



# Board of Light, Gas and Water Commissioners

220 S. Main Street  
Memphis, TN 38103  
[www.mlgw.com](http://www.mlgw.com)

## Board Meeting

~ Minutes ~

Wednesday, November 15, 2023

8:30 AM

Board Room

### CALL TO ORDER AND OPENING REMARKS:

Vice Chair Pohlman

The meeting was called to order at 8:28 a.m.

### PLEDGE OF ALLEGIANCE:

Vice Chair Pohlman

The Pledge of Allegiance was recited.

### 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	Remote	
James Lewellen	Advisory Board Member	Present	
John Butler	Advisory Board Member	Present	

### APPROVALS:

**Motion To:** Approve Minutes from the Meeting of November 1, 2023.

**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Mitch Graves, Board Member  
**SECONDER:** Cheryl Pesce, Board Member  
**AYES:** Michael Pohlman, Cheryl Pesce, Carl Person, Mitch Graves  
**ABSTAIN:** Leon Dickson

Chairman Dickson joined the meeting remotely therefore he did not vote.

### CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:

Dana Jeanes

Receipt of Certified Copies of City Council Resolutions dated November 7, 2023, Items 15 through 21.

### PRESENTATIONS:

United Way Golf Tournament Check Presentation - Ryan Groves/Josh Davis/Jasmine Boone/Beverly Perkins/Dr. Kenneth Robinson

Ryan Groves, Josh Davis and Jasmine Boone appeared before the Board. Mr. Ryan Groves provided information regarding this year's United Way Golf Tournament. Mr.

Groves stated that they hosted this year's seventeenth annual golf tournament on September 22, 2023, at Glen Eagle Golf Course. Mr. Groves stated they had a sellout field with 130 golfers that consisted of employees, retirees, friends and sponsors. Mr. Groves introduced Dr. Robinson from the United Way. Dr. Robinson came before the Board to say a few words. Dr. Robinson stated that it is always a pleasure, always a hole in one. Dr. Robinson thanked Ryan Groves, Josh Davis and Jasmine Boone for all their hard work. Dr. Robinson spoke on behalf of all those individuals that never get on the fairways, those who never have a chance to be on the greens, those who never even qualify for membership in the club, those who have to struggle every day who are not having the privilege of being out and having the fun. Dr. Robinson said on their behalf, thank you. Dr. Robinson stated that the golf tournament is an extraordinary, unique, creative, innovative way of raising funds for the United Way of the Mid-South. Dr. Robinson thanked everyone for their spirit and hard work, and stated he couldn't wait to come back at the end of the entire campaign.

Ryan Groves and Josh Davis presented to Dr. Robinson a check in the amount of \$32,500 which are the funds that were raised by the Golf Tournament for the United Way. Mr. Groves stated that over the last five years the golf tournament has raised over \$120,000.

**GENERAL STATEMENT(S) FROM THE PUBLIC:**

Dennis Lynch - 347 N. McLean - Mr. Lynch stated that he is a member of the Sierra Club, but he is here today speaking for himself although many of his ideas are parallel with those of the Sierra Club. Mr. Lynch stated that MLGW does not need to be buying aero turbines. Mr. Lynch believes we should be looking at solar plus storage. Mr. Lynch also stated that we should not be looking to build any more buildings that burn gas. Mr. Lynch wanted to discuss two renewables. Mr. Lynch stated that he sent a document to some of MLGW's management two weeks ago about some energy storage companies. Mr. Lynch stated that about three months ago he asked if anyone had heard of Form Energy and no one had heard about them. Mr. Lynch says that if you look at their website they have 30-40 job openings right now. Mr. Lynch says that Form Energy is iron/rust based battery. Mr. Lynch says it sounds weird, but they have done some research on it and it is much more efficient than lithium ion. Mr. Lynch says that it is going to grow like crazy over the next five years and that we should get in on it before we end up way at the end of the line. Mr. Lynch said his second request really had to do with production, energy production services using geothermal. Mr. Lynch stated that he has made a preliminary request to Protect Our Aquifer to look at it. Mr. Lynch says it is called Eavor Technologies. Mr. Lynch stated that Eavor Technologies is deep wells, but they don't directly access ground water. Their water goes down and comes back up. Mr. Lynch stated that Eavor Technologies' first commercial installation is going in right now in Germany. Mr. Lynch believes that their production will be three to four times cleaner than burning gas. Mr. Lynch stated that he believes we should not build those aero turbines and look into these options.

