



Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Preliminary Agenda ~

Wednesday, May 21, 2025

8:30 AM

Board Room

INFORMATION FOR THE BENEFIT OF THE PUBLIC:

Public Notice: Regular board meetings are held the first and third Wednesdays of the month at MLGW's Administration Building unless otherwise noted in the public notice filing and website. The proposed agenda will be posted in the public section of the ground floor lobby of the Administration Building and on MLGW's website at least 48 hours before the Board meets. You may access the proposed Board agenda and all available documents related to the items linked from the agenda on the Internet at: www.mlgw.com. Large agreements, items related to Homeland Security or items received too late to post may not be viewable. You may view those documents in the Public Records Office prior to or after the Board meeting. By Board action, agenda items may be added, deleted or held for later consideration at a later board meeting.

Consent Agenda: Items shown under the Consent Agenda consists of items considered to be routine and non-controversial upon which the documentation provided to the Board is adequate to give sufficient information for approval without inquiry or discussion during the Board meeting. The use of the Consent Agenda is designed to minimize the time required for the handling of routine matters in order to permit additional time to be spent on more significant matters. The Chairman will call for approval on the Consent Agenda as a whole and the vote will be treated as a separate vote on each item. At the request of a Board member, the Chairman may move any item on the Consent Agenda to the Regular Agenda.

Regular Agenda: Item(s) to be individually considered for Board action.

Filed Items: The Board may be provided information which does not require Board approval or Board discussion but which is noted for the official record as having been supplied to the Board.

Resolutions: Generally, there are two types of resolutions subject to approval by the MLGW Board of Commissioners. Internal Board Resolutions are within the full authority of the Board and considered final upon the acceptance of the minutes of that board action. External Board Resolutions are subject to the approval of the City Council and are not considered final until the City Council accepts the minutes of their approval for such.

ADA: As a covered entity under Title II of the Americans with Disabilities Act, MLGW does not discriminate on the basis of disability and, upon request, will provide reasonable accommodation to ensure equal access to its programs, services, and activities. To ensure availability, such request should be made 72 hours in advance by contacting Bessie Matthews at (901) 528-4351 during business hours.

To Officially Communicate to the Board: Any individual member or group of the general public desiring to address the Board orally on items of interest to the public that are within the subject matter jurisdiction of the Board, shall complete an **MLGW Board Speaker Card** to make such desire known to the Board Secretary. Such request to be heard should be marked with the date of the meeting; the agenda item number; if the comments are in support, opposition, or general as they relate to the item; the speaker's name and address; and if the speaker is representing someone else as a paid consultant. Paid lobbyists must complete the required disclosure of their client's name, phone number, and address. Statements shall not exceed three minutes unless additional time is granted by the Board Chair. When recognized, please proceed forward to the podium and state your name and address. The board and staff will not answer questions that are asked in this forum but written questions or a written statement may be provided to the Board Secretary for entry into the official record. If any Board member receives approval of the Board Chairman, that Board Member may address questions to the person providing the public statement.

*****All MLGW Board Speaker Cards must be received by Security no later than 8:30 a.m. the day of the Board Meeting in order to speak to the Board.**

CALL TO ORDER AND OPENING REMARKS:

Chairman Pohlman

PLEDGE OF ALLEGIANCE:

Chairman Pohlman

ROLL CALL:

Rodney Cleek

APPROVALS:

Chairman Pohlman

Approve Minutes from the Meeting of May 7, 2025.

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:

Rodney Cleek

Acknowledge receipt of Certified Copies of City Council Resolutions dated May 6, 2025, Items 18 through 25.

PRESENTATIONS:

Junior Achievement Bowl-a-Thon Results Presentation - Alonzo Weaver

GENERAL STATEMENT(S) FROM THE PUBLIC:

CONSENT AGENDA

(Items 1 through 13)

PRESIDENT & CEO

(None)

SVP, CHIEF OPERATING OFFICER

(None)

VP ELECTRIC ENGINEERING & OPERATIONS

1. Resolution approval of Change No. 4 to Contract No. 12277, Drilled Pier Foundations Installation with Chris-Hill Construction Company to renew and expand the scope of the current contract in the funded amount of \$200,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP WATER & GAS ENGINEERING & OPERATIONS

2. Resolution approving Change No. 3 to Contract No. 12247, Gas Transmission Rights-of-Way (ROW) Mowing and Tree Trimming with ABC Professional Tree Services, Inc. to ratify, renew and expand the scope of the current contract in the funded amount of \$750,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
3. Resolution awarding purchase order for a General Monitors / MSA Hazard Watch Fire & Hazard Panel to BBP Sales, LLC in the amount of \$261,341.63. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP, CFO & SECRETARY-TREASURER

4. Resolution approving the selection of professionals in connection with the proposed issuance of Series 2025 Electric System Revenue Bonds. (Rodney Cleek) (REQUIRES CITY COUNCIL APPROVAL)
5. Resolution approving plans to issue tax-exempt Series 2025 Electric System Revenue Bonds in an original aggregated principal amount of not to exceed \$250,000,000. (The Division intends to use a portion of the proceeds of the Bonds to reimburse the Division for costs incurred prior to the issuance of the Bonds. Under federal tax law, in order for the proceeds of tax-exempt Bonds to be used to reimburse the Division for prior expenditures, the Division and the City must declare their official intent to reimburse the Division for prior expenditures with proceeds of the Bonds. This resolution will constitute such declaration of official intent and will allow the Division to utilize a portion of the Bond proceeds to reimburse the Division for capital expenditures incurred on or after the date that is sixty days prior to the approval date of this Resolution by the City. (Rodney Cleek) (REQUIRES CITY COUNCIL APPROVAL)

VP & CIO

6. Resolution awarding Contract No. 12496, North American Electric Reliability Corporation (NERC) Virtual Server Environment to CDW Government, LLC in the funded amount of \$371,232.22. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
7. Resolution approving Change No. 5 to Contract No. 12267 (formerly Purchase Order# 7017597), MicroFocus License Renewal with Thomas Consultants, Incorporated to renew the current contract in the funded amount of \$409,291.85. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP SHARED SERVICES

8. Resolution awarding Contract No. 12608 (Formerly Contract No. C2757), Commercial Credit Card Services, to First Horizon Bank, with no annual fee. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
9. Resolution approving the ratification of Purchase Order Number 7068638 to Altec Industries Incorporated for a class 6 regular cab bucket truck in the amount of \$198,761.25. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
10. Resolution approving the ratification of Purchase Order Number 7068637 with Lonnie Cobb Ford LLC for half-ton four-wheel drive pickup trucks in the amount of \$1,004,675.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
11. Resolution awarding purchase order for an SF6 service cart with trailer to DILO Company, Inc. in the amount of \$192,401.57. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
12. Resolution awarding Contract No. 12542, Hickory Hill Service Center Re-Roof to B-Four Plie, Inc. in the funded amount of \$722,973.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP & CHIEF INTERNAL AUDITING OFFICER

(None)

VP CUSTOMER EXPERIENCE & ENERGY SERVICES

(None)

VP CORPORATE COMMUNICATIONS

(None)

VP & GENERAL COUNSEL

(None)

VP & CPO PEOPLE SERVICES

13. Resolution approving Change No. 6 to Contract No. 12043, Property & Boiler Insurance with FM Global to extend the current contract in the funded amount, based on approved rates, not-to-exceed \$2,578,887.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

PRESIDENT'S BRIEFING

- 14. Review Consent Agenda - Doug McGowen
- 15. Bridgewater Consulting Presentation - Timothy Davis / Ernie Lewis, Sr. VP, Bridgewater Consulting Group
- 16. Other - Doug McGowen

COMMITTEE REPORTS:

(None)

ADJOURNMENT

ADDITIONAL MEETINGS ON MAY 21, 2025:

Pension Board Meeting - Immediately Following the BOC Meeting - MLGW Board Room

OPEB Trust Committee Meeting - Immediately Following Pension Board Meeting - MLGW Board Room

RESOLUTION SUMMARY

- 1. Short title description – Contract No. 12277 – Drilled Pier Foundations Installation**
- 2. Funded Amount - \$200,000.00**
- 3. Award Duration – Fourth and final annual renewal term for the period covering August 2, 2025 through August 1, 2026**
- 4. Type of Bid – Sealed Bid**
- 5. Awarded to – Chris-Hill Construction Company**
- 6. Plain Language Description – The contract is to provide the installation of large, drilled pier foundations for transmission towers and substation structures throughout the MLGW system.**
- 7. Impact – The project scope is to install drilled pier foundations that are too large for in-house crews to install which also involves tying of re-bar, drilling, installation of anchor bolts, and pouring concrete.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
May 21, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners, the approval of Change No. 4 to Contract No. 12277, Drilled Pier Foundations Installation with Chris-Hill Construction Company to renew and expand the scope of the current contract in the funded amount of \$200,000.00.

The project scope is to furnish supervision, labor, equipment, and materials to install drilled pier foundations that are too large for in-house crews to install, which also includes tying of rebar, drilling, installation of anchor bolts, if needed and placement of concrete pier foundations. The contract award was selected based on the lowest and best bid received using the Sealed Bid process.

This change is to renew the current contract for the fourth and final annual renewal term for the period covering August 2, 2025 through August 1, 2026 with no increase in rates from the previous renewal. MLGW is also requesting to expand the scope of the current contract in the amount of \$200,000.00 to include the following: 1) Lightning protection pole foundation; 2) Transformer foundation piers; and 3) Emergency transmission and substation foundations, on an as-needed basis. This renewal and change complies with all applicable laws and policies. The new contract value is \$1,167,415.00.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, the approval of Change No. 4 to Contract No. 12277, Drilled Pier Foundations Installation with Chris-Hill Construction Company to renew and expand the scope of the current contract in the funded amount of \$200,000.00, as outlined in the foregoing preamble, is approved and further,

THAT, the President, or his designated representative is authorized to execute the Renewal and Change.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of May 21, 2025 approved Change No. 4 to Contract No. 12277, Drilled Pier Foundations Installation with Chris-Hill Construction Company to renew and expand the scope of the current contract in the funded amount of \$200,000.00, and is now recommending to the Council of the City of Memphis that it approves said renewal and change as approved; and

WHEREAS, the project scope is to furnish supervision, labor, equipment, and materials to install drilled pier foundations that are too large for in-house crews to install, which also includes tying of rebar, drilling, installation of anchor bolts, if needed and placement of concrete pier foundations. The contract award was selected based on the lowest and best bid received using the Sealed Bid process; and

WHEREAS, this change is to renew the current contract for the fourth and final annual renewal term for the period covering August 2, 2025 through August 1, 2026 with no increase in rates from the previous renewal. MLGW is also requesting to expand the scope of the current contract in the amount of \$200,000.00 to include the following: 1) Lightning protection pole foundation; 2) Transformer foundation piers; and 3) Emergency transmission and substation foundations, on an as-needed basis. This renewal and change complies with all applicable laws and policies. The new contract value is \$1,167,415.00; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved Change No. 4 to 12277, Drilled Pier Foundations Installation with Chris-Hill Construction Company to renew and expand the scope of the current contract in the funded amount of \$200,000.00 as approved.

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION
CITY OF MEMPHIS
CONTRACT NUMBER 12277

CONTRACT CHANGE NO. 4
DATE OF CHANGE MAY 21, 2025
SHEET 1 OF 3

TO: MR. ERIC CREASY

CHRIS-HILL CONSTRUCTION COMPANY

4749 PLEASANT RUN ROAD

MEMPHIS, TN 38118

YOU ARE ADVISED THAT THE MEMPHIS LIGHT, GAS AND WATER DIVISION, CITY OF MEMPHIS, MEMPHIS, TENNESSEE HEREBY AUTHORIZES THE FOLLOWING CHANGE IN REGARDS TO THE ABOVE CONTRACT NUMBER. CONTRACTOR AGREES TO BE BOUND BY ALL OF THE TERMS AND CONDITIONS OF SAID CONTRACT AND PREVIOUS CHANGES.

THE PROJECT SCOPE IS TO FURNISH SUPERVISION, LABOR, EQUIPMENT, AND MATERIALS TO INSTALL DRILLED PIER FOUNDATIONS THAT ARE TOO LARGE FOR IN-HOUSE CREWS TO INSTALL, WHICH ALSO INCLUDES TYING OF REBAR, DRILLING, INSTALLATION OF ANCHOR BOLTS, IF NEEDED AND PLACEMENT OF CONCRETE PIER FOUNDATIONS. THE CONTRACT AWARD WAS SELECTED BASED ON THE LOWEST AND BEST BID RECEIVED USING THE SEALED BID PROCESS.

THIS CHANGE IS TO RENEW THE CURRENT CONTRACT FOR THE FOURTH AND FINAL ANNUAL RENEWAL TERM FOR THE PERIOD COVERING AUGUST 2, 2025 THROUGH AUGUST 1, 2026 WITH NO INCREASE IN RATES FROM THE PREVIOUS RENEWAL. MLGW IS REQUESTING TO EXPAND THE SCOPE OF THE CURRENT CONTRACT IN THE AMOUNT OF \$200,000.00 TO INCLUDE THE FOLLOWING: 1) LIGHTNING PROTECTION POLE FOUNDATION; 2) TRANSFORMER FOUNDATION PIERS; AND 3) EMERGENCY TRANSMISSION AND SUBSTATION FOUNDATIONS, ON AN AS-NEEDED BASIS. THIS RENEWAL AND CHANGE COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$1,167,415.00.

Contract Amount	\$ 967,415.00
Change Amount	\$ <u>200,000.00</u> - Change No. <u>4</u>
Total Contract Amount	\$1,674,415.00

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

APPROVED BY THE PRESIDENT

DATE

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Quinton Clark
 Specialist: Arma Orr

Board Meeting Date: 5/21/2025
 Contract Number: 12277
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Substation & Transmission Engineering/Jason Mayo/901-487-4609/jmayo@mlgw.org	
Scope: Contract <u>X</u> Purchase _____ Other _____	The project scope is to furnish supervision, labor, equipment, and materials to install drilled pier foundations that are too large for in-house crews to install, which also includes tying of rebar, drilling, installation of anchor bolts, if needed and placement of concrete pier foundations.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to renew the current contract for the fourth and final annual renewal term for the period covering August 2, 2025 through August 1, 2026.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at various substation and transmission tower sites throughout Memphis and Shelby County, Tennessee.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to install large foundations that MLGW cannot perform in-house.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? (Bid or RFP) <u>Sealed Bid</u>	Does this item include Supplier Diversity? (Yes or No) (If yes, please explain) Yes, a 20% Supplier Diversity goal was assigned. The actual participation is 16.3% MBE- Saber Steel (subcontractor) and 3.7% MBE- VuCon, LLC (subcontractor).	

BUDGET:

Amount Requested

2025 Budget*

Amount Spent Year-to-Date

2025 Budget Balance Available

Budget Balance After Award

Total	In 2025 Budget Year	After Budget Year
\$ 200,000.00	\$ 100,000.00	\$ 100,000.00
\$ 30,176,000.00		
\$ 8,183,198.02	\$ 21,992,801.98	
	\$ 21,892,801.98	

*Please indicate category (O&M or Capital).

☐ O&M☒ Capital

Project

Expenditure Organization

Expenditure Type

Task

Substation

0560110 Substation Transmission Engineering

eAM Contracted Services

Various

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -

APPROVED:

Kabrina Cooper

Budget & Financial Planning

4/22/2025

Date

Rev. 11/01/2018



March 27, 2025

Attn: MLGW- Contract Management

Re. 4th Annual Renewal Option- Contract No. 12277

Good Day,

Chris-Hill Construction Company, LLC would like to exercise the Renewal Option in Contract 12277 for Drilled Pier Foundation Installations Blanket Contract for period 8-2-2025 thru 8-1-2026. Chris-Hill Construction acknowledges no increases. The contract value shall be \$1,167,415.00 Please call with any questions 901-767-6312. Attached is new revised blanket pricing sheet and subcontractors list with revenues & percentages.

Thanks,

A handwritten signature in blue ink, appearing to read "Danny Stoppenhagen".

Danny Stoppenhagen-Chief Manager

DocuSigned by:

A handwritten signature in blue ink, appearing to read "N. Ellis".

D6EC0DC70285481...

5/7/2025

CONTRACT NO. 12277
 DRILLED PIER FOUNDATIONS INSTALLATION BLANKET CONTRACT
 CHRIS-HILL CONSTRUCTION COMPANY, LLC

SCHEDULE OF PRICES - 8/2/2025 thru 8/1/2026

<u>ITEM</u>	<u>Unit Price/Each</u>
Mobilization/Demobilization within Shelby County, TN	\$ 32,185.00
3' X 12' Drilled Pier (Dry Method)	\$ 9,235.00
3' X 12' Drilled Pier (Slurry Displacement Method)	\$ 13,645.00
3' X 15' Drilled Pier (Dry Method)	\$ 9,415.00
3' X 15' Drilled Pier (Slurry Displacement Method)	\$ 16,175.00
4' X 20' Drilled Pier (Dry Method)	\$ 17,200.00
4' X 20' Drilled Pier (Slurry Displacement Method)	\$ 23,975.00
5' X 25' Drilled Pier (Dry Method)	\$ 24,800.00
5' X 25' Drilled Pier (Slurry Displacement Method)	\$ 33,260.00
6' X 30' Drilled Pier (Dry Method)	\$ 35,485.00
6' X 30' Drilled Pier (Slurry Displacement Method)	\$ 47,545.00
7' X 35' Drilled Pier (Dry Method)	\$ 58,675.00
7' X 35' Drilled Pier (Slurry Displacement Method)	\$ 79,000.00
8' X 40' Drilled Pier (Dry Method)	\$ 65,675.00
8' X 40' Drilled Pier (Slurry Displacement Method)	\$ 85,675.00
9' X 50' Drilled Pier (Dry Method)	\$ 123,535.00
9' X 50' Drilled Pier (Slurry Displacement Method)	\$ 166,715.00

Additional Unit Prices

\$215.00 / CY install road access to foundation site using fabric and CR610

\$215.00 / CY for removal of access road if needed including seeding

\$1993.00 / CY for additional concrete to install larger foundations than listed in the table above

In submitting the list of subcontractors below, the bidder agrees:

1. MLGW shall have the final approval of all subcontractors listed.
2. The bidder shall provide proof that each of the bidder's subcontractors has not been federally debarred and that each bidder is registered to do business in Tennessee at <http://tubcar.tn.gov/Ecommerce/FilingSearch.aspx>. See #3 on page BB - 29.
3. The bidder acknowledges that past poor performance of any subcontractor may prohibit that subcontractor from performing on this Contract.
4. The bidder shall provide within seven (7) work days, a replacement for any subcontractor not approved by MLGW.
5. No substitute will be allowed unless approved by MLGW.
6. When requested, each subcontractor shall provide insurance certificates, reflecting coverage proportionate to that required of the Contractor.
7. Only the work actually performed by a minority-, woman-, or locally-owned small business enterprise ("MWBE/LSB") with MWBE/LSB's own forces will be counted as MWBE/LSB participation. An MWBE/LSB's participation can only be counted if the MWBE/LSB performs a commercially useful function on the Contract.
8. The bidder, if awarded a contract, must submit signed copies of all subcontractor agreements to MLGW at the pre-commencement meeting.
9. All subcontractors listed must attend the pre-commencement meeting.

See the Definitions of Recognized Ownership Classifications article on page BB-7.

