



Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, August 5, 2020

8:30 AM

Zoom Electronic Meeting

CALL TO ORDER AND OPENING REMARKS: Chairwoman McCullough

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

Chairwoman McCullough explained the reasoning for the electronic meeting and the Governor's order.

PLEDGE OF ALLEGIANCE: Chairwoman McCullough

Chairwoman McCullough led the Pledge of Allegiance.

ROLL CALL: Dana Jeanes

Attendee Name	Title	Status	Arrived
Carlee McCullough	Chairwoman	Present	
Mitch Graves	Vice Chair	Present	
Leon Dickson	Board Member	Present	
Mike Pohlman	Board Member	Present	
Steve Wishnia	Board Member	Present	

Advisory Board: Dwain Kicklighter - Present
Kevin Young - Present

Several SLC members were in attendance of the meeting; however, a roll call was not taken.

APPROVALS:

Motion To: Approve Minutes of the Meeting of July15, 2020.

RESULT: ADOPTED [UNANIMOUS]
MOVER: Leon Dickson, Board Member
SECONDER: Mitch Graves, Vice Chair
AYES: Pohlman, Wishnia, McCullough, Graves, Dickson

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE: Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated July 21, 2020, Items 13 through 15 and Items 22 through 25. (See Minute File No. 1450.)

PRESENTATIONS:

Quarterly Chamber Presentation - Beverly Robertson, CEO, Greater Memphis Chamber provided slides for the Board to review prior to the meeting. There were no questions from the Board. However, Vice-Chair Graves suggested that annual presentations be made to the Board instead of quarterly presentations. President Young stated he would ask Gale Carson to make that request to the Chamber.

GENERAL STATEMENTS FROM THE PUBLIC:

Mr. Darron Purifoy, 7358 Winter Harbor, Memphis, sent in an e-mail asking about the billing cycle changes. Jim West responded to his question explaining that now we are fully deployed with Smart Meters, we have started a project to improve efficiency. We will be recycling our routes and billing cycles. It will effect most active accounts and that 97% of customers will see some change in due dates. This project is almost complete and if any customer needs help during this recycle period they can call for assistance. He added that no customer is being overcharged and that they are only be charged for what they use during that cycle. MLGW has been communicating this for several weeks.

PRESIDENT'S BRIEFING:

1. Review of Consent Agenda - J. T. Young
(President's Briefing Continued on Page 83)

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 15)

RESULT:	APPROVED [UNANIMOUS]
MOVER:	Mitch Graves, Vice Chair
SECONDER:	Michael Pohlman, Board Member
AYES:	Pohlman, Wishnia, McCullough, Graves, Dickson

CHIEF CUSTOMER OFFICER

(None)

CHIEF INFORMATION OFFICER

1. Resolution awarding a purchase order under Contract No. 12166, VMware SLED Consulting and Learning Credits to Thomas Consultants, Incorporated, in the funded amount of \$91,569.07. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

CHIEF PEOPLE OFFICER

(None)

COMMUNITY & EXTERNAL AFFAIRS

(None)

DESIGN CONSTRUCTION & DELIVERY

(None)

ENGINEERING & OPERATIONS

2. Resolution awarding Contract No. 12134, UAV Flight Inspection of Overhead Electric Lines to Allen & Hoshall, Inc., in the funded amount of \$195,250.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
3. Resolution approving Change No. 1 to Contract No. 12183, Synergi Gas Modeling software renewal with DNV-GL Noble Denton USA, LLC, in the funded amount of \$57,512.41. (This change is to ratify and renew maintenance and support services for the period covering August 1, 2020 through July 31, 2021 in the amount of \$26,853.41. In addition, this change is to purchase additional licenses in the amount of \$30,659.00. The total funded amount of this ratification, renewal, and change is \$57,512.41. MLGW is requesting continuous maintenance, which can only be performed by DNV-GL Noble Denton USA, LLC.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
4. Resolution awarding Contract No. 12182, Synergi Gas Model Build to DNV GL Noble Denton USA, LLC, in the funded not-to-exceed amount of \$150,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
5. Resolution approving payment of an invoice for the annual facility maintenance fee for public water systems, to the Tennessee Department of Environment and Conservation, in the amount of \$127,702.75. (Nick Newman)
6. Resolution approving Change No. 3 to Contract No. 11965, Professional Engineering Service for Water Engineering and Operations with Allen & Hoshall, with no increase in the contract value. (This change is to renew the current contract for the third of four annual renewal terms for the period covering September 27, 2020 through September 26, 2021, with no increase in the contract value. Rates will remain the same as identified in the original contract.) (Randy Orsby)
7. Resolution awarding Contract No. 12135, LIMS Replacement Project to Ethosoft, Inc., in the funded amount of \$222,850.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT

(None)

SVP, CFO & CAO, FINANCE

8. Resolution approving Change No. 4 to Contract No. 11914, MLGW Utility Payment Centers with FirsTech, Incorporated, in the funded amount of \$285,000.00. (This change is to renew the current contract for fourth and final annual renewal term for the period covering November 15, 2020 through November 14, 2021, with no increase in fees from the previous year. In addition, this change is to expand the service scope to include language which specifies the vendor will accept payments from reputable national retail chains and pay day loan lenders are excluded.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

SVP, CHIEF OPERATING OFFICER

(None)