**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 129)

President McGowen stated that before he got into the Consent Agenda he wanted to acknowledge two items that were mentioned at the last board meeting. The first item, Commissioner Person asked us to get an independent assessment of our IT and IS Contracts. President McGowen stated that he is pleased to report that Vice President Vaughn has begun working on that. She has identified a company that has done that work with other utilities that is likely a good candidate. The second item President McGowen discussed was Commissioner Graves request regarding engineering contracts. President McGowen stated that our team has been working on a full assessment of engineering contracts. We will get a full review before the Board, but before we do so, we will provide a sample to ensure we provide you with the information requested.

**CONSENT AGENDA**

(Items 1 through 17)

<b>RESULT:</b>	<b>APPROVED [4 TO 0]</b>
<b>MOVER:</b>	Cheryl Pesce, Board Member
<b>SECONDER:</b>	Mitch Graves, Board Member
<b>AYES:</b>	Michael Pohlman, Cheryl Pesce, Carl Person, Mitch Graves
<b>ABSTAIN:</b>	Leon Dickson

Chairman Dickson joined the meeting remotely therefore he did not vote.

**VP of CUSTOMER EXPERIENCE and ENERGY SERVICES**

1. Resolution approving Change No. 13 to Contract No. 11070, Utility Meter Data Application with Automated Energy, Incorporated (AEI), (This change is to extend the current contract for an additional two year term for the period covering January 1, 2024 through December 31, 2025) in the funded amount of \$220,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

**CHIEF INFORMATION OFFICER**

2. Resolution awarding Contract No. 12470, Professional Services IS/IT, to Vaco in the funded amount of \$ 1,917,495.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
3. Resolution awarding Contract No. 12469, Professional Services IS/IT, to TEKsystems in the funded amount of \$1,959,868.40. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
4. Resolution awarding Contract No. 12468, Professional Services IS/IT, to Stragistics Technology, Inc., in the funded amount of \$2,106,700.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

5. Resolution awarding Contract No. 12467, Professional Services IS/IT, to Nextech in the funded amount of \$1,812,231.20. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
6. Resolution awarding Contract No. 12466, (solicited under Contract No. 12433) Professional Services IS/IT, to CTD Staffing in the funded amount of \$2,225,490.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
7. Resolution awarding Contract No. 12465 (solicited under Contract No. 12433), Professional Services IS/IT, to Cook Systems in the funded amount of \$2,252,440.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
8. Resolution awarding Contract No. 12433, Professional Services IS/IT, to 1Link Technology, LLC in the funded amount of \$1,910,918.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
9. Resolution approving Change No. 9 to Contract No. 11004, Human Resources and Payroll System, with Cognizant Technology Solutions U.S. Corporation (formerly KBACE Technologies, Incorporated) to ratify and renew the current contract with no increase in the contract value. (Randy Orsby)

**COMMUNITY & EXTERNAL AFFAIRS**

(None)

**DESIGN CONSTRUCTION & DELIVERY**

10. Resolution approving Change No. 1 to Contract No. 12151, Line Clearance Minor with ABC Professional Tree Services, Incorporated to ratify the approval of invoice payments, based on agreed-upon emergency rates, in the funded amount of \$2,148,556.23. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

**ENGINEERING & OPERATIONS**

11. Resolution awarding Contract No. 12446 (solicited under Contract No. 12407), Environmental Abatement Services to Northwest Contracting Services, Incorporated in the funded not-to-exceed amount of \$5,500,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
12. Resolution awarding Contract No. 12407, Environmental Abatement Services to General Construction Services in the funded not-to-exceed amount of \$1,500,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
13. Resolution approving the ratification of increase for Purchase Order Number 7044531 to Prime Controls, LP for distributed process control panels. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

