



Board of Light, Gas and Water Commissioners

220 S. Main Street
Memphis, TN 38103
www.mlgw.com

Board Meeting

~ Minutes ~

Wednesday, April 20, 2022

8:30 AM

Board Room

CALL TO ORDER AND OPENING REMARKS:

The meeting was called to order at 8:31 a.m.

Chairman Graves

PLEDGE OF ALLEGIANCE:

The Pledge of Allegiance was recited.

Chairman Graves

ROLL CALL:

Dana Jeanes

Attendee Name	Title	Status	Arrived
Michael Pohlman	Board Member	Present	
Carl Person	Board Member	Present	
Cheryl Pesce	Board Member	Present	
Mitch Graves	Chairman	Present	
Leon Dickson	Vice Chairman	Remote	

APPROVALS:

Motion To: Approve Minutes of the Meeting of April 8, 2022.

RESULT: ADOPTED [UNANIMOUS]
MOVER: Michael Pohlman, Board Member
SECONDER: Leon Dickson, Vice-Chairman
AYES: Michael Pohlman, Carl Person, Cheryl Pesce, Mitch Graves
REMOTE: Vice-Chairman Leon Dickson cannot vote with remote attendance

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:

Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated April 5, 2022, items 17 through 26. (See Minute File # 1468.)

PRESENTATIONS:

Recognition of Serving on the MLGW Board - Mitch Graves

- Steve Wishnia
- Carlee McCullough

Chairman Graves thanked Commissioner Steve Wishnia and Commissioner Carlee McCullough for the service to the MLGW Board and the Memphis Community. He stated that the Commissioners exemplified the values of the MLGW Way of safety, integrity, transparency and dedication. That through their years of service on the board

their contributions were always in the best interest of the rate payers and safety of the community.

GENERAL STATEMENTS FROM THE PUBLIC

Ms. Sarah Houston, 200 Wagner Place, 38103 thanked President Young and the MLGW Board for their service. Ms. Houston stated that she was addressing the board on behalf of Protect Our Aquifer to discuss the division's Power Supply Process. She stated that she wants to make clear that Protect Our Aquifer does not have a stance to stay with or leave TVA and cannot make that decision until the options are made public. Ms. Houston stated that the first thing she would like to ask of the board is for the MLGW consultant to choose the top 4 best bids. Second, that those bids are made public at least one month prior to a final decision or vote is made, and third, the finalists host a series of public forums and open presentations where the consulting firm can use public input as a criterion in their decision making analysis. In closing, Ms. Houston thanked the Board for their time and the opportunity to speak.

PRESIDENT'S BRIEFING:

1. Review of Consent Agenda - J. T. Young

(President's Briefing Continued on Page 4)

The original of the resolutions and documents relating to each item is filed in the vault of the fifth floor of the MLGW Administration Building, 220 South Main. The original documents shall control in the event of any conflict between the description and these minutes and the original documents.

RESULT:	ADOPTED [4 TO 0]
MOVER:	Michael Pohlman, Board Member
SECONDER:	Cheryl Pesce, Board Member
AYES:	Michael Pohlman, Carl Person, Cheryl Pesce, Mitch Graves
REMOTE:	Leon Dickson, Vice-Chairman cannot vote with remote attendance

Following approval of the Consent Agenda, Chairman Graves inquired if there were any questions.

Commissioner Pohlman stated that he has a few questions and commented that he thought the vendor, Thomas Consultants, pulled their bid last month. Lashell Vaughn, VP, CIO responded that the bid he is referring to was for a different product. The resolution on today's agenda is for another service product. She added that the previous bid by Thomas Consultants had an issue with its primary provider being unable to fulfill the bid and therefore Thomas Consultants had to use a second provider.

Ms. Vaughn stated that the division does not always have ample resources to allow the staff to manage the day-to-day job functions in addition to being available around the clock to provide the level of expertise needed for the complex technology used by the division. She added that contracted arrangements actually balance the division's resources.