Contractor: Saber Steel
 Contact Name: Keiven Wright
 Address: 3638 Fite Rd., Millington, TN 38053
 Phone Number: 901-334-4400
 Email: keiven@sabersteel-llc.com
 License No.: 76146
 Registered with Secretary of State: Yes ☒ No ☐
 MWBE/LSB Certified: Yes ☒ No ☐
 Dollar Amount 251,974.04 % of Total Bid 22.2%
 References Attached (circle) Yes ☐ No ☒
 Ethnicity of Owner: Native American
 Male ☒ Female ☐
 Description of Subcontracted Work: Rebar Tying, Concrete

Contractor: Sullivan Surveying
 Contact Name: Andy Sullivan
 Address: 6111 Hwy 4W, Riplev, MS 38663
 Phone Number: 662-837-8553
 Email: andy@sullivansurveying.com
 License No.: RSI.2160
 Registered with Secretary of State: Yes ☒ No ☐
 MWBE/LSB Certified: Yes ☐ No ☒
 Dollar Amount 21,620.00 % of Total Bid 1.9%
 References Attached (circle) Yes ☐ No ☒
 Ethnicity of Owner: Caucasian
 Male ☒ Female ☐
 Description of Subcontracted Work: Surveying

Use additional sheets if necessary.

Contractor: VuCon, LLC
 Contact Name: Triah Johnson
 Address: 527 N. Hollywood St., Memphis, TN 38112
 Phone Number: 901-454-0522
 Email: albert@vuconllc.com
 License No.: 64381
 Registered with Secretary of State: Yes ☒ No ☐
 MWBE/LSB Certified: Yes ☒ No ☐
 Dollar Amount 60,000.00 % of Total Bid: 5%
 References Attached (circle) Yes ☐ No ☒
 Ethnicity of Owner: Asian Pacific
 Male ☐ Female ☒
 Description of Subcontracted Work: Install & remove Access Rd.

Contractor: Intertek/ PSI
 Contact Name: Johnathan Limbaugh
 Address: 4161 Ridgemoor Ave., Memphis, TN 38118
 Phone Number: 901-365-1802
 Email: johnathan.limbaugh@intertek.com
 License No.: N/A
 Registered with Secretary of State: Yes ☐ No ☒
 MWBE/LSB Certified: Yes ☐ No ☒
 Dollar Amount 12,412.00 % of Total Bid 1.1%
 References Attached (circle) Yes ☐ No ☒
 Ethnicity of Owner: Caucasian
 Male ☒ Female ☐
 Description of Subcontracted Work: Concrete Cylinders/ Compression Test

In submitting the list of subcontractors below, the bidder agrees:

1. MLGW shall have the final approval of all subcontractors listed.
2. The bidder shall provide proof that each of the bidder's subcontractors has not been federally debarred and that each bidder is registered to do business in Tennessee at <http://tnbear.tn.gov/Ecommerce/FilingSearch.aspx>. See #3 on page BB - 29.
3. The bidder acknowledges that past poor performance of any subcontractor may prohibit that subcontractor from performing on this Contract.
4. The bidder shall provide within seven (7) work days, a replacement for any subcontractor not approved by MLGW.
5. No substitute will be allowed unless approved by MLGW.
6. When requested, each subcontractor shall provide insurance certificates, reflecting coverage proportionate to that required of the Contractor.
7. Only the work actually performed by a minority-, woman-, or locally-owned small business enterprise ("MWBE/LSB") with MWBE/LSB's own forces will be counted as MWBE/LSB participation. An MWBE/LSB's participation can only be counted if the MWBE/LSB performs a commercially useful function on the Contract.
8. The bidder, if awarded a contract, must submit signed copies of all subcontractor agreements to MLGW at the pre-commencement meeting.
9. All subcontractors listed must attend the pre-commencement meeting.

See the Definitions of Recognized Ownership Classifications article on page BB-7.

Contractor: Jim's Tank Service, LLC
 Contact Name: Nathan Cupples
 Address: 4471 Pottersville Rd., Atoka, TN 38004
 Phone Number: 901-357-7237
 Email: Ncupples@jimstankservice.com
 License No.: 61882
 Registered with Secretary of State: Yes ☒ No ☐
 MWBE/LSB Certified: Yes ☐ No ☒
 Dollar Amount 90,600.40 % of Total Bid 8 %
 References Attached (circle) Yes ☐ No ☒
 Ethnicity of Owner: Caucasian
 Male ☒ Female ☐
 Description of Subcontracted Work: Polymer Slurry Disposal

Contractor: _____
 Contact Name: _____
 Address: _____
 Phone Number: _____
 Email: _____
 License No.: _____
 Registered with Secretary of State: Yes ☐ No ☐
 MWBE/LSB Certified: Yes ☐ No ☐
 Dollar Amount _____ % of Total Bid _____ %
 References Attached (circle) Yes ☐ No ☐
 Ethnicity of Owner: _____
 Male ☐ Female ☐
 Description of Subcontracted Work: _____

Contractor: Pyramid Concrete Pumping
 Contact Name: Nick Ramirez
 Address: 5643 Millington Rd., Memphis, TN 38127
 Phone Number: 901-219-3171
 Email: nick@pyramidconcretepumping.net
 License No.: N/A
 Registered with Secretary of State: Yes ☒ No ☐
 MWBE/LSB Certified: Yes ☐ No ☒
 Dollar Amount 24,023.50 % of Total Bid 2.1 %
 References Attached (circle) Yes ☒ No ☐
 Ethnicity of Owner: Caucasian
 Male ☒ Female ☐
 Description of Subcontracted Work: Concrete Pumping Services

Contractor: _____
 Contact Name: _____
 Address: _____
 Phone Number: _____
 Email: _____
 License No.: _____
 Registered with Secretary of State: Yes ☐ No ☐
 MWBE/LSB Certified: Yes ☐ No ☐
 Dollar Amount _____ % of Total Bid _____ %
 References Attached (circle) Yes ☐ No ☐
 Ethnicity of Owner: _____
 Male ☐ Female ☐
 Description of Subcontracted Work: _____

Use additional sheets if necessary.

Contractor:

Chris-Hill Construction Company

5/21/2025

Contract Number: 12277

Actions		Date	Amount
Award 06.02.2021			\$967,415.00
Change Order No. 1	This change was to renew the current contract for the first of four (4) annual renewal terms for the period covering August 2, 2022 through August 1, 2023. There was a 9% unit price increase in rates due to rising material costs, increasing wages, and fuel costs.	6/15/2022	\$0.00
Change Order No. 2	This change was to renew the current contract for the second of four (4) annual renewal terms for the period covering August 2, 2023 through August 1, 2024. There was an 8% unit price increase in rates due to rising material costs, increasing wages, and subcontractor's costs.	6/21/2023	\$0.00
Change Order No. 3	This change was to renew the current contract for the third of four (4) annual renewal terms for the period covering August 2, 2024 through August 1, 2025 with no increase in the contract value.	7/3/2024	\$0.00
Current Contract Amount			\$967,415.00
Amount Paid to Date as of 04.15.25			\$687,545.67
Current Contract Balance			\$279,869.33
Change Order No. 4	<i>This change is to renew the current contract for the fourth and final annual renewal term for the period covering August 2, 2025 through August 1, 2026 with no increase in rates from the previous renewal. MLGW is also requesting to expand the scope of the current contract in the amount of \$200,000.00 to include the the following: 1) Lightning protection pole foundation; 2) Transformer foundation piers; and 3) Emergency transmission and substation foundations, on an as-needed basis.</i>	5/21/2025	\$200,000.00
Available Balance			\$479,869.33
Cumulative Contract Value			\$1,167,415.00

NOTE: The remaining balance of \$279,869.33 will be utilized to cover current work authorizations during the current term.

RESOLUTION SUMMARY

- 1. Short title description – Contract No. 12247- Gas Transmission Rights-of-Way (ROW) Mowing and Tree Trimming**
- 2. Funded Amount - \$750,000.00**
- 3. Award Duration – Third of four (4) annual renewals covering the period of August 16, 2024 through August 15, 2025**
- 4. Type of Bid – Sealed Bid**
- 5. Awarded to – ABC Professional Tree Services, Inc.**
- 6. Plain Language Description – To furnish supervision, labor, transportation and equipment to perform MLGW's Gas ROW mowing and tree trimming in Memphis and Shelby County, TN.**
- 7. Impact – Failure to perform ROW mowing and tree trimming prevents our Leak Survey Contractor, Heath Consultants, from completing a thorough natural gas leak survey in compliance with:**

Title 49 CFR 192.723 Distribution Systems; Leakage Surveys
Title 49 CFR 192.706 Transmission Lines; Leakage Surveys

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
May 21, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of Change No. 3 to Contract No. 12247, Gas Transmission Rights-of-Way (ROW) Mowing and Tree Trimming with ABC Professional Tree Services, Inc. to ratify, renew and expand the scope of the current contract in the funded amount of \$750,000.00.

The project scope is to furnish all supervision, labor, transportation, material, equipment, tools and supplies as required to perform grass mowing and tree trimming on MLGW's transmission line rights-of-way on an as-needed basis in Memphis and Shelby County, Tennessee. The contract award was selected based on the lowest and best bid received using the Sealed Bid process.

This change is to ratify and renew the current contract for the third of four (4) annual renewal terms for the period covering August 16, 2024 through August 15, 2025 in the amount of \$750,000.00, with a 3% overall increase in rates from the previous term due to increases in labor and equipment costs. MLGW is also requesting to expand the scope of the current contract to add the following: 1) Giraffe crew personnel; 2) FECON Mower crew personnel; and 3) Spray crew personnel and tree trimming equipment. This ratification, renewal and change complies with all applicable laws and policies. The new contract value is \$2,936,656.36.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 3 to Contract No. 12247, Gas Transmission Rights-of-Way (ROW) Mowing and Tree Trimming with ABC Professional Tree Services, Inc. to ratify, renew and expand the scope of the current contract in the funded amount of \$750,000.00, as outlined in the above preamble, is approved; and further

THAT, the President, or his designated representative is authorized to execute the Ratification, Renewal and Change.

RESOLUTION

WHEREAS, the board of Light, Gas and Water Commissioners in their meeting of May 21, 2025 approved Change No. 3 to Contract No. 12247, Gas Transmission Rights-of-Way (ROW) Mowing and Tree Trimming with ABC Professional Tree Services, Inc. to ratify, renew and expand the scope of the current contract in the funded amount of \$750,000.00, and is now recommending to the Council of the City of Memphis that it approves said ratification, renewal and change as approved; and

WHEREAS, the project scope is to furnish all supervision, labor, transportation, material, equipment, tools and supplies as required to perform grass mowing and tree trimming on MLGW's transmission line rights-of-way on an as-needed basis in Memphis and Shelby County, Tennessee. The contract award was selected based on the lowest and best bid received using the Sealed Bid process; and

WHEREAS, this change is to ratify and renew the current contract for the third of four (4) annual renewal terms for the period covering August 16, 2024 through August 15, 2025 in the amount of \$750,000.00, with a 3% overall increase in rates from the previous term due to increases in labor and equipment costs. MLGW is also requesting to expand the scope of the current contract to add the following: 1) Giraffe crew personnel; 2) FECON Mower crew personnel; and 3) Spray crew personnel and tree trimming equipment. This ratification, renewal and change complies with all applicable laws and policies. The new contract value is \$2,936,656.36; and

NOW THEREFORE BE IT RESOLVED BY THE Council of the City of Memphis, that there be and is hereby approved Change No. 3 to Contract No. 12247, Gas Transmission Rights-of-Way (ROW) Mowing and Tree Trimming with ABC Professional Tree Services, Inc. to ratify, renew and change the current contract in the funded amount of \$750,000.00 as approved.

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION
 CITY OF MEMPHIS
 CONTRACT NUMBER 12247

CONTRACT CHANGE NO. 3
 DATE OF CHANGE MAY 21, 2025
 SHEET 1 OF 5

TO: KEVIN BLOUNT
ABC PROFESSIONAL TREE SERVICES, INC.
201 FLINT RIDGE ROAD, SUITE 201
WEBSTER, TX 77598

YOU ARE ADVISED THAT THE MEMPHIS LIGHT, GAS AND WATER DIVISION, CITY OF MEMPHIS, MEMPHIS, TENNESSEE HEREBY AUTHORIZES THE FOLLOWING CHANGE IN REGARDS TO THE ABOVE CONTRACT NUMBER. CONTRACTOR AGREES TO BE BOUND BY ALL OF THE TERMS AND CONDITIONS OF SAID CONTRACT AND PREVIOUS CHANGES.

THE PROJECT SCOPE IS TO FURNISH ALL SUPERVISION, LABOR, TRANSPORTATION, MATERIAL, EQUIPMENT, TOOLS, AND SUPPLIES AS REQUIRED TO PERFORM GRASS MOWING AND TREE TRIMMING ON MLGW'S TRANSMISSION LINE RIGHTS-OF-WAY ON AN AS-NEEDED BASIS IN MEMPHIS AND SHELBY COUNTY, TENNESSEE.

THIS CHANGE IS TO RATIFY AND RENEW THE CURRENT CONTRACT FOR THE THIRD OF FOUR (4) ANNUAL RENEWAL TERMS FOR THE PERIOD COVERING AUGUST 16, 2024 THROUGH AUGUST 15, 2025 IN THE AMOUNT OF \$750,000.00, WITH A 3% OVERALL INCREASE IN RATES FROM THE PREVIOUS TERM DUE TO INCREASES IN LABOR AND EQUIPMENT COSTS. MLGW IS ALSO REQUESTING TO EXPAND THE SCOPE OF THE CURRENT CONTRACT TO ADD THE FOLLOWING: 1) GIRAFFE CREW PERSONNEL; 2) FECON MOWER CREW PERSONNEL; AND 3) SPRAY CREW PERSONNEL AND TREE TRIMMING EQUIPMENT. THIS RATIFICATION, RENEWAL AND CHANGE COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$2,936,656.36.

CHANGE IN CONTRACT PRICE:

Contract Amount	\$ 2,186,656.36
Change Amount	\$ <u>750,000.00</u> Change No. <u>3</u>
Total Contract Amount	\$ 2,936,656.36

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

 APPROVED BY THE PRESIDENT

 DATE

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Chandrika Rosser
 Specialist: Arma Orr

Board Meeting Date: 5/21/2025
 Contract Number: 12247
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	570211 - Bryan Smeltser - 901-320-1573 - rsmeltser@mlgw.org	
Scope: <input checked="" type="checkbox"/> Contract <input type="checkbox"/> Purchase <input type="checkbox"/> Other	The project scope is to furnish all supervision, labor, transportation, material, equipment, tools, and supplies as required to perform grass mowing and tree trimming on MLGW's transmission line Rights-of-Way (ROW) on an as needed basis in Memphis and Shelby County, Tennessee.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to ratify, renew and expand the scope of the current contract for the second of four (4) annual renewal terms for the period covering August 16, 2024 through August 15, 2025.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at various MLGW locations throughout Memphis and Shelby County, Tennessee.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to maintain access to MLGW's natural gas transmission infrastructure to assist MLGW in performing mandatory natural gas leak survey of our facilities.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? (Bid or RFP) Sealed Bid		Does this item include Supplier Diversity? Yes, a 20% goal was assigned. However, the actual participation is 100% MBE - ABC Professional Tree Services, Inc.

BUDGET:

Amount Requested

2025 Budget*

Amount Spent Year-to-Date

2025 Budget Balance Available

Budget Balance After Award

Total	In 2025 Budget Year	After Budget Year
\$ 750,000.00	\$ 750,000.00	\$ -
\$ 6,400,531.00		
\$ 624,258.08	\$ -	
	\$ 5,776,272.92	
	\$ 5,026,272.92	

*Please indicate category (O&M or Capital).

☒ O&M☐ Capital

Project Gas Transmsn Svc R2024
 Expenditure Organization 0570211 Gas Transmission
 Expenditure Type Contracted Svc-Other
 Task Admin Expense

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -

APPROVED:

Talyana Gibbs

Budget & Financial Planning

04.28.2025

Date

Rev. 11/01/2018

Contractor:

ABC Professional Tree Services, Inc.

5/21/2025

Contract Number: 12247

Actions		Date	Amount
Award		6/16/2021	\$663,400.00
Change Order No. 1	This change was to ratify and renew the current contract for the first of four (4) annual renewal terms for the period covering August 16, 2022 through August 15, 2023 in the amount of \$753,308.00, with a 12% increase in rates from the initial term due to increases in equipment, fuel, maintenance and labor costs.	11/16/2022	\$753,308.00
Change Order No. 2	This change was to ratify and renew the current contract for the second of four (4) annual renewal terms for the period covering August 16, 2023 through August 15, 2024 in the amount of \$769,948.36, with a 2% overall increase in rates from the previous term due to increases in labor costs caused by competition for limited labor resources.	8/2/2023	\$769,948.36
Current Contract Amount			\$2,186,656.36
Amount Paid to Date as of 04.28.2025			\$1,433,436.29
Current Contract Balance			\$753,220.07
<i>Change Order No. 3</i>	This change is to ratify and renew the current contract for the third of four (4) annual renewal terms for the period covering August 16, 2024 through August 15, 2025 in the amount of \$750,000.00, with a 3% overall increase in rates from the previous term due to increases in labor and equipment costs caused by competition for limited labor resources. MLGW is also requesting to expand the scope of the current contract to add the following: 1) Giraffe crew personnel; 2) FECON Mower crew personnel; and 3) Spray crew personnel and tree trimming equipment.	<i>5/21/2025</i>	<i>\$750,000.00</i>
Available Balance			\$1,503,220.07
Cumulative Contract Value			\$2,936,656.36

Note: The remaining balance of \$753,220.07 will be utilized to fund any unforeseen emergency work that may be needed for the Gas Transmission Rights-of-Way (ROW).

RESOLUTION SUMMARY

1. **Short Title Description** – General Monitors / MSA Hazard Watch Fire and Hazard Panel
2. **Requested Funding** – \$261,341.63
3. **Award Duration** – One-Time Purchase
4. **Type of Bid** – Sole Source
5. **Awarded To** – BBP Sales, LLC
6. **Plain Language Description** – To purchase one General Monitors / MSA hazard watch fire and hazard panel for the Liquid Natural Gas Plant.
7. **Impact** – The General Monitors / MSA hazard watch fire and hazard panel will replace the existing obsolete fire and hazard panel installed in 1997. The panel monitors and controls the fire detection system and safety devices at the Liquid Natural Gas Plant. Updating this will ensure that the fire and safety systems will be supported and reliable.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
May 21, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it awards a purchase order for a General Monitors / MSA Hazard Watch Fire & Hazard Panel to BBP Sales, LLC in the amount of \$261,341.63.

The General Monitors / MSA Hazard Watch Fire & Hazard Panel monitors and controls the fire detection system and safety components at MLGW's Liquid Natural Gas Plant. The General Monitors / MSA Hazard Watch Fire & Hazard Panel will replace the original panel installed in 1997. Updating the panel will ensure the fire and safety systems remain supported and reliable. In accordance with MLGW's Single / Sole Source Policy, BBP Sales, LLC is the sole provider for the General Monitors / MSA Hazard Watch Fire & Hazard Panel replacement and field devices. This award complies with all applicable laws and policies.