14. Resolution approving Change No. 1 to Contract No. 12356, Sheahan Filter Valve Replacement with Landmark Construction General Contractor, Incorporated to extend the current contract with no increase in the contract value. (Randy Orsby)
15. Resolution awarding Contract No. 12408, Environmental Consulting Services to BH&M Environmental Consultants, Incorporated in the funded not-to-exceed amount of \$11,000,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

**PRESIDENT**

(None)

**SVP, CFO & CAO, FINANCE**

(None)

**SVP, CHIEF OPERATING OFFICER**

(None)

**SHARED SERVICES**

16. Resolution awarding a purchase order to Engineered Sealing Components LLC., for arm apitong deadends 96" in the amount of \$701,710.00 (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
17. Resolution approving the ratification of Purchase Order Number 7047013 to Dejana Truck & Utility Equipment Company LLC for single reel cable puller trailer in the amount of \$370,010.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

**VP & GENERAL COUNSEL**

(None)

**CHIEF PEOPLE OFFICER**

(None)

**PRESIDENT'S BRIEFING CONT'D****HR Committee Update and Policy Revisions - Jacqueline Jones**

Mrs. Jackie Jones gave an update from the HR Committee Meeting that was held on November 1, 2023. Mrs. Jones gave an overview from a safety standpoint including loss time, medical recordables and PVC's. Mrs. Jones provided our goal in each area and gave an update as to how we are doing in each area. Mrs. Jones informed everyone that we held a Safety Conference this week on Monday. Mrs. Jones gave a shout out to the employees that coordinated the Safety Conference; Chandrika Rosser, Jason Dunavant, Tim Bishop, Lori Miller, and Catherine Garrett. Mrs. Jones said they did an outstanding job. At the Safety Conference there was a guest speaker from TOSHA and a motivational speaker that talked about being the CEO of your career. The Safety Conference ended with breakout groups.

Mrs. Jones gave an update on Talent Acquisition which included information as to how many vacancies, how many people hired in 2023, our average time to fill a position and our turnover rate. Mrs. Jones stated that as of November 15, 2023, we have hired 451 employees and the major reason for turnover is retirement. The average time to fill a position is 77 days. Mrs. Jones also provided information regarding sign-on bonuses.

Mrs. Jones provided an update for the LEDI Department. Mrs. Jones provided information regarding number of grievances filed and open. Mrs. Jones reported that the number of grievances is going down.

Mrs. Jones mentioned that she is working on resolution for approval allowing minor changes to be made to the HR Policy without Board approval. Mrs. Jones gave an overview of changes to our current HR Policy that will be presented at the next Board Meeting for approval. The policies are as follows:

\*Policy 21-12 Employee Information

\*Policy 23-10 Theft and Unauthorized Use of MLGW Property and Utility Services

\*Policy 23-11 Political Activity

\*Policy 23-18 Prohibition of Sales of Narcotics

\*Policy 23-30 Possession of Unauthorized Material

\*Policy 22-18-1 Relocation Tier I

\*Policy 21-05 Employment Status

\*Policy 23-09 Employment of MLGW Retirees

Mrs. Jones provided a summary of the changes to each policy as well as a description of the new policy.

Mrs. Jones gave an update of HPPD (Human Performance People Development) and the exit interview process. Mrs. Jones stated that she is working on getting third party to interview the employees and explained the benefits of using a third party. Mrs. Jones stated that majority of our turnover is due to retirement, and another reason is because of the relationship with supervisor. Mrs. Jones stated that our average time to fill a position is 77 days. Mrs. Jones stated that our goal is 60 days. Mrs. Jones stated that they are putting a significant amount of effort into reducing that number closer to the 60 days but says that it is much better than the 120 days from last year.