CONSENT AGENDA

(Items 1 through 17)

CHIEF CUSTOMER OFFICER

1. Resolution approving the rejection of bids received up to 4 o'clock p.m., Tuesday, November 16, 2021 for water meters. (Randy Orsby)

CHIEF INFORMATION OFFICER

2. Resolution approving Change No. 2 to Contract No. 12267, MicroFocus Software with Thomas Consultants, Inc., (Formerly Purchase Order# 7017597), in the funded amount of \$576,494.14. (This change is to ratify and renew annual software maintenance, support services, and licenses for an 18-month term for the period covering January 1, 2022 through June 30, 2023; which reflects a 0.84% decrease in rates from the previous term.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL).
3. Resolution approving Change No. 2 to Contract No. 12069, ArcFM Viewer Replacement with SSP Innovations, in the funded amount of \$37,500.00. (This change is to revise the five-year maintenance schedule from the period of November 1, 2020 through October 31, 2025 to a seven-year maintenance period of November 1, 2020 through October 31, 2027. The cost associated with the seven-year maintenance caused the contract value to increase in the amount of \$37,500.00 due to adding two additional years of software maintenance and support.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

CHIEF PEOPLE OFFICER

4. Resolution approving Change No. 2 to Contract No. 12043, Property & Boiler Insurance with FM Global, based on approved rates, not-to-exceed \$2,297,766.00. (This change is to renew the current contract for the third of four annual renewal terms covering the period June 1, 2022 through May 31, 2023.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

COMMUNITY & EXTERNAL AFFAIRS

(None)

DESIGN CONSTRUCTION & DELIVERY

(None)

ENGINEERING & OPERATIONS

5. Resolution approving payment of annual sewer discharge fee for the 2021 filter backwash discharge to City of Memphis in the amount of \$647,416.91. (Nick Newman)
6. Resolution approving Change No. 1 to Contract No. 12245, Well Abandonment with Layne Christensen Company in the funded amount of \$165,720.00. (This change is to renew the current contract for the first of four annual renewal terms for the period

covering July 6, 2022 through July 5, 2023, which reflects a 10.54% increase from the initial term. The cost increase is due to increases in raw materials, fuel and freight charges from inflation in the past year.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

7. Resolution approving Change No. 4 to Contract No. 12026, Water Production Wells with Layne Christensen Company, with no increase in the contract value. (This change is to renew the contract for the fourth and final renewal term in the amount of \$3,795,084.87 to drill three wells for the period covering June 14, 2022 through June 13, 2023; of which \$3,795,084.87 will be absorbed in the current contract value. In addition, a ratification is being requested to increase the rates by 21.77% for the current term; for the period covering February 18, 2022 through June 13, 2022. The cost increase is due to an increase in raw materials, fuel, and freight charges as a result of inflation. The Contract allows up to seven wells to be drilled per year on an as needed basis. The 2022 rate to drill one well is \$1,265,028.29.) (RANDY ORSBY)
8. Resolution approving Change No. 1 to Contract No. 12187, Pole Inspection with Osmose Utilities Services, Inc. in the funded amount of \$1,900,000.00. (This change is to ratify and renew the current contract for the first of four annual renewal terms for the period covering February 15, 2022 through February. This change includes the following increases: the addition of hourly stand-by crew rates in the estimated amount of \$10,000.00; partial excavation pole cost increased from \$15.69 per pole to \$17.29 per pole; and full excavation pole cost increased from \$37.93 to \$41.80 per pole. The increase for these items is 10.2%. The cost increase is due to material increases, fuel, and labor charges because of inflation.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT

9. Resolution to (i) approve the payment to the City of Memphis of (1) \$1.19 million in street utility cut impact fees for utility cuts made by MLGW during 2020 and 2021, plus (2) up to \$4.7 million dollars in additional utility cut permit fees ("Permit Fees") and other impact fees ("Diminution in Value Fees") under the City Engineer's Procedures for Street Utility Cuts and/or Right of Way Procedures, payable in lump sum payments, installments or per cut electronic payments at the discretion of the SVP, CAO, CFO and Secretary-Treasurer, and (ii) ratify the previous payment of \$729,860.00 in Permit Fees to the City of Memphis by MLGW.(J. T. Young) (REQUIRES CITY COUNCIL APPROVAL)

SVP, CFO & CAO, FINANCE

(None)

SVP, CHIEF OPERATING OFFICER

(None)

SHARED SERVICES

10. Resolution awarding a purchase order to Rush Truck Centers of Tennessee for cab and chassis two-ton; in the amount of \$446,088.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