The 2025 budgeted amount for LNG Processing Facilities – Liquid Natural Gas Plant Capleville is \$798,000.00; of which \$261,341.63 will be spent on this purchase in 2025; leaving a balance available of \$536,658.37 after award; and

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, subject to the consent and approval of the Council of the City of Memphis, awards a purchase order to BBP Sales, LLC is approved for furnishing:

1 – General Monitors / MSA Hazard Watch Fire & Hazard Panel;

Totaling \$261,341.63; f.o.b. Memphis, Tennessee, our dock; transportation prepaid; said price being firm; delivery in 26 weeks; terms net 30 days.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of May 21, 2025 approved the purchase of a General Monitors / MSA Hazard Watch Fire & Hazard Panel and is now recommending to the Council of the City of Memphis that it approves said purchase; and

WHEREAS, the General Monitors / MSA Hazard Watch Fire & Hazard Panel monitors and controls the fire detection system and safety components at MLGW's Liquid Natural Gas Plant. The General Monitors / MSA Hazard Watch Fire & Hazard Panel will replace the original panel installed in 1997. Updating the panel will ensure the fire and safety systems remain supported and reliable. In accordance with MLGW's Single / Sole Source Policy, BBP Sales, LLC is the sole provider for the General Monitors / MSA Hazard Watch Fire & Hazard Panel replacement and field devices. This award complies with all applicable laws and policies; and

NOW, THEREFORE BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby approved the purchase of one General Monitors / MSA Hazard Watch Fire & Hazard Panel from BBP Sales, LLC in the amount of \$261,341.63 chargeable to the MLGW 2025 fiscal year budget.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Chandrika Winston-RosserBoard Meeting Date: 5/21/2025
Requisition Number: 5131853General Monitors / MSA
Hazard Watch Fire & Hazard
PanelSpecialist: Jovan HarrisPurchase Commodity: Panel
Other (Non-Procurement Items):

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Liquid Natural Gas Plant / Mike Fisackerly / 901-626-4970 / Mfisackerly@mlgw.org	
Scope: Contract _____ Purchase <u>X</u> _____ Other _____	A purchase order will be issued to procure a General Monitors / MSA Hazard Watch Fire & Hazard Panel.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	To purchase one General Monitors / MSA Hazard Watch Fire & Hazard Panel.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The General Monitors / MSA Hazard Watch Fire & Hazard Panel will be installed at the Liquid Natural Gas Plant, 5101 E. Holmes Road, Memphis, TN, 38118.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The General Monitors / MSA Hazard Watch Fire & Hazard Panel will replace the original fire and hazard panel at the Liquid Natural Gas Plant. The current panel is obsolete, and replacement parts are not available. The fire and hazard panel is used to monitor and control all the safety components at the Liquid Natural Gas Plant.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? (Bid, RFQ or RFP) Sole Source Purchase		Does this item include Supplier Diversity? (Yes or No) (If yes, please explain) No

BUDGET:

Amount Requested

2025 Budget*

Amount Spent Year-to-Date

2025 Budget Balance Available

Budget Balance After Award

Total	In 2025 Budget Year	After Budget Year
\$ 261,341.63	\$ 261,341.63	\$ -
\$ 798,000.00		
\$ -	\$ 798,000.00	
	\$ 536,658.37	

*Please indicate category (O&M or Capital).

☐ O&M☒ Capital

Project

Expenditure Organization

Expenditure Type

Task

LNG Processing Facilities

0570420 Liquid Natural Gas Plant Capleville

eAM Outside Purchases

Gas

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
			\$ -

APPROVED:

Jalyana Gibbs

Budget & Financial Planning

04.25.2025

Date

Rev. 11/01/2018



The Safety Company

Mine Safety Appliances Company 1000Cranberry Woods Dr. Cranberry Twp., PA 16066 800-672-4678

May 28, 2024

To whom it may concern:

The MSA Hazardwatch Fire and Gas Panel is approved to NFPA 72 and complies to the LNG 59A Standard for fire and gas safety systems. The approval requires the system to have a 24-hour battery back-up with charger. The control panel meets these standards and is FM 3010 approved.

MSA provided the original system being upgraded back in 1996. The entire system control panel package includes all the end detectors including smoke, heat, fire, and gas detection as an all-in-one system solution that is turn key.

BBP and MSA are the sole providers of this system including heat and smoke detection. BBP Sales, LLC is MSA's contracted manufacturer's representative for this equipment and all of MSA's fixed gas and flame detection products.

Best Regards,

Brett Ashmore
Regional Manager
MSA Safety Fire & Gas
337-288-7700
Brett.ashmore@msasafety.com

Grant Shipley
BBP Sales
901-331-4318
gshipley@bbpsales.com



Memphis Light, Gas and Water

Single/Sole Source Procurement Justification Form

- This form must be attached to the Purchase Requisition and Contracts Management e-Forms for the procurement of material (Purchasing) and services (Contracts Management).
- Purchases made for materials and services using this process must follow MLGW's Single/Sole Source Procurement Policy and Procedures.
- This is a one-time approval for the purchase listed below. Future purchases must be separately approved.

Date	Initiator	Requesting Manager	Department
03/12/25	Mike Fisackerly	Virgil Deanes	LNG Plant
Vendor	Cost	Brief Description of Procurement	
BBP	\$ \$261,341.63	Purchase of a Fire & Hazard Panel	
Vendor Address	Vendor Phone	Vendor Contact Person and email	
1994 McCain Pkwy Pelham, AL 35124	(205) 969-1750	Grant Shipley GShipley@bbpsales.com	
Why is this a single/sole source procurement? Select all that apply. (Attach required supporting documentation if necessary.) If none of the below options apply, this request does not qualify as a Single/Source Procurement. Sole sourcing may not be used as a method of selecting a preferred Vendor or as a method to avoid competition.			
<input type="checkbox"/> Vendor is the sole provider of a licensed or patented service or commodity. <input type="checkbox"/> Vendor is the sole provider of unique product or service not offered by others. <input type="checkbox"/> Warranty (Vendor) is a sole provider of authorized warranty services. <input checked="" type="checkbox"/> Other considerations which require the use of a "Single Source" purchase. Must provide full explanations, details, complete descriptions, and relevant reasons to support the sole/single source justification. Supporting documentation must be attached to this form.			
Answer the following questions pertaining to this procurement.			
Why is this service or commodity needed?	This is a replacement to the existing Fire & Hazard panel. This panel monitors and controls all the safety components at the LNG Plant.		
Can requirements be modified so the service or commodity can be competitively bid? If no, what are the specific requirements that prevent this service or commodity from being competitively bid.	This MSA\BBP panel is the only company that provided a complete replacement to the whole panel and field devices.		
Explain why there are no other comparable services or commodities that will suffice.	MSA\BBP is the only company that provided a complete replacement to the whole panel and field devices. The company that handles the programming of the current unit could not supply all the components.		
Describe your efforts to identify other potential sources (i.e., what methods were used to determine that a lack of competition exists for this service or commodity.)	Went to three different companies, one couldn't provide all the components and was higher than MSA even without all the components, the second never got back with us after they did a site visit which leaves MSA as the third.		
What would your department do if the commodity or service were no longer available?	It could cause the LNG Plant to have safety problems. The LNG Plant is a dangerous place and needs all its safety features working properly.		

Initiator represents and warrants the information provided herein is accurate to the best of the initiator's knowledge.

Initiator

DocuSigned by:
Mike Fisackerly
AD9EEFB08692416...
Signature

Mike Fisackerly

Printed Name

3/12/2025

Date

Requesting Manager
If applicable

DocuSigned by:
Virgil Deanes
38075A0F3D64490...
Signature

Virgil Deanes

Printed Name

3/12/2025

Date

Director's Approval
If applicable

Signature

Printed Name

Date

Vice President's Approval

Signed by:
Chandrika Winston Rosser
0215D4E818E74F6...
Signature

Chandrika Winston Rosser

Printed Name

3/14/2025

Date

Issue PO To:



c/o BBP Sales, LLC

Payment Terms: Net 30
 Incoterms: Factory
 Freight: Prepay and Add, Unless Specified
 Quote Valid for 30 Days

orders@bbpsales.com

QUOTATION

(Acct ID:) ,	Date: 01/21/2025 Revision: BBP Quote: QPEB281065
	Reference:
Attn:	

Item	QTY	UOM	Description	Price per Unit	Total Price
1	1	Each	Model: HAZARDWATCH NFPA 72 CERTIFIED FIRE AND GAS PANEL	\$247,322.98	\$247,322.98

Device Qty
 General Monitors FL500 Flame Detector 21
 MSA X5000 Gas (Cat Bead) 27
 Releasing Systems (3 signals each) 1
 Smoke Detector 40
 Duct Smoke Detector 7
 Fire MCP 20
 Agent Release MCP 8
 Agent Abort 4
 Heat Detector (High Temp) 16
 Low Temp Detector (RTD?) 7
 Discrete Input (Supervised) 84
 Relay Outputs 40

ENCLOSURE EQUIPMENT
 1 RITTAL FREE-STANDING ENCLOSURE, NEMA 12,
 OVERALL DIMENSIONS ARE 2100MM HIGH X 800MM
 WIDE X 600MM DEEP, 100MM PLINTH. ENCLOSURE IS
 FITTED WITH FRONT DOOR, INTERNAL MOUNTING
 PANELS, LOCKING DOOR HANDLES.
 NOTE: TWO EXISTING BAYS THAT GET REUSED,
 REPLACEMENT DOORS ARE NOT AVAILABLE, SO WE
 WILL HAVE
 TO RE-USE THE EXISTING LEFT AND CENTER BAY
 DOORS WITH WINDOWS INSTALLED

2 FAN AND LOUVER PACKAGES WITH FILTERS FOR
 ENCLOSURE RITTAL 3241110 135 CFM WITH
 THERMOSTATIC SWITCH 1

3 LIGHTING PACKAGE RITTAL 2500200 LED SYSTEM
 LIGHT 1

4 ALLEN BRADLEY 15" PANEVIEW PLUS TERMINAL WITH
 TOUCHSCREEN, 128 M MEMORY AND ETHERNET
 INTERFACE P/N 2711-P-T-15-C-22D9P-B WITH DLR
 CAPABILITY 1

5 ALLEN BRADLEY CONTROL LOGIX 13 SLOT CHASSIS
P/N 1756-A13 3

ALLEN BRADLEY CONTROL LOGIX/FLEX I/O PLC
EQUIPMENT
6 ALLEN BRADLEY CONTROL LOGIX POWER SUPPLY P/N
PB75-24 VDC POWER INPUT 3
7 ALLEN BRADLEY CONTROL LOGIX PROCESSOR P/N
1756-L71 WITH 2MEG NON-VOLATILE MEMORY 1

8 ALLEN BRADLEY REDUNDANT ETHERNET
COMMUNICATION CARD P/N 1756-EN2TR 3

9 ALLEN BRADLEY ETHERNET COMMUNICATION CARD
P/N 1756-EN2T 0

10 PROSOFT GE ETHERNET GLOBAL DATA NETWORK
CARD, P/N: MVI56-EGD 2

11 ALLEN BRADLEY 16 CHANNEL ANALOG INPUT
MODULE (0-10 VOLT OR 0-20 MA) P/N 1756-IF16 23

12 ALLEN BRADLEY 16 CHANNEL ANALOG INPUT
MODULE WITH HART, (0-10 VOLT OR 0-20 MA) P/N 1756- 0

13 ALLEN BRADLEY CONTROL LOGIX 32 CHANNEL
DISCRETE INPUT MODULE P/N 1756-IB32 SINK TYPE 1

14 ALLEN BRADLEY CONTROL LOGIX 1756-OB16D 16
CHANNEL SUPERVISED OUTPUT MODULE 0

15 ALLEN BRADLEY CONTROL LOGIX 1756-OX8I EIGHT
RELAY OUTPUT MODULE 3

16 ALLEN BRADLEY CONTROL LOGIX 1756-OW16I 16
RELAY OUTPUT MODULE 2

17 ALLEN BRADLEY WIRING CONNECTOR ARMS, P/N:
1756-TBCH (36) 29

18 ALLEN BRADLEY EXTENDED TERMINAL HOUSING,
P/N: 1756-TBE 29

19 ALLEN BRADLEY BLANK SLOT COVERS P/N 1756-N2 4

20 ALLEN BRADLEY P/N 700-FSK3BU23 WATCH DOG
TIMER

MISCELLANEOUS EQUIPMENT
21 PHOENIX DISCONNECT TERMINAL BLOCKS, P/N:
3046139 517

22 PHOENIX FUSE TERMINAL BLOCKS, P/N: 3046184 59

23 PHOENIX LED FUSE TERMINAL BLOCK, P/N: 3046090
289

24 PHOENIX REGULAR FUSE, P/N: 3046032 24

25 PHOENIX AC FUSE, P/N: UT 6-HESILA 3046430 4

26 PHOENIX DC FUSE, P/N: UT 6-HESI 3046414 33

27 PHOENIX AC/DC TERMINAL BLOCKS, UT 6,

P/N:3044131 37

28 PHONEIX AC INCOMING, UT-16, P/N: 3044199 6

29 PHOENIX DC INCOMING, UT-35, P/N: 3044255 3

30 PHOENIX CONTACT AC CONVENIENCE RECEPTILE 1

31 PLYWOOD MOUNT FOR TEMPORARY TERMINAL STRIPS 1

32 RESISTOR ARRAYS 13

34 IDEC RELAYS 14

35 ALLEN BRADLEY PUSHBUTTON, P/N: 800T-A2D1 11

36 ALLEN BRADLEY PILOT LIGHT, 24VDC, RED , P/N: 800T-QH2R 9

37 MISC. LAMACOID NAMETAGS 1

38 WIRE, WIRE MARKERS AND PANDUIT WIRE DUCT 1

39 MALLORY SONALERT AUDIBLE ALARM SC 628, 24V DC 1

40 PHOENIX INTERIOR MOUNTED EM-DUO 120/16 OUTLET WITH MOUNTING BOX P/N: 5600461 1

41 ELECTRICAL SAFETY/ISOLATED INSTRUMENT GROUND BUS BAR 1' X 5' LONG 2

42 CUSTOM ALUMINUM PLATE FOR MOUNTING ON SIDE OF PANEL 1

POWER SUPPLY EQUIPMENT

43 LAMARCHE A12B BATTERY CHARGER, 40 AMP, 120 VAC SINGLE PHASE, 60 HZ INPUT, P/N: A12B-40-24V- 1

44 C&D TECHNOLOGIES UPS BATTERIES, 12VDC, 116AH, p/n: UPS-12-495PLP 10

45 3 TIER SEISMIC BATTERY RACK (ZONE 4 RATED) 1

46 SQUARE D BATTERY DISCONNECT SWITCH, 60 AMP 1

47 ABB (ENTRELEC) IP AC CIRCUIT BREAKER, 63AMP P/N: ABS2012-63 1

48 CURRENT SHUNT AND CURRENT TRANSMITTER

PROGRAMMING AND CONFIGURATION SERVICES:

49 ENGINEERING, DESIGN, AND PANEL TESTING 1

50 PLC PROGRAMMING TESTING 1

51 PANELVIEW PLUS PROGRAMMING 1

52 SHOP ASSEMBLY LABOR, TESTING AND INSPECTION 1

Lead Time: TBD

2	1	Each	Model: FIELD DEVICES	\$10,218.65	\$10,218.65
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1 MSA X5000 with Cat Bead Sensor 27
 2 GENERAL MONITORS UV/IR FLAME DETECTOR, NO
 RELAYS, WITH BRACKET, P/N: FL500
 3 SIEMENS PYROTRONICS CONVENTIONAL 2-WIRE
 PHOTOELECTRIC SMOKE DETECTOR, GENERAL
 PURPOSE, P/N: OP121, C/W: DB-11 MOUNTING BASE
 4
 SIEMENS PYROTRONICS CONVENTIONAL 2-WIRE
 PHOTOELECTRIC DUCT SMOKE
 DETECTOR, GENERAL PURPOSE, P/N: OP121, C/W:
 FDBZ492 DUCT KIT AND ST-25 DUCT TUBE (1-3 FOOT
 LONG)
 5 ALLEN-BRADLEY CLASS I, DIV. 1 SILENCE
 PUSHBUTTON STATION, INCLUDES: (1) 800H-AP6A, (1)
 800H-1HVX7M1 (BACKBOX), (1) 800H-NP30 COVER, AND
 CUSTOM ESD NAMEPLATE
 6 FEDERAL SIGNAL CLASS I, DIV. 2 AMBER STROBE
 LIGHT, P/N: 154XST 024A
 7 FEDERAL SIGNAL CLASS I, DIV. 2 RED STROBE LIGHT,
 P/N: 154XST-024R
 8 FEDERAL SIGNAL CLASS I, DIV. 2 CLEAR/WHITE
 STROBE LIGHT, P/N: 154XST-024C
 9 FEDERAL SIGNAL CLASS I, DIV. 2 SELECTONE HORN,
 110DB AT 1M, NEMA 4X, P/N: 314GCX-024, C/W: 300CK
 INTERFACE MODULE
 10 STAINLESS STEEL DEVICE TAGS FOR ALL FIELD
 DEVICES

Lead Time:

3	1	Each	Model: EXPORT CRATING FOR SHIPMENT	\$3,800.00	\$3,800.00
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Lead Time:

The price listed does not include freight or taxes unless requested.

Total Order:
\$261,341.63

Notes:

Comments:

Prepared By: Peter Bruton
 pbruton@bbpsales.com
Sales Rep: Peter Bruton
 pbruton@bbpsales.com

(800) 299-4142 * www.bbpsales.com

For service or start-up assistance, please email service@bbpsales.com

Quoted delivery schedule represents its best estimate and is based on current schedules and workload. BBP shall have no liability for delay, or any damages or losses sustained by Customer as a result of such estimate not being met.

Neither BBP nor any of their affiliated entities assumes responsibility for the selection, use and maintenance of any product. This responsibility remains with the purchaser and end-user.

Prices shown are applicable only to the quantities quoted herein. Any change or deletion of one or more items may require a quotation revision. All prices are subject to the approval of the manufacturer.

Any return consideration will be at the sole discretion of BBP. Returns are not guaranteed and, if approved, may be subject to restocking fees or other conditions.

[Tell us how we are doing!](#)

AWARD RECOMMENDATION

To: Mike Fisackerly

From: **Procurement Contracts Specialist II:** Jovan Harris

Date: 4/25/2025

Requisition #: 5131853 Bid on: General Monitors / MSA Hazard Watch Fire & Hazard Panel

Attached are bid(s) for items requisitioned by your department. Please complete the applicable portions of this form in order that proper presentation and recommendations may be made. Please return this form to the Procurement Specialist as soon as possible.

1. PROCUREMENT COMMENTS:

This is a sole source purchase.

2. RECOMMENDATION:

A. Which bid(s) do you recommend? BBP Sales, LLC

B. Does this meet specifications as per your request and/or as advertised? YES ☒ NO ☐

If No, is the variance considered: MINOR ☐ or MAJOR ☐

Explain:

C. Is the recommendation the lowest bid received? YES ☒ NO ☐

If no, list the bids that are low; but which you believe **DO NOT** meet specifications and list reasons why each does not meet specifications. Please attach a memo of explanation to this form, if necessary. If recommendation is based on local bidding preference, supplier diversity policy application, or earliest delivery based on need, please include in your recommendation.

(attach an additional sheet if further comment or explanation is required)

PRINT NAME Mike Fisackerly
Area Supervisor or designee

SIGNATURE Jovan Harris
Procurement Contracts Specialist II

SIGNATURE Mike Fisackerly

DATE 4/25/2025

DATE 4/25/2025

PHONE 901-528-4701

3. PROCUREMENT ACTION/RECOMMENDATION(S): (Purchasing to complete)

This award complies with all applicable laws and policies.

Revised 5/17/10

RESOLUTION SUMMARY

1. Description of the Item

Resolution approving the amendment and restatement of MLGW's engagement of the Bond Professionals selected in connection with the proposed issuance of Series 2025 Electric System Revenue Bonds (estimated at \$250,000,000) to include work on the issuance of Series 2025 Electric System Revenue Refunding Bonds.

