THE NEGOTIATED TERMS FOR THE UPCOMING CONTRACT PERIOD, THE AGREED UPON RATES INCLUDE A 15% INCREASE. THE NEGOTIATED RATE ADJUSTMENT ACCOUNTS FOR LABOR, ECONOMIC MARKET ESCALATIONS, AND RISING OPERATING COSTS. IN ADDITION TO THE NEGOTIATED RATE ADJUSTMENT, MLGW IS REQUESTING A \$250,000.00 INCREASE IN THE CONTRACT VALUE. UNDER THE CHAPTER-86 STATUTE FOR UTILITY RELOCATIONS, TDOT WILL REIMBURSE MLGW FOR ELIGIBLE ENGINEERING CONSULTANT COSTS UP TO \$1.75 MILLION PER UTILITY, PER PROJECT. THIS REIMBURSEMENT PROVISION APPLIES TO ELIGIBLE UTILITY RELOCATION PROJECTS AND PROVIDES FOR RECOVERY OF QUALIFYING ENGINEERING CONSULTANT EXPENSES IN ACCORDANCE WITH APPLICABLE TDOT REQUIREMENTS. THIS RATIFICATION, INCREASE, AND RENEWAL COMPLY WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$750,000.00.

CHANGE IN CONTRACT PRICE:

Contract Value	\$ 500,000.00
Change Amount	<u>\$ 250,000.00</u> – <u>Ratification, Increase and Renewal (Change No. 3)</u>
Total Contract Amount	\$750,000.00

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

APPROVED BY THE PRESIDENT

DATE

**Allen&Hoshall**

1661 International Drive, Suite 100
Memphis, Tennessee 38120
Office 901.820.0820
Fax 901.683.1001
www.allenhoshall.com

August 10, 2026

Ms. Angel Bailey
Supervisor
Property Management & Survey
Memphis Light, Gas & Water Division
220 S. Main St.
Memphis, TN 38103-3917

Re: **Professional Engineering Services for MLGW Utility Relocations (Electric) For Street Improvement Projects**
Contract No. 12346

Dear Ms. Bailey:

The purpose of this letter is to request Allen & Hoshall's option to continue professional engineering services for the next annual renewal of the Memphis Light, Gas and Water Division Contract No. 12346 dated August 21, 2023, for the above captioned project. We are requesting a change in the hourly rates per the attached schedule below to be effective in the 2026 – 2027 contract year.

Allen & Hoshall requests the following conditions as a part of this renewal:

The Scope of Work for all Work Authorizations will be limited to deliverables meeting only the requirements of TDOT's Utilities Guidebook. Deliverables at the TDOT A Date and B Date will be limited to the items TDOT requires for the project to qualify for a Chapter 86 In State Move.

This language will be added as an amendment to the controlling Primary Contract for this project.

Allen & Hoshall looks forward to continuing to work with Memphis Light, Gas and Water Division on this project. Please contact me if you require additional information or have any questions.

Sincerely,

Allen & Hoshall

Bret M. Fisher, P.E.
bfisher@allenhoshall.com



Allen&Hoshall

1661 International Drive, Suite 100
 Memphis, Tennessee 38120
 Office 901.820.0820
 Fax 901.683.1001
www.allenhoshall.com

Allen & Hoshall 2026 – 2027 Hourly Rate Schedule

Principal	\$255.00
Project Manager	\$230.00
Senior Engineer	\$205.00
Design Engineer	\$190.00
Project Engineer	\$175.00
Engineer	\$160.00
Senior Designer	\$150.00
Designer	\$130.00
Senior Technician	\$115.00
Technician	\$110.00
Clerical	\$100.00
Survey	
RLS Senior Engineer	\$185.00
Crew Chief	\$155.00
2 Person Survey Crew	\$180.00
CAD Tech	\$125.00

Initial

8/12/2026

Reviewed and Recommended by:

DocuSigned by:

8/12/2026

75720038844048D...

Kory Robinson,
Manager, Electric Distribution System Engineering

RESOLUTION SUMMARY

- 1. Short Title Description – Contract No. 12435 – External Corrosion Direct Assessment (ECDA)**
- 2. Requested Funding – \$228,000.00**
- 3. Award Duration – Increase and Third of four (4) annual renewals (January 1, 2027 through December 31, 2027)**
- 4. Type of Bid – Sealed Bid**
- 5. Awarded To – Integrity Solutions Field Services, Inc.**
- 6. Plain Language Description – This change is to renew the contract to conduct External Corrosion Direct Assessment (ECDA) survey gas transmission pipelines.**
- 7. Impact – Integrity Solutions Field Services conducts External Corrosion Direct Assessment (ECDA) surveys for MLGW gas transmission pipelines to ensure compliance and to conform to the latest revision of US DOT PHMSA requirements in 49 CFR Part 192.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of the Increase and Renewal (*Change No. 3*) to Contract No. 12435, External Corrosion Direct Assessment (ECDA) with Integrity Solutions Field Services, Inc. to increase and renew the current contract in the funded amount of \$228,000.00.

The project scope is to furnish all supervision, labor, transportation, materials, equipment, tools and supplies to conduct an External Corrosion Direct Assessment (ECDA) inspection/survey of 35 miles of MLGW's Natural Gas Pipeline to meet all DOT 49 CFR part 192 Federal Regulations. The contract award was selected based on the lowest and best bid using the Sealed Bid process.

This change is to increase and renew the current contract for the third of four (4) annual renewal terms for the period covering January 1, 2027 through December 31, 2027 in the amount of \$228,000.00 with no increase in rates from the previous term. This increase and renewal complies with all applicable laws and policies. The new contract value is \$912,000.00.

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 the Increase and Renewal (*Change No. 3*) to Contract No. 12435, External Corrosion Direct Assessment (ECDA) with Integrity Solutions Field Services, Inc. to increase and renew the current contract in the funded amount of \$228,000.00 as outlined in the above preamble, is approved; and further

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

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of September 16, 2026 approved the Increase and Renewal (*Change No. 3*) to Contract No. 12435, External Corrosion Direct Assessment (ECDA) with Integrity Solutions Field Services, Inc. to increase and renew the current contract and is now recommending to the Council of the City of Memphis that it approves said increase and renewal as approved; and

WHEREAS, the project scope is to furnish all supervision, labor, transportation, materials, equipment, tools and supplies to conduct an External Corrosion Direct Assessment (ECDA) inspection/survey of 35 miles of MLGW's Natural Gas Pipeline to meet all DOT 49 CFR part 192 Federal Regulations. The contract award was selected based on the lowest and best bid using the Sealed Bid process; and

WHEREAS, this change is to increase and renew the current contract for the third of four (4) annual renewal terms for the period covering January 1, 2027 through December 31, 2027 in the amount of \$228,000.00 with no increase in rates from the previous term. This increase and renewal complies with all applicable laws and policies. The new contract value is \$912,000.00; and

NOW THEREFORE BE IT RESOLVED BY THE Council of the City of Memphis, that there be and is hereby approved the Increase and Renewal (*Change No. 3*) to Contract No. 12435, External Corrosion Direct Assessment (ECDA) with Integrity Solutions Field Services, Inc. to increase and renew the current contract in the funded amount of \$228,000.00 as approved.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Chandrika Winston-Rosser
 Procurement Contracts Specialist: Aline Cotton

Board Meeting Date: 9/16/2026
 Contract Number: 12435
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	0570450 / Gas Engineering & Operations / Srihari Darapaneni / 901.320.1530 / 248.560.5133 / sdarapaneni@mlgw.org	
Scope: Contract <u>X</u> Purchase _____ Other _____	The project scope is to furnish all supervision, labor, transportation, materials, equipment, tools and supplies to conduct an External Corrosion Direct Assessment (ECDA) inspection/survey of 35 miles of MLGW's Natural Gas Pipeline to meet all DOT 49 CFR part 192 Federal Regulations.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to increase and renew the current contract for the third of four (4) annual renewals for the period covering January 1, 2027 through December 31, 2027.	
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 meet the requirements of DOT 49 CFR part 192 Federal Regulations.	
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, RFQ or RFP) Sealed Bid		

BUDGET:

Amount Requested

2026 Budget*

Amount Spent Year-to-Date

2026 Budget Balance Available

Budget Balance After Award

	Total	In 2027 Budget Year	After Budget Year
\$	228,000.00	\$ 228,000.00	\$ -
\$	470,004.00		
\$	158,854.50	\$ 311,149.50	
		\$ 83,149.50	

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

☒ O&M☐ Capital

Project

Expenditure Organization

Expenditure Type

Task

Gas System Integrity R2025

0570450 Gas System Integrity

Contracted Services- Other

Admin Expense

Comments:

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

APPROVED:

Kabrina Cooper

Budget & Financial Planning

8/31/2026

Date

Rev. 11/01/2018

Contractor:

Integrity Solutions Field Services, Inc.

9/16/2026

Contract Number: 12435

Actions		Date	Amount
Original Award 12.19.23			\$228,000.00
Renewal (Change Order No. 1)	This change was to renew the current contract for the first of four (4) annual renewals for the period covering January 1, 2025 through December 31, 2025 in the amount of \$228,000.00, with no increase in rates from the initial term.	11/6/2024	\$228,000.00
Ratification and Renewal (Change Order No. 2)	This change was to ratify and renew the current contract for the second of four (4) annual renewal terms for the period covering January 1, 2026 through December 31, 2026 in the amount of \$228,000.00 with no increase in rates from the previous term.	12/3/2025	\$228,000.00
Current Contract Amount			\$684,000.00
Amount Paid to Date as of 08.28.26			\$429,545.70
Current Contract Balance			\$254,454.30
<i>Increase and Renewal (Change Order No. 3)</i>	<i>This change is to increase and renew the current contract for the third of four (4) annual renewal terms for the period covering January 1, 2027 through December 31, 2027 in the amount of \$228,000.00 with no increase in rates from the previous term.</i>	9/16/2026	<i>\$228,000.00</i>
Available Balance			<i>\$482,454.30</i>
Cumulative Contract Value			<i>\$912,000.00</i>

The Gas Operations and Engineering Department will allocate the remaining funds to pay for outstanding and anticipated invoices through December 31, 2026.

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION
 CITY OF MEMPHIS
 CONTRACT NUMBER 12435

CONTRACT CHANGE NO. 3
 DATE OF CHANGE SEPTEMBER 16, 2026
 SHEET 1 OF 2

TO: SCOTT LEWANDOWSKI

INTEGRITY SOLUTIONS FIELD SERVICES, INC.

401 REPUBLIC AVENUE

ALMA, MI 48801

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 ALL SUPERVISION, LABOR, TRANSPORTATION, MATERIALS, EQUIPMENT, TOOLS AND SUPPLIES TO CONDUCT AN EXTERNAL CORROSION DIRECT ASSESSMENT (ECDA) INSPECTION/SURVEY OF 35 MILES OF MLGW'S NATURAL GAS PIPELINE TO MEET ALL DOT 49 CFR PART 192 FEDERAL REGULATIONS. THE CONTRACT AWARD WAS SELECTED BASED ON THE LOWEST AND BEST BID USING THE SEALED BID PROCESS.

THIS CHANGE IS TO INCREASE AND RENEW THE CURRENT CONTRACT FOR THE THIRD OF FOUR (4) ANNUAL RENEWAL TERMS FOR THE PERIOD COVERING JANUARY 1, 2027 THROUGH DECEMBER 31, 2027 IN THE AMOUNT OF \$228,000.00 WITH NO INCREASE IN RATES FROM THE PREVIOUS TERM. THIS INCREASE AND RENEWAL COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$912,000.00.

CHANGE IN CONTRACT PRICE:

Contract Value	\$ 684,000.00
Change Amount	\$ <u>228,000.00</u> – <u>Increase and Renewal (Change No. 3)</u>
Total Contract Amount	\$ 912,000.00

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

 APPROVED BY THE PRESIDENT

 DATE



July 13, 2026

Virgil Deanes
Manager, Gas Engineering & Operations
Memphis Light, Gas and Water Division 220 South Main Street
Memphis, TN 38103-3917
(901) 528-4020 Office
(901) 528-4374 Fax
state@mlgw.org

Re: Annual contract renewal

INTEGRITY SOLUTIONS FIELD SERVICES, INC. is requesting to exercise the option to renew contract no. 12435 External Corrosion Direct Assessment (ECDA) of MLGW's Gas Pipeline. We are requesting no increase in the pricing for the 2027 scope of work, which is well below the Consumer Price Index as of October 2023. We are asking for the effective date to be period of January 1st, 2027, through December 31st, 2027. This contract shall not exceed the amount of \$228,000; which includes the following: bid amount of \$207,000; Rain Day Delay Cost quoted for 40 hours in the amount of \$11,000; and an as-needed Audit Inspection for two (2) days quoted in the amount of \$10,000.

Thank you for the opportunity to continue providing our services to you. Please contact me with any questions.

Sincerely,

Scott Lewandowski

Scott Lewandowski
Executive Vice President
Survey Department Manager
Integrity Solutions Field Services

DocuSigned by:
Virgil Deanes
38075A0F3D64490...
Virgil Deanes, PE
Memphis Light Gas and Water
Manager of Gas Engineering and Operations

7/21/2026

RESOLUTION SUMMARY

- 1. Short Title Description – Contract No. 12648 – Engineering Services for Liquefied Natural Gas (LNG) Plant**
- 2. Requested Funding – \$250,000.00**
- 3. Award Duration – Increase and the First of four (4) annual renewals (December 29, 2026 through December 28, 2027)**
- 4. Type of Bid – RFQ**
- 5. Awarded To – NV5 LNG Engineering Services, Inc.**
- 6. Plain Language Description – Engineering services contract to supplement existing engineering staff on an as-needed basis, to design and engineer and consult for LNG Plant engineering needs.**
- 7. Impact – This contract will be used to have NV5 LNG Engineering Services, Inc. perform any large scale or detailed study of the LNG Plant current or future operations. Additionally, NV5 LNG Engineering Services, Inc. will be utilized as needed based on LNG Plant engineering needs.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts & Strategic Sourcing recommends to the Board of Light, Gas and Water Commissioners the approval of the Increase and Renewal (*Change No. 1*) to Contract No. 12648, Engineering Services for Liquefied Natural Gas (LNG) Plant with NV5 LNG Engineering Services, Inc. to increase and renew the current contract in the funded amount of \$250,000.00.

The project scope is to supplement existing engineering staff on an as-needed basis, to design, engineer, and consult for the relocation or installation of Division natural gas facilities. The contract award was selected based on the Request for Qualifications (“RFQ”) evaluation process.

This change is to renew the current contract for the first of four (4) annual renewal terms covering December 29, 2026 through December 28, 2027 and increase the contract value in the amount of \$250,000.00 with no increase in rates from the initial term. This increase and renewal complies with all applicable laws and policies. The new contract value is \$350,000.00.

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

THAT, the approval of the Increase and Renewal (*Change No. 1*) to Contract No. 12648, Engineering Services for Liquefied Natural Gas (LNG) Plant with NV5 LNG Engineering Services, Inc. to increase and renew the current contract in the funded amount of \$250,000.00, as outlined in the above preamble, is approved; and further

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

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Chandrika Winston-Rosser
 Procurement Contracts Specialist: Jessica Payne

Board Meeting Date: 9/16/2026
 Contract Number: 12648
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	GAS ENGINEERING / 570410 / CAROL DODGE / 901-320-1530 / CDODGE@MLGW.ORG	
Scope: Contract <u>X</u> Purchase _____ Other _____	The project scope is to supplement existing engineering staff on an as-needed basis, to design, engineer, and consult for the relocation or installation of Division natural gas facilities.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to increase the contract value and renew the current contract for the first of four (4) annual renewal terms for the period covering December 29, 2026 through December 28, 2027.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW's offices, project sites and the firm's offices.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists, to supplement existing engineering staff on an as-needed basis, to design and engineer and consult for the relocation or installation of Division natural gas facilities.	
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, RFQ or RFP) <u>RFQ</u>		

BUDGET:

Amount Requested

2027 Budget*

Amount Spent Year-to-Date

2027 Budget Balance Available

Budget Balance After Award

	Total	In 2027 Budget Year	After Budget Year
\$	250,000.00	\$ 250,000.00	\$ -
\$	1,350,000.00		
\$	-		
\$	1,350,000.00	\$ 1,350,000.00	
		\$ 1,100,000.00	

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

☒ O&M☐ Capital

Project

Expenditure Organization

Expenditure Type

Task

Gas Engineering R2024

0570410 Gas Engineering

Outside Svc-Other Professional

Admin Expense

Date

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

APPROVED:

Kabrina Cooper

Budget & Financial Planning

7/24/2026

Date

Rev. 11/01/2018

Contractor:

NV5 LNG Engineering Services, Inc.

9/16/2026

Contract Number: 12648

Actions		Date	Amount
Original Award	Award	12/29/2025	\$100,000.00
Amount Paid to Date as of 09.02.26			\$20,822.00
Current Contract Balance			\$79,178.00
Increase and Renewal (Change Order No. 1)	<i>This change is to renew the current contract for the first of four (4) annual renewal terms covering December 29, 2026 through December 28, 2027 and increase the contract value in the amount of \$250,000.00 with no increase in rates from the initial term.</i>	9/16/2026	\$250,000.00
Available Balance			\$329,178.00
Cumulative Contract Value			\$350,000.00
NOTE: MLGW's Gas Engineering and Operations Department will utilize the remaining balance through the current term of December 28, 2026.			

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION CONTRACT CHANGE NO. 1
 CITY OF MEMPHIS DATE OF CHANGE SEPTEMBER 16, 2026
 CONTRACT NUMBER 12648 SHEET 1 OF 3

TO: MATTHEW MENCHEN

NV5 LNG ENGINEERING SERVICES, INC.

430 WEST ROAD

PORTSMOUTH, NH 03801

YOU ARE ADVISED THAT THE MEMPHIS LIGHT, GAS AND WATER DIVISION, CITY OF MEMPHIS, MEMPHIS, TENNESSEE HEREBY AUTHORIZED THE FOLLOWING CHANGE IN REGARD 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 SUPPLEMENT MLGW'S ENGINEERING STAFF, ON AN AS-NEEDED BASIS, FOR THE DESIGN AND CONSULT FOR RELOCATION OR INSTALLATION OF DIVISION NATURAL GAS FACILITIES. THE CONTRACT AWARD WAS SELECTED BASED ON THE REQUEST FOR QUALIFICATIONS ("RFQ") EVALUATION PROCESS.

THIS CHANGE IS TO RENEW THE CURRENT CONTRACT FOR THE FIRST OF FOUR (4) ANNUAL RENEWAL TERMS COVERING DECEMBER 29, 2026 THROUGH DECEMBER 28, 2027 AND INCREASE THE CONTRACT VALUE IN THE AMOUNT OF \$250,000.00 WITH NO INCREASE IN RATES FROM THE INITIAL TERM. THIS INCREASE AND RENEWAL COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$350,000.00.

CHANGE IN CONTRACT PRICE:

Contract Amount	\$ 100,000.00	
Change Amount	\$ <u>250,000.00</u>	<u>Increase and Renewal (Change No. 1)</u>
Total Contract Amount	\$ 350,000.00	

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

 APPROVED BY THE PRESIDENT

 DATE

Carol Dodge
Supervisor Gas Engineering
Memphis Light Gas & Water
Memphis, TN 38108

July 21, 2026

Re: CHI Engineering Request for MSA Renewal

Dear Ms. Dodge,

NV5 LNG Servies / CHI Engineering is writing to express our interest in renewing the services contract with Memphis Light, Gas & Water for the renewal term from December 29, 2026 to December 28, 2027.

Attached is our fee schedule for the upcoming contract term. Moderate adjustments have been made to account for rising costs, inflation, insurance and other overhead expenses.

Please do not hesitate to call with any questions or concerns.

Very truly yours,

Matthew Menchen

Matthew Menchen, PE
Director of Engineering

RATE SHEET

Effective Rates for work executed January 1, 2027 through December 31, 2027

Standard Straight-time Hourly Rates: (see notes)

Principal Engineer	\$266
Project Manager	\$235
Sr. Technical Engineer	\$235
Director of Construction	\$235
Sr. Technical Specialist	\$231
IT Specialist	\$224
Senior Engineer	\$224
Assistant Project Manager	\$214
Senior Project Engineer	\$214
Project Engineer	\$200
Technical Specialist	\$198
Staff Engineer	\$165
Senior CAD Designer	\$165
CAD Designer	\$151
CAD Drafter	\$135
Construction/Site Safety Supervisor	\$193
Assistant Construction Manager	\$161
Instrument Technician	\$186
Senior Technician/QAQC Manager	\$160
Technician	\$147
Certified Welder	\$145
Procurement/Expediting Specialist	\$122
Project Administrator	\$122
Project Assistant	\$101
Project Clerk	\$ 86

Signed by:

Carol Dodge
20BB5FDA3226438...

8/19/2026

DocuSigned by:

Virgil Dean
38075A0F3D6449...

8/21/2026

Materials, Rental Equipment, Subcontractors, Expenses, Reimbursables and Travel:

All expenses & subcontracted labor are invoiced at actual out of pocket cost plus 15% and includes but are not limited to;

- Material, Subcontractors, Consultants, Equipment, Tool Rental, Consumables, Travel, Freight, etc.
- Project travel expenses include all modes of transportation, air, train, taxi, rental car, hotel, per diem, mileage, baggage handling, change fees, parking, gas, tips, meals, etc.
- Express mail, copies, printing, specialized software, test equipment

Notes:

1. Standard rates include all overhead, insurance, profit, computers, utilities, telephone, fax, etc., but do not include specific expenses as noted or Equipment listed on the Equipment Rate Schedule.
2. Travel time and work time are considered the same for billing purposes.
3. On projects lasting four weeks or more, there will be an additional time and expense charge, or travel allowance, for each site technician to travel home roundtrip, monthly.
4. Overtime rates will be invoiced at standard rates + 50%. All hours an employee works in total for the week over 40 hours cumulatively, regardless of for whom, are charged out at overtime, 1.5 times standard rates.
5. Please note that Emergency Response Rates prevail when applicable at 1.5 times all standard straight-time and overtime billing rates, billable expenses and equipment.
6. Consumables are charged at either actual expenses plus 15%, or at a rate of 3% times Field Labor.
7. The Meal Per Diem Allowance is \$75.00 per day and is subject to increase based on location or GSA rates.
8. Terms are net 30 days upon receipt of invoice. Any invoices not disputed within 10 days are considered accepted.

RESOLUTION SUMMARY

- 1. Short Term Description - Contract No. 12577 – Engineering Services for Gas Engineering & Operations Services**
- 2. Requested Funding - \$300,000.00**
- 3. Award Duration – Increase and the First of four (4) annual renewals (December 29, 2026 through December 28, 2027)**
- 4. Type of Bid – RFQ**
- 5. Awarded to – ENTRUST Solutions Group**
- 6. Plain Language Description - Engineering services contract to supplement existing engineering staff on an as-needed basis, to design and engineer and consult for the relocation or installation of Division natural gas facilities.**
- 7. Impact - This contract will be used to have Entrust Solutions Group perform a distribution valve study which will focus on the identification, evaluation and prioritization of valves that are critical to effectively isolate the system during an emergency, unplanned outage, or maintenance activities. This valve study will strength MLGW's ability to respond to incidents, reduce outage impacts, improve system operability, and enhance safety. Additionally, Entrust will be designing the Germantown Gate Station Upgrade project. This is a critical gate station in the MLGW system.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts & Strategic Sourcing recommends to the Board of Light, Gas and Water Commissioners the approval of the Increase and Renewal (*Change No. 1*) to Contract No. 12577, Engineering Services for Gas Engineering & Operations Services with ENTRUST Solutions Group to increase and renew the current contract in the funded amount of \$300,000.00.

The project scope is to supplement existing engineering staff on an as-needed basis, to design, engineer, and consult for the relocation or installation of Division natural gas facilities. The contract award was selected based on the Request for Qualifications (“RFQ”) evaluation process.

This change is to renew the contract for the first of four (4) annual renewal terms for the period covering December 29, 2026 through December 28, 2027 and increase the contract value in the amount of \$300,000.00 which reflects an increase in rates due to increased labor costs and CPI-related increases during calendar year 2026. Across all positions, the average rate increase was 2.65%. Across the 26 positions that experienced a rate increase, the average increase was 3.55%. This increase and renewal complies with all applicable laws and policies. The new contract value is \$400,000.00.

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

THAT, the approval of the Increase and Renewal (*Change No. 1*) to Contract No. 12577, Engineering Services for Gas Engineering & Operations Services with ENTRUST Solutions Group to increase and renew the current contract in the funded amount of \$300,000.00, as outlined in the above preamble, is approved; and further

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

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Chandrika Winston-Rosser Board Meeting Date: 9/16/2026
 Procurement Contracts Specialist: TaShay Yates Contract Number: 12577
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	GAS ENGINEERING / 570410 / CAROL DODGE / 901-320-1530 / CDODGE@MLGW.ORG	
Scope: Contract <u>X</u> _____ Purchase _____ Other _____	The project scope is to supplement MLGW's engineering staff, on an as-needed basis, for the design and consult for relocation or installation of Division natural gas facilities.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to increase the contract value and renew the current contract for the first of four (4) annual renewal terms for the period covering December 29, 2026 through December 28, 2027.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW's offices, project sites and the firm's offices.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to supplement MLGW's engineering staff, on an as-needed basis, for the design and consult for relocation or installation of Division natural gas facilities.	
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, RFQ or RFP) RFQ		

BUDGET:

	Total	In 2027 Budget Year	After Budget Year
Amount Requested	\$ 300,000.00	\$ 300,000.00	\$ -
2027 Budget*	\$ 1,350,000.00		
Amount Spent Year-to-Date	\$ -		
2027 Budget Balance Available	\$ 1,350,000.00	\$ 1,350,000.00	
Budget Balance After Award		\$ 1,050,000.00	

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

☒ O&M☐ Capital

Project Gas Engineering R2024
 Expenditure Organization 0570410 Gas Engineering
 Expenditure Type Outside Svc-Other Professional
 Task Admin Expense

Comments:

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

APPROVED:

Kabrina Cooper

Budget & Financial Planning

7/24/2026

Date

Rev. 11/01/2018

Contractor:

ENTRUST Solutions Group

9/16/2026

Contract Number: 12577

Actions		Date	Amount
Original Award	Award	12/9/2025	\$100,000.00
Amount Paid to Date as of 09.01.26			\$46,902.74
Current Contract Balance			\$53,097.26
Increase and Renewal (Change Order No. 1)	<i>This change is to renew the contract for the first of four (4) annual renewal terms for the period covering December 29, 2026 through December 28, 2027 and increase the contract value in the amount of \$300,000.00 which reflects an increase in rates due to increased labor costs and CPI-related increases during calendar year 2026. Across all positions, the average rate increase was 2.65%. Across the 26 positions that experienced a rate increase, the average increase was 3.55%.</i>	9/16/2026	\$300,000.00
Available Balance			\$353,097.26
Cumulative Contract Value			\$400,000.00
NOTE: MLGW's Gas Engineering and Operations Department will utilize the remaining balance through the current term ending December 28, 2026.			

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION CONTRACT CHANGE NO. 1
 CITY OF MEMPHIS DATE OF CHANGE SEPTEMBER 16, 2026
 CONTRACT NUMBER 12577 SHEET 1 OF 6

TO: JOHN HAYES

ENTRUST SOLUTIONS GROUP

3333 WARNERVILLE ROAD, SUITE 750

LISLE, IL 60532

YOU ARE ADVISED THAT THE MEMPHIS LIGHT, GAS AND WATER DIVISION, CITY OF MEMPHIS, MEMPHIS, TENNESSEE HEREBY AUTHORIZED THE FOLLOWING CHANGE IN REGARD 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 SUPPLEMENT MLGW'S ENGINEERING STAFF, ON AN AS-NEEDED BASIS, FOR THE DESIGN AND CONSULT FOR RELOCATION OR INSTALLATION OF DIVISION NATURAL GAS FACILITIES. THE CONTRACT AWARD WAS SELECTED BASED ON THE REQUEST FOR QUALIFICATIONS ("RFQ") EVALUATION PROCESS.

THIS CHANGE IS TO RENEW THE CONTRACT FOR THE FIRST OF FOUR (4) ANNUAL RENEWAL TERMS FOR THE PERIOD COVERING DECEMBER 29, 2026 THROUGH DECEMBER 28, 2027 AND INCREASE THE CONTRACT VALUE IN THE AMOUNT OF \$300,000.00 WHICH REFLECTS AN INCREASE IN RATES DUE TO INCREASED LABOR COSTS AND CPI-RELATED INCREASES DURING CALENDAR YEAR 2026. ACROSS ALL POSITIONS, THE AVERAGE RATE INCREASE WAS 2.65%. ACROSS THE 26 POSITIONS THAT EXPERIENCED A RATE INCREASE, THE AVERAGE INCREASE WAS 3.55%. THIS INCREASE AND RENEWAL COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$400,000.00.

CHANGE IN CONTRACT PRICE:

Contract Amount	\$ 100,000.00	
Change Amount	\$ 300,000.00	<u>Increase and Renewal (Change No. 1)</u>
Total Contract Amount	\$ 400,000.00	

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

 APPROVED BY THE PRESIDENT

 DATE



*Comprehensive and Dependable
Engineering, Consulting, and
Automation Services*

August 10, 2026

Memphis Light Gas & Water
Attention: Ms. Carol Dodge
RE: Contract #12577 Renewal Request

Ms. Dodge,

Per your request, ENTRUST is pleased to formally express interest in renewing Contract #12577 for a renewal term of December 29, 2026 - December 28, 2027. We appreciate the opportunity to continue supporting Memphis Light Gas & Water and look forward to maintaining a productive working relationship under the renewed agreement.

