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Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, July 7, 2021

8:30 AM

Board Room

CALL TO ORDER AND OPENING REMARKS:

Chairman Graves

The meeting was called to order at 8:30 a.m.

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	Remote	
Carlee McCullough	Board Member	Late	8:44 AM
Mitch Graves	Chairman	Present	
Leon Dickson	Vice Chair	Present	

APPROVALS:

Motion To: Approve Minutes of the Meeting of June 16, 2021.

RESULT: ADOPTED [UNANIMOUS]
MOVER: Leon Dickson, Vice Chair
SECONDER: Michael Pohlman, Board Member
AYES: Pohlman, McCullough, Graves, Dickson
NOTE: Steven Wishnia – Not Physically Present in the Board Room. The bylaws do not allow a Commissioner to vote if not physically present.

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:

Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated June 15, 2021, Items 13 through 25. (See Minute File No. 1461.)

PRESENTATIONS:

(None)

GENERAL STATEMENTS FROM THE PUBLIC:

(None)

PRESIDENT'S BRIEFING:

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

(President's Briefing Continued on Page 68)

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 18)

RESULT:	APPROVED [3 TO 0]
MOVER:	Michael Pohlman, Board Member
SECONDER:	Leon Dickson, Vice Chair
AYES:	Michael Pohlman, Mitch Graves, Leon Dickson
ABSENT:	Carlee McCullough
NOTE:	Steven Wishnia – Not Physically Present in the Board Room. The bylaws do not allow a Commissioner to vote if not physically present.

CHIEF CUSTOMER OFFICER

(None)

CHIEF INFORMATION OFFICER

1. Resolution approving Change No. 1 to Contract No. 11922, Corporate Backup Hardware with Thomas Consultants, Incorporated to ratify and renew the current contract in the funded amount of \$46,390.40. (This change is to ratify and renew annual maintenance for the current contract for the period covering June 28, 2021 through June 27, 2022.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
2. Resolution awarding Contract No. 12308, B2GNow Maintenance Software Service Agreement to B2GNow, in the funded amount of \$102,636.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
3. Resolution approving Change No. 2 to Contract No. 11595, Telvent Maintenance Agreement with Schneider Electric Smart Grid Solutions, LLC (formerly Telvent USA, LLC), in the funded amount of \$239,700.00. (This change is to renew the current contract for maintenance and support services for a three-year term for the period covering January 1, 2022 through December 31, 2024, which reflects a 53% decrease in rates from the previous term. In addition, this change is to add an Enterprise License Agreement (ELA) for ArcFM Solutions. MLGW is requesting continuous maintenance of the acquired system, which can only be performed by Schneider Electric Smart Grid Solutions, LLC.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
4. Resolution approving Change No. 1 to Contract No. 12304 (Formerly Purchase Order #7015763), Veeam Backup and Replication Enterprise Plus Annual Production with Logicalis, Inc., in the funded amount of \$88,211.55. (This change is to renew annual

maintenance for Veeam software support and maintenance services and to co-term Veeam license agreements 02249375, 02407580 and 0235760 for the periods covering November 13, 2021 through November 12, 2022. MLGW will have cost savings of 4.67% by co-termining the license agreements to synchronize renewal dates.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

CHIEF PEOPLE OFFICER

5. Resolution approving the following positions: Position No. 03098 - District Engineer 1 and Position No. 03252 - District Engineer 1. (J. T. Young/Jacqueline Jones)
6. Resolution approving a position for a Pipeline Integrity Engineer 3. (J. T. Young/Jackie Jones) (REQUIRES CITY COUNCIL APPROVAL)

COMMUNITY & EXTERNAL AFFAIRS

(None)

DESIGN CONSTRUCTION & DELIVERY

7. Resolution approving Change No. 3 to Contract No. 12023, Aerial Patrol of Gas Transmission Right-of-Way with Tennessee Helicopter Services, Inc., in the funded amount of \$60,000.00. (This change is to renew the current contract for the third of four annual renewal terms for the period covering August 29, 2021 through August 28, 2022, with no increase in rates from the previous year.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