2. Additional Information

The VP, CFO and Secretary-Treasurer recommends that the Board approve, amend and restate MLGW's engagement of the Bond Professionals selected in connection with the proposed issuance of Series 2025 Electric System Revenue Bonds (estimated at \$250,000,000) to include work on the issuance of Series 2025 Electric System Revenue Refunding Bonds as follows:

- 1) Underwriters at an underwriting fee not to exceed \$4.00 per \$1,000 of bonds
 - Raymond James (Senior Manager)
 - FHN Financial (Co-Manager)
 - Ramirez & Company Inc. (Co-Manager)
- 2) Co-Bond Counsel based on rates previously approved by the MLGW Board and City Council (estimated to be \$250,000)
 - The Wade Law Firm, PLLC - 50%
 - Bass, Berry & Sims, PLC - 50%
- 3) Financial Advisor
 - Stephens Inc. - \$165,000

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
May 21, 2025

The VP, CFO, and Secretary-Treasurer recommends that the Board approve the selection of the following professionals in connection with the proposed issuance of Series 2025 Electric System Revenue Bonds (estimated at \$250,000,000):

- 1) Underwriters at an underwriting fee not to exceed \$4.00 per \$1,000 of bonds
 - Raymond James (Senior Manager)
 - FHN Financial (Co-Manager)
 - Ramirez & Company Inc. (Co-Manager)
- 2) Co-Bond Counsel based on rates previously approved by the MLGW Board and City Council (estimated to be \$250,000)
 - The Wade Law Firm, PLLC - 50%
 - Bass, Berry & Sims, PLC - 50%
- 3) Financial Advisor
 - Stephens Inc. - \$165,000

NOW THEREFORE, BE IT RESOLVED BY the Board of Light, Gas & Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the

selection of the above listed firms in connection with the proposed issuance of Series 2025 Electric System Revenue Bonds (estimated at \$250,000,000), as outlined in the above preamble, is approved; and further

THAT, the President and Secretary-Treasurer are authorized to engage and employ these firms to consummate the transactions contemplated herein.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners at their meeting held May 21, 2025, approved the selection of the following professionals in connection with the proposed issuance of Series 2025 Electric System Revenue Bonds (estimated at \$250,000,000):

- 1) Underwriters at an underwriting fee not to exceed \$4.00 per \$1,000 of bonds
 - Raymond James (Senior Manager)
 - FHN Financial (Co-Manager)
 - Ramirez & Company Inc. (Co-Manager)
- 2) Co-Bond Counsel based on rates previously approved by the MLGW Board and City Council (estimated to be \$250,000)
 - The Wade Law Firm, PLLC - 50%
 - Bass, Berry & Sims, PLC - 50%
- 3) Financial Advisor
 - Stephens Inc. - \$165,000

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby approved the selection of the above-listed firms in connection with the proposed issuance of Series 2025 Electric System Revenue Bonds (estimated at \$250,000,000).

RAYMOND JAMES®

\$250,000,000*
City of Memphis
Electric System Revenue Bonds
Series 2025

Proposed Underwriting Priorities and Fees
March 31, 2025

UNDERWRITING LIABILITIES

Firm	Participation	
Raymond James	Senior Manager	60%
FHN Financial	Co-Manager	20%
Ramirez & Company, Inc.	Co-Manager	20%

SERIES 2025 PRIORITY OF ORDERS

1. Tennessee Retail
2. National Retail
3. Group Net
4. Member

SERIES 2025 DEFINITION OF A RETAIL ORDER

1. Tennessee Retail is defined as individuals domiciled in the State of Tennessee.
2. Trust Departments, Money Managers and Investment Advisors may not submit Retail Orders.
3. Retail Orders will be capped at \$500,000 per account. Orders in excess of \$500,000, the initial \$500,000 will be handled on a Member basis and the excess will be handled on a Group Net basis.
4. The Investor's zip code must be included on all Retail Orders.
5. All Syndicate Members must agree that they will only submit Retail Orders on behalf of legitimate retail accounts and that MLGW and its Financial Advisors have the right, during and after the order period, to audit any Retail Orders to determine that the orders are legitimate. MLGW may at its sole discretion:
 - (a) Disallow the takedown associated with the order
 - (b) Cancel the order
 - (c) Report the mischaracterization to the MSRB
 - (d) Take any other action deemed appropriate by MLGW, including the forfeiture of other designated takedowns for the firm.

* Preliminary, subject to change.

UNDERWRITER'S DISCOUNT BREAKDOWN

Memphis Light, Gas & Water Tax-Exempt Series 2025 Bonds		
Par Amount of		Electric \$250,000,000
	\$/Bond	Total \$
Average Takedown	\$2.75	\$687,500
Management Fee to Raymond James	\$0.39	\$97,578
Estimated Underwriter's Expenses*	\$0.11	\$27,422
Total Underwriter's Discount	\$3.25	\$812,500

Estimated Underwriter's Expenses		
	\$/Bond	Total \$
IPREO	\$0.10	\$25,220
DTC Book Entry	\$0.00	\$800
CUSIP	\$0.01	\$1,402
Total	\$0.11	\$27,422

*Underwriting Expenses do not include Underwriter's Counsel fees

Stephens Inc.

Jackson T. Stephens, 1923-2005
Chairman Emeritus in Perpetuity

Samuel E. Crewse
Senior Vice President

April 2, 2025

Ms. Anne Walk
Manager, Treasury Management
Memphis Light, Gas and Water Division
220 S. Main Street
Memphis, TN 38103-3917

Anne,

I would like to thank you for the opportunity to submit a fee proposal to serve as municipal advisor for your Electric System Revenue Bonds, Series 2025. As we have discussed before, municipal advisor fees are typically based on the size of the financing and complexity of the credit. When comparing fees, industry participants often look at the “dollars per \$1,000” ratio (or percentage). The dollars per \$1,000 ratio tends to be higher for smaller deals and lower for larger deals. This is often because many firms have minimum fees that are not dependent on the issue size. Also, general obligation bonds secured by property taxes often have lower fees than utility revenue bonds backed by system revenues.

My fee proposal is based on prior MLGW bond financings and prior bond financings completed by several of your peers. I have also included some information on other bond issues sold by Memphis and Shelby County. The table below includes issuance amounts and fees for each of your last four bond issues and recent fee arrangements for NES and the Electric Power Board of Chattanooga.

Bond Issues	Total Bonds Issued	Advisor Fee	Fees as a Percentage of Bonds Issued	Implied Fee for MLGW 2025 Bonds ⁽¹⁾
MLGW Series 2016	\$110,000,000	\$95,000	0.0864%	\$215,909
MLGW Series 2017	\$155,000,000	\$120,000	0.0774%	\$193,548
MLGW Series 2020	\$308,000,000	\$195,000	0.0633%	\$158,279
MLGW Series 2024	\$197,880,000	\$145,000	0.0733%	\$183,192
2024 NES Bond Issue	\$366,710,000	\$236,355	0.0645%	\$161,132
2023 Chattanooga Power Issue	\$112,125,000	\$112,562	0.1004%	\$250,974
Shelby County 2023	\$152,975,000	\$150,000	0.0981%	\$245,138
City of Memphis 2024A	\$135,345,000	\$133,636	0.0987%	\$246,843
City of Memphis 2024B	\$85,290,000	\$111,364	0.1306%	\$326,427
Average of above bond issues	\$180,369,444	\$144,324	0.0881%	\$220,160
Series 2025 Fee Proposal	\$250,000,000	\$165,000	0.066%	\$165,000

⁽¹⁾ Implied fee is calculated by multiplying historical % times \$250 million

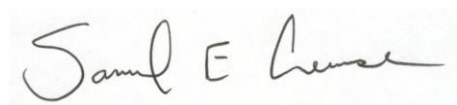
Stephens Inc. Public Finance	3100 West End Avenue Suite 630 Nashville, Tennessee 37203	615-279-4336 t 615-279-4351 f 800-732-6847	samcrewse@stephens.com www.stephens.com
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Based on the above data, and our understanding of the size and scope of your next bond issue, I am proposing a fee of \$165,000 for a \$250 million Electric Revenue bond financing. This fee is less than what was charged on the larger set of 2020 issues and less, on a percentage basis, than charged on the 2016, 2017 and 2024 issues.

Stephens Inc. has had the honor of working with MLGW on all of your bond financings over the past twenty-four years. I hope that you continue to share my opinion that each of your financings has been successfully completed. I look forward to another opportunity to work with you and your team.

Please do not hesitate to let me know if you have any questions or comments. Thank you again.

Sincerely,

A handwritten signature in dark ink, reading "Samuel E. Crewse". The signature is fluid and cursive, with the first name "Samuel" being the most prominent.

Samuel E. Crewse
Senior Vice President

Stephens Inc.
Public Finance

3100 West End Avenue
Suite 630
Nashville, Tennessee 37203

615-279-4336 t
615-279-4351 f
800-732-6847

samcrewse@stephens.com
www.stephens.com



FHN Financial Capital Markets (“FHN Financial” or the “Firm”) headquartered in Memphis, serves over 6,100 institutional customers across the globe and has 28 offices nationwide. FHN Financial is a division of First Horizon Bank (“First Horizon” or the “Bank”), one of the nation’s 40 largest banks with an asset size of approximately \$82 Billion. As a division of the Bank, the Firm is backed by over \$9.2 billion in regulatory capital and has over \$6.5 Billion in fixed income daily average volume, while trading \$25 Billion in municipal bonds annually.

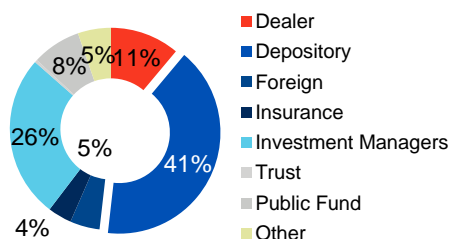
FHN Financial Offices and Institutional Account Locations in the US



First Horizon is Truly Headquartered in the City of Memphis, with over 1,445 employees within the City itself, and over 3,175 in the State of Tennessee. The Bank’s commitment to the City and downtown Memphis has not wavered since inception in 1864, and today not only remains the largest bank headquartered in Tennessee today, but is also #1 in market share in the State. The Bank established a private charitable foundation, known presently as the *First Horizon Foundation*, in 1993 to support non-profit organizations in the communities served, and has donated more than \$150 Million to meet community needs.

FHN Financial’s Public Finance Group consists of 20 public finance banking professionals located in Memphis, Atlanta, Austin, Charlotte, Chicago, Cincinnati, Dallas, Darien (CT), Houston, New York City, and Scottsdale (AZ). The Banking Team is supported by 138 Sales professionals and 9 Trading and Underwriting professionals located in capital commitment centers in Memphis, Houston, and New York City.

FHN Financial US Account Types



FHN Financial Covers All Investor Classes, maintaining relationships with major institutional investors nationwide. The Firm has unparalleled reach into all asset classes, comprised of valued “buy-and-hold” accounts and investors that are prototypical “hold-to-maturity” investors, including SMAs (professionally managed retail), a growth sector for FHN Financial and its Municipal Sales Team. FHN Financial also brings to Issuers’ local and national depository investors that are a nearly \$200 Billion segment of the participating investor municipal asset class.

FHN Financial is a Tennessee Market Leader. As a division of the oldest and largest bank in Tennessee (headquartered in Memphis), FHN Financial is uniquely positioned to serve MLGW once again as its Municipal Underwriter, a role we play as both a Senior Manager and Co-Manager locally for the City of Memphis and Memphis Shelby County Airport Authority. With the deep investor reach FHN Financial enjoys, we actively provide coverage to 209 in-state institutional investors, including 121 depositories (i.e. state-chartered banks and credit unions). No other bank the City or MLGW works with in financings matches FHN Financial’s investor coverage of the Tennessee Market.

1000 Ridgeway Loop Road, Suite 200, Memphis, TN 38120 | 800.456.5460 | www.fhnfinancial.com

Although this information has been obtained from sources which we believe to be reliable, we do not guarantee its accuracy, and it may be incomplete or condensed. This is for informational purposes only and is not intended as an offer or solicitation with respect to the purchase or sale of any security. All herein listed securities are subject to availability and change in price. Past performance is not indicative of future results, and changes in any assumptions may have a material effect on projected results. Ratings on all securities are subject to change. FHN Financial Capital Markets, FHN Financial Portfolio Advisors, and FHN Financial Municipal Advisors are divisions of First Horizon Bank. FHN Financial Securities Corp., FHN Financial Main Street Advisors, LLC, and FHN Financial Capital Assets Corp. are wholly owned subsidiaries of First Horizon Bank. FHN Financial Securities Corp. is a member of FINRA and SIPC — <http://www.sipc.org>. FHN Financial Municipal Advisors is a registered municipal advisor. FHN Financial Portfolio Advisors is a portfolio manager operating under the trust powers of First Horizon Bank. FHN Financial Main Street Advisors, LLC is a registered investment advisor. None of the other FHN entities, including FHN Financial Capital Markets, FHN Financial Securities Corp., or FHN Financial Capital Assets Corp. are acting as your advisor, and none owe a fiduciary duty under the securities laws to you, any municipal entity, or any obligated person with respect to, among other things, the information and material contained in this communication. Instead, these FHN entities are acting for their own interests. You should consult your own legal, tax, and investment advisors regarding the material contained in this communication with any and all internal or external advisors and experts that you deem appropriate before acting on this information or material. FHN Financial, through First Horizon Bank, does not provide products and services. Investment products are not FDIC insured, have no bank guarantee, and may lose value.



MEMORANDUM

To: Memphis Light, Gas and Water ("MLGW")
 From: Ramirez & Co., Inc.
 Date: March 31, 2025
 Re: Overview of Ramirez & Co., Inc. ("Ramirez")

Dear Members of the MLGW Board,

As a firm that was founded in 1971 on the foundation of servicing state and local governments, we recognize the vital role that MLGW maintains within Shelby County and are honored that MLGW has considered us for a co-managing underwriter role on the upcoming financing for the Electric System. Provided below is a summary of the history of our firm that highlights our long-standing presence within the industry of municipal finance. Please do not hesitate to reach out to any members of our team should you have any questions.

Overview of Ramirez. Ramirez is a full-service, independent investment bank whose primary business is municipal banking, underwriting, sales and trading. The Firm is celebrating its 54th year of serving municipal clients in 2025. More than 70% of the Firm's activities focus on state and local government finance, with the balance of the Firm's efforts concentrated in debt/equity capital markets, institutional equities and asset management. Ramirez employs 194 professionals and staff.

Minority Ownership and Commitment to Diversity. Ramirez is a certified minority business enterprise firm and the oldest, largest and most successful Hispanic-owned investment bank in the U.S. As a minority-owned firm founded by Samuel A. Ramirez, who remains President and CEO of the firm, Ramirez is a strong proponent of diversity and inclusion in the workspace. Of the core public finance team that covers MLGW, minorities and/or women comprise 75%. Nearly 44% of the Firm, and over 70% of the Public Finance Department's employees are minorities and/or women, underscoring the critical role minorities and women play in our day-to-day operations. We are committed to being an industry leader in the inclusion of minorities in the financial industry and we believe this is an essential part of our current and future success.

Leading Municipal Underwriter. Since its inception, the cornerstone of Ramirez has been and continues to be municipal finance. Notwithstanding our diverse business lines, a large degree of what differentiates the Firm is our primary focus on municipal finance. Since 2020, Ramirez has participated on 26% of all negotiated municipal bond transactions in the U.S., ranking us #8 among all firms in the municipal finance industry. Our growth strategy has allowed Ramirez to develop a best-execution banking, sales, trading, and underwriting platform.

Commitment to Tennessee. Ramirez has a longstanding history of service with local governments in the State of Tennessee. In fact, Ramirez's first transaction in the State was as a co-manager to MLGW in October 1976. Since 2020, Ramirez has served as a managing underwriter on four negotiated transactions totaling nearly \$2 billion within the State, including as co-manager on transactions for the City of Memphis, Metropolitan Government of Nashville and Davidson County, new Nissan Stadium, and Nashville International Airport. Furthermore, Ramirez will serve as a co-senior manager for the Metropolitan Nashville and Davidson County's upcoming Water and Sewer Revenue Bonds, Series 2025.

Utility Sector Expertise. We are extremely proud of the trust that many of the nation's largest utility systems have placed in Ramirez and our team, recognizing the value-added investment banking that our team provides to utility system credits, the strength of our distribution platform, our commitment to best-in-class execution and the focus on each and every transaction we bring to market. Since 2020, Ramirez has served as senior managing underwriter on nearly \$3.1 billion of utility system issuance and as a co-managing underwriter on over \$61 billion.

DISCLAIMER

Ramirez & Co., Inc. ("Ramirez") has prepared this material and any accompanying information exclusively for the client to whom it is directly addressed and delivered. This presentation is not complete and should only be viewed in conjunction with any oral briefing provided and any related subsequent material and/or presentation.

This presentation is for discussion purposes only. The information provided is based on information, market conditions, laws, opinions, and forecasts, all of which are subject to change. Ramirez is not obligated to update material to reflect subsequent changes. In preparing this presentation, information contained herein has been obtained from sources considered reliable, but Ramirez has not verified this information and does not represent that this material is accurate, current, or complete and it should not be relied upon as such. This presentation does not constitute a commitment by Ramirez to underwrite, subscribe for or place any securities or to extend or arrange credit or to provide any other services.

Ramirez is providing the information contained in this document in anticipation of serving as an underwriter to you. As part of our services as underwriter, Ramirez may provide advice concerning the structure, timing, terms and other similar matters for proposed financings and such advice would be provided by Ramirez in the context of serving as an underwriter and not as your financial advisor. The primary role of Ramirez, as an underwriter, is to purchase securities for resale to investors in an arm's-length commercial transaction between you and Ramirez, and Ramirez has financial and other interests that differ from yours. Ramirez is not acting as a municipal advisor, financial advisor or fiduciary to you. The information provided is not intended to be and should not be construed as "advice" within the meaning of Section 15B of the Securities Exchange Act of 1934. You should consult with your own financial and/or municipal, legal, accounting, tax and other advisors, as applicable, to the extent you deem appropriate.

An additional responsibility of an underwriter is to deal fairly at all times with both municipal issuers and investors. Ramirez has a duty to purchase securities from issuers at a fair and reasonable price, but must balance that duty with the duty to sell municipal securities to investors at prices that are fair and reasonable. Ramirez will review the official statement for the issuer's securities in accordance with, and as part of its responsibilities to investors under, federal securities laws, as applied to facts and circumstances of a transaction.

The underwriters will be compensated by a fee and/or an underwriting discount that will be set forth in the bond purchase agreement to be negotiated and entered into in connection with the transaction. Payment or receipt of the underwriting fee or discount will be contingent on the closing of the transaction and the amount of the fee or discount may be based, in whole or in part, on a percentage of the principal amount of the proposed transaction. While this form of compensation is customary in the municipal securities market, it presents a conflict of interest since the underwriters may have an incentive to recommend to the issuer a transaction that is unnecessary or to recommend that the size of the transaction be larger than is necessary.

This material is not research and does not constitute tax or legal advice. Unless otherwise stated, any views or opinions expressed herein are solely the opinions of the author but not necessarily those of Ramirez and such opinions are subject to change without notice. The material contained herein is not a product of a research department and is not a research report. In accordance with IRS Circular Disclosure 230: Ramirez does not provide tax advice. Accordingly, any discussion of U.S. tax matters included herein is not intended or written to be used, and cannot be used, in connection with the promotion, marketing, or recommendation by anyone not affiliated with Ramirez of any of the matters addressed herein or for the purpose of avoiding US tax related penalties. Additionally, Ramirez does not provide legal advice. Questions concerning tax or legal implications of materials should be discussed with your tax advisors and/or legal counsel.