The attached rate information is valid through 12/31/2027 and includes a 3% adjustment to account for increased labor costs and CPI-related increases during 2026. Please let us know if any additional information is needed to support the renewal process.
Sincerely,

A handwritten signature in black ink that reads "John Hayes". The signature is fluid and cursive.

John Hayes
Director, Gas Projects & Programs



Comprehensive and Dependable Engineering, Consulting,
Automation Renewable Services

Schedule of Rates and Services
Memphis, Light, Gas, and Water Division (MLGW)
General Engineering Services
 Effective January 1, 2027 to December 31, 2027

Position Description

Hourly Rate

Design Services

Director	\$221.00
Sr. Project Manager	\$213.00
Project Manager	\$180.00
Sr. Engineering Lead	\$191.00
Engineering Lead	\$175.00
Sr. Project Engineer/Specialist	\$165.00
Project Engineer/Specialist	\$132.00
Sr. Design Engineer/Specialist	\$152.00
Design Engineer/Specialist	\$118.00
Design Coordinator	\$152.00
Sr. Designer	\$133.00
Designer	\$122.00
Sr. Technician	\$100.00
Technician	\$90.00

Automation (AU) Services

AU-Sr. Control Systems Engineer III/IV	\$168.00
AU-Sr. Control Systems Engineer I/II	\$163.00
AU-Control Systems Engineer III/IV	\$144.00
AU-Control Systems Engineer I/II	\$144.00
AU-Sr. Controls Systems Technician Level I/II	\$128.00
AU-Controls Systems Technician Level I/II	\$114.00

Data and GIS Services

Sr. Data/GIS Analyst	\$140.00
Data/GIS Analyst	\$117.00
Sr. Data/GIS Technician	\$99.00
Data/GIS Technician	\$79.00

Signed by:

Carol Dodge
20BB5FDA3226438...

8/10/2026

DocuSigned by:

Virgil Deanes
38075A0F3D64490...

8/10/2026

Headquarters:

3333 Warrenville Rd. Suite 750, Lisle, IL 60532
(630) 353-4000 | info@entrustsol.com



Comprehensive and Dependable Engineering, Consulting,
Automation Renewable Services

Position Description

Hourly Rate

Corrosion Consulting Services

Lead Corrosion Technician	\$146.00
Associate Materials Engineer/Consultant I	\$132.00
Sr. Corrosion Technician	\$119.00
Corrosion Technician	\$103.00

Signed by:
Carol Dodge
20BB5FDA3226438...

DocuSigned by:
Virgil Deanes
38075A0F3D64490...

Support Services

8/10/2026	Sr. Project Controls Engineer/Specialist	\$149.00
	Project Controls Engineer/Specialist	\$129.00
	Administrative/Project Assistant	\$84.00

8/10/2026

Rate Schedule Clarifications

1. The above hourly rates include salary, payroll burdens, other overheads and fee. These rates do not include state or local gross receipts, sales, use or other forms of special business or occupation taxes not generally levied by most states. Costs associated with such taxes will be charged at actual cost.
2. Above rates are valid through December 31, 2027, after which they are subject to an annual adjustment based on inflation and changes in the labor market.
3. Overtime: Time worked over 40 hours per week, weekends and holidays for non-exempt employees will be charged at the following multiples to the hourly rate:
 - 1.5x
4. Travel time will be invoiced portal to portal at the above rates.
5. EN Engineering has a wide breadth of specialized consulting services that are not covered by this scope of work and rate table. EN is able to offer additional services under a different set of rates. Such services include, but are not limited to, the following:
 - a. Stray current (AC and DC) design, mitigation and analysis
 - b. Pipeline safety regulatory compliance support including but not limited to Integrity Management (TIMP, DIMP, SIMP), Operations and Maintenance and other regulatory programs.
 - c. Safety management systems, including Pipeline Safety Management Systems (PSMS) and Process Safety Management (PSM)
 - d. Regulatory interpretations and jurisdictional audit support



Comprehensive and Dependable Engineering, Consulting,
Automation Renewable Services

- e. ILI data analysis, ILI post assessment, unity plots, corrosion growth rates and dig selection
 - f. Metallurgical consulting including but not limited to root cause analysis, failure analysis, repair recommendations and Fitness-for-Service
 - g. Material Validation program setup, vendor qualification, or program technical oversight as it relates to 49 CFR 192.607.
 - h. Direct examination (dig assessment) of exposed pipelines or interpretation of results from an examination
 - i. System Modeling
 - j. Risk assessment and system analysis
 - k. Data management and customized data solutions
 - l. Detailed structural design such as shoring design or SE stamped drawings
 - m. Storm Water Pollution Prevention Plans
 - n. Construction management
 - o. Material purchasing, tracking, and expediting
 - p. Inspection services
 - q. Environmental Inspections
6. An invoice will be submitted at the end of each month based on the work completed that month. Payment for the amount invoiced is due and payable within 30 days following receipt of EN Engineering invoice. Invoices not paid within 45 days of issue will incur a 1.5% per month interest charge
 7. A \$50 Portal Fee will be charged per invoice for all invoices that are entered into a portal per the client's request.
 8. Software will be charged at the rates below, in addition to the above rates for personnel:

Pipe Stress Analysis - Caesar II	\$30/hr
Hydraulic Modeling - Synergi	
SES - Right-of-Way Pro (AC and DC Mitigation Modeling)	
SES - Multi-Fields (DC Attenuation & EMF Modeling)	\$50/hr
ANSYS	
Area Isolation Module (AIM) - Synergi	\$80/hr
PRCI Hot Tap	\$200/run
 9. Equipment rates for field corrosion measurement and data acquisition will be charged at the above position rates plus the rates described below.

a. AC Mitigation Assessment Kit	\$50/Day
b. Direct Assessment Dig Kit	\$75/Day
c. ECDA/CIS Assessment Kit	\$50/Day
d. Interference Assessment Kit	\$100/Day

Reimbursable Expenses



Comprehensive and Dependable Engineering, Consulting,
Automation Renewable Services

Reimbursable Expenses are in addition to compensation for basic and additional services and include those expenses incurred by EN Engineering in the interest of the project, as identified by the following clauses:

1. Automobile mileage will be reimbursed for actual miles traveled in the performance of services at a rate or as adjusted in accordance with IRS Standard Mileage Rate guidelines.
2. Reproduction services using in-house resources will be charged at the rates shown below:
 - a. Plotting Charges: Color \$ 1.00/S.F., B/W \$0.20/S.F.
 - b. Duplicating Charges:
 - i. Black & White 8 ½ X 11: \$ 0.10 Each; B/W 11 X 17: \$0.20 Each
 - ii. Color 8 ½ X 11: \$ 0.40 Each; Color 11 X 17: \$0.80 Each

Duplicating and Plotting performed off-site by a third-party supplier will be charged at the indirect cost basis of actual cost plus 10%.

3. Direct costs incurred in performing the engineering services will be charged at **actual cost plus 10%**. Such direct costs include but are not limited to the following:
 - a. Expenses in connection with long distance communications, faxes, and cellular telephone charges associated with the project.
 - b. Expenses in connection with authorized out-of-town travel shall include but not be limited to: air fares, automobile rental, lodging, meals, taxi fares, public transportation and parking.
 - c. Expense of postage, courier and messenger services, and handling drawings, specifications and other documents, in connection with the project.
 - d. Expenses of maps, records, abstract fees, permit fees, supplies etc.
 - e. Personal Protective Equipment (PPE) or other safety equipment that is specified as required by the company.
4. Indirect costs incurred related to the performing the engineering services will be charged at **actual cost plus 10%**. Such indirect costs shall include but not be limited to the following:
 - a. Expenses for special services or supplies applicable to the project, such as outside technical consultants, outside laboratory expenses, and other identifiable costs.
 - b. Expenses to provide services supplied by a subcontractor or third-party consultant such as field survey services, environmental permitting services, land and right-of-way acquisition services, construction inspection services using a third-party subcontractor, or third-party geotechnical services.
 - c. Expenses for special equipment that includes, but is not limited to computer time rental, computer software and hardware, reference materials, tools, testing equipment, cameras, video gear, etc. which has been authorized by company for rental, lease, or purchase.

Headquarters:

3333 Warrenville Rd. Suite 750, Lisle, IL 60532
(630) 353-4000 | info@entrustsol.com

RESOLUTION SUMMARY

- 1. Short Title Description – Contract No. 12642 (*Solicited under Contract No. 12577*) Professional Engineering Services – Midsouth Engineering**
- 2. Requested Funding – \$200,000.00**
- 3. Award Duration – Increase and Renewal One (1) of Four (4) annual renewals (December 29, 2026 through December 28, 2027)**
- 4. Type of Bid – RFQ**
- 5. Awarded To – Mid South Engineering Consultants, LLC**
- 6. Plain Language Description – Engineering services contract to supplement MLGW's engineering staff, on an as-needed basis, for the design and consulting for relocation or installation of Division natural gas facilities.**
- 7. Impact – This contract will be used to have Mid South Engineering review and design gas facility relocation projects for street improvement projects. Mid South will also provide other gas designs as needed.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts & Strategic Sourcing recommends to the Board of Light, Gas and Water Commissioners the approval of the Increase and Renewal (*Change No. 1*) to Contract No. 12642 (*solicited under contract No. 12577*), Professional Engineering Services with Mid South Engineering Consultants, LLC to increase and renew the current contract in the funded amount of \$200,000.00.

The project scope is to supplement existing engineering staff on an as-needed basis, to design, engineer, and consult for the relocation or installation of Division natural gas facilities. The contract award was selected based on the Request for Qualifications (“RFQ”) evaluation process.

This change is to renew the contract for the first of four (4) annual renewal terms covering December 29, 2026 through December 28, 2027 and increase the contract value in the amount of \$200,000.00 which reflects an increase in cost from the initial term due to the addition of a dedicated Project Manager at the rate of \$125.00 per hour. This increase and renewal complies with all applicable laws and policies. The new contract value is \$300,000.00.

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

THAT, the approval of the Increase and Renewal (*Change No. 1*) to Contract No. 12642 (*solicited under contract No. 12577*), Professional Engineering Services with Mid South Engineering Consultants, LLC to increase and renew the current contract in the funded amount of \$200,000.00, as outlined in the above preamble, is approved; and further

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

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: CHANDRIKA WINSTON-ROSSER
 Procurement Contracts Specialist: TASHAY YATES

Board Meeting Date: 9/16/2026
 Contract Number: 12642 (Solicited under Contract No. 12577)
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	GAS ENGINEERING / 570410 / CAROL DODGE / 901-320-1530 / CDODGE@MLGW.ORG	
Scope: Contract <u>X</u> Purchase _____ Other _____	The project scope is to supplement MLGW's engineering staff, on an as-needed basis, for the design and consult for relocation or installation of Division natural gas facilities..	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to increase the contract value and renew the current contract for the first of four (4) annual renewal terms for the period covering December 29, 2026 through December 28, 2027.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW's offices, project sites and the firm's offices.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to supplement MLGW's engineering staff, on an as-needed basis, for the design and consult for relocation or installation of Division natural gas facilities.	
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, RFQ or RFP) <u>RFQ</u>		

BUDGET:

Amount Requested

2027 Budget*

Amount Spent Year-to-Date

2027 Budget Balance Available

Budget Balance After Award

	Total	In 2027 Budget Year	After Budget Year
\$	200,000.00	\$ 200,000.00	\$ -
\$	1,350,000.00		
\$	1,350,000.00	\$ 1,350,000.00	
		\$ 1,150,000.00	

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

☒ O&M☐ Capital

Project Gas Engineering R2024
 Expenditure Organization 0570410 Gas Engineering
 Expenditure Type Outside Svc-Other Professional
 Task Admin Expense

Comments:

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

APPROVED:

Kabrina Cooper

Budget & Financial Planning

7/22/2026

Date

Rev. 11/01/2018

Contractor: Mid South Engineering Consultants, LLC
9/16/2026

Contract Number: 12642 (*solicited under Contract No. 12577*)

Actions		Date	Amount
Original Award	Award	12/29/2025	\$100,000.00
Amount Paid to Date as of 8.26.2026			\$55,476.25
Current Contract Balance			\$44,523.75
Increase and Renewal (Change Order No. 1)	<i>This change is to renew the contract for first of four (4) annual renewal terms covering December 29, 2026 through December 28, 2027 and increase the contract value in the amount of \$200,000.00 which reflects an increase in cost from the initial term due to the addition of a dedicated Project Manager at the rate of \$125.00 per hour.</i>	9/16/2026	\$200,000.00
Available Balance			\$244,523.75
Cumulative Contract Value			\$300,000.00
NOTE: MLGW's Gas Engineering and Operations Department will utilize the remaining balance through the current term of December 28, 2026.			

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION CONTRACT CHANGE NO. 1
 CITY OF MEMPHIS DATE OF CHANGE September 16, 2026
 CONTRACT NUMBER 12642 (solicited under Contract No. 12577) SHEET 1 OF 3

TO: BRAD BOUTWELL

MID SOUTH ENGINEERING CONSULTANTS, LLC

1132 COLLIERVILLE ARLINGTON ROAD

COLLIERVILLE, TN 38107

YOU ARE ADVISED THAT THE MEMPHIS LIGHT, GAS AND WATER DIVISION, CITY OF MEMPHIS, MEMPHIS, TENNESSEE HEREBY AUTHORIZED THE FOLLOWING CHANGE IN REGARD 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 SUPPLEMENT EXISTING ENGINEERING STAFF ON AN AS-NEEDED BASIS, TO DESIGN, ENGINEER, AND CONSULT FOR THE RELOCATION OR INSTALLATION OF DIVISION NATURAL GAS FACILITIES. THE CONTRACT AWARD WAS SELECTED BASED ON THE REQUEST FOR QUALIFICATIONS ("RFQ") EVALUATION PROCESS.

THIS CHANGE IS TO RENEW THE CONTRACT FOR THE FIRST OF FOUR (4) ANNUAL RENEWAL TERMS COVERING DECEMBER 29, 2026 THROUGH DECEMBER 28, 2027 AND INCREASE THE CONTRACT VALUE IN THE AMOUNT OF \$200,000.00 WHICH REFLECTS AN INCREASE IN COST FROM THE INITIAL TERM DUE TO THE ADDITION OF A DEDICATED PROJECT MANAGER AT THE RATE OF \$125.00 PER HOUR. THIS INCREASE AND RENEWAL COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$300,000.00.

CHANGE IN CONTRACT PRICE:

Contract Amount	\$ 100,000.00	
Change Amount	\$ 200,000.00	<u>Increase and Renewal (Change No. 1)</u>
Total Contract Amount	\$ 300,000.00	

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

 APPROVED BY THE PRESIDENT

 DATE

MID SOUTH ENGINEERING CONSULTANTS



1132 Collierville Arlington Road • Collierville, TN 38017 • 901-854-6111

An affiliate of **DDS Engineering & Surveying LLP**

Monday, August 10, 2026

Ms. Carol Dodge, PE
Supervisor, Gas Engineering
Memphis Light, Gas and Water Division
220 South Main Street
Memphis, TN 38103

RE: Contract No. 12642 Renewal

Ms. Dodge,

Please accept this letter as our formal request to renew Contract No. 12642 (solicited as No. 12577) for the renewal term from December 29, 2026 - December 28, 2027. We value our long-standing relationship with Memphis Light, Gas and Water Division and look forward to continuing it.

Our 2027 Rate Sheet is attached. The only change from the current sheet is the addition of a dedicated Project Manager rate at \$125 per hour. There are no price increases for the new year.

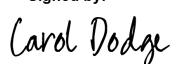
If you need anything further to process the renewal, please let me know and I will provide it as soon as possible.

Thank you for your time.

Regards,



Brad Boutwell
Senior Project Manager

Signed by:

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8/10/2026

DocuSigned by:

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8/10/2026

MID SOUTH

ENGINEERING CONSULTANTS

1132 Collierville Arlington Road • Collierville, TN 38017 • 901-854-6111

An affiliate of **DDS Engineering & Surveying LLP**

2027 FEE SCHEDULE (Effective January 01, 2027)

Item	Fee
Litigation Support.....	395.00/hour
Chief Engineer	275.00/hour
Senior Engineer/Project Manager.....	175.00/hour
Professional Engineer	145.00/hour
Senior Consultant/Design Engineer	135.00/hour
Project Manager.....	125.00/hour
Designer	105.00/hour
Associate Design Technician	85.00/hour
AutoCAD Technician	85.00/hour
R.O.W./Land Agent	125.00/hour
Land Rights.....	Actual payment to landowner + 15%
Construction Inspection.....	125.00/hour (4 hr. min per day)
Field Layout or Survey Crew.....	165.00/hour
Mileage.....	@ current allowable IRS rates
Subconsultant specialty services (surveyor, soil scientist, arborist, etc.) @ cost plus 15%	
Miscellaneous Expenses (paper items, copies, postage, phone, etc.) @ cost plus 15%	

Travel Policies: Full rate during travel hours, and actual travel expenses plus 15%. Please note that rates are calculated from employee's "home base" location.

Terms – Net 30 days

Signed by:

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8/10/2026

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8/10/2026

RESOLUTION SUMMARY

- 1. Short Title Description – Contract No. 12641 (*solicited under Contract No. 12577*) Professional Engineering Services – Pond & Company, Inc.**
- 2. Requested Funding – \$200,000.00**
- 3. Award Duration – Increase and Renewal One (1) of Four (4) annual renewals (December 29, 2026 through December 28, 2027)**
- 4. Type of Bid – RFQ**
- 5. Awarded To – Pond & Company, Inc.**
- 6. Plain Language Description – Engineering services contract to supplement existing engineering staff on an as-needed basis, to design, engineer, and consult for the relocation or installation of Division natural gas facilities.**
- 7. Impact – This contract will be used to have Pond & Company review and analyze our legacy transmission pipeline records. Pond & Company will also report on material records status in regard to TVC, pipeline piggability and if required, develop pressure test plans.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts & Strategic Sourcing recommends to the Board of Light, Gas and Water Commissioners the approval of the Increase and Renewal (*Change No. 1*) to Contract No. 12641 (*solicited under Contract No. 12577*), Professional Engineering Services with Pond & Company, Inc. to increase and renew the current contract in the funded amount of \$200,000.00.

The project scope is to supplement existing engineering staff on an as-needed basis, to design, engineer, and consult for the relocation or installation of Division natural gas facilities. The contract award was selected based on the Request for Qualifications (“RFQ”) evaluation process.

This change is to renew the contract for the first of four (4) annual renewal terms covering December 29, 2026 through December 28, 2027 and increase the contract value in the amount of \$200,000.00 which reflects an increase in cost from the initial term due to cost-of-living increases consistent with adjustments in labor, overhead, and operational costs that have occurred over the contract timeline. Across all positions, the average rate increase was 0.65%. For the 18 positions that actually received an increase, the average increase among just those was 4.27%. This increase and renewal complies with all applicable laws and policies. The new contract value is \$300,000.00.

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

THAT, the approval of the Increase and Renewal (*Change No. 1*) to Contract No. 12641 (*solicited under Contract No. 12577*), Professional Engineering Services with Pond & Company, Inc. to increase and renew the current contract in the funded amount of \$200,000.00, as outlined in the above preamble, is approved; and further

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

BOARD RESOLUTION TRANSMITTAL

Board Meeting Date: 9/16/2026Expenditure Org Executive: CHANDRIKA WINSTON-ROSSER
Procurement Contracts Specialist: TASHAY YATESContract Number: 12641(solicited under Contract No. 12577)

Purchase Commodity: _____

Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	GAS ENGINEERING / 570410 / CAROL DODGE / 901-320-1530 / CDODGE@MLGW.ORG	
Scope: Contract <u>X</u> Purchase _____ Other _____	The project scope is to supplement existing engineering staff on an as-needed basis, to design, engineer, and consult for the relocation or installation of Division natural gas facilities.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to increase the contract value and renew the current contract for the first of four (4) annual renewal terms for the period covering December 29, 2026 through December 28, 2027.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW's offices, project sites and the firm's offices.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists, to supplement existing engineering staff on an as-needed basis, to design and engineer and consult for the relocation or installation of Division natural gas facilities.	
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, RFQ or RFP) RFQ		

BUDGET:

Amount Requested

2027 Budget*

Amount Spent Year-to-Date

2027 Budget Balance Available

Budget Balance After Award

Total	In 2027 Budget Year	After Budget Year
\$ 200,000.00	\$ 200,000.00	\$ -
\$ 1,350,000.00		
\$ -		
\$ 1,350,000.00	\$ 1,350,000.00	
	\$ 1,150,000.00	

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

☒ O&M☐ Capital

Project

Expenditure Organization

Expenditure Type

Task

Gas Engineering R2024

0570410 Gas Engineering

Outside Svc-Other Professional

Admin Expense

Comments:

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

APPROVED:

Kabrina Cooper

Budget & Financial Planning

7/22/2026

Date

Rev. 11/01/2018

Contractor:

Pond & Company, Inc.
9/16/2026

Contract Number: 12641 (*solicited
under Contract No. 12577*)

Actions		Date	Amount
Original Award	Award	12/29/2025	\$100,000.00
Amount Paid to Date as of 8/26/2026			\$56,200.00
Current Contract Balance			\$43,800.00
Increase and Renewal (Change Order No. 1)	<i>This change is to renew the contract for the first of four (4) annual renewal terms covering December 29, 2026 through December 28, 2027 and increase the contract value in the amount of \$200,000.00 which reflects an increase in cost from the initial term due to cost-of-living increases consistent with adjustments in labor, overhead, and operational costs that have occurred over the contract timeline. Across all positions, the average rate increase was 0.65%. For the 18 positions that actually received an increase, the average increase among just those was 4.27%.</i>	9/16/2026	\$200,000.00
Available Balance			\$243,800.00
Cumulative Contract Value			\$300,000.00
NOTE: MLGW's Gas Engineering and Operations Department will utilize the remaining balance through the current term of December 28, 2026.			

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION CONTRACT CHANGE NO. 1
 CITY OF MEMPHIS DATE OF CHANGE September 16, 2026
 CONTRACT NUMBER 12641 (solicited under Contract No. 12577) SHEET 1 OF 4

TO: ANDY LAWTON, PE

POND & COMPANY, INC.

3500 PARWAY LANE, SUITE 500

PEACHTREE, GA 30092

YOU ARE ADVISED THAT THE MEMPHIS LIGHT, GAS AND WATER DIVISION, CITY OF MEMPHIS, MEMPHIS, TENNESSEE HEREBY AUTHORIZED THE FOLLOWING CHANGE IN REGARD 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 SUPPLEMENT EXISTING ENGINEERING STAFF ON AN AS-NEEDED BASIS, TO DESIGN, ENGINEER, AND CONSULT FOR THE RELOCATION OR INSTALLATION OF DIVISION NATURAL GAS FACILITIES. THE CONTRACT AWARD WAS SELECTED BASED ON THE REQUEST FOR QUALIFICATIONS ("RFQ") EVALUATION PROCESS.

THIS CHANGE IS TO RENEW THE CONTRACT FOR THE FIRST OF FOUR (4) ANNUAL RENEWAL TERMS COVERING DECEMBER 29, 2026 THROUGH DECEMBER 28, 2027 AND INCREASE THE CONTRACT VALUE IN THE AMOUNT OF \$200,000.00 WHICH REFLECTS AN INCREASE IN COST FROM THE INITIAL TERM DUE TO COST-OF-LIVING INCREASES CONSISTENT WITH ADJUSTMENTS IN LABOR, OVERHEAD, AND OPERATIONAL COSTS THAT HAVE OCCURRED OVER THE CONTRACT TIMELINE. ACROSS ALL POSITIONS, THE AVERAGE RATE INCREASE WAS 0.65%. FOR THE 18 POSITIONS THAT ACTUALLY RECEIVED AN INCREASE, THE AVERAGE INCREASE AMONG JUST THOSE WAS 4.27%. THIS INCREASE AND RENEWAL COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$300,000.00.

CHANGE IN CONTRACT PRICE:

Contract Amount	\$ 100,000.00	
Change Amount	<u>\$ 200,000.00</u>	<u>Increase and Renewal (Change No. 1)</u>
Total Contract Amount	\$ 300,000.00	

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

 APPROVED BY THE PRESIDENT

 DATE

Carol Dodge, P.E.
Supervisor, Gas Engineering
Memphis Light, Gas and Water
P: 901.321.6931 | M: 901.326.1625
cdodge@mlgw.org

August 12, 2026

RE: 2027 Contract Renewal Interest – Gas Engineering Contract 12641

Dear Carol,

Pond & Company is pleased to express our interest in renewing the above-referenced contracts for the 2027 contract year from December 29, 2026 through December 28, 2027.

Our updated fee schedule for both contracts is provided as a separate attachment to this letter. Any rate adjustments reflected in the 2027 fee schedule are attributable to cost-of-living increases consistent with adjustments in labor, overhead, and operational costs that have occurred over the contract timeline. We believe these updated rates remain competitive and continue to reflect the high level of service our team provides.

We sincerely appreciate the continued partnership with MLGW and look forward to another successful year together.

Sincerely,



Andy Lawton, PE

Vice President

Pond & Company

(256) 227-4342

Lawtona@pondco.com



Pond & Company Rate Schedule

Managers	Hourly Rate	Overtime
Project Executive	\$ 305.00	\$ 305.00
Program Manager	\$ 265.00	\$ 265.00
Senior Project Manager	\$ 240.00	\$ 240.00
Project Manager	\$ 205.00	\$ 205.00
Senior Project Engineer	\$ 225.00	\$ 225.00
Project Engineer	\$ 175.00	\$ 175.00
Engineering		
Discipline Director - Engineering	\$ 285.00	\$ 285.00
Senior Engineer	\$ 240.00	\$ 240.00
Engineer IV	\$ 200.00	\$ 200.00
Engineer III	\$ 175.00	\$ 175.00
Engineer II	\$ 145.00	\$ 145.00
Engineer I	\$ 115.00	\$ 115.00
Designers		
Discipline Director - Design	\$ 230.00	\$ 230.00
Senior Designer	\$ 205.00	\$ 205.00
Designer IV	\$ 165.00	\$ 165.00
Designer III	\$ 140.00	\$ 140.00
Drafter II	\$ 105.00	\$ 105.00
Drafter I	\$ 80.00	\$ 80.00
Project Support Services		
Project Controls Director	\$ 235.00	\$ 352.50
Project Controls Manager	\$ 210.00	\$ 315.00
Senior Project Controller	\$ 185.00	\$ 277.50
Project Controller	\$ 150.00	\$ 225.00
Senior Document Controller	\$ 130.00	\$ 195.00
Document Controller	\$ 105.00	\$ 157.50
Senior Project Coordinator	\$ 130.00	\$ 195.00
Project Coordinator	\$ 105.00	\$ 157.50
Senior Administrator	\$ 90.00	\$ 135.00
Administrator	\$ 85.00	\$ 127.50
Environmental		
Consulting / Testifying Expert	\$ 339.00	\$ 339.00
Principal - Environmental	\$ 292.00	\$ 292.00
Discipline Director - Environmental	\$ 241.00	\$ 241.00
Technical Director - Environmental	\$ 209.00	\$ 209.00
Engineer / Scientist 5	\$ 215.00	\$ 215.00
Engineer / Scientist 4	\$ 175.00	\$ 175.00
Engineer / Scientist 3	\$ 155.00	\$ 155.00
Engineer / Scientist 2	\$ 123.00	\$ 123.00
Engineer / Scientist 1	\$ 107.00	\$ 107.00
Engineering Technician 1 / Scientist Technician 1	\$ 92.00	\$ 92.00

Signed by:

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7/21/2026

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7/21/2026

Corrosion Control/Pipeline Survey

Discipline Director - Corrosion	\$	300.00	\$	450.00
Technical Director	\$	290.00	\$	435.00
Senior Project Manager - Corrosion	\$	280.00	\$	420.00
Corrosion/CP Specialist	\$	255.00	\$	382.50
AC Modeling Engineer	\$	230.00	\$	345.00
Corrosion Engineer IV	\$	240.00	\$	360.00
Corrosion Engineer III	\$	205.00	\$	307.50
Corrosion Engineer II	\$	145.00	\$	217.50
Corrosion Engineer I	\$	115.00	\$	172.50
CP Technician III	\$	135.00	\$	202.50
CP Technician II	\$	120.00	\$	180.00
CP Technician	\$	90.00	\$	135.00

Mechanical/Pipeline Integrity

Senior Integrity Engineer	\$	257.00	\$	385.50
Integrity Engineer III	\$	205.00	\$	307.50
Integrity Engineer II	\$	169.00	\$	253.50
Integrity Engineer	\$	138.00	\$	207.00
API Multi Cert	\$	123.00	\$	184.50
API Single Cert	\$	112.00	\$	168.00
Certified Welding Inspector	\$	125.00	\$	187.50
PAUT/AUT/TOFD Specialist	\$	174.00	\$	261.00
Integrity Technician Advanced	\$	205.00	\$	307.50
Integrity Technician III	\$	154.00	\$	231.00
Integrity Technician II	\$	110.00	\$	165.00
Integrity Technician	\$	70.00	\$	105.00

Coatings

Coating Specialist	\$	245.00	\$	245.00
Coating Technologist	\$	159.00	\$	159.00
Coating Inspector	\$	131.00	\$	131.00

Fire Protection Services

Discipline Director	\$	265.00	\$	265.00
Senior Fire Protection Engineer	\$	221.00	\$	221.00
Fire Protection Engineer	\$	194.00	\$	194.00

Notes

- 1 Rates are based on standard workday. Overtime rates or multiplier may apply for activities outside standard workday.
- 2 Per Diem, Lodging, Mileage rates shall be based on established GSA rate.