SHARED SERVICES

9. Resolution approving Change No. 3 to Contract No. 11996, Operator Qualification Training with Veriforce, LLC, in the funded amount of \$34,699.00. (This change is to renew annual software maintenance, licenses, and support services for the period covering February 14, 2021 through February 13, 2022 in the funded amount of \$29,700.00, with no increase in rates from the previous year. In addition, this change is to add the Veriforce Compliance Management application to track, manage and report on OQ qualifications for MLGW's contractors including TDOT drug and alcohol testing requirements in the funded amount of \$4,999.00. The total funded amount of this renewal and change is \$34,699.00.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
10. Resolution awarding a purchase order to Advance Cutting Systems for retrofit of a plasma cutting system, in the amount of \$110,950.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
11. Resolution requesting assignment of the blanket purchase order issued to Utility Sales Agency LLC for distribution transformers, in the amount of \$7,964,329.45, approved by the MLGW Board of Commissioners on October 10, 2019. (Utility Sales Agency LLC submitted a letter on June 22, 2020 requesting for the blanket purchase order for distribution transformers be assigned to ERMCO c/o Utility Sales Agency. Utility Sales Agency is the manufacturer's representative for ERMCO for the State of Tennessee. Utility Sales Agency would like to exercise the provision to assign the blanket purchase agreement to ERMCO c/o Utility Sales Agency.) (Randy Orsby)
12. Resolution approving Change No. 1 to Contract No. 12060, DOT Drug and Alcohol Testing with Mid-South Drug Testing, Inc., in the funded amount of \$125,000.00. (This change is to renew the current contract for the first of four annual renewal terms covering the period September 15, 2020 through September 14, 2021, with no increase in rates from the initial term.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

13. Resolution approving Change No. 2 to Contract No. 12031, MLGW Background Check with Data Facts, Incorporated, in the funded amount of \$50,000.00. (This change is to renew the current contract for the second of four annual renewal terms for the period covering October 1, 2020 through September 30, 2021, with no increase in rates from the previous term.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
14. Resolution awarding Contract No. 12120, Trash Removal Services to BFI Waste Services, LLC, d/b/a Republic Services of Memphis, in the funded not-to-exceed amount of \$145,316.44. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP & GENERAL COUNSEL

15. Resolution granting the Vice President and General Council litigation settlement authority to pay a claim in the amount of \$550,000.00. (Cheryl Patterson) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT'S BRIEFING (Continued):

2. IRP Update - J. T. Young/Alonzo Weaver - President Young advised that the Final Report came in on Monday and has been posted on the website. A hard copy of the Final Report will be distributed to each of the Board Members. He also wanted to thank everyone that participated on the PSAT. He also informed the Board that we have received an assessment from MISO that has been uploaded also. Alonzo Weaver stated that the comments will be posted later this week. The Plan shows a membership and transmission assessments, cost and market impact and inter connection process in great detail. MISO did find there would be some level of generation in the Memphis area. Mr. Weaver also recognized a number of people that put a lot of work and knowledge in this project. He added that this information will be presented in detail at the August 19 Board Meeting.

3. June YTD Financial Update/COVID Impact/Bond Issue Status - Dana Jeanes/Rod Cleek - Mr. Cleek presented the YTD June Financials and summarized each divisions numbers to date and the projected numbers. Mr. Jeanes stated we have completed the Preliminary Official Statement or (POS). This is an official statement that describes issues that we are proposing and background information on MLGW in terms of sales, revenue, demographics of the community, etc. which was sent to the rating agencies. He noted that calls are set up with rating agencies and that pricing is scheduled for September 1 with the final closing date of September 10. Mr. Jeanes explained the COVID impact on financials. He noted that the Electric Division did take the hardest hit. The Electric Division also suffered due to the milder weather. He stated that disconnects are to resume on August 24, then reassess afterwards, continue to monitor and track carefully. Mr. Jeanes also advised the Board of various new payments arrangement options to try to help the customers. Jim West added that there has been an increase in volume of calls and payments since communications have gone out that disconnects will be resumed. The Board shared some of their concerns.

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4. MLGW Way Forward - Rod Cleek summarized his presentation and pointed out the 2020 targets and how they compare to the 2020 year-to-date actuals for operational, electrical, gas and water capital projects and tree trimming.

5. COVID19 Update - J.T. Young - President Young updated the Board with the latest numbers, 373 employees have been isolated/quarantined, 119 that are still out, 254 have returned to work, 73 have tested positive with the one death and we now have 47 that are awaiting results of the test. We have a 57.5% recovery rate. Of the 73 positive cases, 25 are in isolation with 5 of those able to telecommute, 42 have returned back to work. He added that we continue to communicate the latest protocols to all of the employees to keep them safe and informed on all changes.

6. Other - J. T. Young - President Young discussed the restart of the disconnects and the expansion of the pay arrangements. He stated MLGW has added approximately 100 locations to make it more convenient for MLGW customers to make a payment. He acknowledged that during these challenging times it is important to stay in touch with the MLGW employees and customers. He commended the MLGW team for continuing to meet the customers' needs and thanked everyone for being flexible during these times.

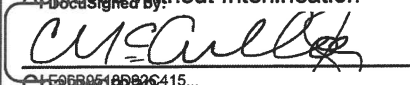
COMMITTEE REPORTS:

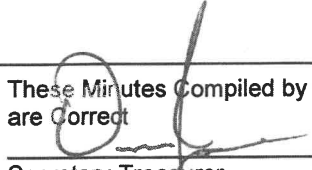
(None)

ADJOURNMENT:

There being no further business, the meeting was adjourned at 9:44 a.m.

(See Minute File No. 1452.)

Approved Without Interlineation
 Proposed By:

 Chairwoman

These Minutes Compiled by Undersigned and
 are Correct

 Secretary-Treasurer