RESOLUTION SUMMARY

1. Description of the Item

Resolution approving plans to issue tax-exempt Series 2025 Electric System Revenue Bonds in an original aggregated principal amount of not to exceed \$250,000,000. (The Division intends to use a portion of the proceeds of the Bonds to reimburse the Division for costs incurred prior to the issuance of the Bonds. Under federal tax law, in order for the proceeds of tax-exempt Bonds to be used to reimburse the Division for prior expenditures, the Division and the City must declare their official intent to reimburse the Division for prior expenditures with proceeds of the Bonds. This resolution will constitute such declaration of official intent and will allow the Division to utilize a portion of the Bond proceeds to reimburse the Division for capital expenditures incurred on or after the date that is sixty days prior to the approval date of this Resolution by the City.

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
May 21, 2025

The VP, CFO, Secretary-Treasurer has recommended that the Board adopt the resolution listed below and attached hereto (the "Resolution") and recommend to the Council of the City of Memphis the forms, terms and conditions of the document listed below and attached hereto in connection with the proposed issuance of Series 2025 Electric System Revenue Bonds.

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE, AND THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS OPERATING AS THE GOVERNING BODY OF THE MEMPHIS LIGHT, GAS AND WATER DIVISION, DECLARING THE PRESENT INTENT OF THE COUNCIL AND THE BOARD THAT THE CITY ISSUE ITS ELECTRIC SYSTEM REVENUE BONDS, SERIES 2025, IN AN ORIGINAL AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$250,000,000; EVIDENCING THE PRESENT INTENT OF THE COUNCIL AND THE BOARD THAT ALL OR A PORTION OF THE PROCEEDS FROM THE SALE OF THE BONDS BE APPLIED TO REIMBURSE THE DIVISION FOR CERTAIN EXPENDITURES MADE FOR CAPITAL IMPROVEMENTS INTENDED TO BE FINANCED BY THE BOND PROCEEDS AND ORIGINALLY PAID FROM OTHER FUNDS ON OR AFTER THE DATE OF THIS RESOLUTION OR, TO THE EXTENT PERMITTED BY FEDERAL TAX LAW, PRIOR TO SUCH DATE; AND OTHER RELATED MATTERS.

NOW THEREFORE, BE IT RESOLVED, THAT, the Board of Light, Gas & Water Commissioners hereby adopts the Resolution listed above and attached hereto, recommends the

forms, terms and conditions set forth therein to the Council of the City of Memphis for approval, and to the extent required by the City's Charter and applicable law requests approval by the Council of the City of Memphis.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of May 21, 2025, adopted the resolution listed below and attached hereto (the “Resolution”) and is now recommending to the Council of the City of Memphis that it approve and adopt said Resolution in connection with the proposed issuance of Series 2025 Electric System Revenue Bonds all as more particularly described below.

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE, AND THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS OPERATING AS THE GOVERNING BODY OF THE MEMPHIS LIGHT, GAS AND WATER DIVISION, DECLARING THE PRESENT INTENT OF THE COUNCIL AND THE BOARD THAT THE CITY ISSUE ITS ELECTRIC SYSTEM REVENUE BONDS, SERIES 2025, IN AN ORIGINAL AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$250,000,000; EVIDENCING THE PRESENT INTENT OF THE COUNCIL AND THE BOARD THAT ALL OR A PORTION OF THE PROCEEDS FROM THE SALE OF THE BONDS BE APPLIED TO REIMBURSE THE DIVISION FOR CERTAIN EXPENDITURES MADE FOR CAPITAL IMPROVEMENTS INTENDED TO BE FINANCED BY THE BOND PROCEEDS AND ORIGINALLY PAID FROM OTHER FUNDS ON OR AFTER THE DATE OF THIS RESOLUTION OR, TO THE EXTENT PERMITTED BY FEDERAL TAX LAW, PRIOR TO SUCH DATE; AND OTHER RELATED MATTERS.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby approved the Resolution listed above and attached hereto, on behalf of the Light, Gas and Water Division, in connection with the proposed issuance of the Series 2025 Electric System Revenue Bonds.

Purpose of Reimbursement Resolution – Electric System Revenue Bonds

Memphis Light, Gas and Water Division plans to issue tax-exempt Series 2025 Electric System Revenue Bonds in an original aggregated principal amount of not to exceed \$250,000,000. The Division intends to use a portion of the proceeds of the Bonds to reimburse the Division for costs incurred prior to the issuance of the Bonds. Under federal tax law, in order for the proceeds of tax-exempt Bonds to be used to reimburse the Division for prior expenditures, the Division and the City must declare their official intent to reimburse the Division for prior expenditures with proceeds of the Bonds. This resolution will constitute such declaration of official intent and will allow the Division to utilize a portion of the Bond proceeds to reimburse the Division for capital expenditures incurred on or after the date that is (60) days prior to the approval date of this resolution by the City.

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE, AND THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS OPERATING AS THE GOVERNING BODY OF THE MEMPHIS LIGHT, GAS AND WATER DIVISION, DECLARING THE PRESENT INTENT OF THE COUNCIL AND THE BOARD THAT THE CITY ISSUE ITS ELECTRIC SYSTEM REVENUE BONDS, SERIES 2025, IN AN ORIGINAL AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$250,000,000; EVIDENCING THE PRESENT INTENT OF THE COUNCIL AND THE BOARD THAT ALL OR A PORTION OF THE PROCEEDS FROM THE SALE OF THE BONDS BE APPLIED TO REIMBURSE THE DIVISION FOR CERTAIN EXPENDITURES MADE FOR CAPITAL IMPROVEMENTS INTENDED TO BE FINANCED BY THE BOND PROCEEDS AND ORIGINALLY PAID FROM OTHER FUNDS ON OR AFTER THE DATE OF THIS RESOLUTION OR, TO THE EXTENT PERMITTED BY FEDERAL TAX LAW, PRIOR TO SUCH DATE; AND OTHER RELATED MATTERS

WHEREAS, by provisions of the City Charter of the City of Memphis, Tennessee (the “City”), the management and operation of the City’s Electric System (the “System”) has been placed under the jurisdiction of the Board of Light, Gas and Water Commissioners (the “Board”) operating as the governing body of the Memphis Light, Gas and Water Division of the City of Memphis (the “Division”), a division of the City established pursuant to Chapter 381 of the 1939 Private Acts of Tennessee, as amended; and

WHEREAS, under and by virtue of the Constitution and laws of the State of Tennessee, including, specifically, but without limitation, Title 7, Chapter 34, Tennessee Code Annotated, as amended, and Title 9, Chapter 21, Tennessee Code Annotated, as amended, the City, upon request of the Board, is authorized to issue revenue bonds, notes and other obligations with a maturity of forty years or less to finance a public works project; and

WHEREAS, each of the Board and the City Council of the City (the “Council”) have previously adopted a master resolution (as supplemented and amended from time to time in accordance with its terms, the “Master Resolution”), which such Master Resolution authorizes the City, from time to time and at the request of the Division, to issue its electric revenue obligations and electric revenue refunding obligations for the purpose of financing and refinancing certain portions of the System; and

WHEREAS, pursuant to the Division’s 2025 Electric 5-Year Capital Improvement Program, the Division has expended and/or expects to spend at least \$250,000,000 for certain capital improvements relating to the System scheduled to be made through the end of Fiscal Year 2027, and the Division reasonably expects tax-exempt revenue obligations to be issued to finance such capital improvements; and

WHEREAS, the Council, on behalf of the City, and the Board, on behalf of the Division, wish to hereby (a) declare the present intent of each of the City and the Division that the City issue

its Electric System Revenue Bonds, Series 2025 (the “Bonds”), in an original aggregate principal amount not to exceed \$250,000,000 and subject to the terms and conditions of the Master Resolution and a Supplemental Resolution to be adopted pursuant thereto pertaining to the issuance of the Bonds, for the purpose of financing, in whole or in part, certain capital improvements to the System, (b) evidence the present intent of each of the City and the Division that all or a portion of the Bond proceeds be applied to reimburse the Division for certain expenditures made for capital improvements and other permitted preliminary expenditures intended to be financed by the Bond proceeds and originally paid from other funds on or after the date of this Resolution or, to the extent permitted by the Internal Revenue Code of 1986, as amended, together with the regulations promulgated pursuant thereto (collectively, the “Code”), prior to the date of this Resolution, and (c) authorize other necessary action in connection therewith.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Memphis, Tennessee, and the Board of Commissioners of the Memphis Light, Gas and Water Division, as follows:

1. Authorization. This Resolution is adopted pursuant to and by virtue of the authority of the Constitution and laws of the State of Tennessee.

2. Incorporation of Recitals. The foregoing recitals are intended to be, and by this reference are hereby made, a substantive part of this Resolution.

3. Present Intent to Issue Bonds.

(a) The City, at the request of the Division, hereby declares its present intent to issue its “Electric System Revenue Bonds, Series 2025” (or such similar or comparable or more complete or more appropriate designation as may be approved by the City and the Division prior to issuance of the Bonds), in an original aggregate principal amount not to exceed \$250,000,000 or such greater or lesser amount as the City and the Division by a subsequent resolution may approve, for the purpose of financing, in whole or in part, the costs of certain capital additions, extensions, improvements, and betterments to the System scheduled to be made through the end of Fiscal Year 2027 (collectively, the “Capital Project”), all as set forth in the Division’s 2025 Electric 5-Year Capital Improvement Program (collectively, the “Capital Project”), and other costs and expenses related thereto and necessary to accomplish the foregoing to the extent permitted by the Code, and all or a portion of such costs and expenses may be originally paid with moneys from the Division’s unrestricted cash and investments accounts.

(b) This Resolution does not authorize the issuance by the City of the Bonds nor does it irrevocably commit the Board or the Council to authorize the issuance of the Bonds.

4. Advancement of Funds; Reimbursement of Expenditures. The Division may, from time to time as it may deem necessary prior to the issuance of the Bonds, advance funds necessary to construct the Capital Project, and any such funds so advanced may be reimbursed to the Division from the proceeds of the Bonds when the same are issued and delivered.

5. Official Action and Intent. Each of the City and the Division hereby finds and declares that this Resolution shall constitute its official action and present intent that all or a portion of the Bond proceeds be applied to reimburse the Division for certain expenditures made for the Capital Project and other permitted preliminary expenditures originally paid from other funds of the Division on or after the date of this Resolution or, to the extent permitted by the Code, prior to the date of this Resolution, including, without limitation, such capital expenditures made no earlier than sixty (60) days prior to the date of adoption of this Resolution by the Council and such other preliminary expenditures otherwise permitted by the Code and the regulations promulgated pursuant thereto, including, without limitation, Section 1.150-2 of such regulations.

6. Further Action. The Mayor and Comptroller of the City and the President and CEO and the Secretary-Treasurer of the Division (each an “Authorized Officer”) each is hereby authorized and directed to execute and deliver, for and on behalf of the City and the Division, as applicable, such other agreements, certificates or documents and to take such other actions on behalf of the City and the Division, as applicable, as may be necessary or appropriate to (a) assure compliance with certain requirements of the Code with respect to the use of proceeds of the Bonds, if and when issued, to reimburse the Division for certain expenditures made for the Capital Project and other preliminary expenditures as permitted by the Code, (b) proceed with preliminary plans to issue the Bonds to finance the Capital Project, (c) otherwise carry out the intent and purpose of this Resolution, and (d) work with bond counsel, a municipal adviser and a consulting engineer to accomplish the foregoing.

7. No Personal Liability. No stipulations, obligations, or agreements of any member of the Council or the Board or of any officer of the City or the Division shall be deemed to be stipulations, obligations, or agreements of any such member or officer in his or her individual capacity, and neither the members of the Council or the Board nor any officer or employee of the City or the Division executing any document authorized by this Resolution shall be liable personally thereunder or be subject to any personal liability or accountability by reason of the execution and delivery thereof.

8. Actions Approved and Confirmed. All acts and doings of the officers, agents and employees of the City and the Division which are in conformity with the purposes and intent of this Resolution and in the furtherance of the proposed issuance of the Bonds and the execution, delivery and performance of any document authorized hereby, shall be, and the same hereby are, in all respects approved, ratified and confirmed.

9. Repealing Clause. All resolutions of the City and the Division or parts thereof in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

SPONSOR: MLGW COMMITTEE

J. FORD CANALE
CHAIRMAN

46808136.2

RESOLUTION SUMMARY

- 1. Short Title Description – Contract No. 12496 – NERC Virtual Server Environment**
- 2. Funded Amount - \$371,232.22**
- 3. Award Duration – 60 months**
- 4. Type of Bid – Sealed Bid**
- 5. Awarded to – CDW Government, LLC**
- 6. Plain Language Description – The goal of this project/purchase is to help MLGW create virtual servers in the North American Electric Reliability Corporation (NERC) regulated environment. Using virtual servers means MLGW will not need to buy additional physical hardware for each new application deployed in the IT NERC environment.**
- 7. Impact – The regulated NERC environment continues to expand. It costs less money and works better to utilize a virtual environment/space for the needed operational needs, efficiency, and flexibility.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
May 21, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it awards Contract No. 12496, North American Electric Reliability Corporation (NERC) Virtual Server Environment to CDW Government, LLC in the funded amount of \$371,232.22.

The project scope is to purchase hardware and software for virtualization of physical hardware in the IT NERC environment.

The Notice to Bidders was advertised using MLGW's Online Bid Notification System and the Memphis Daily News on June 18, 2024. MLGW solicited 12 bids; and received two (2) bids on July 16, 2024; of which, one (1) bid was deemed non-compliant due to their failure to submit the required MLGW Supply Chain Questionnaire. The best bid received was from CDW Government, LLC in the amount of \$371,232.22. The term of this contract is 60 months from the date of the Notice to Proceed with provisions for annual hardware and software maintenance and support services. This award complies with all applicable laws and policies.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the award of Contract No. 12496, North American Electric Reliability Corporation (NERC) Virtual Server Environment to CDW Government, LLC in the funded amount of \$371,232.22, as outlined in the foregoing preamble, is approved and further,

THAT, the President, or his designated representative is authorized to execute the Award.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of May 21, 2025 awarded Contract No. 12496, North American Electric Reliability Corporation (NERC) Virtual Server Environment to CDW Government, LLC in the funded amount of \$371,232.22, and is now recommending to the Council of the City of Memphis that it approves said award as approved; and

WHEREAS, the project scope is to purchase hardware and software for virtualization of physical hardware in the IT NERC environment.

WHEREAS, The Notice to Bidders was advertised using MLGW's Online Bid Notification System and the Memphis Daily News on June 18, 2024. MLGW solicited twelve bids; and received two (2) bids on July 16, 2024; of which, one (1) bid was deemed non-compliant due to their failure to submit the required MLGW Supply Chain Questionnaire. The best bid received was from CDW Government, LLC in the amount of \$371,232.22. The term of this contract is 60 months from the date of the Notice to Proceed with provisions for annual hardware and software maintenance and support services. This award complies with all applicable laws and policies; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved an award of Contract No. 12496, North American Electric Reliability Corporation (NERC) Virtual Server Environment to CDW Government, LLC in the funded amount of \$371,232.22 as approved.

MEMPHIS LIGHT, GAS & WATER DIVISION INTERDEPARTMENTAL

TO: Board of Commissioners
FROM: Randy Orsby - Manager of Procurement and Contracts
SUBJECT: Contract No. 12496, NERC Virtual Server Environment

DATE: 5/21/2025

The Contracts Management Department, with an outline of work to be provided by the Information Technology and Data Security Department, solicited bids to purchase hardware and software for virtualization of physical hardware in the IT NERC environment.

The Notice to Bidders was advertised using MLGW's Online Bid Notification System and the Memphis Daily News on June 18, 2024. MLGW solicited twelve bids; and received two (2) bids on July 16, 2024; of which, one (1) bid was deemed non-compliant due to their failure to submit the required MLGW Supply Chain Questionnaire. The best bid received was from CDW Government, LLC in the amount of \$371,232.22. The term of this contract is 60 months from the date of the Notice to Proceed with provisions for annual hardware and software maintenance and support services. This award complies with all applicable laws and policies.

Bidder	Total	Local Bidding Preference or Presence Bid Amount (if applicable)	Local Bidding Preference and Presence Comments
CDW Government, LLC 230 North Milwaukee Avenue Vernon Hills, IL 60061	\$371,232.22	N/A	The Bidder did not provide documentation to be considered for the Local Bidding Preference or the Local Bidding Presence.
Unico Technology, LLC 109 Blossom Court Franklin, TN 37064	Bid was deemed non-compliant due to their failure to submit the required MLGW Supply Chain Questionnaire.		

MLGW, through its evaluation and selection process, recommends the award of Contract No. 12496, North American Electric Reliability Corporation (NERC) Virtual Server Environment to CDW Government, LLC in the funded amount of \$371,232.22.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Lashell Vaughn
 Specialist: Arma Orr

Board Meeting Date: 5/21/2025
 Contract Number: 12496
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	450360/Corey Taylor/(901)729-8964/cdtaylor@mlgw.org	
Scope: Contract <input checked="" type="checkbox"/> Purchase _____ Other _____	The project scope is to purchase hardware and software for virtualization of physical hardware in the IT NERC environment.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This is an award.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW's Netters Datacenter and SCADA Datacenter.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to provide a cost effective way to expand the NERC enviroment. After this project is finished MLGW will be able to deploy new application servers without purchasing physical hardware.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? (Bid or RFP) <u>Sealed Bid</u>	Does this item include Supplier Diversity? (Yes or No) (If yes, please explain) <u>No Supplier Diversity goal was assigned to this contract.</u>	

BUDGET:

Amount Requested

2025 Budget*

Amount Spent Year-to-Date

2025 Budget Balance Available

Budget Balance After Award

	Total	In 2025 Budget Year	After Budget Year
Amount Requested	\$ 371,232.22	\$ 371,232.22	\$ -
2025 Budget*	\$ 13,248,000.00		
Amount Spent Year-to-Date	\$ -	\$ 13,248,000.00	
2025 Budget Balance Available		\$ 12,876,767.78	

*Please indicate category (O&M or Capital).

☐ O&M☒ Capital

Project

Expenditure Organization

Expenditure Type

Task

CA - Data Processing

0352010 Office Automation

Pwr-Instl Data Processing Eqp

WO1418732-E1.e

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -

APPROVED:

Jalyana Gibbs

04.25.2025

Date

Budget & Financial Planning

Rev. 11/01/2018



DATE: November 12, 2024

TO: See Distribution List Below

RE: Notification of the Intent to Award
Contract No. 12496 ~ NERC Virtual Server Environment

On behalf of MLGW, thank you for participating in the recent bid solicitation for **Contract No. 12496 ~ NERC Virtual Server Environment** in which bids were received on **July 16, 2024**.

After an evaluation of bids received, a Notification of the Intent to Award recommendation to **CDW Government, LLC** for the above referenced sealed bid has been received in the Contracts Management Department.

*It should be noted that **Contract No. 12496** is not legally effective until both the LGW Board of Commissioners **and** Memphis City Council approves its minutes. In addition, both the Vendor and MLGW must sign the "Contract Documents". It should also be noted that no oral communications relating to the Contract Documents is effective and binding on you and MLGW.*

Again, thank you for your interest in doing business with MLGW. Please do not hesitate to contact me via email at aorr@mlgw.org or by phone at 901-528-4020 if you have any questions or concerns.