### **3rd Quarter Compliance Report - Ryan Groves**

Mr. Ryan Groves provided 3rd Quarter Compliance Report to the Board. Mr. Groves gave an update on our electrical compliance program stating that we have completed mitigation plans and self-reporting as well as any potential noncompliance issues for that year's FERC Audit. FERC has dismissed 2 of the 8 issues as a compliance exception with minimal risk to the reliability of the bulk power systems. The Compliance Department continues to implement compliance monitoring plan for our higher risk standards and infrastructure protection which is CIP and our operations and planning group is OMP for 2023.

Mr. Groves reports that the Compliance department is also leading the planning and execution of the Grid X7, which is a national grid security exercise. Grid X provides the

electric industry the opportunity to exercise emergency response and recovery plans in the event of simulated cyber and physical security attacks and other contingencies that may affect North America's electric system. Mr. Groves states that we are required on an annual basis to test our incident response plans on electric and gas. Mr. Groves states that we expect water to be coming in the next few years from EPA.

Mr. Groves gas a report on our gas compliance program. Mr. Groves stated that our team had a successful inspection by the Transportation Security Administration in August where they reviewed evidence of our TSA Cyber Security Implementation Plan. TSA made no findings. The Compliance Department continues to work with Gas Operations and Data Security to implement our government risk and compliance which is a GRC Tool and recently added a new compliance coordinator which will help is build out our gas compliance program.

Mr. Groves also provided an update as to water compliance. Mr. Groves stated that the team continues to follow-up on recommendations from the Tennessee Department of Environmental Conservation, TDEC and EPA. Mr. Groves reported that they have added a new compliance coordinator that came over from the Water Department. Mr. Groves stated that the compliance coordinator will be focusing on documenting the current water compliance program to build out our GRC Tool and develop our water compliance monitoring program.

#### **Other - Doug McGowen**

President McGowen stated that the comments of Commissioner Butler and Commissioner Person were accepted with the spirit with which they were intended. President McGowen thanked them for their comments and for their willingness to serve. President McGowen addressed Mr. Lynch's comments earlier. President McGowen stated that this is an exciting time in the energy industry. There are a lot of fast paced, fast moving technologies that are coming forward. President McGowen stated that there is a tension in our ability to deliver and the investments we made. President McGowen promised that we would look at all the options when ready to make a move. President McGowen thanked Mr. Lynch for coming forward and stated that Mr. Lynch always gives us good ideas to think about. President McGowen gave an update on items awaiting the City Council's approval: the Spectrum purchase was moved with positive recommendation and same night minutes; the Budget was moved without recommendation; the rate increase was moved to floor, but without recommendation; the purchase of the real estate was not discussed at committee, but will be on November 21, 2023. President McGowen congratulated Jackie Jones and her team on hiring 451 people. President McGowen stated that is an awesome improvement from last year, not to discredit the work last year, but that is a significant improvement. President McGowen updated the Board on the LED Streetlight conversion stating that we are more that 80% complete in the City of Memphis and are on track to finish all of those conversions by the end of the year. President McGowen stated that we are well underway with the City of Bartlett and expect to start in Collierville in December with Millington and Arlington following right behind. Lakeland and Germantown have not yet committed. President McGowen reminded everyone that we are well prepared for the Winter heating season. President McGowen gave an overview of the gas we have available to us for heating this year. President McGowen gave an update on Delayed Billing and a reliability update. President McGowen also discussed the Way Forward

Plan and how that included replacing underground cable. Our goal is to replace 74 miles. President McGowen reported that we anticipate being 63 % done with replacing that underground cable by end of 2024. President McGowen stated that two different types of cables are being replaced and we are making progress.


Commissioner Graves on behalf of Chairman Dickson recognized LaShell Vaughn for being named one of the Top Women Leaders of Tennessee for 2023 by Women We Admire.


**COMMITTEE REPORTS:**

(None)

**ADJOURNMENT:**

There being no further business, the meeting was dismissed at 9:46 a.m.

Approved Without Interlineation  
  
Chairman

These Minutes Complied by Undersigned  
and are Correct  
  
Secretary-Treasurer