Signed by:



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7/21/2026

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7/21/2026

RESOLUTION SUMMARY

- 1. Short Title Description - (OPEB Trust Investment Manager)
Northern Trust Asset Management - ACWI ex-US Fund**
- 2. Requested Funding - Approximately \$36,000,000.00.**
- 3. Award Duration - The duration of the agreement will be determined by the OPEB Trust Committee, based on its evaluation of the fund's overall performance.**
- 4. Type of Bid - MLGW OPEB Trust Committee approved a commitment to Northern Trust Asset Management - ACWI ex-US Fund.**
- 5. Awarded To - Northern Trust Asset Management's All Country World ex-US Index Fund.**
- 6. Plain Language Description - Northern Trust Asset Management's All Country World ex-US Index Fund is an investment designed to approximate the risk and return characteristics of the MSCI All Country World ex-US Index, which represents the large and mid-cap segments of developed and emerging international equity markets, excluding the United States. Funding for the Northern Trust Asset Management ACWI ex-US Index Fund will come from the liquidation of the Thornburg International Growth Fund.**
- 7. Impact - Northern Trust Asset Management's All Country World ex-US Index Fund, was selected to manage approximately \$36,000,000.00 for the benefit of the MLGW OPEB Trust Fund, as part of a reallocation.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Secretary-Treasurer stated that the OPEB Trust Investment Committee had approved and was recommending to the Board of Light, Gas and Water Commissioners selection of Northern Trust Asset Management ACWI ex-US Fund, an Emerging International Equity Fund, to manage approximately \$36,000,000.00 for the benefit of the MLGW OPEB Trust Fund, as part of a reallocation.

The Secretary-Treasurer is authorized to negotiate and sign the contracts satisfactory to MLGW with the advice of Legal Counsel for services of said manager.

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

THAT, the selection of Northern Trust Asset Management ACWI ex-US Fund, a Emerging International Equity Fund, to manage approximately \$36,000,000.00 for the benefit of the MLGW OPEB Trust, as part of a reallocation, is approved as listed in the foregoing preamble.



Northern Trust Asset Management – ACWI ex-US Fund –Lending

Northern Trust Asset Management's Collective All Country World Index (ACWI) ex-US Fund – Lending is a collective investment trust designed to approximate the risk and return characteristics of the MSCI All Country World ex-US Index. The index is commonly used to represent the large- and mid-cap segments of developed and emerging international equity markets, excluding the United States. The Fund employs a replication technique that generally seeks to hold each index constituent in its proportional benchmark weight and may make limited use of futures and/or options to maintain equity exposure. As of June 30, 2026, the strategy had total net assets of \$49.8 billion and an inception date of April 1, 2006. The Fund is intended to provide low-cost, passive exposure to non-U.S. developed and emerging market equities.

Strategy: The Fund seeks broad international equity exposure by closely replicating the MSCI All Country World ex-US Index while maintaining benchmark-like sector, country, and security weights.

Performance: Through June 30, 2026, the Fund closely tracked the MSCI All Country World ex-US Net Return Index across reported periods. Gross annualized returns were 28.03% for one year, 19.12% for three years, 9.10% for five years, 10.24% for ten years, and 6.09% since inception. Calendar-year results include a 32.92% gain in 2025, a 5.69% gain in 2024, a 15.58% gain in 2023, and a -15.46% decline in 2022.

The fee and risk considerations are as follows:

- Total fees and expenses: 0.0455%
- Three-year risk characteristics include an annualized standard deviation of 13.7, beta of 0.96, and tracking error of 1.14 versus the Fund's benchmark.
- The Fund is a collective trust fund, not a mutual fund, and is privately offered to eligible institutional investors.

The MLGW OPEB Pension Trust approved the termination of Thornburg International Growth. The proceeds from Thornburg International Growth are to be allocated to the Northern Trust ACWI ex-US Fund – Lending to provide diversified, passive exposure to developed and emerging non-U.S. equity markets with lower overall expenses.

RESOLUTION SUMMARY

- 1. Short Title Description – Contract No. 12286 – MLGW Utility Payment Centers**
- 2. Requested Funding – \$261,531.00**
- 3. Award Duration – Increase and Extension (May 15, 2027 through May 14, 2028)**
- 4. Type of Bid – RFP**
- 5. Awarded To – FirsTech, Incorporated**
- 6. Plain Language Description – This change is to extend the current contract for one (1) additional year to allow MLGW time to evaluate RFPs for a new Vendor/Solution.**
- 7. Impact – This extension will allow MLGW to maintain uninterrupted service from FirsTech, Incorporated for accepting third party vendor payments on MLGW's behalf.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts & Strategic Sourcing recommends to the Board of Light, Gas and Water Commissioners the approval of the Increase and Extension (*Change No. 5*) to Contract No. 12286, MLGW Utility Payment Centers with FirsTech, Incorporated to increase and extend the current contract in the funded amount of \$261,531.00.

The project scope is to provide authorized pay agents in Memphis and Shelby County, Tennessee to accept, process, and transmit MLGW customers' utility bill payments for credit to customer accounts and deposit to banks (cash, check, or money order). The contract award was based on the Request for Proposals ("RFP") selection process.

This change is to extend the current contract for an additional one (1) year period covering May 15, 2027 through May 14, 2028 and increase the contract value in the amount of \$261,531.00 with no increase in rates from the previous term. This extension is necessary to ensure uninterrupted payment processing for MLGW customers. Any lapse in service could negatively impact customer payment options, revenue collections, and daily utility operations. This extension will also provide sufficient time to evaluate future payment-processing solutions without disrupting critical business functions. This increase and extension complies with all applicable laws and policies. The new contract value is \$1,569,570.00.

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 the Increase and Extension (*Change No. 5*) to Contract No. 12286, MLGW Utility Payment Centers with FirsTech, Incorporated to increase and extend the current contract in the funded amount of \$261,531.00, as outlined in the above preamble, is approved; and further,

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

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of September 16, 2026 approved the Increase and Extension (*Change No. 5*) to Contract No. 12286, MLGW Utility Payment Centers with FirsTech, Incorporated to increase and extend the current contract in the funded amount of \$261,531.00, and is now recommending to the Council of the City of Memphis that it approves said increase and extension as approved; and

WHEREAS, the project scope is to provide authorized pay agents in Memphis and Shelby County, Tennessee to accept, process, and transmit MLGW customers' utility bill payments for credit to customer accounts and deposit to banks (cash, check, or money order). The contract award was based on the Request for Proposals ("RFP") selection process; and

WHEREAS, this change is to extend the current contract for an additional one (1) year period covering May 15, 2027 through May 14, 2028 and increase the contract value in the amount of \$261,531.00 with no increase in rates from the previous term. This extension is necessary to ensure uninterrupted payment processing for MLGW customers. Any lapse in service could negatively impact customer payment options, revenue collections, and daily utility operations. This extension will also provide sufficient time to evaluate future payment-processing solutions without disrupting critical business functions. This increase and extension complies with all applicable laws and policies. The new contract value is \$1,569,570.00; and

NOW THEREFORE BE IT RESOLVED BY THE Council of the City of Memphis, that there be and is hereby approved the Increase and Extension (*Change No. 5*) to Contract No. 12286, MLGW Utility Payment Centers with FirsTech, Incorporated to increase and extend the current contract in the funded amount of \$261,531.00 as approved.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Rodney Cleek
 Procurement Contracts Specialist: TaShay Yates

Board Meeting Date: 9/16/2026
 Contract Number: 12286
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	331400 / Payments Payroll and Banking / Jacqueline Edwards / 901-528-4203 / jaedwards@mlgw.org	
Scope: Contract ☒ Purchase _____ Other _____	The project scope is to provide authorized pay agents in Memphis and Shelby County, Tennessee to accept, process, and transmit MLGW customers' utility bill payments for credit to customer accounts and deposit to banks (cash, check, or money order).	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to increase the contract value and extend the current contract for an additional one (1) year period covering May 15, 2027 through May 14, 2028.	
Where will the work take place? (MLGW facility or jobsite, etc.)	This work will take place at authorized payment locations.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to provide authorized locations for MLGW customers to make utility payments in person.	
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, RFQ or RFP) RFP		

BUDGET:

Amount Requested

2027 Budget*

Amount Spent Year-to-Date

2027 Budget Balance Available

Budget Balance After Award

	Total	In 2026 Budget Year	After Budget Year
\$	261,531.00	\$ -	\$ 261,531.00
\$	328,956.00		
\$	-	\$ 328,956.00	
		\$ 328,956.00	

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

☒ O&M☐ Capital

Project

Expenditure Organization

Expenditure Type

Task

Payment and Banking R2025

0331410 Payments and Banking

Contracted Svc-Other

Admin Expense

Comments: Contingent on the approval of the 2027 budget.

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

APPROVED:

Ronda Croft

Budget & Financial Planning

08.06.26

Date

Rev. 11/01/2018

Contractor:

FirsTech, Incorporated

9/16/2026

Contract Number: 12286

Actions		Date	Amount
Original Award 04.12.22			\$310,000.00
Increase and Renewal (Change No. 1)	This change was to renew the current contract for the first of four (4) annual renewal terms for the period covering May 15, 2023 through May 14, 2024 in the amount of \$297,009.00, with no increase in rates from the initial award.	4/12/2023	\$297,009.00
Increase and Renewal (Change No. 2)	This change was to renew the current contract for the second of four (4) annual renewal terms for the period covering May 15, 2024 through May 14, 2025 in the amount of \$211,520.00, with no increase in rates from the previous term.	3/6/2024	\$211,520.00
Increase and Renewal (Change No. 3)	This change was to renew the current contract for the third of four (4) annual renewal terms for the period covering May 15, 2025 through May 14, 2026 in the amount of \$239,172.00, with no increase in rates from the previous term.	12/18/2024	\$239,172.00
Increase and Renewal (Change No. 4)	This change was to renew the current contract for the fourth and final renewal term for the period covering May 15, 2026 through May 14, 2027 in the amount of \$250,338.00, with no increase in rates from the previous term.	9/17/2025	\$250,338.00
Current Contract Amount			\$1,308,039.00
Amount Paid to Date as of 09.01.26			\$1,144,324.75
Current Contract Balance			\$163,714.25
Increase and Extension (Change No. 5)	<i>This change is to extend the current contract for an additional one (1) year period covering May 15, 2027 through May 14, 2028 and increase the contract value in the amount of \$261,531.00 with no increase in rates from the previous term. This extension is necessary to ensure uninterrupted payment processing for MLGW customers. Any lapse in service could negatively impact customer payment options, revenue collections, and daily utility operations. This extension will also provide sufficient time to evaluate future payment-processing solutions without disrupting critical business functions.</i>	9/16/2026	\$261,531.00
Available Balance			\$425,245.25
Cumulative Contract Value			\$1,569,570.00
MLGW's Payments, Payroll and Banking Department will utilize the current contract balance to pay invoices through the current term of May 14, 2027.			

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION
 CITY OF MEMPHIS
 CONTRACT NUMBER 12286

CONTRACT CHANGE NO. 5
 DATE OF CHANGE SEPTEMBER 16, 2026
 SHEET 1 OF 2

TO: MARIA HAYES

FIRSTECH, INCORPORATED

130 NORTH WATER STREET

DECATUR, IL 62523

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 PROVIDE AUTHORIZED PAY AGENTS IN MEMPHIS AND SHELBY COUNTY, TENNESSEE TO ACCEPT, PROCESS, AND TRANSMIT MLGW CUSTOMERS' UTILITY BILL PAYMENTS FOR CREDIT TO CUSTOMER ACCOUNTS AND DEPOSIT TO BANKS (CASH, CHECK, OR MONEY ORDER). THE CONTRACT AWARD WAS BASED ON THE REQUEST FOR PROPOSALS ("RFP") SELECTION PROCESS.

THIS CHANGE IS TO EXTEND THE CURRENT CONTRACT FOR AN ADDITIONAL ONE (1) YEAR PERIOD COVERING MAY 15, 2027 THROUGH MAY 14, 2028 AND INCREASE THE CONTRACT VALUE IN THE AMOUNT OF \$261,531.00 WITH NO INCREASE IN RATES FROM THE PREVIOUS TERM. THIS EXTENSION IS NECESSARY TO ENSURE UNINTERRUPTED PAYMENT PROCESSING FOR MLGW CUSTOMERS. ANY LAPSE IN SERVICE COULD NEGATIVELY IMPACT CUSTOMER PAYMENT OPTIONS, REVENUE COLLECTIONS, AND DAILY UTILITY OPERATIONS. THIS EXTENSION WILL ALSO PROVIDE SUFFICIENT TIME TO EVALUATE FUTURE PAYMENT-PROCESSING SOLUTIONS WITHOUT DISRUPTING CRITICAL BUSINESS FUNCTIONS. THIS INCREASE AND EXTENSION COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$1,569,570.00.

CHANGE IN CONTRACT PRICE:

Contract Amount	\$ 1,308,039.00
Change Amount	\$ <u>261,531.00</u> – <u>Increase and Extension (Change No. 5)</u>
Total Contract Amount	\$ 1,569,570.00

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

 APPROVED BY THE PRESIDENT

 DATE

Maria Hayes
Client Portfolio Manager
FirstTech, Inc.

July 28, 2026

Ms. Jacqueline Edwards
Memphis Light Gas & Water

Re: Contract Number 12286 – Utility Payment Centers

Dear Ms. Edwards,

FirstTech agrees to the current contract terms to extend the existing contract no., 12286 for one year, 05/15/2027 through 05/14/2028, based on annual renewal terms without an increase in price.

We look forward to the opportunity to continue our payment processing partnership with MLGW. Please feel free to contact me with any questions.

Kindest regards,

Maria Hayes 07/28/2026
Date

Maria Hayes
Client Portfolio Manager
FirstTech, Inc.

*Reviewed & Approved by:
Jacqueline Edwards
Mgr. Payments, Payroll & Banking
07/29/2026*

RESOLUTION SUMMARY

- 1. Short Title Description – Contract No. 12722 - Telecom 5G Dell Servers**
- 2. Requested Funding – \$497,334.80**
- 3. Award Duration – One (1) year from the date of the Notice to Proceed with the option of one (1) renewal and extension provision**
- 4. Type of Bid – Award Ratification**
- 5. Awarded To – Dell Marketing L.P.**
- 6. Plain Language Description – Dell servers are required to support the core systems for the 5G network at both the System Operations (OPS) and the Business Operations Center (BOC) locations. The servers will provide redundancy between the two (2) locations, helping to ensure that critical services remain available if a server or one (1) of the core locations experiences an outage. They will also support essential network functions, including DNS for name resolution and Remote Desktop Protocol (RDP) for secure remote access.**
- 7. Impact – Purchasing the Dell servers will provide backup support between the OPS and BOC locations, helping to keep the 5G network running if a server or site goes down. The servers will support important services, such as DNS, which helps network devices communicate, and RDP, which allows the engineering team to remotely monitor and manage the network. Because server equipment is taking longer to obtain, delaying the purchase could also delay the 5G rollout and other grid modernization work.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts & Strategic Sourcing recommends to the Board of Light, Gas and Water Commissioners that it ratify the Award of Contract No. 12722, Telecom 5G Dell Servers to Dell Marketing L.P. in the funded amount of \$497,334.80.

The project scope is to purchase four (4) Dell servers to support the core systems for the 5G network at both the System Operations (OPS) and Business Operations Center (BOC) locations.

In accordance with Tennessee Code Annotated §12-3-1205 Cooperative Purchasing Agreements, MLGW is requesting to execute a contract with The Redesign Group using the National Association of State Procurement Officials (NASPO) Master Agreement No. 23026, Edison Contract ID 81354 created under the laws of the State of Minnesota offering a Cooperative Purchasing program that was designed to provide eligible participating government entities with access to competitively awarded cooperative purchasing agreements.

This request is to ratify the procurement request issued to obtain Dell server equipment required to support the core systems for MLGW's 5G network operations. The equipment quotation includes: a) Dell PowerEdge R770 servers configured with Intel Xeon processors; b) NVMe storage; c) Windows Server licensing; and d) ProSupport services. These servers will ensure high availability and continuity of critical 5G operational functions. The servers will also support essential services including DNS name resolution and secure remote access (RDP) used by engineering teams to monitor and manage the 5G network. Acquiring these Dell servers strengthens operational continuity by maintaining network performance in the event of hardware failure or site disruption. This award is necessary to prevent delays

in obtaining critical server equipment, which could jeopardize 5G network continuity and delay key grid modernization milestones.

This procurement process meets the purchasing requirements of the State of Tennessee and MLGW's Procurement Policy. Therefore, MLGW requests the approval of Contract No. 12722, Telecom 5G Dell Servers to Dell Marketing L.P. in the amount of \$497,334.80. The term of Contract No. 12722 will be from the date of the Notice to Proceed to June 30, 2027 with the option of one (1) renewal and extension provision.

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

THAT, the ratification of the Award of Contract No. 12722, Telecom 5G Dell Servers with Dell Marketing L.P. in the funded amount of \$497,334.80, as outlined in the above preamble, is approved; and further

THAT, the President or his designated representative is authorized to execute the Ratification of the Award.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Lashell Vaughn Board Meeting Date: 9/16/2026
 Procurement Contracts Specialist: Aline Cotton Contract Number: 12722
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	0352300 / Information Technology / Renetta F. Lesure / (901) 729-8473 / rlesure@mlgw.org	
Scope: Contract ☒ Purchase _____ Other _____	The project scope is to procure four (4) Dell PowerEdge R770 Servers for the 5G Project using the NASPO Master Agreement No. 23026, Edison Contract ID 81354.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This is an award ratification	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW's Netters facility located at 1665 Whitten Road, Memphis, TN 38134.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists because the 5G network has no core infrastructure services to run on. Domain Name System (DNS), Dynamic Host Configuration Protocol (DHCP), and IP Address Management (IPAM) are baseline requirements for any functioning network. Without these baseline requirements, devices cannot resolve names, get IP addresses, or have those addresses tracked/managed across sites. Remote Desktop Protocol (RDP) is needed to provide access to the Server Administrators to remotely manage the infrastructure. These services must support both the Operations, Administration, and Maintenance (OAM) side (managing the network itself), and end-user devices (using the network), so both need to be built in from the start.	
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, RFQ or RFP) Award Ratification		

BUDGET:

	Total	In 2026 Budget Year	After Budget Year
Amount Requested	\$497,334.80	\$ 497,334.80	\$ -
2026 Budget*	\$20,300,000.00		
Amount Spent Year-to-Date	\$ 6,129,781.09		
2026 Budget Balance Available		\$ 14,170,218.91	
Budget Balance After Award		\$ 13,672,884.11	

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

☐ O&M

Project

Expenditure Organization

Expenditure Type

Task

Telecommunication Network

0352300 Information Technology

eAM Outside Purchases

WO1472040-E1.e

Comments:

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

APPROVED:

Kabrina Cooper

9/1/2026

Budget & Financial Planning

Date

Rev. 11/01/2018

MEMPHIS LIGHT, GAS & WATER DIVISION INTERDEPARTMENTAL

TO: Board of Commissioners **DATE:** 9/16/2026
FROM: Randy Orsby, Director of Procurement and Contracts & Strategic Sourcing
SUBJECT: Contract No. 12722– Telecom 5G Dell Servers

The Contracts Management Department, with an outline of work to be provided by the Information Technology and Data Security Department, is seeking to purchase four (4) Dell servers to support the core systems for the 5G network at both the System Operations (OPS) and Business Operations Center (BOC) locations.

In accordance with Tennessee Code Annotated §12-3-1205 Cooperative Purchasing Agreements, MLGW is requesting to execute a contract with The Redesign Group using the National Association of State Procurement Officials (NASPO) Master Agreement No. 23026, Edison Contract ID 81354 created under the laws of the State of Minnesota offering a Cooperative Purchasing program that was designed to provide eligible participating government entities with access to competitively awarded cooperative purchasing agreements.

This request is to ratify the procurement request issued to obtain Dell server equipment required to support the core systems for MLGW's 5G network operations. The equipment quotation includes: a) Dell PowerEdge R770 servers configured with Intel Xeon processors; b) NVMe storage; c) Windows Server licensing; and d) ProSupport services. These servers will ensure high availability and continuity of critical 5G operational functions. The servers will also support essential services including DNS name resolution and secure remote access (RDP) used by engineering teams to monitor and manage the 5G network. Acquiring these Dell servers strengthens operational continuity by maintaining network performance in the event of hardware failure or site disruption. This award is necessary to prevent delays in obtaining critical server equipment, which could jeopardize 5G network continuity and delay key grid modernization milestones.

This procurement process meets the purchasing requirements of the State of Tennessee and MLGW's Procurement Policy. Therefore, MLGW requests the approval of Contract No. 12722, Telecom 5G Dell Servers to Dell Marketing L.P. in the amount of \$497,334.80. The term of Contract No. 12722 will be from the date of the Notice to Proceed to June 30, 2027 with the option of one (1) renewal and extension provision.

Provider	Total Agreement Amount	Local Bidding Preference and Presence Comments
Dell Marketing L.P. PO Box 676044 Dallas, TX 75267-6044	\$497,334.80	N/A

MLGW, through its award process as outlined in the MLGW Procurement Policy, entered into an agreement with Dell Marketing L.P. under Contract No. 12722, Telecom 5G Dell Servers in the amount of \$497,334.80.

Memphis Light, Gas and Water
5G Project – Dell Servers
August 26, 2026

General Information

Please reference **NASPO Master Agreement No. 23026** and **Edison Contract ID 81354** for this purchase and direct all questions regarding MLGW's **Dell Solution ID 21870200.1 BOM** and associated pricing to:

Andy Lindberg
Account Manager | TN
Dell Technologies | NA Enterprise Sales, Central - Southeast
Office: 737.787.8308

Lindberg.andrew@dell.com



Shawn Young
Account Executive | TN & MS
Dell Technologies | NA Enterprise Sales
Office: 615-310-4869

shawn.young@dell.com



redesign

Q-42785 Version1

Tuesday, August 25

■ MEMPHIS LIGHT, GAS AND WATER DIVISION

MLGW - Server Refresh Quote

BY:

Chad Clark

The Redesign Group
cclark@redesign-group.com

FOR:

Jonathan Thomas

Memphis Light, Gas and Water Division
jthomas@mlgw.org

Packet Pg. 90

redesign

MLGW - Server Refresh Quote



PREPARED BY:
The Redesign Group
Chad Clark
cclark@redesign-group.com

PREPARED FOR:
**Memphis Light, Gas and
Water Division**
245 S Main St
Memphis, TN 38103

QUOTE INFORMATION:
Quote #: Q-42785
Version: 1
Expiration Date: 09/22/2026

DESCRIPTION

Contract: NASPO ValuePoint Computer Equipment, Peripherals & Related Services Dell Marketing L.P. Contract 23026 - TN

Master Contract Code: 23026

Addendum: State of Tennessee Participating Addendum No. 81354

Contractor: Dell Marketing, L.P.

Master Contract Website:

<https://www.delltechnologies.com/asset/en-us/solutions/oem-solutions/legal-pricing/dell-naspo-master-agreement-23026.r>

Quote Lines

Arrow / Dell — PowerEdge R770		
SKU	Description	Qty
210-BNWX	PowerEdge R770 Server	1
321-BLKG	2.5" Chassis with up to 8 NVMe HWRAID Drives, Front PERC12 (H365i)	1
338-CTBG	Intel Xeon 6 Performance 6530P 2.3G, 32C/64T, 24GT/s, 144M Cache, Turbo, (225W) DDR5-6400	1
338-CTBG	Intel Xeon 6 Performance 6530P 2.3G, 32C/64T, 24GT/s, 144M Cache, Turbo, (225W) DDR5-6400	1
379-BDCO	Additional Processor Selected	1
412-BBJW	Heatsink for 2 CPU configuration (CPU more than 200W and less than 250W)	1
370-AAIP	Performance Optimized	1
370-BCCX	6400MT/s RDIMMs	1
379-BEGI	C31, No RAID with NVMe and front PERC	1
403-BDMX	PERC H365i Controller, Front, DCMHS	1
400-ABHL	No Hard Drive	1
750-AABF		1

Power Saving Dell Active Power Controller

800-BBDM	UEFI BIOS Boot Mode with GPT Partition	1
387-BBEY	No Energy Star	1
384-BDQP	PowerEdge 2U High Performance Silver Fan	1
450-BCWQ	Dual, Redundant(1+1), Hot-Plug MHS Power Supply,1100W MM	1
330-BCXY	Riser Config 6-1, Rear Half Length, 4x16 FH Slots (Gen5), 1x8/1x16 OCP (Gen5), 2nd OCP x16 (Gen5)	1
338-CRTZ	PowerEdge R770 Motherboard for RTS1.2, DAO	1
780-BCZQ	No OCP Blanks or Cables Required	1
470-AEYU	No Cables Required	1
470-AEYU	No Cables Required	1
350-BCYM	Dell Luggage Tag, R770	1
350-BDBP	PowerEdge 2U Standard Bezel	1
403-BDMM	BOSS-N1 controller card + with 2 M.2 480GB (RAID 1) (22x80)	1
611-BBBF	No Operating System	1
634-CVFR	Windows Server 2025 Standard,16CORE,Secondary OS,No MEDIA	1
634-CSHW	iDRAC10, Core 17G	1
379-BFXT	Dell Connectivity Client - Disabled	1
634-CZRP	Dell Connectivity Module 17G	1
634-CZWJ	Dell Secure Onboarding Client 17G - Disabled	1
350-BCYL	Blank Left Ear Module	1
379-BETF	iDRAC Legacy Password for OCP cards	1
770-BDRQ	Cable Management Arm, 2U	1
770-BECC	ReadyRails Sliding Rails (B21)	1
340-DNSW	PowerEdge Shipping	1
340-DSDW	PowerEdge R770 Shipping	1
340-DPDX	PowerEdge 2U Shipping Material	1

389-FHHX	PowerEdge CCC, No CE Label Marking	1
817-BBBP	None Required	1
711-7135	Dell Hardware Limited Warranty Plus Onsite Service	1
711-7178	ProSupport 7x24 Technical Support and Assistance 3 Years	1
711-7188	ProSupport Next Business Day Onsite Service After Problem Diagnosis 3 Years	1
989-3439	Thank you choosing Dell ProSupport. For tech support, visit //www.dell.com/support or call 1-800-945-3355	1
900-9997	On-Site Installation Declined	1
370-BCCZ	64GB RDIMM, 6400MT/s, Dual Rank	16
400-BKGL	3.84TB Enterprise NVMe Read Intensive AG Drive U.2 with carrier	6
450-AALV	Power Cord - NEMA 5-15P to C13, 3M, 125V, 15A (North America, Guam, North Marianas, Philippines, Samoa, Vietnam)	2
540-BFPP	Broadcom 5719 Quad Port 1GbE Base-T Adapter, OCP 3.0 NIC +Sec	1
540-BFPX	Broadcom 57412 Dual Port 10GbE BASE-T Adapter, OCP 3.0 NIC +Sec	1
540-BFXP	Broadcom 57414 25GbE SFP28 Dual Port Adapter, PCIe Full Height +Sec	1
528-DHTW	Windows Server 2025 Standard,16CORE,DF Recovery Image, Multi Lang, (Downgrade not included)	1
634-CVBJ	Windows Server 2025 Standard,16CORE,Secondary OS,Media Kit, Multi Lang, (Downgrade not included)	1
528-DHVD	Windows Server 2025 Standard,No Media,WS2022 Std Downgrade DF Media, Multi Language	1
634-CVBQ	Windows Server 2025 Standard,No Media, WS2022 Std Downgrade w/DVD Media,Multi Lang	1
634-CVFT	Windows Server 2025 Standard Edition, Add License,16CORE,NO MEDIA/KEY	3
634-CVBW	50-pack of Windows Server 2025/2022 User CALs (Standard or Datacenter)	2
210-BNWX	PowerEdge R770 Server	3
321-BLKG	2.5" Chassis with up to 8 NVMe HWRAID Drives, Front PERC12 (H365i)	3
338-CTBG	Intel Xeon 6 Performance 6530P 2.3G, 32C/64T, 24GT/s, 144M Cache, Turbo, (225W) DDR5-6400	3
338-CTBG	Intel Xeon 6 Performance 6530P 2.3G, 32C/64T, 24GT/s, 144M Cache, Turbo, (225W) DDR5-6400	3
379-BDCO	Additional Processor Selected	3
412-BBJW	Heatsink for 2 CPU configuration (CPU more than 200W and less than 250W)	3
370-AAIP	Performance Optimized	3