Sincerely,

Arma Orr

Arma Orr
Procurement Contracts Specialist II
Contracts Management Department
Memphis Light, Gas and Water Division
Office: 901-528-4020
Email: aorr@mlgw.org

Distribution List:

- **CDW Government, LLC ~ 230 North Milwaukee Avenue, Vernon Hills, IL 60061**
- **Unico Technology, LLC ~ 109 Blossom Court, Franklin, TN 37064**

cc: Corey Taylor
Steven Cobb
Albert Brooks

/ao

RESOLUTION SUMMARY

- 1. Short title description – Contract No. 12267- MicroFocus Software Renewal**
- 2. Funded Amount - \$409,291.85**
- 3. Award Duration – Annual renewal for annual software maintenance, support services, and licenses for 12-months covering the period July 1, 2025 through June 30, 2026.**
- 4. Type of Bid – Formerly Purchase Order# 7017597**
- 5. Awarded to – Thomas Consultants, Inc.**
- 6. Plain Language Description – The MicroFocus software helps manage over 2,200 desktop computers. It is used for shared drive (G and H shared drives) access, logging into computers, managing assets, deploying applications, and installing security patches.**
- 7. Impact – The MicroFocus software helps manage over 2,200 desktop computers. It is used for shared drive (G and H shared drives) access, logging into computers, managing assets, deploying applications, and installing security patches.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
May 21, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of Change No. 5 to Contract No. 12267 (*formerly Purchase Order# 7017597*), MicroFocus License Renewal with Thomas Consultants, Incorporated to renew the current contract in the funded amount of \$409,291.85.

The project scope is to renew software products supported by MicroFocus which provides critical tools needed to build, operate, secure, and use MLGW's email, file/folder, and authentication system. A Purchase Order was issued for the initial purchase of these services.

This change is to renew the annual software maintenance, support services, and licenses for a 12-month term for the period covering July 1, 2025 through June 30, 2026 in the funded amount of \$409,291.85, which reflects a 28.1% decrease from the previous term due to the removal of services that are no longer being used by MLGW. This renewal complies with all applicable laws and policies. The new contract value is \$2,912,635.33.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 5 to Contract No. 12267 (*formerly Purchase Order# 7017597*), MicroFocus License Renewal with Thomas Consultants, Incorporated to renew the current contract in the funded amount of \$409,291.85, as outlined in the foregoing preamble, is approved and further,

THAT, the President, or his designated representative is authorized to execute the Renewal.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of May 21, 2025 approved Change No. 5 to Contract No. 12267 (*formerly Purchase Order# 7017597*), MicroFocus License Renewal with Thomas Consultants, Incorporated to renew the current contract in the funded amount of \$409,291.85, and is now recommending to the Council of the City of Memphis that it approves said renewal as approved; and

WHEREAS, the project scope is to renew software products supported by MicroFocus which provides critical tools needed to build, operate, secure, and use MLGW's email, file/folder, and authentication system. A Purchase Order was issued for the initial purchase of these services; and

WHEREAS, this change is to renew the annual software maintenance, support services, and licenses for a 12-month term for the period covering July 1, 2025 through June 30, 2026 in the funded amount of \$409,291.85, which reflects a 28.1% decrease from the previous term due to the removal of services that are no longer being used by MLGW. This renewal complies with all applicable laws and policies. The new contract value is \$2,912,635.33; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved Change No. 5 to Contract No. 12267 (*formerly Purchase Order# 7017597*), MicroFocus License Renewal with Thomas Consultants, Incorporated to renew the current contract in the funded amount of \$409,291.85 as approved.

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION

CONTRACT CHANGE NO. 5

CITY OF MEMPHIS

DATE OF CHANGE: MAY 21, 2025CONTRACT NUMBER 12267 (FORMELY PURCHASE ORDER #7017597)SHEET 1 O 3TO: MS. VIKKI THOMASTHOMAS CONSULTANTS, INC.4140 E. RAINES ROADMEMPHIS, TN 38118

YOU ARE ADVISED THAT THE MEMPHIS LIGHT, GAS AND WATER DIVISION, CITY OF MEMPHIS, MEMPHIS, TENNESSEE HEREBY AUTHORIZES THE FOLLOWING CHANGE IN REGARDS TO THE ABOVE CONTRACT NUMBER. CONTRACTOR AGREES TO BE BOUND BY ALL OF THE TERMS AND CONDITIONS OF SAID CONTRACT AND PREVIOUS CHANGES.

THE PROJECT SCOPE IS TO RENEW SOFTWARE PRODUCTS SUPPORTED BY MICROFOCUS WHICH PROVIDES CRITICAL TOOLS NEEDED TO BUILD, OPERATE, SECURE, AND USE MLGW'S EMAIL, FILE/FOLDER, AND AUTHENTICATION SYSTEM. A PURCHASE ORDER WAS ISSUED FOR THE INITIAL PURCHASE OF THESE SERVICES.

THIS CHANGE IS TO RENEW THE ANNUAL SOFTWARE MAINTENANCE, SUPPORT SERVICES, AND LICENSES FOR A 12-MONTH TERM FOR THE PERIOD COVERING JULY 1, 2025 THROUGH JUNE 30, 2026 IN THE FUNDED AMOUNT OF \$409,291.85, WHICH REFLECTS A 28.1% DECREASE FROM THE PREVIOUS TERM DUE TO THE REMOVAL OF SERVICES THAT ARE NO LONGER BEING USED BY MLGW. THIS RENEWAL COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$2,912,635.33.

CHANGE IN CONTRACT PRICE:

Contract Amount	\$ 2,503,343.48	
Change Amount	\$ <u>409,291.85</u>	- Change No. <u>5</u>
Total Contract Amount	\$ 2,912,635.33	

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

APPROVED BY THE PRESIDENTDATE

BOARD RESOLUTION TRANSMITTAL

Board Meeting Date: 5/21/202512267(formerly Purchase
Order #7017597)Expenditure Org Executive: Lashell Vaughn
Specialist: TaShay YatesContract Number: _____
Purchase Commodity: _____
Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	350210 Office Automation / Kevin Dammond / kdammond@mlg.worg / 901-729-8327	
Scope: Contract <input checked="" type="checkbox"/> Purchase <input type="checkbox"/> Other <input type="checkbox"/>	The project scope is to renew software products supported by MicroFocus which provides critical tools needed to build, operate, secure, and use MLGW's email, file/folder, and authentication system.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to renew the annual software maintenance, support services, and licenses for a 12-month term for the period covering July 1, 2025 through June 30, 2026.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW'S Netters Business Center.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to maintain licensing for MicroFocus software such as e-directory which is a backbone of the MLGW Network infrastrucure.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? Formerly Purchasing Purchase Order# 7017597	Does this item include Supplier Diversity? (If yes, please explain) No, there was no Supplier Diversity goal assigned. However, the actual supplier diversity participation is 100% MBE-Thomas Consultants, Inc.	

BUDGET:

Amount Requested

2025 Budget*

Amount Spent Year-to-Date

2025 Budget Balance Available

Budget Balance After Award

	Total	In 2025 Budget Year	After Budget Year
\$	409,291.85	\$ 409,291.85	\$ -
\$	15,054,060.00		
\$	3,090,212.19	\$ 11,963,847.81	
		\$ 11,554,555.96	

*Please indicate category (O&M or Capital).

☒ O&M☐ Capital

Project

Expenditure Organization

Expenditure Type

Task

Information Technology

0352300 Information Technology

IS Other

Admin Expense

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
			\$ -

APPROVED:

Tatyana Gibbs

04.30.2025

Budget & Financial Planning

Date

Rev. 11/01/2018

Thomas Consultants, Inc.

4140 E. Raines Road
 Memphis, TN 38118-6940
 901 398-8426
 Fax: 901 398-5749
 www.gotci.com

CUSTOMER QUOTE

Since 1986

QUOTE TO:

Memphis Light, Gas & Water Division
 Attn: Tim McEwen

Quote Number 2 MicroFocus Renewal
Quote Date April 8, 2025

TERMS Net 30
SALES PERSON VPT
SHIP VIA UPS/FedEX
F.O.B. DEST

Period of Performance 07/01/2025 - 06/30/2026

QTY	DESCRIPTION	PRICE	AMOUNT
3275	MACZ00101JZ1D MF (Stack C) Open Enterprise Server per User SW E-LTU- Renewal	56.97	186576.75
2595	MACZN1101JZ1D MF (Stack C)ZENworks Configuration Manager SW E-LTU - Renewal	22.97	59607.15
2844	MACZN4101MZ5D MF (Stack C) ZENworks Patch Manager Subscription SW E-LTU- Renewal	17.45	49627.80
1	MACZNY101JZ1D MF (Stack C) Extended Support Products - Limited Extended Support	37317.03	37317.03
3908	MACZ00101JZ6D (Stack C) OpenText Identity Manager Standard Edition Per User	8.63	33726.04
3000	MACZM9101J02D MF (Stack C) ZENworks Asset Manager per User/Device SW E-LTU- Renewal	9.10	27300.00
1	MACZNY101JZ1D MF (Stack C) Extended Support Products - Limited Extended Support	8143.57	8143.57
2500	MACZG6101J03D MF (Stack C) OpenText Identity Manager Integration Module Database	2.57	6425.00
409	MACZ47101J02D Micro Focus (Stack C) OpenText Identity Manager Std Ed Inactive	1.39	568.51
1	MACZNY101JZ1D MF (Stack C) Extended Support Products - Limited Extended Support	0.00	0.00

Quote valid through 05/06/2025

Signed by:

9807EC85CBC24D6...

4/22/2025

DocuSigned by:

AEF1BFBD1E1A451...

4/22/2025

SUBTOTAL	409291.85
TAX RATE	0.00%
TAX	0.00
FREIGHT	
TOTAL DUE	\$409,291.85

THANK YOU FOR YOUR BUSINESS, WE APPRECIATE THE OPPORTUNITY TO QUOTEQUOTE BY: Vikki Thomas

Please call should you require any additional information. Should you desire to order the above items, please call or fax your order to the above numbers. You may also email your po to tcisales@gotci.com

Have a blessed day....

Contractor: Thomas Consultants, Incorporated
5/21/2025

Contract Number: 12267
(formerly Purchase Order #7017597)

	Actions	Date	Amount
Original Award 12.04.2019 (Purchase Order #7017597)			\$521,893.04
Change Order No. 1	This change was to ratify and renew annual software maintenance, support services, and licenses for the annual maintenance term for the period covering January 1, 2021 through December 31, 2021 in the funded amount of \$387,874.49. Maintenance will be renewed annually under this contract.	5/5/2021	\$387,574.49
Change Order No. 2	This change was to ratify and renew annual software maintenance, support services, and licenses for an 18-month term for the period covering January 1, 2022 through June 30, 2023 in the funded amount of \$576,494.14, which reflected a 0.84% decrease in rates from the previous term. The rates decreased due to changing the renewal term from a 12-month term to an 18-month term.	4/20/2022	\$576,494.14
Change Order No. 3	This change was to ratify and renew annual software maintenance, support services, and licenses for a 12-month term for the period covering July 1, 2023 through June 30, 2024 in the funded amount of \$448,095.90, which reflected an overall 22% decrease in total cost from the previous term. The cost decreased due to changing the renewal term from an 18-month term to a 12-month term.	9/20/2023	\$448,095.90
Change Order No. 4	This change was to ratify the approval of a payment, after the fact, for Mircofocus software products and the renewal of annual software maintenance, support services, and licenses for a 12-month term for the period covering July 1, 2024 through June 30, 2025 in the funded amount of \$569,285.91, which reflects an overall 21% increase in total cost from the previous term. The cost increase reflects a one-time extended support fee of \$67,294.45 due to the age of equipment and an 11% increase for the renewal of software maintenance, support services, and licenses.	8/7/2024	\$569,285.91
Current Contract Amount			\$2,503,343.48
Amount Paid to Date as of 04.25.25			\$2,503,343.38
Current Contract Balance			\$0.10
Change Order No. 5	<i>This change is to renew the annual software maintenance, support services, and licenses for a 12-month term for the period covering July 1, 2025 through June 30, 2026 in the funded amount of \$409,291.85, which reflects a 28.1% decrease from the previous term due to the removal of services that are no longer being used by MLGW.</i>	5/21/2025	\$409,291.85
Available Balance			\$409,291.95
Cumulative Contract Value			\$2,912,635.33

RESOLUTION SUMMARY

- 1. Short title description – Contract No. 12608 (formerly Contract No. C2757) - Commercial Credit Card Services**
- 2. Funded Amount – As approved in MLGW's Fiscal Year Budget**
- 3. Award Duration – 60 months from the date of the Notice to Proceed**
- 4. Type of Bid – RFP**
- 5. Awarded to – First Horizon Bank**
- 6. Plain Language Description – A 60-month contract will be awarded to furnish MLGW personnel an economical, and adequately controlled method for small dollar and/or large volume repetitive purchases of material, supplies, and limited services. This recommendation has no annual fees and includes annual rebates to MLGW.**
- 7. Impact - The general business purpose of the commercial credit card program is to provide a purchasing and payment mechanism for frequent small-dollar purchases, less than \$15,000.00. The procurement cards will also be used to pay for airfare, hotel accommodations and registration fees for employees attending conferences/seminars, and to cover expenses for employees traveling to conduct business on behalf of MLGW.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
May 21, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it awards Contract No. 12608 (*Formerly Contract No. C2757*), Commercial Credit Card Services, to First Horizon Bank, with no annual fee.

The project scope is to furnish MLGW personnel with credit cards to provide an economical, efficient, and adequately controlled method for small dollar and/or large volume repetitive purchases of goods and limited services. The rebate will be based on MLGW's purchase volume which is estimated at \$10,000,0000.00 yearly. This contract award was selected based on the Request for Proposal ("RFP") evaluation process.

The Request for Proposal was advertised using MLGW's Online Bid Notification System and RFP Portal on July 25, 2024 and three (3) firms were short-listed. MLGW solicited 12 firms; and received six (6) proposals on September 16, 2024. The proposals were evaluated based on the following criteria: 1) Approach to Project/Technical Requirements; 2) Information Technology; 3) Implementation and Integration of Card Program; 4) Customer Service/Support; 5) References; 6) Financial Benefits; and 7) Demonstration of Short-listed Firms and the most responsive proposal was from First Horizon Bank. The term of this contract is for a period of 60 months from the date of the Notice to Proceed and is subject to performance and service reviews. This award complies with all applicable laws and policies.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the award of Contract No. 12608 (*formerly Contract No. C2757*), with no contract value, as outlined in the foregoing preamble, is approved; and further,

THAT, the President, or his designated representative is authorized to execute the Award.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of May 21, 2025 awarded Contract No. 12608 (*formerly Contract No. C2757*), Commercial Credit Card Services to First Horizon Bank with no annual fee and is now recommending to the Council of the City of Memphis that it approves said award as approved; and

WHEREAS, the project scope is to furnish MLGW personnel with credit cards to provide an economical, efficient, and adequately controlled method for small dollar and/or large volume repetitive purchases of goods and limited services. The rebate will be based on MLGW's purchase volume which is estimated at \$10,000,0000.00 yearly. This contract award was selected based on the Request for Proposal ("RFP") evaluation process; and

The Request for Proposal was advertised using MLGW's Online Bid Notification System and RFP Portal on July 25, 2024 and three (3) firms were short-listed. MLGW solicited 12 firms; and received six (6) proposals on September 16, 2024. The proposals were evaluated based on the following criteria: 1) Approach to Project/Technical Requirements; 2) Information Technology; 3) Implementation and Integration of Card Program; 4) Customer Service/Support; 5) References; 6) Financial Benefits; and 7) Demonstration of Short-listed Firms and the most responsive proposal was from First Horizon Bank. The term of this contract is for a period of 60 months from the date of the Notice to Proceed and is subject to performance and service reviews. This award complies with all applicable laws and policies; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved an award of Contract No. 12608 (*formerly Contract No. C2757*) Commercial Credit Card Services to First Horizon Bank with no contract value as approved.

MEMPHIS LIGHT, GAS & WATER DIVISION INTERDEPARTMENTAL

TO: Board of Commissioners

DATE: 5/21/2025

FROM: Randy Orsby - Manager of Procurement and Contracts

SUBJECT: Contract No. 12608 (formerly Contract No. C2757), Commercial Credit Card Services

The project scope is to furnish MLGW personnel with credit cards to provide an economical, efficient, and adequately controlled method for small dollar and/or large volume repetitive purchases of goods and limited services. The rebate will be based on MLGW's purchase volume which is estimated at \$10,000,0000.00 yearly. This contract award was selected based on the Request for Proposal ("RFP") evaluation process.

The Request for Proposal was advertised using MLGW's Online Bid Notification System and RFP Portal on July 25, 2024 and three (3) firms were short-listed. MLGW solicited 12 firms; and received six (6) proposals on September 16, 2024. The proposals were evaluated based on the following criteria: 1) Approach to Project/Technical Requirements; 2) Information Technology; 3) Implementation and Integration of Card Program; 4) Customer Service/Support; 5) References; 6) Financial Benefits; and 7) Demonstration of Short-listed Firms and the most responsive proposal was from First Horizon Bank. The term of this contract is for a period of 60 months from the date of the Notice to Proceed and is subject to performance and service reviews. This award complies with all applicable laws and policies.

Respondent	Total Score Received	Local Bidding Preference and Presence Comments
First Horizon Bank 4385 Poplar Street Memphis, TN 38117	94.25	The Respondent provided documentation to be considered for the Local Bidding Presence. The Respondent has 1,608 employees.
U.S. Bank National Association 2 Concourse Pkway NE, Ste 800 Atlanta, GA 30328	91	The Respondent did not provide documentation to be considered for the Local Bidding Preference or Presence
JPMorgan Chase Bank, N.A. 1201 Demonbreun St., Floor 09 Nashville, TN 37203	85	The Respondent did not provide documentation to be considered for the Local Bidding Preference or Presence

MLGW through its evaluation and selection process recommends the award of Contract No. 12608 (formerly Contract No. C2757), Commercial Credit Card Services to First Horizon Bank with no contract value.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: <u>Von Goodloe</u>		Board Meeting Date: <u>5/21/2025</u>
Specialist: <u>Shanikka Tate</u>		Contract Number: <u>12608 (formerly Contract No. C2757)</u>
Purchase Commodity: _____		
Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Purchasing Department / Camela Mitchell / 528-4701 / cmitchell@mlgw.org	
Scope: Contract <u>X</u> Purchase _____ Other _____	The project scope is to furnish MLGW personnel with credit cards to provide an economical, efficient, and adequately controlled method for small dollar and/or large volume repetitive purchases of goods and limited services.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	The general business purpose of the commercial credit card program is to provide a purchasing and payment mechanism for frequent small-dollar purchases, less than \$15,000. The procurement cards will also be used for travel accommodations for employees to attend conferences and seminars.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at the Vendor's work location.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exist due to the general business purpose of the commercial credit card program is to provide a purchasing and payment mechanism for frequent small-dollar purchases, less than \$15,000. The procurement cards will also be used to pay for airfare, hotel accommodations and registration fees for employees attending conferences/seminars, and to cover expenses for employees traveling to conduct business on behalf of MLGW	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? (Bid or RFP) <u>RFP</u>	Does this item include Supplier Diversity? (Yes or No) (If yes, please explain) <u>No, there is no Supplier Diversity goal assigned to this contract.</u>	

BUDGET:

Amount Requested	Total	In 2025 Budget Year	After Budget Year
	\$ -	\$ -	\$ -
2025 Budget*			
Amount Spent Year-to-Date	\$ -		
2025 Budget Balance Available		\$ -	
Budget Balance After Award		\$ -	

*Please indicate category (O&M or Capital).

☒ O&M

☐ Capital

Project Various

Expenditure Organization Various

Expenditure Type Various

Task Various

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -

APPROVED: Talyana Bibbs 04.28.2025

Budget & Financial Planning Date

Rev. 11/01/2018



April 29, 2025

To: List

Re: Contract No. 12608 (Formerly Contract No. C2757), Commercial Credit Card Services: Award Notice

On behalf of MLGW, thank you for participating in the recent proposal for the above-mentioned contract.

After deliberation of bids received, a notification of the intent to award recommendation to **First Horizon Bank** has been received in the Contracts Management office.

It should be noted that the above-mentioned contract is not legally effective until both the LGW Board of Commissioners and Memphis City Council approves its minutes. In addition, both the Vendor and MLGW must sign the "Contract Documents". It should also be noted that no oral communications relating to the Contract Documents is effective and binding on the Vendor and MLGW.

