



Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, December 16, 2020

8:30 AM

Zoom "Electronic" Meeting

CALL TO ORDER AND OPENING REMARKS:

Chairwoman McCullough

The meeting was called to order at 8:31 a.m. Chairwoman McCullough explained the reasoning for the electronic meeting and the Governor's order.

PLEDGE OF ALLEGIANCE:

Chairwoman McCullough

The Pledge of Allegiance was recited.

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 MEMBERS:

Kevin Young – Present

Dwain Kicklighter - Present

Several SLC staff members were in attendance of the meeting. A roll call was not taken.

APPROVALS:

Motion To: Approve Minutes of the Meeting of December 2, 2020.

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

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:

Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated December 1, 2020, Items 10 through 21, 27, 28 and 32. (See Minute File No. 1455.)

PRESENTATIONS:

(None)

NEW BUSINESS:

1. Chairwoman McCullough explained the Rules and Procedures of the MLGW Board pertaining to election of Board Member offices. The procedures allow the Vice Chairman to automatically ascend to the Chairmanship for the next succeeding two-year term; therefore, Vice-Chair Mitch Graves will become the new Chairman of the

Board of Light, Gas and Water Commissioners, effective January 1, 2021 through December 31, 2022.

2. Election of Vice-Chairman of the Board - Effective January 1, 2021 through December 31, 2022 - Commissioner Wishnia made a motion to elect Commissioner Leon Dickson and Vice-Chair Graves seconded the motion. The item passed with all ayes.

3. Appointment of Committee Chairs effective January 1, 2021 - Current Vice-Chair Mitch Graves announced the following Committee appointments:

Supplier Diversity Committee - Commissioner Leon Dickson

Energy Efficiency Committee - Commissioner Mitch Graves

Pension Board & OPEB Committee - Commissioner Steve Wishnia

Audit Committee - Commissioner Mike Pohlman

Human Resources Committee - Commissioner Carlee McCullough

Natural Gas Hedging Committee - Commissioner Steve Wishnia

Commissioner Dickson moved to approve the Committee appointments and was seconded by Commissioner Pohlman. The item passed with all ayes.

GENERAL STATEMENTS FROM THE PUBLIC:

1) President Young acknowledged correspondence received from IBEW but stated the request was addressed with IBEW prior to the Board meeting.

2) Clark A Buckner, 975 N. Graham St., 38122 - Mr. Buckner did not submit a question. He submitted a comment pertaining to TVA and future power suppliers for MLGW. He expressed his concern that MLGW would be contributing toward the salary of TVA's CEO.

PRESIDENT'S BRIEFING:

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

(President's Briefing Continued on Page 134)

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 8)

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

ACCOUNTING

1. Resolution approving Change No. 4 to Contract No. 11822, CardConnect (formerly Ignite Payments, LLC) in the funded amount of \$840,000.00. (This change is to ratify and add additional funding for the period covering June 1, 2020 through December 31, 2020.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

CHIEF CUSTOMER OFFICER

(None)

CHIEF INFORMATION OFFICER

2. Resolution approving Change No. 9 to Contract No. 10741, Laser Disk Document Storage, with Jack Henry and Associates, Incorporated, a division of Profitstars, in the funded amount of \$55,470.00. (This change is to renew annual software maintenance, license and support services for Spoolview and Synergy for a three-year term covering the period July 1, 2021 through June 30, 2024. Also, this change is to add annual software release services and training and upgrade services. 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)
3. Resolution awarding Contract No.12202, Network Maintenance to ConvergeOne, in the funded amount of \$1,266,796.60. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

CHIEF PEOPLE OFFICER

(None)

COMMUNITY & EXTERNAL AFFAIRS

(None)

DESIGN CONSTRUCTION & DELIVERY

4. Resolution approving Change No. 4 to Contract No. 11887, Gas Matrix Utility Landscaping with Enlightenment, Incorporated dba APS Facility Maintenance in the funded amount of \$300,000.00. (This change is to renew the current contract for the fourth and final annual renewal term for the period covering February 14, 2021 through February 13, 2022, with no increase in rates from the previous year.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

ENGINEERING & OPERATIONS

5. Resolution approving Change No. 7 to Contract No. 11582, Programmable Logic Controller (PLC) Maintenance with Logical Systems, LLC, based on approved rates, in the funded amount of \$35,000.00. (This change is to ratify and renew the current contract for annual maintenance and support programming services for MLGW's Capleville Liquefied Natural Gas (LNG) Plant, covering the period January 4, 2021

through January 3, 2022. This renewal reflects an annual 1% increase in pricing from the previous renewal term. MLGW is requesting approval of continuous maintenance of the acquired system, which can only be performed by Logical Systems, LLC.) (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT

(None)

SVP, CFO & CAO, FINANCE

Motion To: APPROVE SAME DAY MINUTES - ITEMS 6 AND 7

RESULT:	APPROVED [UNANIMOUS] – SAME DAY MINUTES – ITEMS 6 & 7
MOVER:	Steven Wishnia, Board Member
SECONDER:	Mitch Graves, Vice Chair
AYES:	Pohlman, Wishnia, McCullough, Graves, Dickson

6. Resolution approving payment of the total fiscal year 2020 Gas Equivalency Payment to the City, the County and each incorporated municipality in Shelby County before December 31, 2020. (Dana Jeanes) (SAME DAY MINUTES REQUESTED)
7. Resolution approving payment of the total fiscal year 2020 Electric Equivalency Payment to the City, the County and each incorporated municipality in Shelby County before December 31, 2020. (Dana Jeanes) (SAME DAY MINUTES REQUESTED)

SVP, CHIEF OPERATING OFFICER

(None)

SHARED SERVICES

8. Resolution awarding Contract No. 12219, CDL Roadway to Lehman Roberts Company, in the funded amount of \$779,137.50. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP & GENERAL COUNSEL

(None)

PRESIDENT'S BRIEFING (Continued):

2. Quarterly Compliance Report - Cheryl Patterson reported that since the last report given by Allan Long, everything has been steady. She noted there have been some delays on certain items due to COVID-19. She stressed the importance of the completion of the ethics training for all MLGW employees and noted that the deadline is December 31, 2020.
3. Third Quarter, 2020 Corporate Scorecard - Von Goodloe summarized the Scorecard provided in the Briefing packet.
4. Other - J.T. Young

Board Meeting

Minutes

December 16, 2020

COMMITTEE REPORTS:

(None)

ADJOURNMENT:

There being no further business, the meeting was adjourned at 8:51 a.m.

(See Minute File No. 1456.)

Approved Without Interlineation
Signed by:
Mitch Graves
Chairman

These Minutes Compiled by Undersigned and
are Correct
[Signature]
Secretary-Treasurer