



Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, March 17, 2021

8:30 AM

Zoom Electronic Meeting

CALL TO ORDER AND OPENING REMARKS:

Chairman Graves

Chairman Graves explained the Governor's Order and the reasoning for an electronic meeting.

PLEDGE OF ALLEGIANCE:

Chairman Graves

The Pledge of Allegiance was recited.

ROLL CALL:

Dana Jeanes

Attendee Name	Title	Status	Arrived
Michael Pohlman	Board Member	Present	
Steven Wishnia	Board Member	Present	
Carlee McCullough	Board Member	Present	
Mitch Graves	Chairman	Present	
Leon Dickson	Vice-Chair	Present	

ADVISORY BOARD MEMBERS:

Kevin Young - Present

Dwain Kicklighter - Present

Several SLC staff members were present. A roll call was not taken.

APPROVALS:

Motion To: Approve Minutes of the Meeting of March 3, 2021.

RESULT: ADOPTED [UNANIMOUS]

MOVER: Steven Wishnia, Board Member

SECONDER: Leon Dickson, Vice-Chair

AYES: Pohlman, Wishnia, McCullough, Graves, Dickson

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:

Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated March 2, 2021, Items 6 through 11. (See Minute File No. 1458)

PRESENTATIONS:

Gift of Comfort - Reaves Law Firm - Gale Carson introduced the video of a check presentation in the amount of \$9,217.77 to MLGW from the Reaves Law Firm. She added that this business helped 29 families in the Whitehaven Community pay their utility bills. She named several other businesses and individuals that have contributed

to the program. She stated that the program has gone through some restructuring to make it easier for individuals to pay utility bills for others.

GENERAL STATEMENTS FROM THE PUBLIC:

Chairman Graves read through submitted requests provided by Corporate Communications from corpcomm@mlgw.org. He noted that they were all expressing their opposition to the Byhalia pipeline. He stated more information will be available in the coming weeks.

PRESIDENT'S BRIEFING:

1. Greater Memphis Chamber Update - Ted Townsend, Chief Economic Development Officer/Beverly Robertson, President/CEO - Mr. Townsend discussed the scope of services. He pointed out the impact that COVID has made on the community and the economy. He highlighted various expansion efforts, new business recruitment and project management. He placed emphasis on digital marketing, development sites, and workforce development. Commissioner Pohlman asked the Chamber to plan to give a quarterly update. Ms. Robertson and Mr. Townsend stated they would adhere to the request.

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

(President's Briefing Continued on Page 28)

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

CONSENT AGENDA

(Items 1 through 10)

RESULT:	APPROVED [UNANIMOUS]
MOVER:	Steven Wishnia, Board Member
SECONDER:	Leon Dickson, Vice-Chair
AYES:	Pohlman, Wishnia, McCullough, Graves, Dickson

CHIEF CUSTOMER OFFICER

(None)

CHIEF INFORMATION OFFICER

1. Resolution approving Change No. 1 to Contract No. 12265 (formerly Purchase Order No. 50107968), Autodesk with DLT Solutions, LLC in the funded amount of \$174,261.10. (This change is to renew the current contract for software licenses, maintenance, and support services for a three-year term for the period covering April 27, 2021 through April 26, 2024.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

CHIEF PEOPLE OFFICER

2. Resolution approving the following three positions: Position No. 02935 - Project Engineer 2; Position No. 06055 - Planning Engineer 3; and Position No. 06109 - Electric Distribution Operator 2. (J. T. Young/Jackie Jones)

COMMUNITY & EXTERNAL AFFAIRS

3. Resolution approving the agreement of the on-going commitment to local economic and community development and research with the Greater Memphis Chamber. (This agreement will be for services to be rendered by the Greater Memphis Chamber for the period September 1, 2020 through August 31, 2021.) (Gale Carson) (REQUIRES CITY COUNCIL APPROVAL)

DESIGN CONSTRUCTION & DELIVERY

(None)

Motion To: Approve Same Day Minutes for Items 4 and 8

RESULT:	APPROVED [UNANIMOUS]
MOVER:	Mike Pohlman, Board Member
SECONDER:	Carlee McCullough, Board Member
AYES:	Pohlman, Wishnia, McCullough, Graves, Dickson

ENGINEERING & OPERATIONS

4. Resolution approving the payment of an invoice from Tennessee Public Utility Commission for the Tennessee Regulatory Authority Inspection Fee for year 2020 in the amount of \$78,000.00. (Nicholas Newman) (SAME DAY MINUTES REQUESTED)
5. Resolution approving the payment of an invoice from American Public Power Association for the 2021 annual membership dues, in the amount of \$135,862.08. (Nick Newman) (REQUIRES CITY COUNCIL APPROVAL)
6. Resolution approving Change No. 2 to Contract No. 12035, Environmental Consulting and Remediation Services with BH&M Environmental Consultants, Incorporated in the funded not-to-exceed amount of \$5,500,000.00. (This change is to ratify and renew the current contract for the second of four annual renewal terms for the period covering April 8, 2021 through April 7, 2022, with no increase in rates from the previous term.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
7. Resolution approving payment of an invoice to Tennessee Valley Public Power Association for the 2021 annual membership dues, in the amount of \$52,211.43. (Nick Newman) (REQUIRES CITY COUNCIL APPROVAL)
8. Resolution awarding Contract No.12204, MLGW Distribution Automation (DA) Strategic to Burns & McDonnell in the funded not-to-exceed amount of \$700,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL) (SAME DAY MINUTES REQUESTED)