Again, we thank you for your interest in doing business with MLGW. Please do not hesitate to contact me via email at state@mlgw.org or by phone at (901) 528-4020 if you have any questions or concerns.

Sincerely,

Shanikka Tate, MA, PSCMC
Procurement Contracts Specialist 3
Memphis Light, Gas and Water Division (MLGW)
✉ state@mlgw.org | ☎ 901.528.4020

LIST:

First Horizon Bank George H. Slade, Jr. 4385 Poplar Street Memphis, TN 38117 (901) 681-5112 GHSlade@firsthoriozn.com	JPMorgan Chase Bank, N.A. Dan Lally 1201 Demonbreun St., Floor 09 Nashville, TN 37203 (615) 514-7977 dan.lally@jpmorgan.com	Pinnacle Financial Partners Richard Harris 949 S. Shady Grove Road Memphis, TN 38120 (901) 259-5456 richard.harris@pnfp.com
Regions Bank Fred Hardeman 6200 Poplar Avenue Memphis, TN 38119 (901) 580-5123 fred.hardeman@regions.com	Truist Bank Jean Morton 999 S. Shady Grove Road Memphis, TN 38120 (901) 415-7086 jean.morton@truist.com	U.S. Bank National Association Ryan Calloway 2 Concourse Pkway NE, Ste 800 Atlanta, GA 30328 (704) 243-3278 ryan.calloway@usbank.com



**MEMPHIS LIGHT, GAS & WATER DIVISION
INTERDEPARTMENTAL COMMUNICATION**

To: MLGW Board of Commissioners
From: Camela Mitchell, Supervisor of Purchasing
Subject: Data and Details for Procurement Card Activity
Date: May 14, 2025

Please see the details/data below providing information on the procurement card activity.

Number of Active Credit Cards: 443

Credit card spend for the last five years.

2020	\$7,324,306.54
2021	\$7,583,456.46
2022	\$9,482,087.72
2023	\$13,065,717.05
2024	\$13,726,873.78

Rebates for the last five years.

2020	\$86,663.77
2021	\$92,885.89
2022	\$113,780.91
2023	\$149,243.13
2024	\$188,718.21

If you need any further information or clarification, please let me know.

Regards,

Camela Mitchell

RESOLUTION SUMMARY

1. **Short Title Description** – Class 6 Regular Cab Bucket Truck
Ratification of Purchase Order #7068638
2. **Requested Funding** – \$198,761.25
3. **Award Duration** – One-Time Purchase
4. **Type of Bid** – Utilizing Sourcwell Contract Number 110421-ALT
5. **Awarded To** – Altec Industries Incorporated
6. **Plain Language Description** – A quantity of one class 6 regular cab bucket truck will be used by crews to maintain the electric, gas, and water systems and for various customer service functions.
7. **Impact** – The class 6 regular cab bucket truck will replace the existing class 6 regular cab bucket truck that will be retired from service.



EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
May 21, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it approves the ratification of Purchase Order Number 7068638 to Altec Industries Incorporated for a class 6 regular cab bucket truck in the amount of \$198,761.25.

The class 6 regular cab bucket truck will be used by Division crews to maintain the electric, gas, and water systems and for various customer service functions. This vehicle will replace existing equipment that will be retired from service based on age, actual operational usage, projected usage, repair cost and frequency, parts availability, and effectiveness to meet the Division's needs. Purchase Order Number 7068638 was issued to secure the vehicle for immediate delivery and approval is needed to ratify the purchase. This ratification complies with all applicable laws and policies.

The 2025 budgeted amount for Transportation – Vehicle Acquisition and Training is \$7,558,000.00; the amount spent year-to-date is \$1,435,702.73; leaving a balance available of \$6,122,297.27; of which \$198,761.25 will be spent on this purchase in 2025; leaving a balance available of \$5,923,536.02 after award; and

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, subject to the consent and approval of the Council of the City of Memphis, approves the ratification of Purchase Order Number 7068638 with Altec Industries Incorporated for one class 6 regular cab bucket truck is approved as outlined in the foregoing preamble.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of May 21, 2025 approved the ratification of Purchase Order Number 7068638 for a class 6 regular cab bucket truck and is now recommending to the Council of the City of Memphis that it approves said ratification; and

WHEREAS, the class 6 regular cab bucket truck will be used by Division crews to maintain the electric, gas, and water systems and for various customer service functions. This vehicle will replace existing equipment that will be retired from service based on age, actual operational usage, projected usage, repair cost and frequency, parts availability, and effectiveness to meet the Division's needs. Purchase Order Number 7068638 was issued to secure the vehicle for immediate delivery and approval is needed to ratify the purchase. This ratification complies with all applicable laws and policies; and

NOW, THEREFORE BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby approved ratification of Purchase Order Number 7068638 to Altec Industries Incorporated in the amount of \$198,761.25 chargeable to the MLGW 2025 fiscal year budget.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Von Goodloe

Specialist: Donna Adams

Board Meeting Date: 5/21/2025
 Purchase Order Number: 7068638
 Class 6 Regular Cab Bucket Truck
 Purchase Commodity: Ratification
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Transportation Area No. 364210 / Caleb Crowder / 901-320-1474 / ccrowder@mlgw.org	
Scope: Contract _____ Purchase _____ Other <u>X</u> _____	The scope of this request is to ratify Purchase Order Number 7068638 for a class 6 regular cab bucket truck.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	To ratify Purchase Order Number 7068638 with Altec Industries Incorporated for one class 6 regular bucket truck.	
Where will the work take place? (MLGW facility or jobsite, etc.)	Division vehicles / equipment used by crews to complete work in and around Shelby County, Tennessee.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	To purchase approved budget items to provide equipment for crews to complete job assignments. Replacements are evaluated based on age, actual operational usage, projected usage, repair cost and frequency, parts availability, and effectiveness to meet the area's needs.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? (Bid, RFQ or RFP) Utilizing Sourcwell Contract number 110421-ALT		Does this item include Supplier Diversity? (Yes or No) (If yes, please explain) No

BUDGET:

Amount Requested

2025 Budget*

Amount Spent Year-to-Date

2025 Budget Balance Available

Budget Balance After Award

Total	In 2025 Budget Year	After Budget Year
\$ 198,761.25	\$ 198,761.25	\$ -
\$ 7,558,000.00		
\$ 1,435,702.73	\$ 6,122,297.27	
	\$ 5,923,536.02	

*Please indicate category (O&M or Capital).

☐ O&M☒ Capital

Project

Expenditure Organization

Expenditure Type

Task

CA-Transportation

0364210 Vehicle Acquisition and Training

Pwr-Power Operated Equipment

CA-Elec Power Oper Eqt \$198,761.25

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
			\$ -

APPROVED:

Jalyana Gibbs

Budget & Financial Planning

04.15.2025

Date

Rev. 11/01/2018

MEMPHIS LIGHT, GAS AND WATER DIVISION
INTERDEPARTMENTAL COMMUNICATION.

TO: Donna Adams
FROM: Caleb Crowder
DATE: April 3, 2025
SUBJECT: Class 6 Regular Cab Bucket Truck 4WD Recommendation

REQ#5136822 RFQ#1799988

SPECIFICATION NO. TRAT-25-5030 – Total Cost: \$198,761.25

One (1) New unused regular cab and chassis with at least 22,000 GVWR, and at least 84" cab to axle dimension and 4WD with an articulating telescopic aerial device and standard all steel utility body, all in accordance with Division Specification No. TRAT-25-5030.

We will utilize Sourcewell Contract #110421-ALT for purchase. Altec Industries Incorporated will supply a Chevrolet 6500 HD chassis with an Altec AT41P aerial tower installed at a price of \$198,761.25. This bid has non-compliances for manual throttle speed control instead of automatic and a hydraulic operated control handle instead of fiber optic. The Transportation Department accepts these non-compliances.

After careful review of this bid, the Transportation Department recommends the award be made to Altec Industries Incorporated for the total amount of \$198,761.25.



Caleb Crowder
Acting Vehicle Acquisition and Training Supervisor
Transportation and Fleet Services
Memphis Light Gas & Water Division

MLGW
SERVING YOU IS
WHAT WE DO**INTERDEPARTMENTAL COMMUNICATION****Transportation and Fleet Services, NC/08-109, Phone: (901) 320-1471**

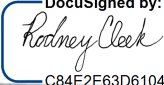
TO: Rodney Cleek, Dr. Von Goodloe, Derrick Suggs
CC: Randy Orsby, Camela Mitchell
FROM: James B. Chandler
DATE: 4/3/25
SUBJECT: Justification to ratify the purchase of one (1) class 6 regular cab bucket truck.

The Transportation Department has been presented with the opportunity to acquire one Altec AT41P Bucket Truck. This truck was built for another customer who ended up canceling the order. Orders placed today for aerial equipment have lead times of nearly five years. This bucket truck is built and ready for delivery. We will be utilizing Sourcewell Contract #110421-ALT to secure a competitive price from Altec Industries Incorporated. Considering the timeline that we can receive this aerial truck; the Transportation Department recommends moving forward with the purchase of this Altec AT41P Bucket Truck from Altec Industries in the amount of \$198,761.25.

APPROVED:  4-3-25
James B. Chandler, Lead Supervisor Date:
Transportation and Fleet Services

APPROVED:  4-7-2025
Derrick Suggs, Director Date:
Transportation, Materials, and Stores

DocuSigned by:
APPROVED:  4/8/2025
3B7D8A019CD94E2
Von Goodloe, VP Shared Services Date:

DocuSigned by:
APPROVED:  4/8/2025
C84E2E63D610415...
Rodney Cleek, Sr. VP, CFAO Date:

RESOLUTION SUMMARY

1. **Short Title Description** – Half-Ton Four-Wheel Drive Pickup Trucks
Ratification of Purchase Order #7068637
2. **Requested Funding** – \$1,004,675.00
3. **Award Duration** – One-Time Purchase
4. **Type of Bid** – Utilizing State of Tennessee Contract Number 84711
5. **Awarded To** – Lonnie Cobb Ford LLC
6. **Plain Language Description** – A quantity of twenty-one, half-ton four-wheel drive pickup trucks will be used by crews to maintain the electric, gas, and water systems and for various customer service functions.
7. **Impact** – The half-ton four-wheel drive pickup trucks will replace existing half-ton four-wheel drive pickup trucks that will be retired from service.



EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
May 21, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it approves the ratification of Purchase Order Number 7068637 with Lonnie Cobb Ford LLC for half-ton four-wheel drive pickup trucks in the amount of \$1,004,675.00.

The half-ton four-wheel drive pickup trucks will be used by Division crews to maintain the electric, gas, and water systems and for various customer service functions. These vehicles will replace existing equipment that will be retired from service based on age, actual operational usage, projected usage, repair cost and frequency, parts availability, and effectiveness to meet the Division's needs. Purchase Order Number 7068637 was issued to secure vehicles for immediate delivery and approval is needed to ratify the purchase. This ratification complies with all applicable laws and policies.

The 2025 budgeted amount for Transportation – Vehicle Acquisition and Training is \$11,448,000.00; the amount spent year-to-date is \$2,761,944.94; leaving a balance available of \$8,686,055.06; of which \$1,004,675.00 will be spent on this purchase in 2025; leaving a balance available of \$7,681,380.06 after award; and

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, subject to the consent and approval of the Council of the City of Memphis, approves the ratification of Purchase Order Number 7068637 with Lonnie Cobb Ford LLC for twenty-one, half-ton four-wheel drive pickup trucks are approved as outlined in the foregoing preamble.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of May 21, 2025 approved the ratification of Purchase Order Number 7068637 for half-ton four-wheel drive pickup trucks and is now recommending to the Council of the City of Memphis that it approves said ratification; and

WHEREAS, the half-ton four-wheel drive pickup trucks will be used by Division crews to maintain the electric, gas, and water systems and for various customer service functions. These vehicles will replace existing equipment that will be retired from service based on age, actual operational usage, projected usage, repair cost and frequency, parts availability, and effectiveness to meet the Division's needs. Purchase Order Number 7068637 was issued to secure vehicles for immediate delivery and approval is needed to ratify the purchase order. This ratification complies with all applicable laws and policies; and

NOW, THEREFORE BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby approved ratification of Purchase Order Number 7068637 to Lonnie Cobb Ford LLC in the amount of \$1,004,675.00 chargeable to the MLGW 2025 fiscal year budget.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Von Goodloe Board Meeting Date: 5/21/2025
 Purchase Order Number: 7068637
 Specialist: Donna Adams Purchase Commodity: Half-Ton Four-Wheel Drive Pickup Trucks Ratification
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Transportation Area No. 364210 / Caleb Crowder / 901-320-1474 / ccrowder@mlgw.org	
Scope: Contract _____ Purchase _____ Other <u>X</u>	The scope of this request is to ratify Purchase Order Number 7068637 for half-ton four-wheel drive pickup trucks.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	To ratify Purchase Order Number 7068637 with Lonnie Cobb Ford LLC for twenty-one, half-ton four-wheel drive pickup trucks.	
Where will the work take place? (MLGW facility or jobsite, etc.)	Division vehicles / equipment used by crews to complete work in and around Shelby County, Tennessee.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	To purchase approved budget items to provide equipment for crews to complete job assignments. Replacements are evaluated based on age, actual operational usage, projected usage, repair cost and frequency, parts availability, and effectiveness to meet the area's needs.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? (Bid, RFQ or RFP) Utilizing State of Tennessee Contract Number 84711	Does this item include Supplier Diversity? (Yes or No) (If yes, please explain) No	

BUDGET:

	Total	In 2025 Budget Year	After Budget Year
Amount Requested	\$ 1,004,675.00	\$ 1,004,675.00	\$ -
2025 Budget*	\$ 11,448,000.00		
Amount Spent Year-to-Date	\$ 2,761,944.94		
2025 Budget Balance Available		\$ 8,686,055.06	
Budget Balance After Award		\$ 7,681,380.06	

*Please indicate category (O&M or Capital).

☐ O&M **Project** CA-Transportation
Expenditure Organization 0364210 Vehicle Acquisition and Training
☒ Capital **Expenditure Type** Pwr-Transportation Equipment
Task CA-Elec Trans Eqt \$332,108.00
 CA-Water Trans Eqt \$144,718.00
 CA-Gas Trans Eqt \$241,992.00
 CA-Gas Comm Trans Eqt \$285,857.00

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
			\$ -

APPROVED:
Jalyama Bibbs
 Budget & Financial Planning

04.15.2025
 Date

Rev. 11/01/2018

MEMPHIS LIGHT, GAS AND WATER DIVISION
INTERDEPARTMENTAL COMMUNICATION.

TO: Donna Adams
FROM: Caleb Crowder
DATE: April 3, 2025
SUBJECT: Half-Ton 4WD Pickup Trucks Recommendation

REQ#5137386 RFQ#1799995

ITEM #1 - SPECIFICATION NO. TECP-25-0066 – Total Cost: \$664,216.00
Fourteen (14) latest model full size extended cab, 4WD, half-ton pickups, all in accordance with Division Specification No. TECP-25-0066.

We will utilize State of Tennessee Contract #84711 for purchase. Lonnie Cobb Ford LLC will supply a Ford F150 extended cab at a price of \$47,444 each (Total Cost \$664,216.00). This bid meets all specifications.

After careful review of this bid, the Transportation Department recommends the award be made to Lonnie Cobb Ford LLC for the total amount of \$664,216.00.

ITEM #2 - SPECIFICATION NO. TPU-25-0081 – Total Cost: \$340,459.00
Seven (7) latest model full size crew cab, 4WD, short wheelbase, half-ton pickups, all in accordance with Division Specification No. TPU-25-0081.

We will utilize State of Tennessee Contract #84711 for purchase. Lonnie Cobb Ford LLC will supply a Ford F150 crew cab at a price of \$48,637 each (Total Cost \$340,459.00). This bid meets all specifications.

After careful review of this bid, the Transportation Department recommends the award be made to Lonnie Cobb Ford LLC for the total amount of \$340,459.00.



Caleb Crowder
Acting Vehicle Acquisition and Training Supervisor
Transportation and Fleet Services
Memphis Light Gas & Water Division



MLGW
SERVING YOU IS
WHAT WE DO

INTERDEPARTMENTAL COMMUNICATION

Transportation and Fleet Services, NC/08-109, Phone: (901) 320-1471

TO: Rodney Cleek, Dr. Von Goodloe, Derrick Suggs

CC: Randy Orsby, Camela Mitchell

FROM: James B. Chandler

DATE: 4/3/2025

SUBJECT: Justification to ratify the purchase of twenty-one (21) half ton four-wheel drive pickup trucks.

To continue purchasing vehicles at a competitive price, we must expedite the procurement process as vehicles become available. A swift ratification process is essential to issuing purchase orders promptly when a supplier has inventory ready for delivery. Delays in issuing a purchase order can lead to added pass-through costs, such as floorplan interest and insurance, being factored into the bid price. Additionally, the supplier may be unwilling to hold the vehicle(s) for the duration required to complete the Board Approvals process and obtain a purchase order.

Therefore, the Transportation Department recommends moving forward with the purchase of twenty-one (21) half ton four-wheel drive pickup trucks. These trucks are on hold at the dealer and will need a PO as soon as possible. They will be purchased from Lonnie Cobb Ford LLC utilizing Tennessee Statewide Contract #84711 with a total cost of \$1,004,675.00.

APPROVED:  4-3-25
James B. Chandler, Lead Supervisor
Transportation and Fleet Services Date:

APPROVED:  4-7-2025
Derrick Suggs, Director
Transportation, Materials, and Stores Date:

DocuSigned by:
 4/8/2025
APPROVED: 3B7D8A019CD94E2...
Von Goodloe, VP Shared Services Date:

DocuSigned by:
 4/8/2025
APPROVED: C84E2E63D610415...
Rodney Cleek, Sr. VP, CFAO Date:



**STATE OF TENNESSEE, DEPARTMENT OF GENERAL SERVICES
CENTRAL PROCUREMENT OFFICE**

Statewide Contract Issued to:

Lonnie Cobb Ford LLC
1618 Highway 45 N
Henderson, TN 38340

Contract Number: 000000000000000000084711

Title: SWC209 Vehicles

Start Date : October 16, 2024 End Date: December 31, 2025

Is this contract available to local government agencies in addition to State agencies?: Yes

Authorized Users. This Contract establishes a source or sources of supply for all Tennessee State Agencies. "Tennessee State Agency" refers to the various departments, institutions, boards, commissions, and agencies of the executive branch of government of the State of Tennessee with exceptions as addressed in Tenn. Comp. R. & Regs. 0690-03-01-.01. The Contractor shall provide all goods or services and deliverables as required by this Contract to all Tennessee State Agencies. The Contractor shall make this Contract available to the following entities, who are authorized to and who may purchase off of this Statewide Contract ("Authorized Users"):

- a. all Tennessee State governmental entities (this includes the legislative branch; judicial branch; and, commissions and boards of the State outside of the executive branch of government);
- b. Tennessee local governmental agencies;
- c. members of the University of Tennessee or Tennessee Board of Regents systems;
- d. any private nonprofit institution of higher education chartered in Tennessee; and,
- e. any corporation which is exempted from taxation under 26 U.S.C. Section 501(c)(3), as amended, and which contracts with the Department of Mental Health and Substance Abuse to provide services to the public (Tenn. Code Ann. § 33-2-1001).

These Authorized Users may utilize this Contract by purchasing directly from the Contractor according to their own procurement policies and procedures. The State is not responsible or liable for the transactions between the Contractor and Authorized Users.

Note: If "no", attach exemption request addressed to the Central Procurement Officer.

