



Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, June 21, 2023

8:30 AM

Board Room

CALL TO ORDER AND OPENING REMARKS:

Chairman Dickson

PLEDGE OF ALLEGIANCE:

Chairman Dickson

ROLL CALL:

Dana Jeanes

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

Advisory Board Member: James Lewellen - Present

APPROVALS:

Dana Jeanes

Motion To: Approve Minutes from the Meeting of June 7, 2023.

RESULT: ADOPTED [UNANIMOUS]
MOVER: Mitch Graves, Board Member
SECONDER: Michael Pohlman, Vice Chairman
AYES: Pohlman, Pesce, Person, Graves, Dickson

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:

Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated June 13, 2023, items 25 through 36. (See Minutes File No. 1483)

PRESENTATIONS:

Mr. Alonzo Weaver, who has served on the Junior Achievement Board since 1997, gave a presentation for MLGW's participation in the Junior Achievement Bowl-A-Thon Fundraiser in 2023 which was coordinated by Employees, June Brown and Gyton Nolan. Mr. Weaver stated that pre-covid, MLGW would have anywhere from 40-44 teams participate in this fundraiser. In 2023, we only had 27 teams, but our funds raised were still high. The teams raised \$21,890, and MLGW was 1st Place in "Top Company Giving". Mr. Weaver thanked all the participants, and encouraged others to participate in the fun-filled event.

GENERAL STATEMENT(S) FROM THE PUBLIC:

Sarah Houston - 200 Wagner Place - Executive Director of Protect Our Aquifer - came before the Board to share that a meme was posted on social media regarding TVA using our clean, cool water from our aquifer to cool their power plant instead of using wastewater from the plant across the street. Ms. Houston states that the meme had over 68,000 views and over 5,000 likes. She believes this signifies that there is broad ratepayer support for saving our water. Ms. Houston encouraged MLGW to support TVA and the Public Works Department as they look into this process further. Ms. Houston also acknowledged the Boards' great financial decision to approve the separate First Horizon Account for the ARP Dollars so the tracking of these federal funds would be easier and create transparency.

NEW BUSINESS

Motion To: Re-appoint Ms. Pamela Z. Clary as Citizen Member of the Retirement and Pension Board, re-appointment term beginning July 1, 2023, and the term ending on June 30, 2026. (Doug McGowen/MLGW Board of Commissioners – Motion and Second/Roll Call Vote-Dana Jeanes)

| | |
|------------------|---|
| RESULT: | ADOPTED [UNANIMOUS] |
| MOVER: | Mitch Graves, Board Member |
| SECONDER: | Cheryl Pesce, Board Member |
| AYES: | Pohlman, Pesce, Person, Graves, Dickson |

President Doug McGowen - Introduced Mr. James Lewellen to the Board as a new Advisory Board Member, and stated that his approval as an Advisory Board Member will be final upon the approval of the City Council Minutes on June 27, 2023.

REGULAR AGENDA

Commissioner Graves moved to modify the Resolution to add the name of the Nominee, Jennifer Sink, to the Resolution.

President McGowen introduced Jennifer Sink to the Board.

Jennifer Sink came to the podium and shared with the Board her experience and her excitement regarding the Vice President General Counsel Position.

1. Resolution to approve Nominee Jennifer Sink for the position of Vice President General Counsel. (Doug McGowen / Jackie Jones) (REQUIRES CITY COUNCIL APPROVAL) (REQUEST SAME DAY MINUTES)

| | |
|------------------|---|
| RESULT: | APPROVED AS AMENDED [UNANIMOUS] |
| MOVER: | Mitch Graves, Board Member |
| SECONDER: | Michael Pohlman, Vice Chairman |
| AYES: | Pohlman, Pesce, Person, Graves, Dickson |

PRESIDENT'S BRIEFING:**1. Review of Consent Agenda – President Doug McGowen**

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.

(President's Briefing Continued on Page 62)

CONSENT AGENDA

President McGowen removed Item #4 from the Agenda.

President McGowen spoke about tree trimming contracts up for approval.

Mr. Alonzo Weaver came to podium and gave additional information as to the need for the tree trimming contracts up for approval.

Mr. Douglas Black gave a statement regarding current tree trimming contract.

Commissioners asked questions regarding items on the Consent Agenda.

| | |
|------------------|--|
| RESULT: | APPROVED (Items 2-3 and 5-14) [4 TO 1] |
| MOVER: | Mitch Graves, Board Member |
| SECONDER: | Cheryl Pesce, Board Member |
| AYES: | Michael Pohlman, Cheryl Pesce, Carl Person, Leon Dickson |
| NAYS: | Mitch Graves |

VP of CUSTOMER EXPERIENCE and ENERGY SERVICES

(None)

CHIEF INFORMATION OFFICER

2. Resolution awarding Contract No. 12425, Pure Storage Backup Expansion to Thomas Gallaway Corporation dba Technologent in the funded amount of \$989,272.50. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
3. Resolution awarding Contract No. 12423, Pure Storage Flash Array XL170(s) to Thomas Gallaway Corporation dba Technologent in the funded amount of \$8,109,596.69. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