ENGINEERING & OPERATIONS

8. Resolution awarding Contract No. 12194, NERC Professional Engineering Compliance Consultant to Guidehouse, Inc., in the funded amount of \$1,074,508.44. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
9. Resolution approving Change No. 6 to Contract No. 11427, Audio-log Recorders Upgrade with Carolina Recording System, in the funded amount of \$51,276.39. (This change is to extend the current contract for a one-year term for the period covering November 1, 2021 through October 31, 2022, with a 3% increase in rates due to inflation. This extension is needed to continue the transition from the Audio-log Voice Recording System to the Genesys Media Server application for voice recording on the Genesys IVR system.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
10. Resolution approving Change No. 1 to Contract No. 11954, Basic Long Distance with AT&T Corporation, in the funded amount of \$68,629.94. (This change is to renew the current contract for the first of two annual renewal terms for the period covering January 1, 2022 through December 31, 2022 in the amount of \$40,630.92 which includes 10% for contingency funds for any unforeseen services. In addition, this change is to increase the current contract value in the amount of \$27,999.02 due to the increased long-distance demand from dialing into Zoom calls during the COVID-19 Pandemic.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
11. Resolution awarding a purchase order to Travis Pattern & Foundry, Inc., for replacement fittings, in the amount of \$141,974.65. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT

(None)

SVP, CFO & CAO, FINANCE

12. Resolution requesting approval of Constitution Capital Partners Ironsides Partnership Fund VI to manage \$6.25 million, Constitution Capital Partners Ironsides Co-Investment Fund VI to manage \$6.25 million, Greenspring Secondaries Fund V to manage \$12.5 million and Mesirow Financial Private Equity Fund VIII-B to manage \$5 million for the benefit of the MLGW OPEB Trust Fund, as part of a reallocation. (Dana Jeanes)
13. Resolution requesting approval of Constitution Capital Partners Ironsides Partnership Fund VI to manage \$12.5 million, Constitution Capital Partners Ironsides Co-Investment Fund VI to manage \$12.5 million, Greenspring Secondaries Fund V to manage \$25 million and Mesirow Financial Private Equity Fund VIII-B to manage \$20 million for the benefit of the MLGW Retirement and Pension Fund, as part of a reallocation. (Dana Jeanes)

SVP, CHIEF OPERATING OFFICER

(None)

SHARED SERVICES

14. Resolution approving Change No. 8 to Contract No. 11293, Procurement Card Provider with First Horizon Bank, with no annual fees. (This extension is needed to allow the MLGW User Area Representative time to develop revised specifications for the procurement card program, as well as time to issue, receive, evaluate, make an award recommendation, and transition to a new procurement card environment should the incumbent not be awarded the contract.) (Randy Orsby)
15. Resolution approving a twelve-month extension of Purchase Order Number 7020009 to Universal Scaffold & Equipment for medium voltage EPR cable. (Randy Orsby)
16. Resolution awarding Contract No. 12280, South Service Center Re-paving to Lehman-Roberts Company in the funded amount of \$774,389.50. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
17. Resolution awarding Contract No. 12281, Hickory Hill Service Center Re-paving to A and B Construction Company, Inc. in the funded amount of \$522,448.12. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
18. Resolution awarding a twenty-four-month purchase order to M & H Valve Company, for fire hydrants, in the amount of \$1,133,406.40. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP & GENERAL COUNSEL

(None)

REGULAR AGENDA

(Item 19)

19. Resolution recognizing and honoring Mr. George Cates for his work, leadership and contributions to MLGW. (J. T. Young) (Past MLGW Board Member and Chairman Darrell Cobbins accepted the resolution on behalf of Mr. Cates' family.)

RESULT: APPROVED [4 TO 0]
MOVER: Leon Dickson, Vice Chair
SECONDER: Michael Pohlman, Board Member
AYES: Michael Pohlman, Carlee McCullough, Mitch Graves, Leon Dickson
NOTE: Steven Wishnia – Not Physically Present in the Board Room. The bylaws do not allow a Commissioner to vote if not physically present.

