

**Board Meeting**

~ Minutes ~

**Wednesday, June 1, 2022**

**8:30 AM**

**Board Room**

**CALL TO ORDER AND OPENING REMARKS:**

Chairman Graves

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

Chairman Graves announced that after adjournment of the May 18, 2022 meeting, it was recognized that there were individuals from the public that had not completed a card and intended to be given the opportunity to speak. He provided their names and reasons they addressed the Board as follows:

1) Tonya Cooper, 3559 Lanet, Memphis, TN 38109 noted she is an employee at MLGW and very dissatisfied with the treatment and results from Unum. She indicated her son was in a hit and run accident and suffered a traumatic brain injury. She stated MLGW should know how their employees are being treated by Unum. Chairman Graves suggested she see Jackie Jones, VP, Chief People Officer before leaving the building today to assist her.

2) Cynthia White, 7948 Abington Woods, Arlington, TN 38002 attended the meeting in support of her sister, Tonya Cooper. She stated the Board and Administration should know how Unum has handled her sister's claim and should be assisting people during catastrophic incidents. She was also referred to speak to Ms. Jones with her sister, Ms. Cooper.

3) Jacob Mickens, 1419 Worthington St., Memphis, TN 38114 attended the meeting in support of Ms. Cooper as noted above. He stated the reputation of Unum is the second worst in the company, that they only review 10% of claims, and are more concerned with profit rather than helping their customers. Commissioner Person asked Ms. Jones to please report her findings back to the Commissioners.

4) Rachel Bauer, 755 University St., Memphis, TN 38107 addressed the Board on behalf of the Nextdoor citizen group '21st Century Memphis or Bust!' She indicated that an e-mail had been sent in advance, but they are present today to be sure the BOC understands their request and the importance of informing the public prior to any consideration of privatizing any part of MLGW. Chairman Graves assured her that this is most likely not in our future, and this would have to be placed on a ballot for voting. Cheryl Patterson, VP, General Counsel also confirmed that the Charter requires a vote. Ms. Bauer was informed of the public meeting being held on June 9 at the Ben Hooks Library on Poplar.

**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	
Cheryl Pesce	Board Member	Present	
Carl Person	Board Member	Present	
Mitch Graves	Chairman	Present	
Leon Dickson	Vice-Chair	Present	

**APPROVALS:****Motion To:** Approve Minutes of the Meeting of May 18, 2022.

<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Cheryl Pesce, Board Member
<b>SECONDER:</b>	Leon Dickson, Vice-Chair
<b>AYES:</b>	Pohlman, Pesce, Person, Graves, Dickson

**CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:**Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated May 24, 2022, items 23, and 27 through 29. (See Minute File 1470.)

**PRESENTATIONS:**

(None)

**GENERAL STATEMENTS FROM THE PUBLIC:**

1) Carrie Dowdy, 1535 Ash St., addressed the Board requesting an address be changed over into her name. She stated \$500 was paid on the bill by an agency. President Young asked Martrice Anderson to assist her today.

2) Dennis Lynch, 347 N. McLean, addressed the Board and is also representing the Sierra Club. He stated he's in attendance on behalf of RFP and previous IRP. He noted he was on MLGWs IRP Committee. He pointed out that MLGW is looking at a billion dollars or more in costs and has concerns about multiple errors in the RFP. Mr. Lynch discussed multiple renewables and stated Siemens didn't look at that closely and has concern that the climate crisis is not being taken into consideration. He concluded that the process needs a "smart assertive challenge", and someone needs to "poke holes in the analysis", with all due respect to management. He voiced that he doesn't want the City and MLGW going forward without taking these things into consideration. Chairman Graves informed him of the public joint City Council and MLGW Board of Commissioners meeting to be held on June 9 at the Ben Hooks Library on Poplar.

**PRESIDENT'S BRIEFING:****1. Review of Consent Agenda - J. T. Young****(President's Briefing Continued on Page 60)****CONSENT AGENDA****(Items 1 through 11)**

**RESULT:**        **APPROVED [UNANIMOUS] – AMENDMENT – ITEM NO. 6 -  
REVISE HOURLY RATE FOR ANALYSTS FROM \$318/HOUR TO  
\$250/HOUR**

**MOVER:**        Michael Pohlman, Board Member

**SECONDER:**   Leon Dickson, Vice-Chair

**AYES:**         Pohlman, Pesce, Person, Graves, Dickson

**RESULT:**        **APPROVED [UNANIMOUS] ITEMS 1 THROUGH 11; ITEM 6  
APPROVED AS AMENDED**

**MOVER:**        Cheryl Pesce, Board Member

**SECONDER:**   Michael Pohlman, Board Member

**AYES:**         Pohlman, Pesce, Person, Graves, Dickson

**CHIEF CUSTOMER OFFICER****(None)****CHIEF INFORMATION OFFICER**

1. Resolution approving Change No. 10 to Contract No. 10741, Laser Disk Document Storage, with Jack Henry and Associates, Incorporated, a division of Profitstars, in the funded amount of \$7,200.00. (This change is to ratify and increase the contract value to purchase Synergy Reports and Synergy eDistribution professional service software subscription and licenses for the period covering July 1, 2022 through June 30, 2024. The new licenses will be used to setup a test environment for the Synergy output management application and set up of the test server. MLGW is requesting approval of these acquired services, which can only be provided by Jack Henry and Associates, Incorporated.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
2. Resolution approving Change No. 1 to Contract No. 11743, NERC Access Management Solution Software, with HID Global Corporation (formerly Quantum Secure), in the funded amount of \$71,814.71. (This change is to ratify and renew software license maintenance and support services for software products covering the period March 1, 2021 through February 28, 2026.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
3. Resolution approving Change No. 13 to Contract No. 10908, Mobile data with Hitachi Energy USA, Incorporated, in the funded amount of \$188,969.33. (This change is to

ratify and renew annual software maintenance, license, and support services for the Mobile Dispatching System, Mobile Mapping, and Street Level Routing through the Customer Information System (CIS) for the period covering July 1, 202 through June 30, 2023. MLGW is requesting continuous maintenance of the acquired system, which can only be performed by ABB Enterprise Software, Incorporated.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