CHIEF PEOPLE OFFICER

(None)

COMMUNITY & EXTERNAL AFFAIRS

(None)

DESIGN CONSTRUCTION & DELIVERY

5. Resolution awarding Contract No. 12429, Line Clearance - Area 3 (solicited under Contract No. 12420) to ABC Professional Tree Services, Inc. in the funded amount of \$78,916,006.72. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
6. Resolution awarding Contract No. 12428, Line Clearance - Area 2 (solicited under Contract No. 12420) to Lewis Tree Service, Inc. in the funded amount of \$68,677,649.74. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
7. Resolution awarding Contract No. 12420, Line Clearance - Area 1 to W.A Kendall and Company dba Kendall Vegetation Services in the funded amount of \$80,053,213.60. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

ENGINEERING & OPERATIONS

8. Resolution approving Change No. 2 to Contract No. 12277, Drilled Pier Foundations Installation with Chris-Hill Construction Company to renew the current contract with no increase in the contract value. (Randy Orsby)
9. Resolution approving Change No. 2 to Contract No. 12251, Aerator Maintenance with R. P. Services, Incorporated to renew the current contract. (This change is to renew the current contract for the second of four annual renewal terms for the period covering August 25, 2023 through August 24, 2024) in the funded amount of \$312,120.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
10. Resolution approving Change No. 1 to Contract No. 12359 (solicited under Contract No. 12292), Professional Engineering Services for Water Engineering with Fisher Arnold (This change is to renew the current contract for the first and second of four annual renewal terms for the period covering October 3, 2023 through October 2, 2025) in the funded not-to-exceed amount of \$760,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
11. Resolution approving Change No. 1 to Contract No. 12292, Professional Engineering Services for Water Engineering with Allen & Hoshall. (This change is to renew the current contract for the first and second of four annual renewal terms for the period covering September 29, 2023 through September 28, 2025) in the funded not-to-exceed amount of \$760,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
12. Resolution approving a one-year option to renew blanket Purchase Order number 7032368 to Mitsubishi Electric Power Products, Inc., and Purchase Order number 7035342 to Siemens Energy, Inc., for high voltage power circuit breakers. (Randy Orsby)

13. Resolution approving payment of an invoice to the Tennessee Department of Environment and Conservation for the annual facility maintenance fee, for public water system, in the amount not-to-exceed \$135,000.00. (Nick Newman)

PRESIDENT

(None)

SVP, CFO & CAO, FINANCE

(None)

SVP, CHIEF OPERATING OFFICER

(None)

SHARED SERVICES

14. Resolution approving Change No. 2 to Contract No. 12193, Grounds Maintenance and Landscaping Service with Rotolo Consultants, Incorporated to renew the current contract in the funded amount of \$87,192.52. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP & GENERAL COUNSEL

(None)

PRESIDENT'S BRIEFING (Continued):**2. Other – President Doug McGowen**

President McGowen thanked the Board for their approval of the nomination for the new Vice President General Counsel and for the approval and support of Consent Agenda Items. President McGowen stated that they will work on the best solutions for price escalations and will report back to the Board their findings.

President McGowen briefed the Board on the "Father's Day Storm" providing information about the storm, number of customers with power outages, other weather events that affected our area, and cause of outages. President McGowen stated that almost every outage was due to vegetation overgrowth, therefore, we need to make major investments into reliability, tree trimming, and infrastructure in our Way Forward Plan. President McGowen recognized the hard work of our employees during this storm.

President McGowen also stated that the asphalt paving contract has been re-bid and expects to bring that to the Board early August for approval.

President McGowen informed the Board that yesterday MLGW 2045 was kicked off with our internal teams. We have several scanner teams. They will be looking for products and policies that other utilities are using, and report back to us. The scanner teams are going to look at the past and the future. The scanner teams will be working diligently until September.


President McGowen spoke of the pipeline of workers that we are hoping to establish by working with the local schools. President McGowen reported that 21 students from White Station High School will graduate this Friday from a three week "Boot Camp". President McGowen stated that if these individuals have already graduated high school they will be given the opportunity to complete a Utility Worker Class this Fall, and the participants that are rising Seniors will be given the opportunity for dual enrollment so that when they graduate high school in the spring they can come work at MLGW.

COMMITTEE REPORTS:

Supplier Diversity Committee Report, First Quarter 2023 - Ms. Tamara Pate presented to the Board the Supplier Diversity Quarterly Report covering January 1, 2023 through March 31, 2023. Ms. Pate reported to the Board the success of a Procurement Fair held on Friday, June 14, 2023. Ms. Pate shared a video from the Procurement Fair.

ADJOURNMENT:

There being no further business, the meeting was adjourned at 9:34 a.m. (See Minutes File No. 1483)

Approved Without Interlineation

Chairman

These Minutes Compiled by Undersigned
and are Correct

Secretary-Treasurer