370-BCCX	6400MT/s RDIMMs	3
379-BEGI	C31, No RAID with NVMe and front PERC	3
403-BDMX	PERC H365i Controller, Front, DCMHS	3
400-ABHL	No Hard Drive	3
750-AABF	Power Saving Dell Active Power Controller	3
800-BBDM	UEFI BIOS Boot Mode with GPT Partition	3
387-BBEY	No Energy Star	3
384-BDQP	PowerEdge 2U High Performance Silver Fan	3
450-BCWQ	Dual, Redundant(1+1), Hot-Plug MHS Power Supply,1100W MM	3
330-BCXY	Riser Config 6-1, Rear Half Length, 4x16 FH Slots (Gen5), 1x8/1x16 OCP (Gen5), 2nd OCP x16 (Gen5)	3
338-CRTZ	PowerEdge R770 Motherboard for RTS1.2, DAO	3
780-BCZQ	No OCP Blanks or Cables Required	3
470-AEYU	No Cables Required	3
470-AEYU	No Cables Required	3
350-BCYM	Dell Luggage Tag, R770	3
350-BDBP	PowerEdge 2U Standard Bezel	3
403-BDMM	BOSS-N1 controller card + with 2 M.2 480GB (RAID 1) (22x80)	3
611-BBBF	No Operating System	3
634-CVFR	Windows Server 2025 Standard,16CORE,Secondary OS,No MEDIA	3
634-CSHW	iDRAC10, Core 17G	3
379-BFXT	Dell Connectivity Client - Disabled	3
634-CZRP	Dell Connectivity Module 17G	3
634-CZWJ	Dell Secure Onboarding Client 17G - Disabled	3
350-BCYL	Blank Left Ear Module	3
379-BETF	iDRAC Legacy Password for OCP cards	3
770-BDRQ	Cable Management Arm, 2U	3

770-BECC	ReadyRails Sliding Rails (B21)	3
340-DNSW	PowerEdge Shipping	3
340-DSDW	PowerEdge R770 Shipping	3
340-DPDX	PowerEdge 2U Shipping Material	3
389-FHHX	PowerEdge CCC, No CE Label Marking	3
817-BBBP	None Required	3
711-7135	Dell Hardware Limited Warranty Plus Onsite Service	3
711-7160	ProSupport 4-Hour 7x24 Onsite Service 2 Years Extended	3
711-7162	ProSupport 4-Hour 7x24 Onsite Service 3 Years	3
711-7171	ProSupport 4-Hour 7x24 Technical Support and Assistance 5 Years	3
975-3462	Dell Limited Hardware Warranty Plus Service, Extended Year(s)	3
989-3439	Thank you choosing Dell ProSupport. For tech support, visit //www.dell.com/support or call 1-800-945-3355	3
900-9997	On-Site Installation Declined	3
370-BCCZ	64GB RDIMM, 6400MT/s, Dual Rank	48
400-BKGL	3.84TB Enterprise NVMe Read Intensive AG Drive U.2 with carrier	18
450-AALV	Power Cord - NEMA 5-15P to C13, 3M, 125V, 15A (North America, Guam, North Marianas, Philippines, Samoa, Vietnam)	6
540-BFPP	Broadcom 5719 Quad Port 1GbE Base-T Adapter, OCP 3.0 NIC +Sec	3
540-BFPX	Broadcom 57412 Dual Port 10GbE BASE-T Adapter, OCP 3.0 NIC +Sec	3
540-BFXP	Broadcom 57414 25GbE SFP28 Dual Port Adapter, PCIe Full Height +Sec	3
528-DHTW	Windows Server 2025 Standard,16CORE,DF Recovery Image, Multi Lang, (Downgrade not included)	3
634-CVBJ	Windows Server 2025 Standard,16CORE,Secondary OS,Media Kit, Multi Lang, (Downgrade not included)	3
528-DHVD	Windows Server 2025 Standard,No Media,WS2022 Std Downgrade DF Media, Multi Language	3
634-CVBQ	Windows Server 2025 Standard,No Media, WS2022 Std Downgrade w/DVD Media,Multi Lang	3
634-CVFT	Windows Server 2025 Standard Edition, Add License,16CORE,NO MEDIA/KEY	9
Subtotal		\$497,334.80

Total: \$497,334.80

redesign

MLGW - Server Refresh Quote



PREPARED BY:

The Redesign Group
Chad Clark
cclark@redesign-group.com

PREPARED FOR:

Memphis Light, Gas and Water Division
245 S Main St
Memphis, TN 38103

QUOTE INFORMATION:

Quote #: Q-42785
Version: 1
Expiration Date: 09/22/2026

DESCRIPTION

Contract: NASPO ValuePoint Computer Equipment, Peripherals & Related Services Dell Marketing L.P. Contract 23026 - TN

Master Contract Code: 23026

Addendum: State of Tennessee Participating Addendum No. 81354

Contractor: Dell Marketing, L.P.

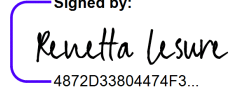
Master Contract Website:
<https://www.delltechnologies.com/asset/en-us/solutions/oem-solutions/legal-pricing/dell-naspo-master-agreement-23026.r>

Quote Summary

Quote valid until: September 22, 2026

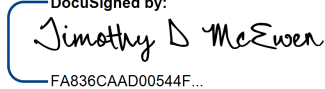
Description	Price
Arrow / Dell — PowerEdge R770	\$497,334.80
Total: \$497,334.80	

Signed by:


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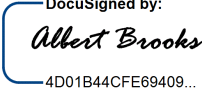
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8/28/2026

redesign

redesign-group.com

Acceptance and Incorporation by Reference

Acceptance of this Order Form is binding and the above item(s) will be purchased in reliance thereon. All sales are final. After orders are placed, a final invoice will be provided that shall include all applicable taxes and shipping charges not included herein.

This Order Form shall be governed by the cooperative purchasing agreement referenced herein (the "Agreement").

Customer accepts this Agreement upon the earlier of (a) execution of this Order Form by Customer, or (b) attachment of this Order Form to Customer's purchase order and return of the combined document to Redesign. Redesign's written acknowledgment of such purchase order, or commencement of fulfillment, shall constitute Redesign's acceptance, and this Agreement shall be effective as of the earliest of such events. Customer acknowledges, represents, and warrants that (a) it has read and agrees to the terms and conditions identified above, and (b) the individual signing or submitting the purchase order has the express authority to bind Customer to this Agreement.

Any capitalized terms in this Order Form not directly defined are referred to in the Agreement. If there is a conflict between this Agreement and any purchase order, this Agreement and any terms located herein shall control. Any terms and conditions contained in Customer's purchase order that are inconsistent with this Agreement, including any pre-printed terms and conditions, will be ineffective and void, except to the extent such terms are required by applicable law. This Order Form supersedes all prior negotiations, proposals, orders, agreements, and communications between the parties with respect to the matters contained herein.

Pre-Acceptance

To place an order under the Agreement, Customer must attach this Order Form to its purchase order and return the combined document to Redesign. Customer's submission of a purchase order with this Order Form attached shall constitute Customer's offer to purchase the products identified herein under the Agreement. Redesign's written acknowledgment of such purchase order, or commencement of fulfillment, shall constitute Redesign's acceptance, and the resulting order shall be effective as of the earlier of such events.

Customer acknowledges and agrees that pricing, configurations, and estimated lead times reflected in this Order Form are based on current market conditions and current OEM pricing available on the date of issuance. If Customer submits a purchase order after the stated quote validity period, or requests changes to configuration, quantities, or delivery timing before Redesign's acceptance, Redesign may issue a refreshed quotation reflecting then-current pricing, lead times, and configuration availability under the Agreement.

Customer further acknowledges that, in the event of supply constraints affecting the quoted products before Redesign's acceptance, Redesign and the applicable manufacturer may propose functionally equivalent alternative configurations, revised delivery dates, phased fulfillment, or revised scope for Customer's review and consideration in accordance with the Agreement and applicable procurement requirements.

Post-Acceptance

Once Redesign has accepted Customer's purchase order or commenced fulfillment, all further changes to pricing, configuration, scope, quantities, delivery timing, or related commercial terms shall be handled solely through the mechanisms permitted by the Agreement and applicable procurement requirements, including, as applicable, amendment, change order, catalog refresh, or other formally documented modification process.

Nothing in this Order Form or in any customer-facing market conditions notice shall be construed to create a unilateral right for Redesign to reprice an accepted order, substitute products without Customer's approval, or otherwise alter the terms of an accepted order except as expressly permitted by the Agreement or by a mutually agreed written modification.

If supply constraints, OEM discontinuance, allocation limits, or documented market changes materially affect Redesign's ability to fulfill the accepted order as originally quoted, Redesign will notify Customer promptly and work in good faith to identify alternatives that align with Customer's technical requirements, budget parameters, and procurement obligations. Such alternatives may include revised delivery dates, functionally equivalent substitute configurations, phased delivery, partial cancellation of affected line items, or revised pricing where contractually permitted.

Any post-acceptance modification to an accepted order must be documented in writing and approved in accordance with the Agreement and Customer's applicable procurement rules.

This Order Form does not modify, supersede, or amend the Agreement. All pricing, availability, fulfillment, and post-acceptance changes remain subject to the terms of the Agreement, including the applicable not-to-exceed pricing structure, discount framework, and procurement requirements established thereunder.

Is a PO Required?

☐ Yes – PO# _____

☐ No

The Redesign Group

redesign-group.com

The Drala Project Inc.
222 Pacific Coast Highway, Floor 10
El Segundo, CA 90245

Set a new *standard*.



**STATE OF TENNESSEE, DEPARTMENT OF GENERAL SERVICES
CENTRAL PROCUREMENT OFFICE**

Statewide Multi-Year Contract Issued to:

Dell Marketing LP
c/o Dell USA LP
PO Box 676044
Dallas, TX 75267-6044

Contract Number: 00000000000000000000081354

Title: 3014 NASPO Dell
Start Date : February 01, 2024
End Date: June 30, 2027
Renewals: 1

Is this contract available to local government agencies in addition to State agencies?: Yes

Authorized Users. This Contract establishes a source or sources of supply for all Tennessee State Agencies. "Tennessee State Agency" refers to the various departments, institutions, boards, commissions, and agencies of the executive branch of government of the State of Tennessee with exceptions as addressed in Tenn. Comp. R. & Regs. 0690-03-01-.01. The Contractor shall provide all goods or services and deliverables as required by this Contract to all Tennessee State Agencies. The Contractor shall make this Contract available to the following entities, who are authorized to and who may purchase off of this Statewide Contract ("Authorized Users"):

- a. all Tennessee State governmental entities (this includes the legislative branch; judicial branch; and, commissions and boards of the State outside of the executive branch of government);
- b. Tennessee local governmental agencies;
- c. members of the University of Tennessee or Tennessee Board of Regents systems;
- d. any private nonprofit institution of higher education chartered in Tennessee; and,
- e. any corporation which is exempted from taxation under 26 U.S.C. Section 501(c)(3), as amended, and which contracts with the Department of Mental Health and Substance Abuse to provide services to the public (Tenn. Code Ann. § 33-2-1001).

These Authorized Users may utilize this Contract by purchasing directly from the Contractor according to their own procurement policies and procedures. The State is not responsible or

liable for the transactions between the Contractor and Authorized Users.

Note: If "no", attach exemption request addressed to the Central Procurement Officer.

Contract Contact Information:

State of Tennessee
 Department of General Services, Central Procurement Office
 Contract Administrator: Zohreh Hurd
 3rd Floor, William R Snodgrass, Tennessee Tower
 312 Rosa L. Parks Avenue
 Nashville, TN 37243-1102
 Zohreh Hurd
 Phone: 615-741-2026
 Email: Zohreh.hurd@tn.gov

Line Information

Line 1

Item ID:

APCAT - Please refer to usage instructions for discounts and contact information.

Unit of Measure: EA

Vendor Item/Part #:

Manufacturer Item #:

Unit Price: \$ 0

APPROVED:


 Digitally signed by Michael F. Perry
 DN: cn=Michael F. Perry, o=State of
 TN CPO, ou=Dept of General
 Services, email=mike.perry@tn.gov,
 c=US
 Date: 2026.04.10 09:21:39 -05'00'
 CHIEF PROCUREMENT OFFICER

BY:

Zohreh Hurd
 PURCHASING AGENT

Digitally signed by Zohreh Hurd
 DN: cn=Zohreh Hurd, o=Category Team,
 ou=CPO, email=zohreh.hurd@tn.gov, c=US
 Date: 2026.04.10 08:57:00 -05'00'

DATE

Confidential Contract SWC# 3014 NASPO Computers, Servers & Storage Usage Instructions

Dell Marketing LP – Servers & Storage

PLEASE NOTE: USAGE INSTRUCTIONS FOR DELL COMPUTERS & PERIPHERALS ARE ON A SEPARATE DOCUMENT

Edison Master Contract ID: 81354

Master Agreement No: 23026

*This is a **CONFIDENTIAL** statewide contract (SWC) issued by the State of Tennessee Central Procurement Office as determined by the Department of Finance and Administration, Strategic Technology Solutions (STS). Under Tenn. Code Ann. §10-7-504(i) supplier identity or a description of the goods or services provided by the supplier shall be confidential. All contract documents have been removed from public facing websites and must be kept confidential when communicating publicly about this SWC. Local Municipalities, Higher – Ed and eligible Non- Profits must complete and submit a Confidential Acknowledgement Form to access this document. Agencies with access to Edison do not need to fill out a Confidential Acknowledgement Form.*

Contract Overview

Contract Period

Start Date: February 1, 2024

Initial End Date: June 30, 2027

Final End Date with Options & Extension: June 30, 2028

State Contact Information

Contract Administrator (Central Procurement Office):
Zohreh Hurd, Technology Category Specialist
Zohreh.hurd@tn.gov
615-741-2026

Strategic Technology Solutions Contacts

(All Server and Storage Operational Questions):
Renee Christiansen
Finance and Administration, Strategic Technology Solutions
(STS) Renee.Christiansen@tn.gov
Office: (615) 532-5982 | Mobile: (615) 490-4325

Background Information

SWC3014, 2023-2028 NASPO Computers, Servers & Storage includes multiple manufacturers. The following lists each manufacturer and their contract scope.

Manufacturer	Contract Scope
HP, Inc.	Computers (Windows Operating Systems: Desktop, Laptops, Tablets, and peripherals)
Panasonic	Computers (Windows Operating Systems: Desktop, Laptops, Tablets, and peripherals)
Microsoft	Computers (Windows Operating Systems: Desktop, Laptops, Tablets, and peripherals)
Apple	Computers (Non-Windows Operating Systems: Desktop, Laptops, Tablets, and peripherals)
Dell	Computers (Windows Operating Systems: Desktop, Laptops, Tablets, and peripherals) Servers and Storage
HPE	Servers and Storage

Hitachi	Servers and Storage
Pure Storage	Servers and Storage

Master Agreements and Negotiated Participating Addendums (PA)

Computer Equipment, Peripherals, & Related Services 2023-2028

Please use the following link to locate the Master Agreements and negotiated PAs. This will have the most current information. It is updated by the lead state of Minnesota regularly.

<https://www.naspovaluepoint.org/portfolio/computer-equipment-peripherals-related-services-2023-2028/>

Manufacturer & Reseller Contact Information

Edison Contract #	Supplier Name	Supplier Email	Supplier Phone Number
81354	Dell Marketing LP	Natalie.mcmillen@dell.com Jamey.schagren@dell.com	615-753-5369 629-200-2999
81699	AdvizeX Technologies LLC	bpriddy@advizex.com tmaccurtain@advizex.com	615-766-7394 (978) 994-1061
81700	New Ahead Inc	kris.ingram@ahead.com shelby.mitchell@ahead.com bruce.rang@ahead.com	(615) 306-8965
87382	The Drala Project DBA The ReDesign Group	jcrahan@redesign-group.com	508-776-8452
89512	Davenport	rwilson@davenportgroup.com	615-473-2466

Discount Information

All contracts were awarded by the lead state of Minnesota based on the percentage discount off manufacturer catalog. Additional discounts may be found through each manufacturers listed partners/resellers. Please verify the State's minimum discounted catalog price with the reseller's quote before issuing the PO.

Product & Service Schedule (PSS) Pricing

<https://www.dell.com/en-us/lp/dt/naspo-computer?hve=learn+more>

Requisition and Purchase Order Generation

For information on how to create a requisition and/or purchase order please click on the "Agency Upgrade User Guide" link on the following page: <https://www.tn.gov/generalservices/procurement/central-procurement-office--cpo-/helpful-links-/reference-material.html>

Billing and Payment Instructions

Please follow your agency specific rules for bill and payments.

Net payments term: FOB Destination

Asset and Inventory Management

Please follow your agency specific rules for asset and inventory management.

Guidelines for Purchases

SWC 3014, the NASPO Computer, Servers, and Storage contract, is based on a discount from manufacturer (contract holder) catalog negotiated by the lead state of Minnesota. Each manufacturer has determined specific partners/resellers (listed on the PA and on these usage instructions) that are to be utilized when requesting quotes and placing orders. The purchasing process is grouped into two main categories, computer equipment and server/storage equipment, as detailed below.

Server/Storage Equipment:

For Executive Branch State Agencies:

The manufacturer's catalogs list many products that are not standards in the State's technology architecture. STS has the right to restrict any catalog product that does not meet State standards. Users requesting a product that is not on the STS Standard Product List (SPL) must obtain an STS Standard Product Exception waiver. Please visit the STS Standard Product List TeamTN page to view the SPL and request an exception waiver:

<https://www.teamtn.gov/sts/planning-services/standard-products-list.html>.

Server, storage, and related equipment or accessory purchases should be quoted among all the contracted partners/resellers for a manufacturer, when feasible.

- For STS-supported Executive Branch State Agencies, all purchase requests for physical hardware to be installed and maintained by STS should be submitted to STS through ServiceNow using the appropriate link below.
 - [Physical Server and Related Hardware Request Analysis](#) – For analysis and requirements gathering for physical hardware prior to purchasing.
 - If physical hardware is to be installed in an Agency Hosted Rack, it would not use this request process.
 - [Hardware Procurement: Infrastructure](#) – For infrastructure hardware purchase, including racks, chassis, RAM, and other physical infrastructure components.
 - [Hardware Procurement: Backup and Storage](#) – For backup and storage hardware purchasing, including storage arrays, storage networking equipment, external storage, tape drives, backup media servers, data domain storage, etc.
- Executive Branch State Agencies wishing to purchase non-STS managed hardware may purchase directly against the contract.

All Purchase Orders must include a reference to Master Agreement No 23026 and Edison Contract ID 81354.

For Local Governments & Judicial or Legislative State Agencies:

Please follow your department's purchasing protocol.

Participating Addendum Number 81354
for
NASPO COMPUTER EQUIPMENT, PERIPHERALS & RELATED SERVICES
between
STATE OF TENNESSEE
and
Dell Marketing L.P.

This Participating Addendum is entered into by the STATE OF TENNESSEE ("Participating Entity") and the following Contractor (each a "Party" and collectively the "Parties") for the purpose of participating in NASPO ValuePoint Master Agreement Number 23026 executed by Contractor and the State of Minnesota for Computer Equipment, Peripherals & Related Services ("Master Agreement"):

Dell Marketing LP ("Contractor")
 One Dell Way
 Round Rock, TX 78682

I. PARTICIPATING ADDENDUM CONTACTS.

Contractor's contact for this Participating Addendum is:

Cristian Perez
 Contract Program Manager
 Cristian_Perez@dell.com
 (512)723-4262

Participating Entity's contact for this Participating Addendum is:

Zohreh Hurd
 Category Specialist – Technology
Zohreh.hurd@tn.gov
 615-741-2026

- II. TERM.** The term, renewal, and extension provisions of this Participating Addendum are set forth in Attachment A, Special Terms and Conditions, Sections 25-27. This Participating Addendum will terminate upon termination of the Master Agreement, as amended, unless the Participating Addendum is terminated sooner in accordance with the terms set forth herein.
- III. PARTICIPATION AND USAGE.** This Participating Addendum may be used by all state agencies, institutions of higher education, cities, counties, districts, and other political subdivisions of the state, and nonprofit organizations within the state if authorized herein and by law. Participating Entity has sole authority to determine which entities are eligible to use this Participating Addendum. If Contractor becomes aware that an entity's use of this Participating Addendum is not authorized, Contractor will notify NASPO ValuePoint to initiate outreach to the appropriate parties.
- IV. GOVERNING LAW.** The construction and effect of this Participating Addendum and any Orders placed hereunder will be governed by, and construed in accordance with, Participating Entity's laws.
- V. SCOPE.** Except as otherwise stated herein, this Participating Addendum incorporates the scope, pricing, terms, and conditions, including the terms of Exhibit E, of the Master Agreement and the rights and obligations set forth therein as applied to the Contractor and Participating Entity and Purchasing Entities.
- a. Services.** All services available through the Master Agreement may be offered and sold by Contractor to Purchasing Entities.
 - b. Equipment Leasing.** No leasing is allowed under this Participating Addendum
 - c. Equipment Trade-in Program.** No trade-ins are allowed under this Participating Addendum
 - d. Contractor Partners.** All subcontractors, dealers, distributors, resellers, and other partners identified on Contractor's NASPO ValuePoint webpage as authorized to provide Products and Services to Participating Entity may provide Products and Services to users of this Participating Addendum.

Participating Addendum Number 81354 for
COMPUTER EQUIPMENT, PERIPHERALS & RELATED SERVICES

Between **STATE OF TENNESSEE** and **Dell Marketing LP**

Contractor will ensure that the participation of Contractor's subcontractors, dealers, distributors, resellers, and other partners is in accordance with the terms and conditions set forth in the Master Agreement and in this Participating Addendum.

Any amendment to the Master Agreement shall be deemed incorporated into this Participating Addendum unless the amendment is rejected by the Participating Entity in writing to Contractor within ten (10) calendar days of the amendment's effective date and is documented thereafter via written amendment hereto.

Any conflict between this Participating Addendum and the Master Agreement will be resolved in favor of the Participating Addendum.

- VI. ORDERS.** Purchasing Entities may place orders under this Participating Addendum by referencing the Participating Addendum Number on an Order. Each Order placed under this Participating Addendum is subject to the pricing and terms set forth herein and in the Master Agreement, including applicable discounts, reporting requirements, and payment of administrative fees to NASPO ValuePoint and Participating Entity, if applicable.
- VII. PARTICIPATING ENTITY REPORTING REQUIREMENTS AND ADMINISTRATIVE FEE.** See Special Terms and Conditions Term #22. Statewide Contract Reports and Term #30. Administrative Fees
- VIII. FEDERAL FUNDING REQUIREMENTS.** Orders funded with federal funds may have additional contractual requirements or certifications that must be satisfied at the time the Order is placed or upon delivery. When applicable, a Purchasing Entity will identify in the Order any alternative or additional requirements related to the use of federal funds. Provided an Order sets forth the applicable federal regulations, by accepting the Order, Contractor agrees to comply with the requirements set forth therein.
- IX. RESERVED**
- X. ATTACHMENTS.** This Participating Addendum includes the following attachments:
- a. Attachment A: Participating Entity Modifications and Additions to Master Agreement Terms and Conditions
 - b. Attachment B: Diversity Letter
 - c. Attachment C: Attestation
 - d. Attachment D: Statement of Work
 - e. Attachment E: Participating Entity Product and Service Exclusions and Clarification
- XI. NOTICE.** Any notice required herein shall be sent to the following:
- | | |
|--------------------------|---|
| For Contractor: | For Participating Entity: |
| Cristian Perez | Zohreh Hurd |
| Contract Program Manager | Category Specialist – Technology |
| Cristian_Perez@dell.com | <u>Zohreh.hurd@tn.gov</u> |
| (512)723-4262 | 615-741-2026 |
- XII. SUBMISSION OF PARTICIPATING ADDENDUM TO NASPO VALUEPOINT.** Upon execution, Contractor shall email a copy of this Participating Addendum and any amendments hereto to NASPO ValuePoint at pa@naspovaluepoint.org. While Participating Entity will maintain the official record of this Participating Addendum, the Parties agree that this Participating Addendum, as amended, may be published on the NASPO ValuePoint website.

SIGNATURE

The undersigned for each Party represents and warrants that this Participating Addendum is a valid and legal agreement binding on the Party and enforceable in accordance with the Participating Addendum's terms and

Participating Addendum Number 81354 for
NASPO COMPUTER EQUIPMENT, PERIPHERALS & RELATED SERVICES
 Between **STATE OF TENNESSEE** and **Dell Marketing LP**

that the undersigned is duly authorized and has legal capacity to execute and deliver this Participating Addendum and bind the Party hereto.

IN WITNESS WHEREOF, the Parties have executed this Participating Addendum.

CONTRACTOR:



Signature

Ana Pitti

Printed Name

Paralegal Senior Analyst

Title

January 23, 2024

Date

STATE OF TENNESSEE:

Signature

Michael F. Perry

Printed Name

Chief Procurement Officer

Title

1/24/24

Date

RESOLUTION SUMMARY

- 1. Short Title Description – Contract No. 12700 Solarwinds Hybrid Cloud Observability**
- 2. Requested Funding – \$498,201.76 (\$467,795.08 bid amount plus \$30,406.68 in contingency funds)**
- 3. Award Duration – Three (3) years from the date of the Notice to Proceed with provisions for annual hardware and software maintenance and support services.**
- 4. Type of Bid – Sealed Bid**
- 5. Awarded To – Insight Public Sector, Incorporated**
- 6. Plain Language Description – To procure a new contract for SolarWinds Hybrid Cloud Observability (HCO), a monitoring solution that provides visibility into MLGW's IT environment, including approximately 1,600 devices. The tool monitors networks, servers, applications, and databases to help identify issues and ensure systems remain operational.**
- 7. Impact – Without this tool, MLGW risks longer-lasting and harder-to-diagnose IT problems that could impact productivity and disrupt business operations. We would lose critical visibility into the performance and health of our IT infrastructure, allowing issues to go undetected and potentially causing downtime across key systems—such as call center servers, substation network switches, and GIS or mapping applications.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts & Strategic Sourcing recommends to the Board of Light, Gas and Water Commissioners that it awards Contract No. 12700, Solarwinds Hybrid Cloud Observability to Insight Public Sector, Inc., in the funded amount of \$498,201.76.

The project scope is to furnish all supervision, labor, equipment and materials to purchase a 3-year subscription software license and all associated modules for Solarwinds Hybrid Cloud Observability at MLGW's Netters Business Center located at 1665 Whitten Road, Memphis, TN 38134.

The Notice to Bidders was advertised using the Daily Memphian, the Memphis Daily News and MLGW's Online Bid Notification System on June 12, 2026. MLGW solicited 12 bidders; of which four (4) submitted qualifications and were deemed qualified to bid on the project. Four (4) bids were received on July 14, 2026. The lowest and best bid received was from Insight Public Sector, Inc. in the funded amount of \$467,795.08. MLGW is also requesting contingency funds in the amount of \$30,406.68 for any unforeseen technical needs, including installation, setup, or configuration adjustments. The total funded amount of this award is \$498,201.76. The term of this contract is three (3) years from the date of the Notice to Proceed with provisions for annual hardware and software maintenance and support services. This award complies with all applicable laws and policies.

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

THAT, the award of Contract No. 12700, Solarwinds Hybrid Cloud Observability to Insight Public Sector, Inc., in the funded amount of \$498,201.76, as outlined in the foregoing preamble, is approved and further,

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

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Lashell Vaughn
 Procurement Contracts Specialist: Arma Orr

Board Meeting Date: 9/16/2026
 Contract Number: 12700
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	0352310 /Information Technology and Data Security / Renetta F. Lesure / (901) 729-8473 / rlesure@mlgw.org	
Scope: Contract ☒ _____ Purchase _____ Other _____	The project scope is to furnish all supervision, labor, transportation, material, and equipment to purchase a 3-year subscription software license and all associated modules for Solarwinds Hybrid Cloud Observability in accordance with the Contract Documents and Specifications.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This is an award.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW's Netters Business Center located at 1665 Whitten Road, Memphis, TN 38134.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to avoid the risk of prolonged IT problem increases which can affect productivity and business continuity, along with visibility into the performance and health of our IT infrastructure, leading to undetected issues and downtime that are relative to servers for the call center, switches for the substations, or applications for GIS and maps.	
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 deficit.	No	
If applicable, how was the recommendation determined? (Bid, RFQ or RFP) SEALED BID		

BUDGET:

Amount Requested

2026 Budget*
 Amount Spent Year-to-Date
 2026 Budget Balance Available

Budget Balance After Award

	Total	In 2026 Budget Year	After Budget Year
\$	498,201.76	\$ 498,201.76	\$ -
\$	12,975,993.00		
\$	7,122,323.67	\$ 5,853,669.33	
		\$ 5,355,467.57	

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

☒ O&M☐ Capital

Project Information Technology
 Expenditure Organization 0352310 Enterprise Infrastructure Services
 Expenditure Type IS Other (Auto Rid 44
 Task Admin

Comments:

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

APPROVED:

Kabrina Cooper

Budget & Financial Planning

8/24/2026

Date

Rev. 11/01/2018



MEMPHIS LIGHT, GAS AND WATER DIVISION

DATE: August 11, 2026

TO: See Distribution List Below

RE: Notification of the Intent to Award
Contract No. 12700 ~ Solarwinds Hybrid Cloud Observability

On behalf of MLGW, thank you for participating in the recent bid solicitation for **Contract No. 12700 ~ Solarwinds Hybrid Cloud Observability** in which bids were received on **July 14, 2026**.

After an evaluation of the bids received, a Notification of the Intent to Award recommendation to **Insight Public Sector, Inc.** for the above referenced sealed bid has been received in the Contracts Management Department.