4. Resolution approving Change No. 2 to Contract No. 12244, Smartsheet with Smartsheet, Incorporated, in the funded amount of \$286,550.00. (This change is to ratify, renew, and increase the contract value. There was an addition of 27 Premier Plan licenses for the period covering January 24, 2022 through January 23, 2023 in the amount of \$20,250.00. In addition, this change is to add 300 Premier Plan licenses; 300 Smartsheet University All Access upgrade licenses; one WorkApps Collaborator Pack 251-1000 subscription purchase; and one Team Onboarding Package for the period covering January 24, 2023 through January 23, 2024 in the amount of \$266,300.00.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
5. Resolution approving Change No. 1 to Contract No. 11821, NERC Compliance Management Solution Software with AssurX, Incorporated in the funded amount of \$235,963.31. (This change is to ratify, renew, and increase the contract value; In addition, to expand the scope of the contract to include: 1) Multiple Database (additional Production database), and 2) 140 Professional Services hours, which includes annual support, licenses, and maintenance for the period covering September 18, 2020 through September 17, 2025.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

#### **CHIEF PEOPLE OFFICER**

**Motion To:** Amend Item 6 - Change \$318/Hour for Analysts to \$250/Hour (See Previous Page)

6. Resolution to approve AON Consulting, Incorporated be employed on an as needed basis at the hourly rates not exceeding \$500.00 for Actuarial Team, \$500.00 for Consultants, and \$318.00 for Analysts. (Jackie Jones)

#### **COMMUNITY & EXTERNAL AFFAIRS**

(None)

#### **DESIGN CONSTRUCTION & DELIVERY**

(None)

#### **ENGINEERING & OPERATIONS**

7. Resolution approving Change No. 1 to Contract No. 12194, NERC Professional Engineering Compliance Consultant to Guidehouse, Incorporated, in the funded amount of \$350,000.00. (This change is to increase the contract value and expand the scope of the contract to include the following services for the Federal Energy Regulatory Commission (FERC) audit: 1) Review evidence and prepare final evidence for the audit; 2) Assess and improve subject matter experts' readiness to participate in FERC

interviews (including on-site walk downs) and offer approaches to enhance MLGW's ability to respond to interviews and data requests; 3) Support MLGW subject matter experts to facilitate mitigation and remediate any FERC Other Risks Identified (ORI); 4) Support MLGW by providing on-site resources during the FERC audit; and 5) Provide training and knowledge management to MLGW staff and leadership regarding NERC CIP best practices integrating compliance, operations, and security.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

8. Resolution approving Change No. 1 to Contract No. 12227, High Volume Outage Call Management with Intrado Corporation, in the funded amount of \$315,000.00. (This change is to increase the current contract value with no increase in the current rates due to the increased call volume associated with the 2022 February ice storm. The contract term will remain from September 1, 2021 to August 31, 2026.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

**PRESIDENT**

(None)

**SVP, CFO & CAO, FINANCE**

9. Resolution requesting approval of TCW Direct Lending Fund VIII, a fixed income manager, to manage \$50,000,000 for the benefit of the MLGW Retirement and Pension Fund, as part of a reallocation. (Dana Jeanes)
10. Resolution requesting approval of TCW Direct Lending Fund VIII, a fixed income manager, to manage \$20,000,000 for the benefit of the MLGW OPEB Trust Fund, as part of a reallocation. (Dana Jeanes)

**SVP, CHIEF OPERATING OFFICER**

(None)

**SHARED SERVICES**

11. Resolution approving Change No. 1 to Contract No. 12280, South Service Center Repaving, with Lehman-Roberts Company, in the funded amount of \$1,168,502.00. (This change is to expand the scope to include paving at the North Service Center, 1060 Tupelo, Memphis, TN 38108. Also, this change is to extend the contract an additional six months and to increase the contract value in the funded amount of \$1,073,502.00 to cover labor and material cost increases. MLGW is adding \$95,000.00 in contingency funds for unforeseen pavement material costs. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

**VP & GENERAL COUNSEL**

(None)

**PRESIDENT'S BRIEFING (Continued):****2. Other - J. T. Young**

President Young acknowledged Nathan Smith at the meeting. He noted that Nathan was recognized at the Mid-South Heart Walk and received the Lifestyle Change Award. He congratulated Nathan on his success in making positive changes for a healthier lifestyle.

President Young informed the Board that each of them should have a copy of the 2022 Utility Bill Comparison Report. He noted that MLGW has once again been recognized as having one of the lowest rates across the country. He thanked Dana Jeanes, Rod Cleek and team for their hard work in getting the report finalized and publicized. Dana Jeanes thanked Corporate Communications for taking care of the printing.

Lastly, President Young thanked Gale Carson's team for their work in getting the new MLGW employee app up and going. He stated this will allow information related to the company to get to the employees sooner, and especially the employees out in the field that do not have e-mail access.


### COMMITTEE REPORTS:

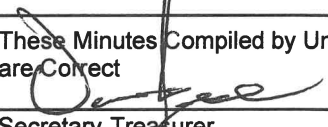
(None)

### ADJOURNMENT:

There being no further business, the meeting was adjourned at 8:57 a.m.

(See Minute File No. 1471.)

Approved Without Interlineation  
  
Chairman

These Minutes Compiled by Undersigned and  
are Correct  
  
Secretary-Treasurer