11. Resolution awarding a purchase order to Engineered Sealing Components for steel poles; in the amount of \$272,987.52. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
12. Resolution approving Change No. 6 to Contract No. 11841, Professional Engineering Services for Central Support Services with CCS Group, Incorporated, with no increase in the contract value. (This change is to ratify and extend the current contract term for the period covering November 17, 2021 through March 11, 2023, based on agreed upon rates.) (Randy Orsby)
13. Resolution approving Change No. 7 to Contract No. 11562 Professional Engineering Services for Central Support Services with Smith Seckman Reid, Incorporated (SSR), in the funded amount of \$150,000.00. (This change is to increase the current contract in the funded amount of \$150,000.00, with no increase in rates, to complete the existing design and construction work for the following projects: 1) Various roof designs; 2) Completion of the Master Plan for the new property at the MLGW North Center; 3) Construction Administration work at the Water Lab Emergency Generator project; 4) The MLGW Administration Garage repair project; and 5) The Special Material Storage Building design. The contract term will remain through June 30, 2022 based on agreed upon rates.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
14. Resolution awarding Contract No. 12350, Portable Fire Extinguisher Inspection/Testing to Grose Fire Protection, Inc., in the funded amount of \$298,646.92. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
15. Resolution awarding a purchase order to Automotive Tool Group for polyvinyl chloride (PVC) conduit; in the amount of \$338,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
16. Resolution awarding a thirty-six (36) month purchase order to WESCO Distribution for underground (URD) fittings; in the amount of \$2,957,666.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP & GENERAL COUNSEL

17. Resolution to approve the law firm of Shuttleworth PLLC be employed on an as needed basis at the hourly rates not exceeding \$225.00 for Attorneys and \$100.00 for Nurse Paralegal. (Cheryl Patterson) (REQUIRES CITY COUNCIL APPROVAL)

Chairman Graves stated that he has questions about Item 9.

Mr. Doug McGowen, Chief Operating Officer, City of Memphis was present to address the board and stated his address as 791 N. Graham Street, 38122.

Mr. McGowen stated that he would cover four changes that affect the cost that is being presented to the board today. All of the changes are aimed at recovering costs and to coordinate and foster collaboration with MLGW to avoid impacts on newly paved streets.

Following further discussion, Chairman Graves stated that the City providing MLGW the supporting documentation that establishes the cost basis for the payments would be very helpful in moving this matter forward. In addition, Chairman Graves acknowledged clarification that the resolution ratifies the \$729,860 payment to the City of Memphis and prepayment of \$4.7 million to the city, which the MLGW finance team will be responsible for establishing amounts and frequency of, until MLGW receives clarity on the consultants Right of Way Study; and lastly a payment of \$1.19 Million in Diminution in Value fees for street cuts in the 2020-2021 timeframe.

PRESIDENT'S BRIEFING (Continued):

2. Review of Recommended Policy Changes and Committee Meeting Update - Jackie Jones

- HR Policy #22-06 - Accommodation for Nursing Mothers
- HR Policy #22-11 - Family Medical Leave Act

Jackie Jones, Chief People Officer stated that these two policies, reviewed in the April 8 2022 HR Meeting, did not contain any significant or material changes.

3. Other - J. T. Young

President Young stated that he wanted to remind everyone that we are looking for a great turnout at the American Heart Association's Heart Walk this Saturday and he was blessed to chair this year's event.

President Young stated that MLGW had dispatched crews to the Holly Springs, Mississippi area, at the request of Mayor Gipson, to assist in the restoration efforts from recent storm outages.

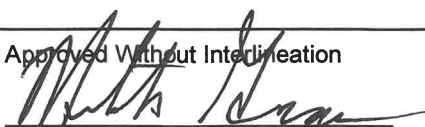
President Young stated that the second session of the Outage Improvement Advisory Team was held last week. Alonzo Weaver did an excellent job in covering the restoration system and plans. The team members gave very good feedback on their thoughts and experiences. In the next meeting, schedule for the first week of May, the team will meet begin formulating specific recommendations. Some of these recommendations may come before the board for approval and funding of additional initiatives.

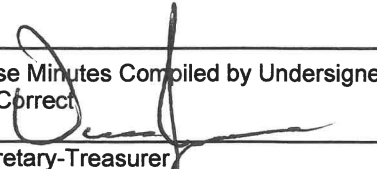
COMMITTEE REPORTS:

(None)

ADJOURNMENT:

There being no further business, the meeting was adjourned at 10:25 a.m.
(See Minute File No. 1469.)

Approved Without Interlineation

Chairman

These Minutes Compiled by Undersigned and
are Correct

Secretary-Treasurer