*It should be noted that **Contract No. 12700** is not legally effective until the LGW Board of Commissioners approves their minutes. In addition, both the Vendor and MLGW must sign the Contract Documents. It should also be noted that no oral communications relating to the Contract Documents is effective and binding on you and MLGW.*

Again, thank you for your interest in doing business with MLGW. Please do not hesitate to contact me via email at aorr@mlgw.org or by phone at 901-528-4020 if you have any questions or concerns.

Sincerely,

Arma Orr

Arma Orr
Procurement Contracts Specialist II
Contracts Management Department
Memphis Light, Gas and Water Division
Office: 901-528-4020
Email: aorr@mlgw.org

Distribution List:

- Hypertec USA, Inc. ~ 8655 E. Via De Venture, Suite G161, Scottsdale, ZA 85258
- Insight Public Sector, Inc. ~ 2701 E. Insight Way, Chandler, AZ 85286
- Technologyx, Inc. ~ 1138 N. Germantown Parkway, Suite 101-203, Cordova, TN 38016
- vPrime, Inc. ~ 1400 Broadfield Boulevard, Suite 200, Houston, TX 77084

cc: Renetta Lesure
Corey Woods
Timothy McEwen
Albert Brooks

MEMPHIS LIGHT, GAS & WATER DIVISION INTERDEPARTMENTAL

TO: Board of Commissioners **DATE:** 9/16/2026
FROM: Randy Orsby - Director of Procurement and Contracts & Strategic Sourcing
SUBJECT: Contract No. 12700, Solarwinds Hybrid Cloud Observability

The Contracts Management Department with an outline of work to be performed provided by the Information Technology and Data Security Department, solicited bids to furnish all supervision, labor, equipment and materials to purchase a 3-year subscription software license and all associated modules for Solarwinds Hybrid Cloud Observability at MLGW's Netters Business Center located at 1665 Whitten Road, Memphis, TN 38134.

The Notice to Bidders was advertised using the Daily Memphian, the Memphis Daily News and MLGW's Online Bid Notification System on June 12, 2026. MLGW solicited 12 bidders; of which four (4) submitted qualifications and were deemed qualified to bid on the project. Four (4) bids were received on July 14, 2026. The lowest and best bid received was from Insight Public Sector, Inc. in the funded amount of \$467,795.08. MLGW is also requesting contingency funds in the amount of \$30,406.68 for any unforeseen technical needs, including installation, setup, or configuration adjustments. The total amount for the award is \$498,201.76. The term of this contract is three (3) years from the date of the Notice to Proceed with provisions for annual hardware and software maintenance and support services. This award complies with all applicable laws and policies.

Bidder	Total	Local Bidding Preference/Presence Calculation (if applicable)	Comments
Insight Public Sector, Inc. 2701 E. Insight Way, Chandler, AZ 85286	\$498,201.76 (\$467,795.08 bid amount plus \$30,406.68 in contingency funds)	N/A	The Bidder did not provide documentation to be considered for the Local Bidding Preference or Presence.
Hypertec USA, Inc. 8655 E. Via De Venture, Suite G161, Scottsdale, ZA 85258	\$480,855.31	N/A	The Bidder did not provide documentation to be considered for the Local Bidding Preference or Presence.
Technologyx, Inc. 1138 N. Germantown Parkway, Suite 101-203, Cordova, TN 38016	\$479,322.77	N/A	The Bidder did not provide documentation to be considered for the Local Bidding Preference or Presence.
vPrime Tech, Inc. 1400 Broadfield Boulevard, Suite 200, Houston, TX 77084	\$477,451.92	N/A	The Bidder did not provide documentation to be considered for the Local Bidding Preference or Presence.

MLGW, through its evaluation and selection process, recommends the award of Contract No. 12700, Solarwinds Hybrid Cloud Observability to Insight Public Sector, Inc., in the funded amount of \$498,201.76.

RESOLUTION SUMMARY

1. **Short Title Description** – Class 5 and Class 8 Bucket Trucks
2. **Requested Funding** – \$1,686,234.00
3. **Award Duration** – One-Time Purchase
4. **Type of Bid** – Utilizing Sourcewell Contract #110421-ALT
5. **Awarded To** – Altec Industries Incorporated
6. **Plain Language Description** – Division crews will utilize class 5 and class 8 bucket trucks to perform repairs on transformers and other electrical equipment affixed to utility poles and elevated platforms, to maintain reliable electric service.
 - 3– One-ton extended cab four-wheel drive with 40-foot aerial tower
 - 2 – Class 8 cab and chassis with two-man aerial towers and standard body
 - 2 – Class 8 cab and chassis
7. **Impact** – Procuring the vehicles enhances the reliability of field operations by ensuring crews are equipped with dependable units capable of supporting daily maintenance activities and emergency response. The class 5 and class 8 bucket trucks will replace older equipment based on criteria such as age, operational usage, and repair costs. Modernizing the fleet by acquiring new bucket trucks ensures delivery of consistent and dependable service.



EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it awards a purchase order for class 5 and class 8 bucket trucks to Altec Industries Incorporated in the amount of \$1,686,234.00.

Division crews will utilize class 5 and class 8 bucket trucks to perform repairs on transformers and other electrical equipment affixed to utility poles and elevated platforms, to maintain reliable electric service. The bucket trucks will replace older equipment based on criteria such as age, operational usage, and repair costs.

A bid was opened on August 6, 2026. In accordance with Tennessee Code Annotated §12-3-1205, Cooperative Purchasing Agreements; MLGW is allowed to make purchases through cooperative purchasing agreements for the procurement of any goods, supplies, or equipment with one or more other governmental entities outside of this state to the extent the laws of the other state permit the joint purchasing authority. Sourcewell contract number 110421-ALT

will be utilized to procure the bucket trucks. This award complies with all applicable laws and policies.

The 2026 budgeted amount for Transportation / Vehicle Acquisition and Training is \$12,243,000.00; the amount spent year-to-date is \$1,737,925.59; leaving a balance available of \$10,505,074.41; of which \$1,686,234.00 will be spent in subsequent budget year as approved; and

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, awards a purchase order to Altec Industries Incorporated is approved for furnishing:

3 – Class 5 extended cab and chassis, four-wheel-drive, with a 60-inch clear cab-to-axle dimension with an Altec AT40-G hydraulic aerial tower with fiberglass one-man platform mounted over the rear axle with a utility body, all in accordance with Division Specification No. TRAT-26-5030;

2 – Class 8 cab and chassis, two-wheel drive, with a 120-inch clear cab-to-axle dimension with an Altec AA55E fully hydraulic aerial tower with fiberglass two-man platform mounted over the rear axle with a utility body, all in accordance with Division Specification No. TRAT-26-5035;

2 – Class 8 cab and chassis, two-wheel drive, with a 102-inch clear cab-to-axle dimension with an Altec AA55E fully hydraulic aerial tower with fiberglass two-man platform mounted over the rear axle with a utility body, all in accordance with Division Specification No. TRAT-26-5037;

Totaling \$1,686,234.00; f.o.b. Memphis, Tennessee, our dock; transportation prepaid; said prices being firm; the quantity is for estimation purposes only and does not create a commitment for MLGW to purchase any specific minimum or maximum quantity, with actual purchases to be made according to operational needs, not to exceed the approved total expenditure; delivery in 26 weeks, terms net 30 days.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of September 16, 2026 approved the purchase of class 5 and class 8 bucket trucks and is now recommending to the Council of the City of Memphis that it approves said purchase; and

WHEREAS, Division crews will utilize class 5 and class 8 bucket trucks to perform repairs on transformers and other electrical equipment affixed to utility poles and elevated platforms, to maintain reliable electric service. The bucket trucks will replace older equipment based on criteria such as age, operational usage, and repair costs; and

WHEREAS, a bid was opened on August 6, 2026. In accordance with Tennessee Code Annotated §12-3-1205, Cooperative Purchasing Agreements; MLGW is allowed to make purchases through cooperative purchasing agreements for the procurement of any goods, supplies, or equipment with one or more other governmental entities outside of this state to the extent the laws of the other state permit the joint purchasing authority. Sourcewell contract number 110421-ALT will be utilized to procure the bucket trucks. This award complies with all applicable laws and policies; and

NOW, THEREFORE BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby approved the purchase of class 5 and class 8 bucket trucks from Altec Industries Incorporated in the amount of \$1,686,234.00 chargeable to subsequent budget year as approved.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Dr. Von Goodloe Board Meeting Date: 9/16/2026
Specialist: Donna Adams Requisition Number (s): 5159178
Purchase Commodity: Class 5 and Class 8 Bucket Trucks
Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Transportation and Fleet Services Area No. 364210 / Caleb Crowder / 901-320-1473 / ccrowder@mlgw.org	
Scope: Contract _____ Purchase <u>X</u> _____ Other _____	A purchase order will be issued to procure class 5 and class 8 bucket trucks.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	To purchase seven class 5 and class 8 bucket trucks.	
Where will the work take place? (MLGW facility or jobsite, etc.)	Division vehicles / equipment used by crews to work in and around Shelby County, Tennessee.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	To purchase budgeted items to support the maintenance of the electric system by providing equipment used to service and replace transformers and other electrical components. These trucks will replace existing units that are scheduled for retirement based on factors such as age, operational usage, and repair costs.	
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, RFQ or RFP) Utilizing Sourcewell contract number 110421-ALT		

BUDGET:

Amount Requested

2026 Budget*

Amount Spent Year-to-Date

2026 Budget Balance Available

Budget Balance After Award

Total	In 2026 Budget Year	After Budget Year
\$ 1,686,234.00	\$ -	\$ 1,686,234.00
\$ 12,243,000.00		
\$ 1,737,925.59	\$ 10,505,074.41	
	\$ 10,505,074.41	

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

☐ O&M☒ Capital

Project CA-Transportation
Expenditure Organizat 0364210 Vehicle Acquisition and Training
Expenditure Type Pwr-Power Operated Equipment
Task CA-Elec Power Oper Eqt \$1,686,234.00

Comments:

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

APPROVED:

Kabrina Cooper

Budget & Financial Planning

8/27/2026

Date

Rev. 11/01/2018

BID ON CLASS 5 AND CLASS 8 BUCKET TRUCKS									
FOR BOARD MEETING OF SEPTEMBER 16, 2026									
		BIDS OPENED ON AUGUST 6, 2026							
		BASE UNIT: EACH							
BIDDERS	ITEM QUANTITY	Line 1	Line 2	Line 3	Total	Local Bidding Preference	Local Bidding Presence	Terms	Delivery
COMPLYING BIDDERS	DESCRIPTION	1 TON EXT CAB FOUR-WHEEL DRIVE WITH 40-FOOT AERIAL TOWER	CLASS 8 CAB AND CHASSIS WITH TWO- MAN AERIAL TOWERS AND STANDARD BODY	CLASS 8 CAB AND CHASSIS					
Altec Industries Incorporated Birmingham, AL		\$185,816.00	\$288,966.00	\$275,427.00	\$1,686,234.00	N/A	N/A	Net 30	26 Weeks
RECOMMEND AWARD AS FOLLOWS: Altec Industries Incorporated.....					\$1,686,234.00				

MEMPHIS LIGHT, GAS AND WATER DIVISION
INTERDEPARTMENTAL COMMUNICATION

TO: Donna Adams
FROM: Caleb Crowder
DATE: August 7, 2026
SUBJECT: Class 5 and Class 8 Bucket Trucks Recommendation



REQ #5159178 RFQ #1803568

ITEM #1 SPECIFICATION NO. TRAT-26-5030 - Total Cost: \$557,448.00

Three (3) New, unused Class 5 Extended Cab and Chassis, 4WD, with a 60-inch clear cab-to-axle dimension with an Altec AT40-G hydraulic aerial tower with fiberglass one-man platform mounted over the rear axle with a utility body, all in accordance with Division Specification No. TRAT-26-5030.

We will utilize Sourcewell Contract #110421-ALT for purchase. Altec Industries, Inc. will supply an Altec AT40GE aerial tower mounted on a Ford F550 cab and chassis with an Altec service body at a price of \$185,816.00 each (Total Cost \$557,448.00). This proposal meets all specifications.

After careful evaluation of this proposal, the Transportation Department recommends awarding Altec Industries, Inc. the purchase order for \$557,448.00.

ITEM #2 SPECIFICATION NO. TRAT-26-5035 - Total Cost: \$577,932.00

Two (2) New, unused Class 8 Cab and Chassis, 2WD, with a 120-inch clear cab-to-axle dimension with an Altec AA55E fully hydraulic aerial tower with fiberglass two-man platform mounted over the rear axle with a utility body, all in accordance with Division Specification No. TRAT-26-5035.

We will utilize Sourcewell Contract #110421-ALT for purchase. Altec Industries, Inc. will supply an Altec AA55E aerial tower mounted on a Freightliner M2-106 cab and chassis with an Altec ASLS service body at a price of \$288,966.00 each (Total Cost \$577,932.00). This proposal meets all specifications.

After careful evaluation of this proposal, the Transportation Department recommends awarding Altec Industries, Inc. the purchase order for \$577,932.00.

ITEM #3 SPECIFICATION NO. TRAT-26-5037 - Total Cost: \$550,854.00

Two (2) New, unused Class 8 Cab and Chassis, 2WD, with a 102-inch clear cab-to-axle dimension with an Altec AA55E fully hydraulic aerial tower with fiberglass two-man platform mounted over the rear axle with a utility body, all in accordance with Division Specification No. TRAT-26-5037.

We will utilize Sourcewell Contract #110421-ALT for purchase. Altec Industries, Inc. will supply an Altec AA55E aerial tower mounted on a Freightliner M2-106 cab and chassis with an Altec ASLS service body at a price of \$275,427.00 each (Total Cost \$550,854.00). This proposal meets all specifications.

After careful evaluation of this proposal, the Transportation Department recommends awarding Altec Industries, Inc. the purchase order for \$550,854.00.

In summary, the Transportation Department recommends awarding Altec Industries, Inc. the purchase order for the total amount of \$1,686,234.00



Caleb Crowder
Vehicle Acquisition and Training Supervisor
Transportation and Fleet Services
Memphis Light, Gas and Water Division

AWARD RECOMMENDATION

To: Caleb Crowder

From: **Procurement Contracts Specialist II:** Donna Adams

Date: 8/7/2026

Requisition #: 5159178 **Bid on:** Class 5 and Class 8 Bucket Trucks

Attached are bid(s) for items requisitioned by your department. Please complete the applicable portions of this form in order that proper presentation and recommendations may be made. Please return this form to the Procurement Specialist as soon as possible.

1. PROCUREMENT COMMENTS:

2. RECOMMENDATION:

A. Which bid(s) do you recommend? Please see attached Recommendation Letter.

B. Does this meet specifications as per your request and/or as advertised?

YES ☒
NO ☐

If No, is the variance considered: MINOR ☐ or MAJOR ☐

Explain:

C. Is the recommendation the lowest bid received? YES ☒ NO ☐

If no, list the bids that are low, but which you believe **DO NOT** meet specifications and list reasons why each does not meet specifications. Please attach a memo of explanation to this form, if necessary. If recommendation is based on local bidding preference or earliest delivery based on need, please include in your recommendation.

(attach an additional sheet if further comment or explanation is required)

PRINT NAME Caleb Crowder
Area Supervisor or designee

SIGNATURE Donna Adams
Procurement Contracts Specialist II

SIGNATURE Caleb Crowder

DATE 8/21/2026

DATE 8/7/2026

PHONE 901-320-1473

3. PROCUREMENT ACTION/RECOMMENDATION(S): (Purchasing to complete)

This award complies with all applicable laws and policies.

Revised 6/23/2025

RESOLUTION SUMMARY

1. **Short Title Description** – Stopper Fittings
2. **Requested Funding** – \$394,287.60
3. **Award Duration** – One-Time Purchase
4. **Type of Bid** – Sealed Bid
5. **Awarded To** – ATG Supply LLC
6. **Plain Language Description** – Stopper fittings are permanent attachments on a pipe that allow crews to temporarily stop natural gas from flowing through a section of the pipe without interrupting service to customers.
 - 122 – Stopper fittings 2-inch
 - 80 – Stopper fittings 4-inch
7. **Impact** – Stopper fittings allow crews to safely perform repairs or upgrades, helping to maintain reliable customer service and enhance overall safety.

■ Spherical 3-WAY™ Tee ■ Sizes: 2- through 12-inch



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from
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BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it awards a purchase order for stopper fittings to ATG Supply LLC in the amount of \$394,287.60.

Stopper fittings are permanent attachments on a pipe that allow crews to temporarily stop natural gas from flowing through a section of the pipe without interrupting service to customers. The fittings allow crews to safely perform repairs or upgrades, helping to maintain reliable customer service and enhance overall safety.

Bids were opened on July 15, 2026. Notice to Bidders was advertised. Thirteen bids were solicited, and five bids were received with the best complying and most responsive bidder in accordance with MLGW's Local Bidding Preference policy, being the firm of ATG Supply LLC. This award complies with all applicable laws and policies.

The 2026 budgeted amount for Gas Maintenance / Service Replace (DOT) is \$9,129,000.00; the amount spent year-to-date is \$1,580,699.68; leaving a

balance available of \$7,548,300.32; of which \$394,287.60 will be spent in the subsequent budget year as approved; and

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, awards a purchase order to ATG Supply, LLC is approved for furnishing:

122 – Stopper fittings 2-inch TDW 26-0932-0000-00 (3-way Tee);

80 – Stopper fittings 4-inch TDW 26-0934-0000-00 (3-way Tee);

Totaling \$394,287.60; f.o.b. Memphis, Tennessee, our dock; transportation prepaid; said prices being firm; the quantity is for estimation purposes only and does not create a commitment for MLGW to purchase any specific minimum or maximum quantity, with actual purchases to be made according to operational needs, not to exceed the approved total expenditure; delivery in 11-17 weeks, terms net 15 days.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Dr. Von Goodloe Board Meeting Date: 9/16/2026
 Procurement Contracts Specialist: Jovan Harris Purchase Order/Requisition Number: 5164596
 Purchase Commodity: Stopper Fittings
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Purchasing Department / Jovan Harris/ 901-528-4701/ jharris1@mlgw.org	
Scope: Contract _____ Purchase <u>X</u> _____ Other _____	A purchase order will be issued to purchase stopper fittings.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	To purchase 202 stopper fittings.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The fittings will be installed in MLGW's gas infrastructure.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The fittings are used to temporarily stop natural gas flow through a section of the pipeline without interrupting service to customers.	
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, RFQ or RFP) RFQ		

BUDGET:

Amount Requested

2026 Budget*

Amount Spent Year-to-Date

2026 Budget Balance Available

Budget Balance After Award

Total	In 2026 Budget Year	After Budget Year
\$ 394,287.60	\$ -	\$ 394,287.60
\$ 9,129,000.00		
\$ 1,580,699.68	\$ 7,548,300.32	
	\$ 7,548,300.32	

Storeroom Material

Class/Item Numbers

052-9290

052-9292

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

☐ O&M☒ Capital

Project

Expenditure Organization

Expenditure Type

Task

Gas Main/Service Repl(DOT)

0988888 Misc Accounting Transaction

eAM Outside Purchases

Various

Comments:

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

APPROVED:

Kabrina Cooper

Budget & Financial Planning

8/27/2026

Date

Rev. 11/01/2018

BID ON STOPPER FITTINGS								
FOR BOARD MEETING OF SEPTEMBER 16, 2026		BIDS OPENED ON JULY 15, 2026						
		BASE UNIT: EACH						
BIDDERS	ITEM	Line 1	Line 2	Total	Local Bidding Preference	Local Bidding Presence	Terms	Delivery
	QUANTITY							
COMPLYING BIDDERS	DESCRIPTION	STOPPER FITTING 2-INCH TDW 26-0932-0000-00 (3-WAY TEE)	STOPPER FITTING 4-INCH TDW 26-0934-0000-00 (3-WAY TEE)					
Industrial Sales Company of Memphis, Inc. Memphis, TN		\$1,619.30	\$2,295.15	\$381,166.60	N/A	N/A	Net 30	16-18 Weeks
Stuart C. Irby Company Jackson, TN		\$1,681.30	\$2,266.15	\$386,410.60	N/A	N/A	Net 30	15-17 Weeks
Brighter Days & Nites, Inc. Memphis, TN		\$1,715.00	\$2,310.75	\$394,090.00	N/A	N/A	Net 15	11-17 Weeks
ATG SUPPLY LLC Memphis, TN		\$1,715.80	\$2,312.00	\$394,287.60	\$374,573.22	N/A	Net 15	11-17 Weeks
Engineered Sealing Components Memphis, TN		\$1,756.30	\$2,366.15	\$403,560.60	\$383,382.57	N/A	Net 30	14-18 Weeks
RECOMMEND AWARD AS FOLLOWS: ATG Supply LLC.....				\$394,287.60				
*Awarded in accordance with MLGW's Local Bidding Preference Policy.								

AWARD RECOMMENDATION

To: Camela Mitchell

From: **Procurement Contracts Specialist II:** Jovan Harris

Date: 7/22/2026

Requisition #: 5164596

Bid on: Stopper Fittings

Attached are bid(s) for items requisitioned by your department. Please complete the applicable portions of this form in order that proper presentation and recommendations may be made. Please return this form to the Procurement Specialist as soon as possible.

1. PROCUREMENT COMMENTS:

2. RECOMMENDATION:

A. Which bid(s) do you recommend? I am recommending the award to be made to ATG Supply, LLC for the stopper fittings.

B. Does this meet specifications as per your request and/or as advertised?

YES ☒
NO ☐

If No, is the variance considered: MINOR ☐ or MAJOR ☐

Explain:

C. Is the recommendation the lowest bid received? YES ☐ NO ☒

If no, list the bids that are low, but which you believe **DO NOT** meet specifications and list reasons why each does not meet specifications. Please attach a memo of explanation to this form, if necessary. If recommendation is based on local bidding preference or earliest delivery based on need, please include in your recommendation.

The award is being made in accordance with MLGW's Local Bidding Preference policy to ATG Supply, LLC.

(attach an additional sheet if further comment or explanation is required)

PRINT NAME Camela Mitchell
Area Supervisor or designee

SIGNATURE Jovan Harris
Procurement Contracts Specialist II

SIGNATURE Camela Mitchell

DATE 7/22/2026

DATE 8/19/2026

PHONE 901-528-4701

3. PROCUREMENT ACTION/RECOMMENDATION(S): (Purchasing to complete)

This award complies with all applicable laws and policies.

Revised 6/23/2025

RESOLUTION SUMMARY

- 1. Short Title Description – Contract No. 12266 – WECO Electric Meter Testing Application**
- 2. Requested Funding – \$94,479.97 (proposal amount of \$85,882.95 plus \$8,600.00 in contingency funds and minus \$2.98 current contract balance)**
- 3. Award Duration – Increase and Extension (October 29, 2026 through October 28, 2031)**
- 4. Type of Bid – Sole Source**
- 5. Awarded To – Radian Research, Inc.**
- 6. Plain Language Description – The purpose of extending the WECO Electric Meter Test Board warranty and accuracy re-certification for an additional five (5) years is to ensure the continued reliability, precision, and compliance of our testing equipment. Maintaining an active warranty and certification helps minimize downtime, supports accurate meter testing, and ensures we meet MLGW's standards and regulatory requirements. This extension also provides cost predictability by reducing the risk of unexpected repair expenses while preserving the long-term performance of the test board.**
- 7. Impact – If the WECO Electric Meter Test Board warranty and accuracy re-certification are not renewed, the risk of equipment failure, inaccurate meter testing, and non-compliance with MLGW's standards significantly increases. This could lead to unreliable test results, potential billing inaccuracies, and regulatory concerns. Additionally, any required repairs or replacements would result in unplanned costs and possible operational downtime, ultimately impacting productivity and the overall efficiency of the Electric Meter Shop.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts & Strategic Sourcing recommends to the Board of Light, Gas, and Water Commissioners the approval of the Increase and Extension (*Change No. 3*) to Contract No. 12266, WECO Electric Meter Testing Application with Radian Research, Inc. to increase the contract value and extend the current contract in the funded amount of \$94,479.97.

The project scope is to allow Radian Research, Inc., as a sole source provider, to replace the existing obsolete equipment and provide maintenance for the new equipment at MLGW's Electric Meter Shop, 2425 Covington Pike in Memphis, Tennessee 38128. The new equipment includes the following: one (1) 4330X Test Board; two (2) 4050X Test Boards; and two (2) RW30X Site Analyzers. The equipment is used to test all MLGW's electric meters and conduct special tests at a customer's request when there are issues with a meter. The electric meters are linked with the Customer Information System (CIS) to assist with usage and billing data. The contract award was selected using the Sole Source process.

This change is to increase the contract value and extend the current contract for an additional five (5) years covering the period October 29, 2026 through October 28, 2031 in the funded amount of \$85,882.95; of which \$2.98 will be absorbed from the current contract value. This amount reflects a negotiated 2% decrease in rates from the previous term, resulting from the vendor applying a customer appreciation discount. This extension will ensure the continued reliability, precision, and compliance of MLGW testing equipment. Furthermore, MLGW is requesting contingency funds in the amount of \$8,600.00 for unforeseen hardware needs such as urgent repairs and upgrades, test kits, and onsite collaborations that may arise during the maintenance period. The total requested amount of this sole source increase and extension is \$94,479.97. This sole source increase and extension complies with all applicable laws and policies. The new contract

value is \$534,868.79.

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 the Increase and Extension (*Change No. 3*) to Contract No. 12266, WECO Electric Meter Testing Application with Radian Research, Inc. to increase the contract value and extend the current contract in the funded amount of \$94,479.97, as outlined in the foregoing preamble, is approved and further,

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

RESOLUTION

WHEREAS, the Board of Light, Gas, and Water Commissioners in their meeting of September 16, 2026 approved the Increase and Extension (*Change No. 3*) to Contract No. 12266, WECO Electric Meter Testing Application with Radian Research, Inc. to increase the contract value and extend the current contract in the funded amount of \$94,479.97, and is now recommending to the Council of the City of Memphis that it approves said increase and extension as approved; and

WHEREAS, the project scope is to allow Radian Research, Inc., as a sole source provider, to replace the existing obsolete equipment and provide maintenance for the new equipment at MLGW's Electric Meter Shop, 2425 Covington Pike in Memphis, Tennessee 38128. The new equipment includes the following: one (1) 4330X Test Board; two (2) 4050X Test Boards; and two (2) RW30X Site Analyzers. The equipment is used to test all MLGW's electric meters and conduct special tests at a customer's request when there are issues with a meter. The electric meters are linked with the Customer Information System (CIS) to assist with usage and billing data. The contract award was selected using the Sole Source process; and

WHEREAS, this change is to increase the contract value and extend the current contract for an additional five (5) years covering the period October 29, 2026 through October 28, 2031 in the funded amount of \$85,882.95; of which \$2.98 will be absorbed from the current contract value. This amount reflects a negotiated 2% decrease in rates from the previous term, resulting from the vendor applying a customer appreciation discount. This extension will ensure the continued reliability, precision, and compliance of MLGW testing equipment. Furthermore, MLGW is requesting contingency funds in the amount of \$8,600.00 for unforeseen hardware needs such as urgent repairs and upgrades, test kits, and onsite collaborations that may arise during the maintenance period. The total requested amount of this sole source increase and extension is \$94,479.97. This sole source increase and extension complies with all applicable laws and policies. The new contract value is \$534,868.79; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved the Increase and Extension (*Change No. 3*) to Contract No. 12266, WECO Electric Meter Testing Application with Radian Research, Inc. to increase the contract value and extend the current contract in the funded amount of \$94,479.97 as approved.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Lashell Vaughn
 Procurement Contracts Specialist: Verkisserous Thompson

Board Meeting Date: 9/16/2026
 Contract Number: 12266
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	706200 / Electric Meter Shop / Jason Dunavant / 901-372-5641 / Jdunavant@mlgw.org	
Scope: Contract <u>X</u> Purchase _____ Other _____	The project scope is to allow Radian Research, Inc., as a sole source provider, to replace the existing obsolete equipment and provide maintenance for the new equipment at MLGW's Electric Meter Shop, 2425 Covington Pike in Memphis, Tennessee 38128. The new equipment includes the following: one (1) 4330X Test Board; two (2) 4050X Test Boards; and two (2) RW30X Site Analyzers. The equipment is used to test all MLGW's electric meters and conduct special tests at a customer's request when there are issues with a meter. The electric meters are linked with the Customer Information System (CIS) to assist with usage and billing data.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to increase the contract value and extend the current contract for an additional five (5) years covering the period October 29, 2026 through October 28, 2031.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW's Electric Meter Shop.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to provide software maintenance and support for the Electric Meter Test Board interface with the Customer Information System (CIS).	
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, RFQ or RFP) Sole Source		

BUDGET:

Amount Requested

2026 Budget*

Amount Spent Year-to-Date

2026 Budget Balance Available

Budget Balance After Award

Total	In 2026 Budget Year	After Budget Year
\$94,479.97	\$94,479.97	\$ -
\$625,000.00		
\$82,541.20	\$ 542,458.80	
	\$ 447,978.83	

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

☒ O&M☐ Capital

Project CIS Systems Integration
 Expenditure Organization 0351130 CIS Systems Integration
 Expenditure Type Purchase PC Software
 Task Admin

Comments:

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

APPROVED:

Ronda Croft

Budget & Financial Planning

09.09.2026

Date

Rev. 11/01/2018

Contractor:

Radian Research Inc.