PRESIDENT'S BRIEFING (Continued):

2. Key Focus Area Update: "Building on Technology Integration" - Lashell Vaughn/Von Goodloe

Lashell Vaughn reviewed the MLGW mission, vision and key focus areas. She emphasized that today she will be focusing on and highlighting item number 4 (Building on Technology Integration).

She shared a slide showing that the IS Division provides development support for over 100 applications across the MLGW Division. She called attention to the red box on the slide. She reviewed the infrastructure and the statistics associated with each component. She discussed cloud-based storage and the importance of it and MLGW's growth in technology integration.

She highlighted areas where Baker Tilly made recommendations and actions being taken to meet the goals. She reviewed the major project initiatives and the status of each. Baker Tilly also recommended MLGW form an IT Steering Committee to oversee projects which has been done.

She reviewed multiple top projects and explained the benefits of accomplishing the goals of each. She elaborated on expanding services for customers in relation to the outage management, My Account, and RFP vendor portal. She highlighted ways the customers can interact with MLGW and how the customers can be automatically notified through the MyAccount applications. She also discussed how The Gift of Comfort has been automated and allow anyone to pay another customer's bill. She discussed a new process coming soon which communicates through the customer's cell phone to notify the customer of various services and timelines.

In closing she reinforced that the IS Services Division will continue to deliver value to our customers that is consistent with the MLGW mission and vision. The Commissioners commented and asked questions related to the presentation.

President Young thanked Ms. Vaughn for her presentation and commended her team on the Oracle update they initiated this past weekend. He acknowledged that MLGW is working together as a team to improve and continue to get better.

3. Quarterly Compliance Update - Cheryl Patterson acknowledged that the ransomware situation with the Colonial Pipeline has brought even more focus on cyber security. She pointed out that there is significant pressure on federal government to "take action". The Transportation Security Administration has issued a safety directive requiring larger pipeline owners to complete an assessment of their cyber security infrastructure and plans. That assessment has been completed and timely submitted. She added that MLGW has a robust cyber security plan. The primary challenge going forward will be to take the knowledge and progress made on the electric side and integrate the gas regulations requirements. She added that it is MLGW's intention can have similar products and regulatory philosophies in the gas division. She stated it is anticipated that in the future the water division will be working toward the same. She shared upcoming dates for audits in the future.

She also discussed the Compliance and ethics training for the employees. She informed the Board that they will be kept up-to-date on all subjects discussed.

4. Other - J. T. Young

President Young discussed the mobile food pantry that was held on June 24. He thanked the employees that were engaged. He also mentioned the Operation Feed campaign and the hard work put into that.

President Young acknowledged that a number of the janitorial staff worked diligently during the COVID pandemic to keep the work areas safe. He wanted to publicly thank the janitorial staff, Von Goodloe and Kim Pasley.

Chairman Graves asked for an update on the next milestone in relation to GDS. Dana Jeanes reported transmission to go out next Monday. Final edits of the documents are being made now. The RFP is complex, so the respondents have a February deadline for their submissions.

Commissioner Dickson asked about the building being cleaned and how to integrate those that are vaccinated and those that are not. President Young stated that we don't; mask wearing is still required in the office and if employees have partitions or offices with doors, the masks can be removed. He noted that employees that can be vaccinated are encouraged to do so. CDC guidance is being taken into consideration. Commissioner Wishnia asked if we can ask employees if they have been vaccinated. General Council Patterson added that the question itself could be asked, but there is also the issue of maintaining the data; therefore, an abundance of caution is being used and we are not going to ask the question.

COMMITTEE REPORTS:

(None)

ADJOURNMENT:

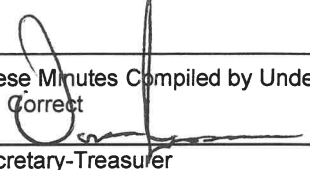
There being no further business, the meeting was adjourned at 9:35 a.m.

(See Minute File No. 1462.)

Approved Without Interlineation


Chairman

These Minutes Compiled by Undersigned and
are Correct


Secretary-Treasurer