PRESIDENT

(None)

SVP, CFO & CAO, FINANCE

(None)

SVP, CHIEF OPERATING OFFICER

(None)

SHARED SERVICES

9. Resolution approving a twenty-four (24) month extension of Purchase Order Number 7013604 to Engineered Sealing Components, LLC for 500 KCMIL and #4/0 AWG bare drawn tinned wire. (Randy Orsby)
10. Resolution awarding a purchase order to Experitec, Inc., for gas regulators, in the funded amount of \$231,851.18. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

COMMITTEE REPORTS:

Supplier Diversity Committee Report, Fourth Quarter, 2020 - Dana Jeanes reviewed the power point presentation. He shared statistics with the Board. The total procurement spend in 2020 was \$133,923,715.64. He noted that there was a 47% increase from the 3rd Quarter of 2020 compared to the 4th Quarter of 2020. He informed the Board that the B2GNow Compliance Software soft rollout is planned for April 1, 2021. The goal for full implementation is planned for early fall of 2021.

VP & GENERAL COUNSEL

(None)

PRESIDENT'S BRIEFING (Continued):

3. Quarterly Compliance Update - Cheryl Patterson addressed the Board. She explained some of the events in Texas relative to power supply. She noted that FERC/NERC are currently investigating various companies for possible violations. She spoke of a cyber intrusion in Olsmar, FL where someone hacked into their system and had increased levels of chemicals going into their water. Their operations team caught the issue before it could escalate into a major problem for the customers. She added that MLGW's cyber security risk is low. She also reported that the NERC Cyber Security Training is complete, and the second training is forthcoming. In addition, ethics and compliance software is being purchased.

4. Other - J. T. Young

President Young informed the Board of the passing of MLGW employee, Ricky Collins. He stated Mr. Collins was a 30-year employee. He acknowledged Mr. Collins' family and to keep them in our thoughts and prayers.

President Young reminded everyone that the month of March is Women's History Month. He gave accolades to the women of MLGW and expressed his appreciation for the job they all do. He recognized a few of the past female Commissioners as follows: Patricia Shaw, first female Board Member, Althea Price, Elsie Boaz, Franketta Quinn,

Lynn Evans, and Carlee McCullough (currently serving). In addition, he spoke highly of Joyce Blackmon and Johnnie Dawson noting their contributions to MLGW and the community.

Discussion of President Young's recommendation to the Board for power supply consultant agreement below:

President Young informed the Board of a resolution presented by some of the City Council members at the City Council meeting yesterday. The resolution was basically the same resolution they rejected in September 2020 with a few revisions. The resolution was approving an award of a contract to GDS as a power supply consultant.

Chairman Graves opened the floor up for discussion pertaining to President Young's recommendation at the last Board Meeting. He asked President Young to remind the Board of his recommendation. President Young reminded the Commissioners that he recommended that MLGW suspend the pursuit of RFP's for power supply, transmission and/or local generation and suspend the consideration of providing notice of contract termination to TVA. In addition, he recommended working with TVA to negotiate the best contract that could be agreed upon to add value for MLGW customers and to focus on infrastructure improvements. In addition, President Young reminded the Board of other options that could be considered, at their direction.

Motions and votes:

Chairman Graves entertained a motion to either accept the President's recommendation or reject the recommendation from the last Board Meeting.

Commissioner Wishnia made a motion to disagree with the recommendation and continue the process. Commissioner Pohlman seconded the motion. Vice-Chair Dickson expressed opposition and asked President Young to highlight his recommendation to focus on infrastructure and customer value. Commissioner McCullough also expressed opposition in continuing the process. The Advisory Board members declined to comment.

Commissioner Wishnia made a motion to continue to investigate alternative sources before negotiating with TVA. He then revised his motion and moved to reject the President's recommendation and not indefinitely suspend the pursuit of power supply options and to continue the process. Vice-Chair Dickson and Commissioner McCullough voted "no". Chairman Graves, Commissioner Pohlman and Commissioner Wishnia voted "yes". (APPROVED/ADOPTED - 3 to 2)

Commissioner Wishnia made a motion to prepare a resolution for professional services with GDS (or another firm) with components of market pricing, transmission and generating and to present a resolution to the City Council at their next meeting.

Discussions took place regarding a new timeline and conversations that would need to be held with GDS. Discussions of the various components confirmed that market pricing and transmission (part 1) and generating (part 2) would entail different timing. In addition, Cheryl Patterson acknowledged that she needs to review the revisions that the City Council presented late yesterday. She stated she needs to research item 3.

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At the closing of the discussions, Commissioner McCullough seconded the motion. The Commissioners voted "yes" unanimously. (APPROVED/ADOPTED - Unanimously)

It was agreed that the next steps would be for Alonzo Weaver to contact GDS immediately and start working with them to determine if cost, scope of work and other factors are still in line with the proposal provided in 2020. Cheryl Patterson stated she would work on the resolution and review the resolution provided by the City Council. It was agreed that Lisa Osborn would contact the Board and set up a Special Called Board Meeting to accommodate their schedules and bring the item before the City Council at their next meeting.

ADJOURNMENT:

There being no further business, the meeting was adjourned at 10:13 a.m.

Approved Without Interlineation
DocuSigned by:
Mitch Graves
Chairman
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These Minutes Compiled by Undersigned and
are Correct
DocuSigned by:
Dana Jeanes
Secretary-Treasurer