9/16/2026

Contract Number: 12266

Actions		Date	Amount
Award		9/1/2021	\$405,985.82
Increase (Change Order No. 1)	This change was to increase the current contract value in the amount of \$11,660.00 to add barcode printers to use with the electric meter test board. The contract term will remain through October 28, 2026.	10/5/2022	\$11,660.00
Increase (Change Order No. 2)	This change was to increase the current contract to pay an outstanding invoice, which covers the remaining software maintenance for the duration of the contract, in the funded amount of \$22,743.00 for the period April 30, 2024 through October 28, 2026.	2/21/2024	\$22,743.00
Current Contract Amount			\$440,388.82
Amount Paid to Date as of 09.02.26			\$440,385.84
Current Contract Balance			\$2.98
Increase and Extension (Change Order No. 3)	<i>This change is to increase the contract value and extend the current contract for an additional five (5) years covering the period October 29, 2026 through October 28, 2031 in the funded amount of \$85,882.95; of which \$2.98 will be absorbed from the current contract value. This amount reflects a negotiated 2% decrease in rates from the previous term, resulting from the vendor applying a customer appreciation discount. This extension will ensure the continued reliability, precision, and compliance of MLGW testing equipment. Furthermore, MLGW is requesting contingency funds in the amount of \$8,600.00 for unforeseen hardware needs such as urgent repairs and upgrades, test kits, and onsite collaborations that may arise during the maintenance period. The total requested amount of this sole source increase and extension is \$94,479.97.</i>	9/16/2026	\$94,479.97
Available Balance			\$94,482.95
Cumulative Contract Value			\$534,868.79

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION
CITY OF MEMPHIS
CONTRACT NUMBER 12266

CONTRACT CHANGE NO. 3
DATE OF CHANGE: SEPTEMBER 16, 2026
SHEET 1 OF 4

TO: BRYCE HODGE

RADIAN RESEARCH INC.

3852 FORTUNE DRIVE

LAFAYETTE, IN 47905

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 ALLOW RADIAN RESEARCH, INC., AS A SOLE SOURCE PROVIDER, TO REPLACE THE EXISTING OBSOLETE EQUIPMENT AND PROVIDE MAINTENANCE FOR THE NEW EQUIPMENT AT MLGW'S ELECTRIC METER SHOP, 2425 COVINGTON PIKE IN MEMPHIS, TENNESSEE 38128. THE NEW EQUIPMENT INCLUDES THE FOLLOWING: ONE (1) 4330X TEST BOARD; TWO (2) 4050X TEST BOARDS; AND TWO (2) RW30X SITE ANALYZERS. THE EQUIPMENT IS USED TO TEST ALL MLGW'S ELECTRIC METERS AND CONDUCT SPECIAL TESTS AT A CUSTOMER'S REQUEST WHEN THERE ARE ISSUES WITH A METER. THE ELECTRIC METERS ARE LINKED WITH THE CUSTOMER INFORMATION SYSTEM (CIS) TO ASSIST WITH USAGE AND BILLING DATA. THE CONTRACT AWARD WAS SELECTED USING THE SOLE SOURCE PROCESS.

THIS CHANGE IS TO INCREASE THE CONTRACT VALUE AND EXTEND THE CURRENT CONTRACT FOR AN ADDITIONAL FIVE (5) YEARS COVERING THE PERIOD OCTOBER 29, 2026 THROUGH OCTOBER 28, 2031 IN THE FUNDED AMOUNT OF \$85,882.95; OF WHICH \$2.98 WILL BE ABSORBED FROM THE CURRENT CONTRACT VALUE. THIS AMOUNT REFLECTS A NEGOTIATED 2% DECREASE IN RATES FROM THE PREVIOUS TERM, RESULTING FROM THE VENDOR APPLYING A CUSTOMER APPRECIATION DISCOUNT. THIS EXTENSION WILL ENSURE THE CONTINUED RELIABILITY, PRECISION, AND COMPLIANCE OF MLGW TESTING EQUIPMENT. FURTHERMORE, MLGW IS REQUESTING CONTINGENCY FUNDS IN THE AMOUNT OF \$8,600.00 FOR UNFORESEEN HARDWARE NEEDS SUCH AS URGENT REPAIRS AND UPGRADES, TEST KITS, AND ONSITE COLLABORATIONS THAT MAY ARISE DURING THE MAINTENANCE PERIOD. THE TOTAL REQUESTED AMOUNT OF THIS SOLE SOURCE INCREASE AND EXTENSION IS \$94,479.97. THIS SOLE SOURCE INCREASE AND EXTENSION COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$534,868.79.

CHANGE IN CONTRACT PRICE:

Contract Amount	\$ 440,388.82
Change Amount	<u>\$ 94,479.97</u> - <u>Increase and Extension (Change No. 3)</u>
Total Contract Amount	\$ 534,868.79

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

APPROVED BY THE PRESIDENT

DATE



QUOTE

Date	Quote #
08/20/2026	AAAQ7854-04

Radian Research Inc.
3852 Fortune Drive, Lafayette, IN 47905
Phone: 765-449-5500 Fax: 765-448-4614

Sold To: Memphis Light, Gas, & Water
Randy Steele

Phone: 901-213-1244
Fax:

Ship To: Memphis Light, Gas, & Water
Randy Steele

Phone: 901-213-1244
Fax:

Thank you for your interest in Radian Research products. If you have any questions, please do not hesitate to contact me.

Payment Terms	Quoted By	Ship Via*	Freight Terms*	Incoterms*	Quote Validity	Lead Time	Radian Representative
NET30	Administrator	UPS*	Pre-Paid and Added	FCA Knoxville TN	Nov 1 2026	4-6 Weeks	Bryce

If submitting a purchase order for these products, please issue PO to Radian Research.

Ln #	Qty	Part#	Description	Unit Price	Ext. Price
1	2	109968	Platinum Plan for Existing Products Five Year Warranty Coverage, Five Years Accuracy Recertifications. "First on Bench" Priority Status for Accuracy Recertifications and Repair. Covers previously purchased: 2 - 4050X S/N W9492, W9493	\$18,213.70	\$36,427.40
2	1	109968	Platinum Plan for Existing Products Five Year Warranty Coverage, Five Years Accuracy Recertifications. "First on Bench" Priority Status for Accuracy Recertifications and Repair.air. 1 - 4330X S/N W8838	\$30,502.60	\$30,502.60
3	2	109968	Platinum Plan for Existing Products Five Year Warranty Coverage, Five Years Accuracy Recertifications. "First on Bench" Priority Status for Accuracy Recertifications and Repair. 2 - RW-30X S/N: 711057, 711088	\$13,315.50	\$26,631.00
4	0		SubTotal		\$93,561.00
5	0		5.0% Customer Appreciation Discount		-\$4,678.05
6	1	109965	Discount from Platinum Plan for Existing Products for the removal of Free Customer Site Training.	-\$3,000.00	-\$3,000.00



QUOTE

Date	Quote #
08/20/26	AAAQ7854-04

Radian Research Inc.
3852 Fortune Drive, Lafayette, IN 47905
Phone: 765-449-5500 Fax: 765-448-4614

Ln #	Qty	Part#	Description	Unit Price	Ext. Price
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Total	\$85,882.95
Sales Tax	\$0.00
Shipping	Pre-paid & Added
Grand Total	\$85,882.95+S/H*

Shipping cost is added to the invioce. Please let me know if I can be of further assistance.

Signed by:

F5FFA52E02764A7...

Warranty and Terms of Sale Policy

All Purchase Orders must be addressed to Radian Research, Inc. and payments must come directly to Radian Research, Inc., Lafayette, IN 47905

All prices are F.O.B. Lafayette, Indiana unless otherwise stated on the quotation. Shipping, handling, and insurance charges will be prepaid and added to invoice.

All prices are for 1 unit.

All prices are in U.S. Dollars.

All prices are subject to change without notice.

All sales are final after 30 days of shipment.

Restocking Charges

30% of order on standard catalog items. Consult factory on special items.

Minimum Order

Purchase Order \$150.00. MasterCard or Visa Card \$25.00

Warranty

All Radian Research Reference Standards, Test Systems and accessories carry a two year limited warranty. Radian Research warrants each of our products to be free from defects in material and workmanship. Our obligation under this warranty is to repair or replace any instrument or component therein which, within two years after shipment, proved to be defective upon our examination. Radian will pay local domestic surface freight costs for return shipment of the product back to the customer. In addition, all Radian reference standards are warranted to be substantially stable in calibration over time. If within one year after factory calibration the standard does not meet its specifications, we will repair and recalibrate the unit at our cost. For a period of 10 years, we warrant any fully autoranging reference standard from catastrophic failure caused by failure to range properly. This warranty is voided by disassembly of the unit. Note that items such as printers, computers and computer peripherals, purchased by Radian and resold will carry the same warranty as given by their manufacturer. Reset switches carry a 90 day warranty.

Service

If warranty service is required then contact Radian Research or your local Radian Research Representative and request a Return Material Authorization (RMA) number. You will need to provide the model number, serial number as well as a detailed description of the problem. Properly package the product within its original shipping container or another acceptable container. Ship the product to Radian Research, Inc.; 3852 Fortune Drive; Lafayette, IN 47905; and place the RMA number on the address label (ATTN: RMA XXXX). The Customer is responsible for the freight cost to the factory. Radian will not accept collect or C.O.D. shipments for warranty repair. Radian will pay domestic surface freight cost for the return of products under warranty. International freight charges are not covered and are the responsibility of the customer.

Service after Warranty Expiration

A Return Material Authorization (RMA) number is required before shipment. Radian will not accept collect or C.O.D. shipments for any repair. Defective unit must be returned with a Purchase Order or credit card number. Estimates of repair costs must be requested and if the repair is not made, the cost of labor to obtain the estimate will be invoiced at the then hourly rate.

Service Rates for Reference Standards, Reference Standard Accessories, Calibrators and Test Systems

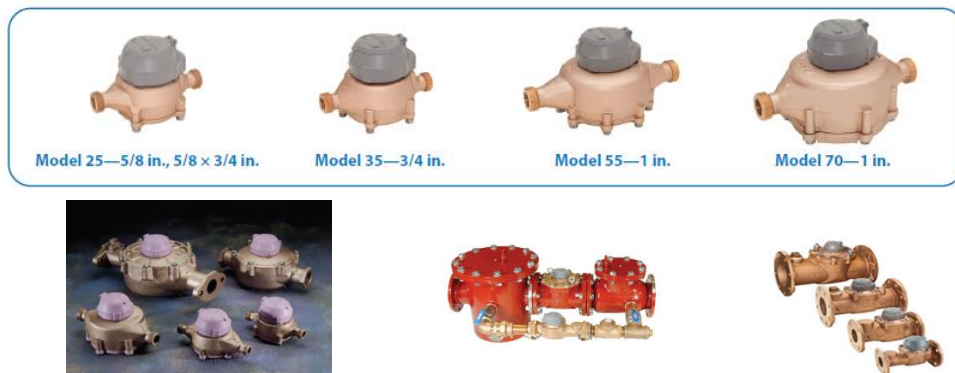
Factory service only is applicable. Please consult with the factory for calibration and repair charges.

Shipping Address

Radian Research, Inc.; 3852 Fortune Drive; Lafayette, IN 47905.

RESOLUTION SUMMARY

1. **Short Title Description** – Water Meter Parts
2. **Requested Funding** – \$616,601.30
3. **Award Duration** – One-Time Purchase
4. **Type of Bid** – Sealed Bid
5. **Awarded To** – Badger Meter Incorporated
6. **Plain Language Description** – Fifteen distinct water meter components will be acquired for use in new service installations as well as for replacing failed, damaged, aging, or obsolete parts. These components are essential to maintaining accurate water usage measurements, which support precise customer billing.
7. **Impact** – These parts reduce delays in the field, ensure accurate meter readings, and help deliver reliable water service. By streamlining maintenance and monitoring processes, the parts ensure the technicians can address issues promptly and efficiently.



EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it awards a purchase order for water meter parts to Badger Meter Incorporated in the amount of \$616,601.30.

The water meter parts reduce delays in the field to ensure accurate meter readings, and help deliver reliable water service. These components are used in new service installations and for replacing failed, damaged, aging, or obsolete components. The acquisition of the parts will ensure reliable field operations, support system performance, and help maintain accurate customer billing.

Bids were opened on May 20, 2026. Notice to Bidders was advertised. Four bids were solicited, and two bids were received with lowest and best complying bidder being the firm of Badger Meter Incorporated. This award complies with all applicable laws and policies.

The 2026 budgeted amount for Previously Capital Items / Water Meter Shop is \$10,039,000.00; the amount spent year-to-date is \$1,566,559.37; leaving a balance available of \$8,472,440.63; of which \$616,601.30 will be spent on this

purchase in 2026; leaving a balance available of \$7,855,839.33; and

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, awards a purchase order to Badger Meter Incorporated is approved for furnishing:

2,000 – Meter disc water $\frac{5}{8}$ inch X $\frac{3}{4}$ inch mag drive;

200 – Meter disc water 1-inch mag drive;

200 – Meter disc water 1 $\frac{1}{2}$ inch mag drive;

5 – Meter turbo water 2-inch;

5 – Meter compound water 3-inch X $\frac{3}{4}$ inch mag drive;

50 – Meter disc water 2-inch mag drive;

2 – Meter turbo water 3-inch;

5 – Meter compound water 4-inch X 1-inch mag drive;

1 – Meter turbo water 4-inch;

5 – Meter fire water 6-inch;

1 – Meter turbo water 6-inch;

6 – Meter fire water 8-inch;

2 – Meter turbo water 8-inch;

2 – Meter fire water 10-inch;

1 – Meter turbo water 10-inch;

Totaling \$616,601.30; f.o.b. Memphis, Tennessee, our dock; transportation

prepaid; said prices being firm; the quantity is for estimation purposes only and does not create a commitment for MLGW to purchase any specific minimum or maximum quantity, with actual purchases to be made according to operational needs, not to exceed the approved total expenditure; delivery in 10 weeks, terms net 30 days.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of September 16, 2026 approved the purchase of water meter parts and is now recommending to the Council of the City of Memphis that it approves said purchase; and

WHEREAS, the water meter parts reduce delays in the field to ensure accurate meter readings, and help deliver reliable water service. These components are used in new service installations and for replacing failed, damaged, aging, or obsolete components. The acquisition of the parts will ensure reliable field operations, support system performance, and help maintain accurate customer billing; and

WHEREAS, bids were opened on May 20, 2026. Notice to Bidders was advertised. Four bids were solicited, and two bids were received with lowest and best complying bidder being the firm of Badger Meter Incorporated. This award complies with all applicable laws and policies; and

NOW, THEREFORE BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby approved the purchase of water meter parts from Badger Meter Incorporated in the amount of \$616,601.30 chargeable to the MLGW 2026 fiscal year budget.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Timothy Davis Board Meeting Date: 9/16/2026
 Procurement Contracts Specialist: A'Ricka Jackson Purchase Order/Requisition Number: 5157987
 Purchase Commodity: Water Meter Parts
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Water Meter Shop Area No. 0706230 / Martin Lichterman / 901-320-3900 / MLichterman@mlgw.org	
Scope: Contract _____ Purchase <u>X</u> _____ Other _____	A purchase order will be issued to procure water meter parts.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	To purchase fifteen various water meter parts.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The water meter parts will be installed at various MLGW jobsites.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	Water meter parts are needed for new service installations and for replacing failed, damaged, aging, or obsolete components. This acquisition ensures we maintain sufficient inventory levels for routine field repairs and enables accurate monitoring of water consumption for billing purposes.	
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, RFQ or RFP) RFQ		

BUDGET:

Amount Requested

2026 Budget*

Amount Spent Year-to-Date

2026 Budget Balance Available

Budget Balance After Award

	Total	In 2026 Budget Year	After Budget Year
Amount Requested	\$ 616,601.30	\$ 616,601.30	\$ -
2026 Budget*	\$ 10,039,000.00		
Amount Spent Year-to-Date	\$ 1,566,559.37		
2026 Budget Balance Available		\$ 8,472,440.63	
Budget Balance After Award		\$ 7,855,839.33	

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

☐ O&M☒ Capital

Project

Expenditure Organization

Expenditure Type

Task

Previously Capital Items

0706230 Water Meter Shop

Purch Water Meters- WMB1

Various

Comments:

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

APPROVED:

Ronda Croft

Budget & Financial Planning

07.30.2026

Date

Rev. 11/01/2018

BID ON WATER METER PARTS											
FOR BOARD MEETING OF SEPTEMBER 16, 2026											
		BIDS OPENED ON MAY 20, 2026									
		BASE UNIT: EACH									
BIDDERS	ITEM	Line 1	Line 2	Line 3	Line 4	Line 5	Line 6	Line 7	Line 8	Line 9	Line 10
	QUANTITY	2,000	200	200	5	5	50	2	5	1	5
COMPLYING BIDDERS	DESCRIPTION	METER DISC WATER 5/8 INCH X 3/4 INCH MAG DRIVE	METER DISC WATER 1 INCH MAG DRIVE	METER DISC WATER 1-1/2 INCH MAG DRIVE	METER TURBO WATER 2 INCH	METER COMPOUND WATER 3 INCH X 3/4 INCH MAG DRIVE	METER DISC WATER 2 INCH MAG DRIVE	METER TURBO WATER 3 INCH	METER COMPOUND WATER 4 INCH X 1 INCH MAG DRIVE	METER TURBO WATER 4 INCH	METER FIRE WATER 6 INCH
Badger Meter, Inc. Milwaukee, WI		\$115.50	\$191.10	\$422.10	\$806.10	\$2,321.40	\$591.90	\$1,012.20	\$3,708.30	\$1,484.40	\$11,359.50
Neptune Technology Group Inc. Tallassee, AL		\$132.50	\$225.00	\$579.00	\$1,293.00	\$3,140.00	\$693.00	\$1,745.00	\$3,695.00	\$2,170.00	\$15,441.00
COMPLYING BIDDERS	ITEM	Line 11	Line 12	Line 13	Line 14	Line 15					
	QUANTITY	1	6	2	2	1					
	DESCRIPTION	METER TURBO WATER 6 INCH	METER FIRE WATER 8 INCHES	METER TURBO WATER 8 INCH	METER FIRE WATER 10 INCH	METER TURBO WATER 10 INCH	Total	Terms	Delivery	Local Bidding Preference	Local Bidding Presence
Badger Meter, Inc. Milwaukee, WI		\$3,572.90	\$14,150.40	\$4,023.90	\$18,375.30	\$5,607.30	\$616,601.30	Net 30	10 Weeks	N/A	N/A
Neptune Technology Group Inc. Tallassee, AL		\$3,956.00	\$14,255.00	\$6,172.00	\$22,411.00	\$11,761.00	\$742,368.00	Net 30	N/A	N/A	N/A
RECOMMEND AWARD AS FOLLOWS: Badger Meter, Inc.							\$616,601.30				



To: A'Ricka Jackson

From: Martin Lichterman; Memphis Light, Gas and Water

Subject: Req 5157987; 2026 Water Meter Purchase

Date: 07/08/2026

A comparison of the proposed metering solutions shows that the Badger proposal provides a cost savings of approximately \$125,766.70 when compared to the Neptune proposal for the same quantities and project scope. Both solutions meet the operational requirements of the project; however, the Badger system delivers the required functionality at a significantly lower acquisition cost. Selecting Badger allows MLGW to reduce capital expenditures, maximize available budget resources, and maintain operational effectiveness without compromising service delivery or project objectives.

Badger Bid- \$616,601.30

Neptune Bid- \$742,368.00

Thanks,

Martin Lichterman

Martin Lichterman
Water Meter Shop Supervisor
Memphis Light, Gas and Water



INTERDEPARTMENTAL MEMORANDUM

To: Camela Mitchell, Randy Orsby, Rodney Cleek
From: A'Ricka Jackson
Subject: Water Meter Parts
Date: August 20, 2026

Memphis Light, Gas and Water opened bids for Water Meter Parts on May 20, 2026. Bids were sent to four suppliers as well as posted on MLGW's Online Bid Notification System and advertised in The Daily Newspaper. However, MLGW only received two bid responses to this solicitation, being the firms of Badger Meter, Inc. and Neptune Technology Group Inc.

I was able to obtain feedback from two of the suppliers that did not submit a response to the solicitation. Below is the feedback that I received:

METER SERVICE & SUPPLY COMPANY, INC.: Sales Representative, Jim Deming

Jim Deming indicated that their team is currently unable to accommodate the volume requested but expressed interest in being considered for smaller orders in the future.

WESCO: Representative,

After carefully reviewing the bid specifications and quantities, Wesco decided not to participate and formally declined the invitation to join the process.

Regards,

A'Ricka Jackson

Procurement Contracts Specialist II

AWARD RECOMMENDATION

To: Martin Lichterman

From: **Procurement Contracts Specialist II:** A'Ricka Jackson

Date: 7/7/2026

Requisition #: 5157987

Bid on: Water Meter Parts

Attached are bid(s) for items requisitioned by your department. Please complete the applicable portions of this form in order that proper presentation and recommendations may be made. Please return this form to the Procurement Specialist as soon as possible.

1. PROCUREMENT COMMENTS:

2. RECOMMENDATION:

A. Which bid(s) do you recommend? Badger Meter Incorporated

B. Does this meet specifications as per your request and/or as advertised?

YES ☒
NO ☐

If No, is the variance considered: MINOR ☐ or MAJOR ☐

Explain:

C. Is the recommendation the lowest bid received? YES ☒ NO ☐

If no, list the bids that are low; but which you believe **DO NOT** meet specifications and list reasons why each does not meet specifications. Please attach a memo of explanation to this form, if necessary. If recommendation is based on local bidding preference or earliest delivery based on need, please include in your recommendation.

(attach an additional sheet if further comment or explanation is required)

PRINT NAME Martin Lichterman
Area Supervisor or designee

SIGNATURE A'Ricka Jackson
Procurement Contracts Specialist II

SIGNATURE Martin Lichterman

DATE 8/10/2026

DATE 7/7/2026

PHONE 901-320-3900

3. PROCUREMENT ACTION/RECOMMENDATION(S): (Purchasing to complete)

This award complies with all applicable laws and policies.

Revised 6/23/2025

RESOLUTION SUMMARY

- 1. Short Title Description – Contract No. 12720 - External Auditing Services for Electric, Gas, and Water Divisions**
- 2. Requested Funding - \$1,087,500.00**
- 3. Award Duration – 60 months from the date of the Notice to Proceed**
- 4. Type of Bid – Professional Services**
- 5. Awarded to – CliftonLarsonAllen LLP (CLA)**
- 6. Plain Language Description – This contract is for external auditing services with respect to the financial statements of MLGW Electric, Gas, and Water Divisions.**
- 7. Impact – The contract will provide independent audit assurance that MLGW's Electric, Gas, and Water financial statements are accurate, complete, fairly presented, and in compliance with applicable standards.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts & Strategic Sourcing recommends to the Board of Light, Gas, and Water Commissioners the award of Contract No. 12720, External Auditing Services for Electric, Gas, and Water Divisions to CliftonLarsonAllen LLP (CLA) in the funded amount of \$1,087,500.00.

The project scope will include all supervision, labor, transportation, equipment, etc. to perform external auditing services and provide reports with respect to the financial statements of MLGW Electric, Gas, and Water Divisions.

CliftonLarsonAllen LLP (CLA) will provide external auditing services to MLGW, including the Division Financial Statement Audit and Single Audit. Services will include annual audit planning, internal control reviews, substantive testing, review of lease/SBITA contracts, financial statement review, and required regulatory reporting. CLA will also conduct audit committee presentations and provide guidance on new accounting standards. These services support MLGW by delivering independent assurance, regulatory compliance, financial accuracy, and industry-specialized expertise, with continued service from an experienced team familiar with MLGW's operations. The term of this contract is 60 months from the date of the Notice to Proceed in the amount of \$1,087,500.00. MLGW is requesting approval of this professional services award which will be provided by CliftonLarsonAllen LLP (CLA). This professional services award complies with all applicable laws and policies.

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 award of Contract No. 12720, External Auditing Services for Electric, Gas, and Water Divisions to CliftonLarsonAllen LLP (CLA) in the funded amount of \$1,087,500.00, as outlined in the above preamble, is approved; and further

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

RESOLUTION

WHEREAS, the Board of Light, Gas, and Water Commissioners in their meeting of September 16, 2026 awarded Contract No. 12720, External Auditing Services for Electric, Gas, and Water Divisions to CliftonLarsonAllen LLP (CLA) in the funded amount of \$1,087,500.00, and is now recommending to the Council of the City of Memphis that it approves said award as approved; and

WHEREAS, the project scope will include all supervision, labor, transportation, equipment, etc. to perform external auditing services and provide reports with respect to the financial statements of MLGW Electric, Gas, and Water Divisions; and

WHEREAS, CliftonLarsonAllen LLP (CLA) will provide external auditing services to MLGW, including the Division Financial Statement Audit and Single Audit. Services will include annual audit planning, internal control reviews, substantive testing, review of lease/SBITA contracts, financial statement review, and required regulatory reporting. CLA will also conduct audit committee presentations and provide guidance on new accounting standards. These services support MLGW by delivering independent assurance, regulatory compliance, financial accuracy, and industry-specialized expertise, with continued service from an experienced team familiar with MLGW's operations. The term of this contract is 60 months from the date of the Notice to Proceed in the amount of \$1,087,500.00. MLGW is requesting approval of this professional services award which will be provided by CliftonLarsonAllen LLP (CLA). This professional services award complies with all applicable laws and policies; and

NOW THEREFORE BE IT RESOLVED BY THE Council of the City of Memphis, that there be and is hereby approved an award of Contract No. 12720, External Auditing Services for Electric, Gas, and Water Divisions to CliftonLarsonAllen LLP (CLA) in the funded amount of \$1,087,500.00 as approved.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Jennifer Sink
 Procurement Contracts Specialist: Verkisserous Thompson

Board Meeting Date: 9/16/2026
 Contract Number: 12720
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	0201000 / Internal Audit / Jesse Cohen / 528-4542 / jesse.cohen@mlgw.org	
Scope: Contract <u>X</u> Purchase _____ Other _____	The project scope will include all supervision, labor, transportation, equipment, etc. to perform external auditing services and provide reports with respect to the financial statements of MLGW Electric, Gas, and Water Divisions.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This is an award.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place on-site at various MLGW locations.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to perform external auditing services and provide reports with respect to the financial statements of MLGW Electric, Gas, and Water Divisions.	
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, RFQ or RFP) Professional Services		

BUDGET:

Amount Requested

2027 Budget*

Amount Spent Year-to-Date

2027 Budget Balance Available

Budget Balance After Award

Total	In 2027 Budget Year	After Budget Year
\$ 1,087,500.00	\$ 207,500.00	\$ 880,000.00
\$ 250,000.00		
\$ -	\$ 250,000.00	
	\$ 42,500.00	

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

☒ O&M☐ Capital

Project
Expenditure Organization
Expenditure Type
Task

Dir Internal Audit R26
 0201000 Director Internal Audit
 Outside Services Other Professional
 Admin Expense

Comments:

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

APPROVED:

Kabrina Cooper

Budget & Financial Planning

08.17.26

Date

Rev. 11/01/2018

MEMPHIS LIGHT, GAS & WATER DIVISION INTERDEPARTMENTAL

TO: Board of Commissioners **DATE:** 9/16/2026
FROM: Randy Orsby – Director of Procurement and Contracts & Strategic Sourcing
SUBJECT: Contract No. 12720 – External Auditing Services for Electric, Gas, and Water Divisions

The Contracts Management Department received a request to enter into a professional services agreement from the Internal Audit Department with an outline of work to allow CliftonLarsonAllen LLP (CLA) as a professional services provider, to include all supervision, labor, transportation, equipment, etc. to perform external auditing services and provide reports with respect to the financial statements of MLGW Electric, Gas, and Water Divisions.

CliftonLarsonAllen LLP (CLA) will provide external auditing services to MLGW, including the Division Financial Statement Audit and Single Audit. Services will include annual audit planning, internal control reviews, substantive testing, review of lease/SBITA contracts, financial statement review, and required regulatory reporting. CLA will also conduct audit committee presentations and provide guidance on new accounting standards. These services support MLGW by delivering independent assurance, regulatory compliance, financial accuracy, and industry-specialized expertise, with continued service from an experienced team familiar with MLGW's operations. The term of this contract is sixty (60) months from the date of the Notice to Proceed in the amount of \$1,087,500.00. MLGW is requesting approval of this professional services award which will be provided by CliftonLarsonAllen LLP (CLA). This professional services award complies with all applicable laws and policies.

Provider	Total Agreement Amount	Local Bidding Preference and Presence Comments
CliftonLarsonAllen LLP (CLA)	\$1,087,500.00	N/A

MLGW, through its professional services process, will enter into an agreement with CliftonLarsonAllen LLP (CLA), as a professional services provider, to provide external auditing services under Contract No. 12720 in the funded amount of \$1,087,500.00.



July 31, 2026

Proposal to provide professional
external auditing services to:

Memphis Light, Gas, and Water

Prepared by:

Andrew Zebell, CPA, Principal

andrew.zebell@CLAconnect.com

Direct 314-925-4357

CLAconnect.com

CPAS | CONSULTANTS | WEALTH ADVISORS

CLA (CliftonLarsonAllen LLP) is an independent network member of CLA Global. See [CLAGlobal.com/disclaimer](https://claglobal.com/disclaimer).
Investment advisory services are offered through CliftonLarsonAllen Wealth Advisors, LLC, an SEC-registered investment advisor.

Proposal for the Division audit
only reviewed and accepted by
Jesse Cohen, Rod Cleek, and
Jennifer Sink

Jesse Cohen

Director, Internal Audit





CliftonLarsonAllen LLP
CLAconnect.com

I. Letter of Transmittal

July 31, 2026

Jesse Cohen, Director of Internal Audit
Memphis Light, Gas, and Water
220 South Main Street
Memphis, TN 38103

Dear Jesse:

Thank you for inviting us to propose. We look forward to the opportunity to work and collaborate with Memphis Light, Gas, and Water (MLGW).

Our professionals are immersed in the industries they serve and have specialized knowledge of their operating and regulatory environments. With nearly 9,000 people in more than 130 U.S. locations and a global vision, we promise to know you and help you. We are confident that our extensive experience serving similar governmental entities, bolstered by our client-oriented philosophy and depth of resources, will continue to make CLA a top qualified candidate to fulfill the scope of your engagement. The following differentiators are offered for MLGW's consideration:

- **Industry-specialized insight and resources** – As one of the nation's leading professional services firms, and one of the largest firms who specialize in regulated industries, CLA has the experience and resources to assist MLGW with their audit needs. In addition to your experienced local engagement team, MLGW will have access to one of the country's largest and most knowledgeable pools of regulated industry and utilities resources.
- **OMB Uniform Guidance (UG) experience** – CLA performs single audits for hundreds of organizations annually, ranking top in the nation for the number of single audits performed by any CPA firm. The single audit requires a specific set of skills to properly perform the procedures. As such, we have developed a group of professionals who specialize in providing single audit services.
- **Strong methodology and responsive timeline** – Our utilities clients are included amongst the more than 4,200 governmental organizations we serve nationally. Our staff understands your complexities not just from a compliance standpoint, but also from an operational point of view. The work plan also minimizes the disruption of your staff and operations and provides a blueprint for timely delivery of your required reports.
- **Communication and proactive leadership** – MLGW will continue to benefit from a high level of hands-on service from our team's senior professionals. We can provide this level of service because, unlike other national firms, our principal-to-staff ratio is similar to smaller firms – allowing our senior level professionals to be involved and immediately available throughout the entire engagement process. Our approach helps members of the engagement team stay abreast of key issues at MLGW and take an active role in addressing them.
- **A focus on providing consistent, dependable service** – We differ from other national firms in that our corporate practice focuses on the needs of non-SEC clients, thus allowing us to avoid the workload compression typically experienced by firms that must meet public companies' SEC filing deadlines. CLA is

organized into industry teams, affording our clients with specialized industry-specific knowledge supplemented by valuable local service and insight. Therefore, MLGW will continue to enjoy the service of our service team who understands the issues and environment critical to governmental utility entities.

- ***We know you!*** We know and understand MLGW. By providing services to you in the past, we have established an understanding of your organization. The work we've performed provides your project with momentum before we begin the engagement. We don't have to spend a lot of time up front learning about your core operations—we know them well.

We want to serve MLGW, and we have the qualifications to continue delivering quality, timely work. Throughout this proposal, we take you on a journey outlining how we'll keep working together and the value you can come to appreciate when we continually exceed expectations.

Please contact me if I can provide additional information on our firm or our proposal.

Sincerely,

CliftonLarsonAllen LLP



Andrew Zebell, CPA, Principal

314-925-4357 | andrew.zebell@CLAconnect.com

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I. Office Locations Serving MLGW

Our firm matches the necessary skill set to an engagement before considering the geographic location of the staff. Assigning team members who specialize in working with similar clients can provide MLGW higher-quality services and allows us to complete the engagement in a more efficient and effective manner with little interruption to your staff.

MLGW will continue to be served by an industry-specialized engagement team located in our St. Louis, Missouri office with support from our Memphis, Tennessee office as well.

CLA St. Louis

600 Washington Avenue, Suite 1800
St. Louis, MO 63101-1312

CLA Memphis

6584 Poplar Ave Fl 3 Suite 343,
Memphis, TN 38138



II. Services and Experience

Range of services offered

CLA provides a full range of accounting and consulting services — including audit, tax, business outsourcing, wealth advisory, valuation and forensic services, internal technology security assessments, digital, and more — to multiple industries. **Read on to learn more about our clean energy tax support, utilities experience, state and local government experience, and our single audit work.**

Clean energy tax practice

Our clean energy tax practice serves private and public sector clients of all sizes in structuring their renewable energy projects and advising on various tax credits and incentives. With passage of the landmark Inflation Reduction Act, organizations have more options than ever for monetizing their clean energy credits, and our team is here to help navigate this new and complex landscape.

Tax credit refundability. Assisting with clean energy credit monetization under IRC Section 6417 elective pay, including project cost segregation, credit computations, IRS portal registration, and Form 990-T filing.

Tax credit transferability. Assisting with tax credit sourcing and placement under IRC Section 6418, including due diligence, structuring, financial modeling, sourcing potential investors and/or tax syndicators, and tax return reporting.

Project finance guidance. Enhancing project capital structure through efficient combination of “true” equity, tax equity, and debt financing.

Credit due diligence and project eligibility. Providing due diligence for investment and production tax credits and delivering eligibility memoranda with respect to applicable credits for project investment and technical substantiation purposes.

Valuation services. Providing valuation calculations to help understand project modeling and quantify the tax credit benefit using multiple scenarios and cash flow forecasts.

Real-time guidance on evolving legislation. Providing real-time updates on changes in tax guidance under the Inflation Reduction Act.

Clean energy tax credit consulting

We would like to assist MLGW in evaluating project eligibility for refundable tax credits under the Inflation Reduction Act in connection with your various clean energy initiatives and investments. Such credits may include the investment tax credit for solar, combined heat and power, geothermal, or microgrid property, as well as credits for electric vehicles and charging equipment.

Scope of services

Project evaluation and consulting

- Consulting to determine project eligibility and estimated credit amounts for qualified assets placed in service (or expected to be placed in service) during qualified periods.
- Consulting during the contracting and pre-construction phase of the projects in connection with:
 - Prevailing wage and apprenticeship requirements (as needed to achieve a 30% base credit rate),
 - Domestic content bonus credit documentation, and
 - Tax-exempt bond financing impacts on credit amounts, if applicable.



Cost segregation and credit calculations

- Investment tax credit analyses, including:
 - Detailed engineering/technical analysis and invoice review to determine eligible investment tax credit basis by project,
 - Detailed calculations of available credits per project and per system, and
 - Technical memoranda outlining methodology, results, and applicable law per project.

Credit reporting

- Project registration and filing, including:
 - Assistance with the IRS portal registration process for applicable projects/credits, and
 - Preparation of required Forms 990-T and applicable credit forms.

Utilities experience

Our work with municipal governments has provided our professionals with extensive experience dealing with government-operated utilities from both an assurance and consulting perspective. In fact, several of our municipal clients routinely request our assistance with adjusting utility user rates (water, sewer, electric, other service charges). We also provide interpretative guidance resulting from new state or federal legislation that may impact our clients.

Sampling of Utility Clients

Aitkin Public Utilities
 Brainerd Public Utilities
 Bloomington-Normal Water Reclamation District
 Central Arizona Water Conservation District
 Central Colorado Water Conservancy District
 Connecticut Municipal Electrical Energy Cooperative
 Danville Sanitary District
 Delano Water, Light, and Power Commission
 Denver Water
 Easton Utilities Commission
 Glencoe Light and Power Commission

Kenosha Water Utility
 Madelia Municipal Light and Power
 Massachusetts Water Resources Authority
 Memphis Light, Gas, and Water
 Metropolitan St Louis Sewer District
 Northwest Water and Sewer District
 Racine Water and Wastewater Utilities
 Shakopee Public Utilities
 South Central Connecticut Regional Water Authority
 State Water Resources Control Board
 West Wilson Utility District

State and local government experience

You will continue to benefit from a close personal connection with a team of professionals devoted to governments. Our goal is to become as familiar with all aspects of your operations as possible — not just the information needed for the year-end audit so that we can offer proactive approaches in the areas that matter most to you:

- Finding new ways to operate more effectively and efficiently
- Responding to regulatory pressures and complexities
- Maintaining quality services in the face of changing budgetary priorities
- Providing transparent, accurate, and meaningful financial information to stakeholders, decision-makers, and your constituents



We understand the legislative changes, funding challenges, compliance responsibilities, and risk management duties that impact you. Our experienced government services team will help you continue to navigate the challenges of today, all while seamlessly strategizing for the future.



Deep industry connections

CLA actively supports industry education as a thought leader and industry speaker. We focus on supporting the educational needs of the industry through nationally sponsored trade events. Our team of professionals is sought after, both as educators and as experienced speakers who are invited to speak and teach at major professional events by leading trade associations, including those shown here.

We are also actively involved in and/or are members of the following professional organizations:

- American Institute of Certified Public Accountants (AICPA)
- AICPA's State and Local Government Expert Panel
- AICPA's Government Audit Quality Center (GAQC)
- Government Finance Officers Association (GFOA)
- Special Review Committee for the GFOA's Certificate of Achievement for Excellence in Financial Reporting (Certificate) Program
- Association of Government Accountants



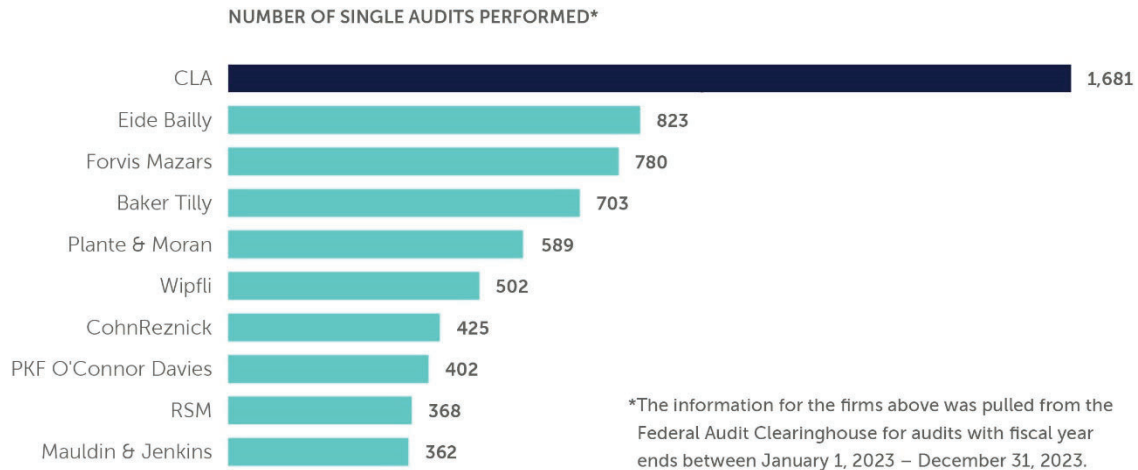
Our involvement in these professional organizations, combined with various technical services we subscribe to, allows us to be at the forefront of change in the constantly changing government environment. We take our responsibility for staying current with new accounting pronouncements, auditing standards, other professional standards and laws and regulations seriously.

Single audit experience

CLA performs the largest number of single audits in the United States

We audited nearly \$229 billion dollars in federal funds expended in 2023. The chart below illustrates CLA's experience in serving organizations that receive federal funds and demonstrates our firm's dedication to serving the government and nonprofit industry.





It is more important than ever to have qualified auditors with significant experience in federal grants specific to MLGW who can enhance the quality of your single audit. Therefore, the single audit will be performed by a team of individuals who are managed by personnel who specialize in single audits in accordance with OMB's *Uniform Guidance* and who can offer both knowledge and quality for MLGW. As part of our quality control process, the single audit will be reviewed by a firm Designated Single Audit Reviewer.

You'll need an audit firm experienced in performing single audits and a familiarity with the specific programs in which you are involved and will benefit from CLA's experience in this area.

Single Audit Resource Center (SARC) award

CLA received the [Single Audit Resource Center \(SARC\) Award](#) for Excellence in Knowledge, Value, and Overall Client Satisfaction. SARC's award recognizes audit firms that provide an outstanding service to their clients based on feedback received from an independent survey.

The survey queried more than 10,920 nonprofit and government entities about the knowledge of their auditors, the value of their service, and overall satisfaction with their 2023 fiscal year-end audit. The SARC award demonstrates CLA's dedication to serving the government and nonprofit industry and maintaining the most stringent regulatory requirements in those sectors.



Experience auditing public pension funds

Below is a listing of government retirement system clients we either currently or recently have served.

Pension and OPEB Services Provided

Public retirement plan experience by services performed, asset size, and dates of service

Plans Listed 34	Financial Statement Audits 32	GASB 67/68 Audits 19	GASB 74/75 Audits 7	Total Asset Size \$2,346B
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Public Retirement Plan	Financial Statement Audit	GASB 67/68 Audit	GASB 74/75 Audit	Total System Asset Size (in billions)	Dates of Service
Anne Arundel County Retirement and Pension System	X			2	2013 - Current
Arizona State Retirement System	X	X	X	52	2013 - Current
Arizona Public Safety Personnel Retirement System	X	X	X	20	2019 - Current
Arlington County Employees' Retirement System	X			3	2023 - Current
Baltimore City Police & Fire Pension	X			3	2014 - Current
Baltimore County Employees' Retirement System	X			3	2013 - Current
Board of Pensions – City of Philadelphia	X	X		8	2008 - Current
California Department of Human Resources Savings Plus Program	X			18	2016 - 2023
Commonwealth of Massachusetts***	X	X	X	75	2020 - Current
City of Austin Employee Retirement System	X	X		3	2020 - Current
City of Norfolk Employees' Retirement System	X			1	2017 - Current
City of Philadelphia Deferred Compensation Plan	X			2	2008 - Current



Public Retirement Plan	Financial Statement Audit	GASB 67/68 Audit	GASB 74/75 Audit	Total System Asset Size (in billions)	Dates of Service
City of Seattle Voluntary Deferred Compensation Plan	X			2	2018 - Current
Employees' Retirement System of Texas	X	X	X	41	2020 - Current
Federal Retirement Thrift Investment Board	X			736	2008 - Current
Fresno County Employees' Retirement Assoc.	X	X		6	2018 - Current
Howard County Retirement Plans	X			2	2016 - Current
Kansas Public Employees' Retirement System	X	X		26	2013 - 2023
Kentucky Deferred Compensation Authority	X			4	2012 - 2023
Massachusetts Water Resource Authority (MWRA) Employees' Retirement System	X	X		1	2017 - Current
Minnesota Public Employees' Retirement System		X		42	2016 - Current
Minnesota Teachers Retirement Association		X		27	2022 - Current
New York City Deferred Compensation Plan	X			30	2017 - Current
North Dakota Retirement and Investment Office	X	X		20	2012 - 2023
North Dakota Public Employees Retirement System	X	X	X	4	2015 - 2023
North Carolina Department of State Treasurer Investment Programs	X			162	2013 - Current
Public Employees' Retirement Association of Colorado	X	X	X	76	2014 - Current
Seattle City Employees' Retirement System	X	X		4	2012 - Current
St. Louis County, Missouri Pension Trust Fund	X			1	2022 - Current
State of Arizona Deferred Compensation Plans	X			2	2008 - Current
State of Vermont***	X	X	X	6	2018 - Current



Public Retirement Plan	Financial Statement Audit	GASB 67/68 Audit	GASB 74/75 Audit	Total System Asset Size (in billions)	Dates of Service
State Retirement & Pension System of Maryland	X	X		72	2010 - Current
Texas Municipal Retirement System	X	X		40	2017 - Current
Washington State Department of Retirement Systems	X	X		189	2012 - 2022
Total	32	19	7	2,346	

Note: Asset size is presented in billions. Data is based on the attached source schedule.



III. Engagement timeline

Proposed work plan

Per our discussions we have designed a plan that meets your needs and key deadlines. In our planning meeting, we'll discuss this timeline with you in greater detail and adjust as appropriate.

Month	Audit Stage	Description of Work Performed
December	Planning and interim	The following workplan is anticipated for the planning and interim stage of the audit. CLA expects to be onsite for one week for this stage of the audit: Internal Controls: Conduct inquiries with key management to gather essential information and understand any changes to internal controls and processes. Following this, we tailor and provide initial audit requests to ensure all necessary documentation and data are obtained. Risk Assessment and Materiality: We then perform a preliminary risk assessment, which includes determining preliminary planning materiality, identifying areas of higher risk, inquiries of MLGW management, and updating our audit work plan to adequately address them. Based upon our prior experience areas of estimates such as unbilled revenue, derivatives, and customer billing (i.e. delayed and held bills) are areas of higher risk. Inventory Test Counts: CLA will also perform inventory observations include observation and testing of internal controls over cycle counts. Coordination of New Accounting Standards: During this period we will discuss new accounting standards with MLGW management, provide guidance and tools templates for management to use when adopting new accounting standards, such as GASB 103.
February – March	Pre-field work	Initial Procedures: Our initial audit work involves initial planning meetings, sending out confirmations for all cash, investment and debt accounts, followed by performing fraud inquiries with key management personnel. Review of MLGW's Reports and Other Available Information: We then review board minutes, legal invoices, and internal audit reports to ensure thorough understanding of any risks. Assistance with Review of Lease and SBITA Contracts: Additionally, we assist with the review of new lease and SBITA contracts entered into during the current fiscal year to determine their applicability under GASB No. 87 and GASB No. 96. This includes providing calculations of lease liabilities and right-of-use assets.



Month	Audit Stage	Description of Work Performed
April – May	Fieldwork and reporting	Substantive testing completed during fieldwork will be determined based on the preliminary risk assessment. In areas of significant risk—such management override of controls, revenue cutoff, and unbilled revenues—we will perform detailed tests. Customer service revenues: CLA will select and test a sample of customer bills to recalculate bill amounts, verify that the rates charged were approved rates, ensure the bill is recorded in Oracle and CIS in the proper period, and vouch for payments received. Customer service receivables: CLA will select and test a sample of customer account balances to verify collections and payments of outstanding balances. Unbilled revenues: CLA will recalculate management’s estimate. Additionally, robust trending and comparative analytics will be completed to assess the reasonableness of all revenue and receivables areas. Accounting Estimates: For accounting estimates subject to higher uncertainty, such as the allowance for uncollectible receivables and self-insurance liabilities, we will review management’s calculation of estimates, perform recalculations, and review the re-estimation of previous year’s accounting estimates. Other Areas: For areas determined to have a moderate risk of material misstatement, CLA will perform various analytic procedures and test material amounts by confirming them with external parties, vouching receipts and disbursements, and obtaining supporting documentation to ensure material accuracy.
May	Reporting and Issuance	Draft Financials: CLA will obtain draft financial statements and footnotes from management, reconcile them with audited information, and perform a quality review process. During this review, CLA will provide feedback on opportunities to improve the financial statements and reporting. If CLA is engaged to prepare the financial statements, CLA will provide drafts for management’s review by May 21. Draft Audit Reports: Additionally, CLA will provide draft audit reports for management’s review. Then we’ll discuss any findings or best practice recommendations identified during the audit process.
June	Reporting and Issuance	Audit Committee Presentation: Provide presentation to the audit committee for all required communications. Final Reports: CLA will provide final reports and deliverables before June 30.



Month	Audit Stage	Description of Work Performed
	Ongoing	Planning and update meetings and risk assessment procedures



IV. Experience and References

Our clients say it best. And their independent, authentic perspective is invaluable in learning about the experience you'll have when working with us. We encourage you to connect with our clients to hear it firsthand.

Government Owned Utility References

Metropolitan St. Louis Sewer District	
Client Contact	Marion Gee, Director of Finance
Phone Number Email	314-768-6299 mgee@stlmsd.com
Scope	Financial statement audit, single audit
Dates	2017 – Present

Denver Water	
Client Contact	Angela Bricmont, Chief Financial Officer
Phone Number Email	303-628-6024 angela.bricmont@denverwater.org
Scope	Financial statement audit, EBP audit, agreed upon procedures
Dates	2015 – Present

City of St Louis Water Division	
Client Contact	Jason M. Fletcher, CPA Deputy Comptroller Office of the Comptroller 1200 Market St., Room 311 St. Louis, MO 63103
Phone Number Email	589-6035 fletcherj@stlouis-mo.gov
Scope	Financial Statement (ACFR) audit in accordance with GAAS and GAS; single audit in accordance with OMB <i>UG</i>
Dates	2024 – Present



Energy References

Earthrise Energy PBLLC	
Client Contact	Angelo Pierre Controller earthrise energy 2311 Wilson Blvd, 3rd Floor Arlington VA 22201
Phone Number Email	o: 703-719-4661 c: 918-954-0736 angelo.pierre@earthriseenergy.com
Scope	External accounting and reporting assistance with renewable energy projects in accordance with Generally Accepted Audit Procedures (GAAP)
Dates	2021 – Present

Ohio Valley Gas Corporation	
Client Contact	Jason (J.D.) Owens, CPA Controller Ohio Valley Gas Corporation 111 Energy Park Drive Winchester, IN 47394
Phone Number Email	765.584.6842 x614 jd.owens@ovgas.com
Scope	Financial statement audit and employee benefit plan audit
Dates	2025-Current

Renewable Energy Alternatives, LLC & Subsidiaries (REA)	
Client Contact	Mike Mills, Managing Member Dylan Acevedo, CFO Equivalent
Phone Number Email	573-489-9007 mike@rea-investments.com dylan@sixty-west.com
Address	P.O. Box 639, Dexter, MO 63841
Dates	2018-Current



Services Provided

Financial statement audits and reviews for large-scale renewable solar operations. Valuation services for nonattest, related entities' solar projects to support tax equity requirements.

Transparent: *We place honesty and integrity at the center of all communication. We welcome you to start an open and candid conversation with those who know us best.*



V. Engagement Team and Continuity

The true value in working with our team is developing a personal and professional relationship with leaders who understand your industry, challenges, and opportunities — with the full support of an entire CLA family behind them.

Engagement Team Member	Role
Andrew Zebell, CPA, CFE <i>Principal</i>	Engagement principal – Andrew will have overall engagement responsibility including planning the engagement, developing the audit approach, supervising staff, and maintaining client contact throughout the engagement and throughout the year for the both the division and Pension and OPEB trust audits. Andrew is responsible for total client satisfaction through the deployment of all required resources and continuous communication with management and the engagement team. Andrew leads CLA’s assurance services for utilities and energy, both governmental and investor owned. Andrew brings over 15 years of large utility and energy experience.
Jeffrey Peek, CPA <i>Principal</i>	Supporting engagement principal – Jeff will provide additional leadership and support for the audit team as well as MLGW personnel. His many years of serving governmental entities will be an invaluable resource.
Heather Plitt, CPA <i>Principal</i>	Quality assurance principal – Heather will complete the quality review of all work performed and of all audit reports prior to issuance. The focus of this review is to confirm adherence to industry and firm quality control guidelines and to make sure the work performed supports the audit opinions issued.
Brittany Smith, CPA, CIA, Manager	Technical resources –Brittany will be the technical resources for the Pension and OPEB audit team as well as MLGW personnel. Brittany leads the firms audit services to government pension and OPEB trusts. Britany’s many years of serving governmental entities and pensions will be an invaluable resource.
Tyler Hicks, CPA <i>Manager</i>	Engagement manager – Tyler will act as the lead manager on the engagement. In this role, he will assist the engagement principal with planning the engagement, coordinate audit procedures, supervise staff, review work performed, and support timely communication with MLGW management throughout the engagement.
Rudy Zahorchak, CPA <i>Senior</i>	Engagement senior – Rudy will support the engagement manager and engagement principal with planning and execution of the audit, supervise day-to-day audit procedures, perform complex audit areas, and assist with review of work performed by associates.
Jim Kreiser, CISA, CRMA, CFSA	Information technology leader – Jim will have overall responsibility for the IT portion of the engagement including planning the engagement, developing the



Engagement Team Member	Role
<i>Principal</i>	approach, supervising staff, and maintaining client contact throughout the engagement and throughout the year.
Scott Inskeep, MA Senior	Information technology senior – Scott will be responsible for the day-to-day activities for this IT portion of the engagement, including the supervision of all staff assigned and review of the work performed by associates.

Please see subsequent pages for detailed resumes from each of the individuals named above.

Continuity of service

We are committed to providing continuity throughout this engagement. It is our policy to maintain the same staff throughout an engagement, providing maximum efficiency and keeping the learning curve low. With a solid, steady engagement team, each year brings the additional benefits of trust and familiarity. We are also flexible in exploring alternative strategies to non-mandatory rotation policies.

CLA is committed to maintaining high staff retention rates, which we believe are a strong indicator of service quality. High retention rates also indicate that our staff members have the resources they need to perform their tasks and maintain a positive work/life balance.

We are proud that four members (Andrew Zebell, Heather Plitt, Rudy Zahorchak, and Scott Inskeep) of the proposed engagement team above have already been working with MLGW since we were initially awarded this audit for the fiscal year ending December 31, 2020.



VI. Project Schedule

We have incorporated the following key tasks and dates for the division and Pension / OPEB trust audits.

Audit Timeline Division Audit		
Task of Audit	Start Date	End Date
Interim audit work and planning	November 1	December 31
Yearend readiness and completion of GASB 87 / 96 assistance	January 1	March 31
Execution of substantive audit procedures	April 1	May 15
Financial statement reviews and providing management comments	May 1 (or earliest date financial statements are available)	May 31
Exit meeting, deliver draft audit opinion letter and draft management letter	Third week of May	
Audit committee presentation	First week of June	
File electronic submission of report to Comptroller of the Treasury, State of Tennessee	Before June 30	

Audit Timeline: Retirement and Pension System Audit		
Task of Audit	Start Date	End Date
Interim audit work and planning	November 1	December 31
Begin year-end audit functions	March 1	April 15
Financial statement reviews and providing management comments	April 1 (or earliest date financial statements are available)	April 30



Exit meeting, deliver draft audit opinion letter and draft management letter	First week of May
Deliver audit opinion letter	Third week of May
Deliver management letter	Third week of May
Audit committee presentation	Last week of June (or at another scheduled time of committee meeting)
File electronic submission of report to Comptroller of the Treasury, State of Tennessee	Before June 15

Audit Timeline: Other Post Employment Benefits (OPEB) Trust Audit

Task of Audit	Start Date	End Date
Interim audit work and planning	November 1	December 31
Begin year-end audit functions	March 1	April 15
Financial statement reviews and providing management comments	April 1 (or earliest date financial statements are available)	April 30
Exit meeting, deliver draft audit opinion letter and draft management letter	First week of May	
Deliver audit opinion letter	Third week of May	
Deliver management letter	Third week of May	
Audit committee presentation	First week of June (or at another scheduled time of committee meeting)	
File electronic submission of report to Comptroller of the Treasury, State of Tennessee	Before June 15	



VII. Proposed Fees

CLA is pleased to provide the following annual fee proposal for the financial statement audit, pension plan audit, and OPEB trust audit. The proposed fees reflect an engagement team with industry knowledge, experience with MLGW's reporting environment, and a commitment to timely completion and effective communication throughout the engagement.

Proposed Annual Audit Fees				
Fiscal Year	Division Financial Statement and Single Audits	Pension Plan Audit	OPEB Trust Audit	Total Annual Audit Fee
2026	\$182,500	\$27,500	\$22,000	\$232,000
2027	\$187,500	\$28,300	\$22,600	\$238,400
2028	\$192,500	\$29,100	\$23,200	\$244,800
2029	\$197,500	\$29,900	\$23,800	\$251,200
2030	\$202,500	\$30,700	\$24,400	\$257,600
Total	\$962,500	\$145,500	\$116,000	\$1,224,000

Note: The above fees do not include optional services included on the following page.



Optional transition support services

CLA has included optional services that are not required for the completion of the audit engagement. As MLGW goes through a period of transition in the accounting and finance team, supporting services to ease this transition from our auditors have been included. Based on our experience working with MLGW, these technical services may be more efficiently provided by CLA. We are happy to support MLGW during this transition phase, and these services may be added or removed at MLGW's discretion. CLA will structure these services to ensure independence and objectivity in our audit services. These services will not impair independence.

Optional Transition Support Services		
Optional Service	Description	Annual Fee
Lease and SBITA Accounting Support	Review of lease and subscription contracts, preparation of lease and SBITA calculations, and related disclosures.	\$7,500
Financial Statement Preparation - Division Audit Only	Preparation of MLGW's annual division financial statements, including supporting schedules and note disclosures. This service is limited to the division audit only and does not include preparation of the pension plan or OPEB trust financial statements.	\$17,500
Total Optional Services		\$25,000



Appendix A — Key Personnel Resumes



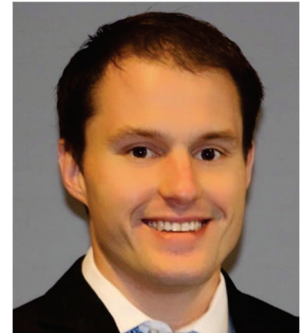
Andrew Zebell, CPA, CFE

CLA (CliftonLarsonAllen LLP)

Principal
St. Louis, Missouri

314-925-4357

andrew.zebell@CLAconnect.com



Profile

Andrew is a principal with CLA in the St. Louis office specializing in providing assurance and consulting services private and government owned electric, gas, water, and sewer utilities. Andrew is a certified public accountant with more than 13 years of public accounting and consulting experience serving a variety of clients. Prior to joining CLA, Andrew spent seven years working with PwC serving regulated and non-regulated gas, electric, and water utilities. Andrew was also the VP of finance for a large private equity-owned manufacturing company. Andrew is very familiar with the operations of regulated and non-regulated generation, transmission, and distribution utilities. Further, he is well versed in the unique accounting and reporting challenges of regulated and non-regulated utilities.

Technical experience

- Ameren Union Electric, Ameren Illinois, Ameren Transmission
- Algonquin Power and Utilities (Liberty Utilities) formerly Empire district electric (electric and gas distributor and generator in Missouri, Oklahoma, and Kansas)
- Greentwood Energy LLC (various generation assets) – Subsidiary of Libra
- Earthrise Energy
- AES Clean Energy Services
- Syncarpha Capital
- Renewable Energy Alternatives (REA)
- Dynegy Energy Company
- Metropolitan St Louis Sewer District
- New Mexico Regional Transmission Authority

Education and professional involvement

- Certified Public Accountant
- Certified Fraud Examiner
- American Institute of Certified Public Accountants
- Association of Certified Fraud Examiners
- Missouri Society of CPAs





CLAconnect.com

CPAS | CONSULTANTS | WEALTH ADVISORS

CLA (CliftonLarsonAllen LLP) is an independent network member of CLA Global. See [CLAglobal.com/disclaimer](https://claglobal.com/disclaimer). Investment advisory services are offered through CliftonLarsonAllen Wealth Advisors, LLC, an SEC-registered investment advisor.

Jeffrey Peek, CPA

CLA (CliftonLarsonAllen LLP)

Principal
Nashville, Tennessee

615-800-3440

jeffrey.peek@CLAconnect.com



Profile

Jeff is a principal and CPA with more than 18 years of auditing experience in regulated industries. Jeff obtained a Bachelor of Science degree in biochemistry with a minor in business administration from University of Nevada, Reno. Before joining CLA, he worked for regional and national firms specializing in audits of governmental and nonprofit clients, including county, city, and special district engagements. He participates as an ACFR reviewer within the GFOA Special Review Committee.

Technical experience

- Governmental audits
 - Counties
 - Cities
 - Special districts
- State departments, including state water resources development systems

Education and professional involvement

- Bachelor of science in biochemistry from the University of Nevada, Reno, Nevada
- American Institute of Certified Public Accountants (AICPA)
- Tennessee Society of Certified Public Accountants (TSCPA)
- Government Finance Officers Association (GFOA)
- GFOA Special Review Committee
- AICPA Advanced Single Audit Certificate

Speaking engagements

- October 2024 – Tennessee Valley Power Pole Association (TVPPA) Conference – “GASB Update”
- October 2024 – Tennessee Valley Power Pole Association (TVPPA) Conference – Panel Participant “Your Accounting Questions Answered Panel”
- October 2023 - Tennessee Valley Power Pole Association (TVPPA) Conference – “GASB Update”



Key relevant clients

Counties

- County of Amador
- County of Colusa
- County of El Dorado
- County of Inyo
- County of Kern*
- County of Lake*
- County of Marin*
- County of Mendocino*
- County of Modoc
- County of Mono
- County of Nevada*
- County of Placer*
- County of San Benito
- County of Stanislaus*
- County of Sutter

Municipalities

- City of Clearlake
- City of Hercules
- City of Porterville*
- City of Ripon
- City of Portola

Special Districts/Other

- West Willson Utility District
- Nevadaworks
- Workforce Alliance of the North Bay
- Golden Sierra Job Training Agency
- Sun Valley General Improvement District
- Eastern Sierra Transit Authority
- Marin RDA Successor Agency
- Ukiah Valley Sanitation District
- Linda County Water District
- Various Reclamation Districts

Charter Schools

- Freedom Preparatory Academy, Tennessee
- KIPP Memphis, Tennessee
- Rocketship Nashville, Tennessee
- RePublic Schools Nashville, Tennessee

***Annual Comprehensive Financial Report Award**





Heather Plitt, CPA

CLA (CliftonLarsonAllen LLP)

Director
Baltimore, Maryland

443-257-2216
heather.plitt@claconnect.com



Profile

Heather has more than 20 years of experience and is a quality reviewer with the national assurance technical group, focusing on reviews of assurance engagements for state and local government clients across the firm. She also serves as a technical resource for engagement teams performing state and local government engagements. Prior to her time in the national assurance technical group, Heather specialized in financial and single audits for state and local governments, including school districts, counties, cities, and other government agencies.

Technical experience

- Governmental auditing and accounting, including single audits
- Nonprofit auditing and accounting, including single audits

Education and professional involvement

- Bachelor of Business Administration, Concentration in Accounting, University of Baltimore
- Master of Business Administration, University of Baltimore
- Certified Public Accountant, Maryland
- Certified Public Accountant, Virginia
- American Institute of Certified Public Accountants (AICPA)
- Maryland Association of Certified Public Accountants (MACPA)

Speaking engagements

- September 2024 – State of Maine – GASB Update
- May 2024 – Vermont Grants, Contracts and GASB Training Day – GASB Update
- May 2024 – MACPA – GASB Past, Present, and Future: Lessons Learned from GASB 87 and 96 and Looking Ahead to the Financial Reporting Model
- April 2024 – Commonwealth of Pennsylvania Grant Management, GASB and Fraud Training – GASB Update



Brittany Smith, CPA, CIA

CLA (CliftonLarsonAllen LLP)

Manager
Seattle, Washington

425-250-6023
brittany.smith@CLAconnect.com



Profile

Brittany is a manager with CLA and is solely dedicated to CLA's governmental retirement plan team. She has more than 14 years of experience in public accounting, including twelve years specializing in assurance and consulting services for government retirement systems. As a manager, Brittany oversees many of CLA's governmental retirement plan team's financial statement audits and consulting engagements. She has been integral to the implementation of new accounting standards impacting government retirement systems, including GASB 67, 68, 74, and 75. During the last 11 years of her career, she has implemented and built out data analytical procedures on her government retirement plan audit engagements and provided guidance to pensions on implementation of internal data analytic solutions.

Technical experience

- Coordination of audits and financial statement preparation for governmental multiple-employer cost sharing and agent pension plans
- Governmental defined contribution plans of various structures
- Governmental multiple-employer cost sharing and agent OPEB plans
- Consulting engagements focused on using data tools to review and identify anomalies within big data, including benefit payments, contributions, and census data
- Audits of schedules required by GASB 68 and GASB 75 and performance of related census data testing
- Consulting and examination engagements with governmental pensions to assess controls and provide recommendations based on industry best practices and accepted internal control frameworks

Education and professional involvement

- Bachelor of business administration with concentrations in accounting and international business and a minor in music from Walla Walla University in College Place, Washington
- Certified Public Accountant from the Washington State Board of Accountancy
- Certified Public Accountant from the California Board of Accountancy
- Certified Internal Auditor from the Institute of Internal Auditors
- American Institute of Certified Public Accountants
- Washington Society of Certified Public Accountants
- Association of Public Pension Fund Auditors, conference speaker
- National Association of State Retirement Administrators, associate member and attendee
- Public Pension Financial Forum, associate member, conference attendee, and speaker



Key relevant clients

- Washington State Department of Retirement Systems
- Public Employees' Retirement Association of Colorado
- Arizona State Retirement System
- Texas Municipal Retirement System
- Minnesota Public Employees Retirement Association
- Seattle City Employees' Retirement System
- Public Employees Retirement Association of New Mexico
- Employees' Retirement System of Texas
- Arizona Public Safety Personnel Retirement System
- Minnesota Teachers Retirement Association
- Indiana Public Retirement System
- Los Angeles County Employees Retirement Association





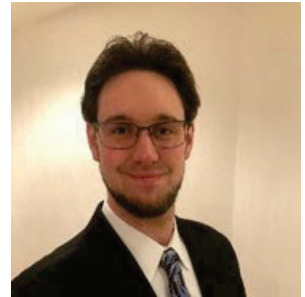
Rudy Zahorchak, CPA

CLA (CliftonLarsonAllen LLP)

Senior
Nashville, Tennessee

615-866-3956

rudy.zahorchak@CLAconnect.com



Profile

Rudy is a manager in the state and local government group at CLA in the Nashville office. He has experience providing assurance services for nonprofit entities, utilities, and state and local government institutions.

Technical experience

- State and local government
- Nonprofit entities
- Utilities

Education and professional involvement

- Master of science in accounting and taxation from Florida Gulf Coast University, Fort Myers, Florida
- Bachelor of science in business management with a minor in accounting from University of Florida, Gainesville, Florida

Key relevant clients

- Memphis Light, Gas, and Water
- Metropolitan St. Louis Sewer District
- University of Louisville
- Cameron University
- Educational Media Foundation (K-Love/Air1 Radio)
- City of Harlan Municipal Utilities
- St. Louis Regional Convention and Sport Complex Authority
- Convergen Energy



Tyler Hicks, CPA

CLA (CliftonLarsonAllen LLP)

Manager
St. Louis, Missouri

314-925-4438
tyler.hicks@CLAconnect.com

Profile

Tyler is a manager who works on state and local government and nonprofit entities. Since joining CLA in 2020, Tyler has been gaining experience in auditing different areas of regulated industry clients. Tyler has successfully led numerous audit engagements for a variety of governmental clients, including state and local governments, public agencies, and nonprofit organizations. Tyler is a Certified Public Accountant in the State of Missouri.

Technical experience

- State and local government
- Nonprofit entities
- Higher education

Education and professional involvement

- Master of accountancy from Missouri State University, Springfield, Missouri
- Bachelor of science in accounting from Missouri State University, Springfield, Missouri
- Forensic Accounting Certificate, Missouri State University
- Certified Public Accountant in the State of Missouri

Key relevant clients

- City of St Louis Water Division
- Metropolitan St. Louis Sewer District
- State of Kansas
- State of Alaska
- Multiple K-12 Missouri School Districts
- St. Louis County, Missouri
- St. Charles County, Missouri





Jim Kreiser, CISA, CRMA, CFSA

CLA (CliftonLarsonAllen LLP)

Principal
King of Prussia, Pennsylvania

717-857-2613

james.kreiser@CLAconnect.com



Profile

Jim is a principal in the CLA value and risk services group. He has 26 years of professional services experience in providing consulting and advisory services. Jim spent ten years of his experience working at a Big 4 firm in their business risk and technical risk services groups. His experience also includes internal audit roles at CitiBank, AMP, and Capital BlueCross. Jim has held roles of chief risk officer, general auditor, and others. His focus has primarily been in the governmental sector and healthcare industries. At CLA, Jim has focused on clients particularly with process and risk consulting, IT services, performance audit, internal audit, risk assessment, SOC reporting, and third-party reporting services.

Technical experience

Jim's experience includes managing and leading projects, which include engagements related to outsourced and co-sourced internal auditing, IT audit, third-party reviews and performance audits, enterprise risk management processes, IT security and auditing services, SSAE 21 reporting (SOC 1 and SOC2), operational improvements, process solutions and implementation for those solutions across the organization. His primary focus for the firm is as the current national IT services leader for state and local governments. His service experience includes business risk, IT, and internal audits. Specific experience includes the following:

- Internal audit outsourcing and co-sourcing, including information technology, financial, performance audits, and operational audits
- IT security and risk consulting
- Enterprise-wide risk assessments
- IIA quality assurance reviews (QAR)
- Vendor management and implementation assessment
- Compliance related activities and benchmarking
- Presentations and training; including speaking at various conferences/professional organizations on IT controls, security, ERM, and third-party reporting, and risk management

Education and professional involvement





Scott Inskeep, MA

CLA (CliftonLarsonAllen LLP)

Senior
King of Prussia, Pennsylvania

484-533-6241
scott.inskeep@CLAconnect.com



Profile

Scott is a senior in the value and risk services group of CLA with more than 20 years of experience across a wide range of industries assisting clients to meet short- and long-range business, financial, technology, and security goals.

Scott's primary responsibility is leading and working through assurance engagements that include System and Organization Controls (SOC) examinations and audits based on NIST 800-53, 800-171 and other frameworks. In addition, he leads and works through the IT segment of financial audits for several colleges, universities, state, and local governments, etc. that includes a review of business continuity/disaster recovery plans for design and reliability to recover systems within a time frame defined by the business. Scott has also assisted clients with performing risk assessments to identify administrative, technical, and physical controls for mitigating vulnerabilities that threaten availability of systems and the integrity and security of information within applications and databases.

Technical experience

- State and local government
- Higher education
- Nonprofit entities
- Commercial

Education and professional involvement

- Master of arts in organizational management from Ashford University, Chandler, Arizona
- Bachelor of science in animal science/pre-veterinarian, Purdue University, West Lafayette, Indiana

Community involvement

- Volunteer Riley Children's Hospital
- Leukemia and Lymphoma Society
- Purdue University President's Council
- Purdue Alumni Association



Appendix B — Quality control and peer review

In the most recent peer review report, dated November 2022, we received a rating of pass, which is the most positive report a firm can receive. We are proud of this accomplishment and its strong evidence of our commitment to technical excellence and quality service. The full report is provided on the following page. ***This quality control review included a review of specific government engagements.***

In addition to an external peer review, we have implemented an intensive internal quality control system to provide reasonable assurance that the firm and our personnel comply with professional standards and applicable legal and regulatory requirements. Our quality control system includes the following:

- A quality control document that dictates the quality control policies of our firm. In many cases, these policies exceed the requirements of standard setters and regulatory bodies. Firm leadership promotes and demonstrates a culture of quality that is pervasive throughout the firm's operations. To monitor our adherence to our policies and procedures, and to foster quality and accuracy in our services, internal inspections are performed annually.
- Quality control standards as prescribed by the AICPA. The engagement principal is involved in the planning, fieldwork, and post-fieldwork review. In addition, an appropriately experienced professional performs a risk-based second review of the engagement prior to issuance of the reports.
- Hiring decisions and professional development programs designed so personnel possess the competence, capabilities, and commitment to ethical principles, including independence, integrity, and objectivity, to perform our services with due professional care.
- An annual internal inspection program to monitor compliance with CLA's quality control policies. Workpapers from a representative sample of engagements are reviewed and improvements to our practices and processes are made, if necessary, based on the results of the internal inspection.
- Strict adherence to the AICPA's rules of professional conduct, which specifically require maintaining the confidentiality of client records and information. Privacy and trust are implicit in the accounting profession, and CLA strives to act in a way that will honor the public trust.
- A requirement that all single audit engagements be reviewed by a designated single audit reviewer, thereby confirming we are in compliance with the standards set forth in the *Uniform Guidance*.





Report on the Firm's System of Quality Control

To the Principals of CliftonLarsonAllen LLP
and the National Peer Review Committee

We have reviewed the system of quality control for the accounting and auditing practice of CliftonLarsonAllen LLP (the "Firm") applicable to engagements not subject to PCAOB permanent inspection in effect for the year ended May 31, 2022. Our peer review was conducted in accordance with the Standards for Performing and Reporting on Peer Reviews established by the Peer Review Board of the American Institute of Certified Public Accountants ("Standards").

A summary of the nature, objectives, scope, limitations of, and the procedures performed in a System Review as described in the Standards, may be found at www.aicpa.org/prsummary. The summary also includes an explanation of how engagements identified as not performed or reported on in conformity with applicable professional standards, if any, are evaluated by a peer reviewer to determine a peer review rating.

Firm's Responsibility

The Firm is responsible for designing and complying with a system of quality control to provide the Firm with reasonable assurance of performing and reporting in conformity with the requirements of applicable professional standards in all material respects. The Firm is also responsible for evaluating actions to promptly remediate engagements deemed as not performed or reported on in conformity with the requirements of applicable professional standards, when appropriate, and for remediating weaknesses in its system of quality control, if any.

Peer Reviewer's Responsibility

Our responsibility is to express an opinion on the design of and compliance with the Firm's system of quality control based on our review.

Required Selections and Considerations

Engagements selected for review included engagements performed under *Government Auditing Standards*, including compliance audits under the Single Audit Act; audits of employee benefit plans; audits performed under FDICIA; and examinations of service organizations (SOC 1® and SOC 2® engagements).

As a part of our peer review, we considered reviews by regulatory entities as communicated by the Firm, if applicable, in determining the nature and extent of our procedures.

Opinion

In our opinion, the system of quality control for the accounting and auditing practice of CliftonLarsonAllen LLP applicable to engagements not subject to PCAOB permanent inspection in effect for the year ended May 31, 2022, has been suitably designed and complied with to provide the Firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Firms can receive a rating of *pass*, *pass with deficiency(ies)* or *fail*. CliftonLarsonAllen LLP has received a peer review rating of *pass*.

Cherry Bekaert LLP

Cherry Bekaert LLP
Charlotte, North Carolina
November 18, 2022

cbh.com



Appendix C — Professional License Registration



STATE OF TENNESSEE
DEPARTMENT OF REVENUE

Certificate of Registration

October 14, 2022

CLIFTONLARSONALLEN LLP
220 S 6TH ST STE 300
MINNEAPOLIS MN 55402-1418

Letter ID: L0302155648
Account ID: 1001346225-SLC
Account Type: Sales and Use Tax

The above named taxpayer has filed an application for sales and use tax registration for the place of business at the below referenced location address. The Tennessee Department of Revenue issued this Certificate of Registration in accordance with Tenn. Code Ann. §§ 67-6-601 and 67-6-602. The Certificate of Registration must be publicly displayed at the location address for which it is issued. The tax account number and location number on this certificate are used by the Department to identify your account and must be shown on all correspondence and reports. The certificate is not assignable and is valid only for the above referenced taxpayer and for transactions of business for this registration. **In accordance with Tenn Code Ann. § 67-6-607, it is a Class C misdemeanor for any person to misuse a Certificate of Registration for the purpose of obtaining taxable property without the payment of sales or use tax when it is due. Such wrongful use is grounds for the Commissioner to revoke the taxpayer's Certificate of Registration.**

Tax Returns

All sales and use tax returns must be filed and associated tax payments made electronically to the Department. Taxpayers may do this at <https://tntap.tn.gov/eservices/>. Taxpayers should file the sales and use tax return according to their filing frequency on the 20th day of the month following the reporting period. If your business opens after the 20th of the month, you may report sales made during the remaining days of the month with the next reporting period. In order to avoid penalty and interest charges, all returns must be filed and all associated tax payments must be made on or before the due date for the reporting period. Taxpayers should always file a return for their business, even if they do not make any sales during a reporting period.

Detach here and display in public area



Tennessee Department of Revenue
Certificate of Registration
Sales and Use Tax

CLIFTONLARSONALLEN LLP
3825 BEDFORD AVE STE 202
NASHVILLE TN 37215-2526

Effective Date: September 1, 2022
Account No.: 1001346225-SLC
Location No.: 1001569878
Filing Status: Monthly

David Gerregano
Commissioner of Revenue



00164 1 of 1



STATE OF TENNESSEE
DEPARTMENT OF REVENUE

Certificate of Registration

June 29, 2021



CLIFTONLARSONALLEN LLP
220 S 6TH ST STE 300
MINNEAPOLIS MN 55402-1418

Letter ID: L0650963584
Account ID: 1001346225-SLC
Account Type: Sales and Use Tax

The above named taxpayer has filed an application for sales and use tax registration for the place of business at the below referenced location address. The Tennessee Department of Revenue issued this Certificate of Registration in accordance with Tenn. Code Ann. §§ 67-6-601 and 67-6-602. The Certificate of Registration must be publicly displayed at the location address for which it is issued.

The tax account number and location number on this certificate are used by the Department to identify your account and must be shown on all correspondence and reports. The certificate is not assignable and is valid only for the above referenced taxpayer and for transactions of business for this registration. **In accordance with Tenn Code Ann. § 67-6-607, it is a Class C misdemeanor for any person to misuse a Certificate of Registration for the purpose of obtaining taxable property without the payment of sales or use tax when it is due. Such wrongful use is grounds for the Commissioner to revoke the taxpayer's Certificate of Registration.**

Tax Returns

All sales and use tax returns must be filed and associated tax payments made electronically to the Department. Taxpayers may do this at <https://tntap.tn.gov/eservices/>. Taxpayers should file the sales and use tax return according to their filing frequency on the 20th day of the month following the reporting period. If your business opens after the 20th of the month, you may report sales made during the remaining days of the month with the next reporting period. In order to avoid penalty and interest charges, all returns must be filed and all associated tax payments must be made on or before the due date for the reporting period. Taxpayers should always file a return for their business, even if they do not make any sales during a reporting period.

Detach here and display in public area



Tennessee Department of Revenue
Certificate of Registration
Sales and Use Tax

CLIFTONLARSONALLEN LLP
150 4TH AVE N STE 1820
NASHVILLE TN 37219-2488

Effective Date: July 1, 2021
Account No.: 1001346225-SLC
Location No.: 1001427318
Filing Status: Monthly

David Gerregano
Commissioner of Revenue



RESOLUTION SUMMARY

- 1. Short Title Description – Contract No. 12719 - External Auditing Services - Retirement and Pension System and Other Post Employment Benefits (OPEB)**
- 2. Requested Funding – \$334,900.00 (The custodial fees are paid directly by the respective MLGW Pension and OPEB accounts).**
- 3. Award Duration – 60 months from the date of the Notice to Proceed**
- 4. Type of Bid – Professional Services**
- 5. Awarded To – Forvis Mazars, LLP**
- 6. Plain Language Description – This contract is for external auditing services with respect to the financial statements for the Retirement and Pension System and Other Post-Employment Benefits (OPEB) Trust.**
- 7. Impact – The contract will provide independent audit assurance that MLGW's Retirement and Pension (OPEB) financial statements are accurate, complete, fairly presented, and in compliance with applicable standards.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
September 16, 2026

The Director of Procurement and Contracts & Strategic Sourcing recommends to the Board of Light, Gas, and Water Commissioners the award of Contract No. 12719, External Auditing Services - Retirement and Pension System and Other Post Employment Benefits (OPEB) to Forvis Mazars, LLP in the funded amount of \$334,900.00.

The project scope is for the auditor to furnish all supervision, labor, transportation, equipment and material to perform external auditing services and provide reports with respect to the financial statements of MLGW's Retirement and Pension System and Other Post Employment Benefits (OPEB) Trust.

Forvis Mazars, LLP will provide external auditing services to MLGW for the Pension and OPEB Plan audits. These services support MLGW by delivering independent audit assurance that MLGW's Retirement and Pension and OPEB financial statements are accurate, complete, and in compliance with applicable standards. The term of this contract is 60 months from the date of the Notice to Proceed in the amount of \$334,900.00. MLGW is requesting approval of this professional services award which will be provided by Forvis Mazars, LLP. This professional services award complies with all applicable laws and policies.

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

THAT, the award of Contract No. 12719, External Auditing Services - Retirement and Pension System and Other Post Employment Benefits (OPEB) to Forvis Mazars, LLP in the funded amount of \$334,900.00, as outlined in the above preamble, is approved; and further

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

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Jennifer Sink
 Procurement Contracts Specialist: Shelby Collins

Board Meeting Date: 9/16/2026
 Contract Number: 12719
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Internal Audit /Jesse Cohen/ 901-528-4542 / jesse.cohen@mlgw.org	
Scope: Contract <u>X</u> Purchase _____ Other _____	The project scope is for the auditor to furnish all supervision, labor, transportation, equipment and material to perform external auditing services and provide reports with respect to the financial statements of MLGW's Retirement and Pension System and Other Post Employment Benefits (OPEB) Trust.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This is an award.	
Where will the work take place? (MLGW facility or jobsite, etc.)	This work will take place on-site at various MLGW locations.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to perform external auditing services and provide reports with respect to the financial statements of the Retirement and Pension System and OPEB audits.	
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, RFQ or RFP) Professional Services		

BUDGET:

Amount Requested *

2027 Budget*

Amount Spent Year-to-Date

2027 Budget Balance Available

Budget Balance After Award

Total	In 2027 Budget Year	After Budget Year

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

☐ O&M☐ Capital

Project

Expenditure Organization

Expenditure Type

Task

Comments: All fees are paid directly by the respective Retirement and Pension System and OPEB accounts. No fees are budgeted or paid by any MLGW departments.

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

APPROVED:

Kabrina Cooper

Budget & Financial Planning

08.17.2026

Date

Rev. 11/01/2018



Proposals for the Pension and OPEB audits only reviewed and accepted by Jesse Cohen, Rod Cleek, and Jennifer Sink

Jesse Cohen Director,
Internal Audit

A proposal for

Memphis Light, Gas and Water Division

Public Sector

August 2026

forv/s
mazars

Forvis Mazars, LLP
 1715 Aaron Brenner Drive Suite 701
 Memphis, TN 38120
 901.761.3000
forvismazars.us



August 6, 2026

Mr. Jesse Cohen
 Director of Internal Audit
 Memphis Light, Gas and Water Division
 220 South Main Street
 Memphis, TN 38103

Dear Mr. Cohen:

Thank you for the opportunity to serve Memphis Light, Gas and Water Division (the Division). Forvis Mazars, a forward-thinking advisor with significant resources and vision, can help you plan for what's next.

In April 2025 and April 2026, we submitted our qualifications and responses to your requests for proposals for the audits of the Division and the Division's pension and OPEB plans, respectively. This letter will update the proposed fees from those proposals for fiscal years 2026-2028 with options to continue through fiscal year 2030. Based on our discussions and review of your prior year financial statements, we expect the following fees. These fees have been adjusted from our proposal dated August 4, 2026, to provide our final and best offer.

Proposed Fees

Our goal is to be candid, timely, answer your questions about fees upfront, and avoid fee surprises. We determine our fees by evaluating a number of variables: the complexity of the work, the project's scope, the time we will spend, and the level of professional staff needed.

Our quoted fees below include travel costs and an administrative fee of 5%. This fee covers items such as copies, postage and other delivery charges, supplies, technology-related costs, such as computer processing, software licensing, research and library databases, and similar expense items.

Our fees may increase if our duties or responsibilities change because of new rules, regulations, prior period restatements, and accounting or auditing standards. We will consult with you should this happen.

The table below presents our proposed pricing for each audit if the Division auditor is different from the plans' auditor.

For the Year Ending December 31	2026	2027	2028	2029*	2030*
Financial statement audit	\$172,500	\$177,700	\$183,000	\$188,500	\$194,200
Single audit (one major program)**	\$10,250	\$10,700	\$11,100	\$11,500	\$12,000
Pension plan audit	\$34,000	\$35,000	\$36,000	\$37,200	\$38,500
OPEB plan audit	\$29,000	\$30,000	\$30,800	\$31,700	\$32,700
Total***	\$245,750	\$253,400	\$260,900	\$268,900	\$277,400

We recognize the importance of managing audit costs while maintaining audit quality. When multiple audits are performed by the same service provider, efficiencies are created through coordinated planning, scheduling, communication, and audit execution. Rather than retaining the full benefit of these efficiencies, Forvis Mazars shares those savings through reduced fees while maintaining the same commitment to audit quality, independence, and professional standards. If the Division were to award all audit engagements to Forvis Mazars, the discounted fees would be as follows.

For the Year Ending December 31	2026	2027	2028	2029*	2030*
Financial statement audit	\$163,875	\$168,800	\$173,850	\$179,100	\$184,500
Single audit (one major program)**	\$10,250	\$10,700	\$11,100	\$11,500	\$12,000
Pension plan audit	\$33,000	\$34,000	\$34,900	\$36,000	\$37,300
OPEB plan audit	\$28,100	\$29,100	\$29,900	\$30,800	\$31,800
Total	\$235,225	\$242,600	\$249,750	\$257,400	\$265,600

*Optional one-year, annual extensions

**Pricing for additional major programs may vary depending on the complexity and testing requirements prescribed by the Compliance Supplement

***Presented for comparison purposes

We have certainly enjoyed working with the Division team for the past 6 years on the pension and OPEB plan audits and are especially excited to have the opportunity to expand our working relationship. We welcome the opportunity to introduce you to other members of our team and answer questions about this proposal. You may reach us anytime.

Respectfully presented,



Amy H. Carney, CPA
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MEMPHIS LIGHT, GAS & WATER DIVISION INTERDEPARTMENTAL

TO: Board of Commissioners **DATE:** 9/16/2026
FROM: Randy Orsby – Director of Procurement and Contracts & Strategic Sourcing
SUBJECT: Contract No. 12719 – External Auditing Services - Retirement and Pension System and Other Post Employment Benefits (OPEB)

The Contracts Management Department received a request to enter into a professional services agreement from the Internal Audit Department with an outline of work to allow Forvis Mazars, LLP as a professional services provider, to furnish all supervision, labor, transportation, equipment and material to perform external auditing services and provide reports with respect to the financial statements of MLGW's Retirement and Pension System and Other Post Employment Benefits (OPEB) Trust.

Forvis Mazars, LLP will provide external auditing services to MLGW for the Pension and OPEB Plan audits. These services support MLGW by delivering independent audit assurance that MLGW's Retirement and Pension and OPEB financial statements are accurate, complete, and in compliance with applicable standards. The term of this contract is 60 months from the date of the Notice to Proceed in the amount of \$334,900.00. MLGW is requesting approval of this professional services award which will be provided by Forvis Mazars, LLP. This professional services award complies with all applicable laws and policies.

Provider	Total Agreement Amount	Local Bidding Preference and Presence Comments
Forvis Mazars, LLP	\$334,900.00	N/A

MLGW, through its professional services process, will enter into an agreement with Forvis Mazars, LLP, as a professional services provider, to provide external auditing services under Contract No. 12719 in the funded amount of \$334,900.00.