Contract Contact Information:

State of Tennessee
 Department of General Services, Central Procurement Office
 Contract Administrator: Michael Neely
 3rd Floor, William R Snodgrass, Tennessee Tower
 312 Rosa L. Parks Avenue
 Nashville, TN 37243-1102
 Phone: 615-741-5971
 Fax: 615-741-0684

Line Information

Line 1

Item ID: 1000179934
Police, Vehicles, Ford, Generic SWC209 Asset
 Unit of Measure: EA
 Vendor Item/Part #: SWC209-COBB-001

Line 2

Item ID: 1000179936
Minivan and Full-size Vans, Ford (Passenger, Cargo, Cut-Away), Generic SWC209 Asset
 Unit of Measure: EA
 Vendor Item/Part #: SWC209-COBB-003

Line 3

Item ID: 1000179937
Sport Utility Vehicles, Ford (SUVs), Generic SWC209 Asset
 Unit of Measure: EA
 Vendor Item/Part #: SWC209-COBB-004

Line 4

Item ID: 1000179938
Light Trucks, Ford (Class 1,2,3,4,5) Pickup or Chassis Cab, Generic SWC209 Asset
 Unit of Measure: EA
 Vendor Item/Part #: SWC209-COBB-005

Line

Item ID: 1000179941
Optional Equipment, Generic SWC209 Asset
 Unit of Measure: EA
 Vendor Item/Part #: SWC209-COBB-008

APPROVED: _____

CHIEF PROCUREMENT OFFICER



Digitally signed by Michael F. Perry
 DN: cn=Michael F. Perry, o=State
 of TN CPO, ou=Department of
 General Services,
 email=Mike.Perry@tn.gov, c=US
 Date: 2024.10.11 08:21:33 -05'00'

BY: _____

Mike Neely

PURCHASING AGENT

Digitally signed by Mike
 Neely
 Date: 2024.10.10
 16:05:40 -05'00'

DATE _____

RESOLUTION SUMMARY

1. **Short Title Description** – SF6 Service Cart with Trailer
2. **Requested Funding** – \$192,401.57
3. **Award Duration** – One-Time Purchase
4. **Type of Bid** – Sealed Bid
5. **Awarded To** – DILO Company, Inc.
6. **Plain Language Description** – We will purchase one SF6 service cart with trailer to recover, recycle, store and fill SF6 gas used in high-voltage electrical equipment.
7. **Impact** – The SF6 service cart with trailer supports high-voltage electrical infrastructure by safely and efficiently recovering and recycling SF6 gas during equipment maintenance.



EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
May 21, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it awards a purchase order for an SF6 service cart with trailer to DILO Company, Inc. in the amount of \$192,401.57.

The SF6 service cart with trailer will be used by Division crews to recover, recycle, store and fill SF6 gas in high-voltage electrical equipment. The SF6 service cart with trailer ensures safe and efficient gas handling during maintenance operations. This service cart will replace existing equipment that will be retired from service based on age, actual operational usage, projected usage, repair cost and frequency, parts availability, and effectiveness to meet the Division's needs.

Bids were opened on April 2, 2025. Notice to Bidders was advertised. Five bids were solicited, and four bids were received with the lowest and best complying bidder being the firm of DILO Company, Inc. This award complies with all applicable laws and policies.

The 2025 budgeted amount for Transportation – Vehicle Acquisition and Training is \$7,558,000.00; the amount spent year-to-date is \$1,434,748.37; leaving a balance available of \$6,123,251.63; of which \$192,401.57 will be spent on this purchase in 2025; leaving a balance available of \$5,930,850.06 after award; and

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, subject to the consent and approval of the Council of the City of Memphis,

awards a purchase order to DILO Company, Inc. is approved for furnishing:

1 – New unused latest model trailer mounted self-contained sulfur hexafluoride (SF6) gas recovery unit, all in accordance with Division Specification No. TSF6C-25-0748;

Totaling \$192,401.57; f.o.b. Memphis, Tennessee, our dock; transportation prepaid; said price being firm; delivery in 18-20 weeks; terms net 30 days.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of May 21, 2025 approved the purchase of an SF6 service cart with trailer and is now recommending to the Council of the City of Memphis that it approves said purchase; and

WHEREAS, the SF6 service cart with trailer will be used by Division crews to recover, recycle, store and fill SF6 gas in high-voltage electrical equipment. The SF6 service cart with trailer ensures safe and efficient gas handling during maintenance operations. This service cart will replace existing equipment that will be retired from service based on age, actual operational usage, projected usage, repair cost and frequency, parts availability, and effectiveness to meet the Division's needs; and

WHEREAS, bids were opened on April 2, 2025. Notice to Bidders was advertised. Five bids were solicited, and four bids were received with the lowest and best complying bidder being the firm of DILO Company, Inc. This award complies with all applicable laws and policies; and

NOW, THEREFORE BE IT RESOLVED by the Council of the City of Memphis that there be and is hereby approved the purchase of one SF6 service cart with trailer from DILO Company, Inc. in the amount of \$192,401.57 chargeable to the MLGW 2025 fiscal year budget.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Von Goodloe
 Specialist: Donna Adams

Board Meeting Date: 5/21/2025
 Requisition Number: 5136207
 Purchase Commodity: SF6 Service Cart with Trailer
 Other (Non-Procurement Items):

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Transportation Area No. 364210 / Caleb Crowder / 901-320-1474 / ccrowder@mlgw.org	
Scope: Contract _____ Purchase <u>X</u> _____ Other _____	A purchase order will be issued to procure an SF6 service cart with trailer.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	To purchase one SF6 service cart with trailer.	
Where will the work take place? (MLGW facility or jobsite, etc.)	Division vehicles / equipment used by crews to complete work in and around Shelby County, Tennessee.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	To purchase approved budget items to provide equipment for crews to complete job assignments. Replacements are evaluated based on age, actual operational usage, projected usage, repair cost and frequency, parts availability, and effectiveness to meet the area's needs.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? (Bid, RFQ or RFP) RFQ		Does this item include Supplier Diversity? (Yes or No) (If yes, please explain) No

BUDGET:

Amount Requested

2025 Budget*

Amount Spent Year-to-Date

2025 Budget Balance Available

Budget Balance After Award

	Total	In 2025 Budget Year	After Budget Year
Amount Requested	\$ 192,401.57	\$ 192,401.57	\$ -
2025 Budget*	\$ 7,558,000.00		
Amount Spent Year-to-Date	\$ 1,434,748.37		
2025 Budget Balance Available		\$ 6,123,251.63	
Budget Balance After Award		\$ 5,930,850.06	

*Please indicate category (O&M or Capital).

☐ O&M☒ Capital

Project

Expenditure Organization

Expenditure Type

Task

CA-Transportation

0364210 Vehicle Acquisition and Training

Pwr-Power Operated Equipment

CA-Elec Power Oper Eqt \$192,401.57

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -

APPROVED:

Talyana Gibbs

04.07.2025

Date

Budget & Financial Planning

Rev. 11/01/2018

BID ON SF6 SERVICE CART TRAILER							
FOR BOARD MEETING OF MAY 21, 2025							
		BIDS OPENED ON APRIL 2, 2025					
		BASE UNIT: EACH					
BIDDERS	ITEM QUANTITY	Line 1	Total	Local Bidding Preference	Local Bidding Presence	Terms	Delivery
COMPLYING BIDDERS	DESCRIPTION	1 DILO SF6 SERVICE CART, 3-010-R701					
DILO Company, Inc. Memphis, TN		\$192,401.57	\$192,401.57	N/A	N/A	Net 30	18-20 Weeks
AWC Incorporated Bartlett, TN		\$199,595.00	\$199,595.00	N/A	N/A	Net 30	14 Weeks
Baron USA, LLC Cookeville, TN		\$300,604.00	\$300,604.00	N/A	N/A	Net 30	35-43 Weeks
NON-COMPLYING BIDDER							
Enervac International ULC Cambridge, Ontario, CA		\$227,906.00	\$227,906.00	N/A	N/A	Net 30	38-42 Weeks
Enervac International ULC was non-complying due to their failure to sign and return the signature page; therefore their bid was deemed incomplete and not considered for evaluation or award.							
RECOMMEND AWARD AS FOLLOWS: DILO Company, Inc.....\$192,401.57							

MEMPHIS LIGHT, GAS AND WATER DIVISION
INTERDEPARTMENTAL COMMUNICATION.

TO: Donna Adams
FROM: Caleb Crowder
DATE: April 3, 2025
SUBJECT: SF6 Service Cart with Trailer Recommendation

REQ#5136207 RFQ#1799998

SPECIFICATION NO. TSF6C-25-0748 – Total Cost: \$192,401.57

One (1) New unused latest model trailer mounted self-contained sulfur hexafluoride (SF6) gas recovery unit, all in accordance with Division Specification No. TSF6C-25-0748.

The lowest bid was submitted by Dilo Company, Inc. supplying a Dilo L057R51-V1 at a price of \$192,401.57. This bid meets all specifications.

The 2nd lowest bid was submitted by AWC Incorporated supplying a WIKA GPU-S-3000 at a price of \$199,595.00. This bid listed several non-compliances for machine and trailer specifications and warranty terms.

The 3rd lowest bid was submitted by Enervac International ULC supplying an Enervac E736A at a price of \$227,906.00. No completed bidding blank was provided.

The 4th lowest bid was submitted by Baron USA, LLC supplying a BA-SF6-10.12-53-500-C at a price of \$300,604.00. This bid listed non-compliances for warranty terms.

After careful evaluation of this bid, the Transportation Department recommends the award be made to Dilo Company, Inc. in the amount of \$192,401.57.



Caleb Crowder
Acting Vehicle Acquisition and Training Supervisor
Transportation and Fleet Services
Memphis Light Gas & Water Division

AWARD RECOMMENDATION

To: Caleb Crowder

From: **Procurement Contracts Specialist II:** Donna Adams

Date: 4/3/2025

Requisition #: 5136207

Bid on: SF6 Service Cart with Trailer

Attached are bid(s) for items requisitioned by your department. Please complete the applicable portions of this form in order that proper presentation and recommendations may be made. Please return this form to the Procurement Specialist as soon as possible.

1. PROCUREMENT COMMENTS:

2. RECOMMENDATION:

A. Which bid(s) do you recommend? Please see attached Recommendation Letter.

B. Does this meet specifications as per your request and/or as advertised?

YES ☒
NO ☐

If No, is the variance considered: MINOR ☐ or MAJOR ☐

Explain:

C. Is the recommendation the lowest bid received? YES ☒ NO ☐

If no, list the bids that are low; but which you believe **DO NOT** meet specifications and list reasons why each does not meet specifications. Please attach a memo of explanation to this form, if necessary. If recommendation is based on local bidding preference, supplier diversity policy application, or earliest delivery based on need, please include in your recommendation.

(attach an additional sheet if further comment or explanation is required)

PRINT NAME Caleb Crowder
Area Supervisor or designee

SIGNATURE Donna Adams
Procurement Contracts Specialist II

SIGNATURE Caleb Crowder

DATE 4/3/2025

DATE 4/3/2025

PHONE 901-320-1474

3. PROCUREMENT ACTION/RECOMMENDATION(S): (Purchasing to complete)

This award complies with all applicable laws and policies.

Revised 5/17/10

RESOLUTION SUMMARY

- 1. Short title description – Contract No. 12542~ Hickory Hill Service Center Re-Roof**
- 2. Funded Amount - \$722,973.00**
- 3. Award Duration – One (1) year from the date of the Notice to Proceed**
- 4. Type of Bid – Sealed Bid**
- 5. Awarded to – B-Four Plied, Inc.**
- 6. Plain Language Description – This contract is for removing, disposing and replacing the existing roof on the main building at MLGW's Hickory Hill Service Center at 6012 Winchester Road.**
- 7. Impact – This contract will help to provide building maintenance to ensure the integrity of the building and its assets.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
May 21, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it awards Contract No. 12542, Hickory Hill Service Center Re-Roof to B-Four Plied, Inc. in the funded amount of \$722,973.00.

The project scope is to provide all supervision, labor, transportation, equipment and materials to remove, dispose and replace the existing roof on the main building at MLGW's Hickory Hill Service Center located at 6012 Winchester Road, Memphis, TN 38115.

The Notice to Bidders was advertised using MLGW's Online Bid Notification System and the Memphis Daily News on November 22, 2024. MLGW solicited nine (9) bids; of which, six (6) Contractors attended the Mandatory Site Visits held on December 9 and 10, 2024 and were deemed qualified to bid on the project. Two (2) bids were received on January 28, 2025; of which, one (1) bid was deemed non-compliant due to their failure to meet the 30% Supplier Diversity goal. The best bid received was from B-Four Plied, Inc. in the amount of \$657,973.00. MLGW is also requesting contingency funds for any unforeseen conditions of roof decking or any other roofing system components in the amount of \$65,000.00. The total funded amount for the award is \$722,973.00. The term of this contract is one (1) year from the date of the Notice to Proceed. This award complies with all applicable laws and policies.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the award of Contract No. 12542, Hickory Hill Service Center Re-Roof to B-Four Plied, Inc. in the funded amount of \$722,973.00, as outlined in the foregoing preamble, is approved and further,

THAT, the President, or his designated representative is authorized to execute the Award.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of May 21, 2025 awarded Contract No. 12542, Hickory Hill Service Center Re-Roof to B-Four Plied, Inc. in the funded amount of \$722,973.00, and is now recommending to the Council of the City of Memphis that it approves said award as approved; and

WHEREAS, the project scope is to provide all supervision, labor, transportation, equipment and materials to remove, dispose and replace the existing roof on the main building at MLGW's Hickory Hill Service Center located at 6012 Winchester Road, Memphis, TN 38115.

WHEREAS, the Notice to Bidders was advertised using MLGW's Online Bid Notification System and the Memphis Daily News on November 22, 2024. MLGW solicited nine (9) bids; of which, six (6) Contractors attended the Mandatory Site Visits held on December 9 and 10, 2024 and were deemed qualified to bid on the project. Two (2) bids were received on January 28, 2025; of which, one (1) bid was deemed non-compliant due to their failure to meet the 30% Supplier Diversity goal. The best bid received was from B-Four Plied, Inc. in the amount of \$657,973.00. MLGW is also requesting contingency funds for any unforeseen conditions of roof decking or any other roofing system components in the amount of \$65,000.00. The total funded amount for the award is \$722,973.00. The term of this contract is one (1) year from the date of the Notice to Proceed. This award complies with all applicable laws and policies; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved an award of Contract No. 12542, Hickory Hill Service Center Re-Roof to B-Four Plied, Inc. in the funded amount of \$722,973.00 as approved.

MEMPHIS LIGHT, GAS & WATER DIVISION INTERDEPARTMENTAL

TO: Board of Commissioners

FROM: Randy Orsby - Manager of Procurement and Contracts

SUBJECT: Contract No. 12542, Hickory Hill Service Center Re-Roof

DATE: 5/21/2025

The Contracts Management Department, with an outline of work to be provided by the Facilities Management and Maintenance Department, solicited bids to provide all supervision, labor, transportation, equipment and materials to remove, dispose and replace the existing roof on the main building at MLGW's Hickory Hill Service Center located at 6012 Winchester Road, Memphis, TN 38115.

The Notice to Bidders was advertised using MLGW's Online Bid Notification System and the Memphis Daily News on November 22, 2024. MLGW solicited nine (9) bids; of which, six (6) Contractors attended the Mandatory Site Visits held on December 9 and 10, 2024 and were deemed qualified to bid on the project. Two (2) bids were received on January 28, 2025; of which, one (1) bid was deemed non-compliant due to their failure to meet the 30% Supplier Diversity goal. The best bid received was from B-Four Plied, Inc. in the amount of \$657,973.00. MLGW is also requesting contingency funds for any unforeseen conditions of roof decking or any other roofing system components in the amount of \$65,000.00. The total funded amount for the award is \$722,973.00. The term of this contract is one (1) year from the date of the Notice to Proceed. This award complies with all applicable laws and policies.

Bidder	Total	<i>Local Bidding Preference or Presence Bid Amount (if applicable)</i>	Local Bidding Preference and Presence Comments
B-Four Plied, Inc. 3980 Winchester Road Memphis, TN 38118	Bid Amount of \$657,973.00 (plus contingency funds \$65,000.00)	\$625,074.35	The Bidder submitted documentation to be considered for the Local Bidding Preference.
Eskola, LLC 10072 Vista Cove Olive Branch, MS 38654	Bid was deemed non-compliant due to their failure to meet the 30% Supplier Diversity goal.		

MLGW, through its evaluation and selection process, recommends the award of Contract No. 12542, Hickory Hill Service Center Re-Roof to B-Four Plied, Inc. in the funded amount of \$722,973.00.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Von Goodloe
 Specialist: Arma Orr

Board Meeting Date: 5/21/2025
 Contract Number: 12542
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Facilities Management and Maintenance, Eric Conway, 901-590-5133, econway@mlgw.org	
Scope: Contract <u>X</u> Purchase _____ Other _____	The project scope is to provide all supervision, labor, transportation, equipment and materials to remove, dispose and replace the existing roof on the main building at MLGW's Hickory Hill Service Center located at 6012 Winchester Road, Memphis, TN 38115.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This is an award.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at MLGW's Hickory Hill Service Center located at 6012 Winchester Rd., Memphis, TN 38115.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to provide building maintenance to ensure the integrity of the building.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? (Bid or RFP) <u>Sealed Bid</u>	Does this item include Supplier Diversity? (Yes or No) (If yes, please explain) Yes, there is a 30% supplier diversity goal assigned. However, the actual participation is 100% WBE/LSB ~ B- Four Plid, Inc.	

BUDGET:

Amount Requested

2025 Budget*

Amount Spent Year-to-Date

2025 Budget Balance Available

Budget Balance After Award

	Total	In 2025 Budget Year	After Budget Year
Amount Requested	\$722,973.00	\$722,973.00	\$ -
2025 Budget*	\$ 3,000,000.00		
Amount Spent Year-to-Date	\$ 52,982.28	\$ 2,947,017.72	
2025 Budget Balance Available		\$ 2,224,044.72	
Budget Balance After Award			

*Please indicate category (O&M or Capital).

☒ O&M☐ Capital

Project Facilities Mgmt Mtn R2024
Expenditure Organization 0363200 Facilities Management and Maintenance
Expenditure Type Contracted Svc-Other
Task Admin Expense

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
			\$ -

APPROVED:

Jalyana Gibbs

Budget & Financial Planning

04.07.2025

Date

Rev. 11/01/2018



DATE: April 10, 2025

TO: See Distribution List Below

RE: Notification of the Intent to Award
Contract No. 12542 ~ Hickory Hill Service Center Re-roof

On behalf of MLGW, thank you for participating in the recent bid solicitation for **Contract No. 12542 ~ Hickory Hill Service Re-roof**, in which bids were received on **January 28, 2025**.

After an evaluation of bids received, a Notification of the Intent to Award recommendation to **B-Four Plied, Inc.** for the above referenced sealed bid has been received in the Contracts Management Department.

*It should be noted that **Contract No. 12542** is not legally effective until both the LGW Board of Commissioners **and** Memphis City Council approves its minutes. In addition, both the Vendor and MLGW must sign the "Contract Documents". It should also be noted that no oral communications relating to the Contract Documents is effective and binding on you and MLGW.*

Again, thank you for your interest in doing business with MLGW. Please do not hesitate to contact me via email at aorr@mlgw.org or by phone at 901-528-4020 if you have any questions or concerns.

Sincerely,

Arma Orr

Arma Orr
Procurement Contracts Specialist II
Contracts Management Department
Memphis Light, Gas and Water Division
Office: 901-528-4020
Email: aorr@mlgw.org

Distribution List:

- **B-Four Plied, Inc. ~ 3980 Winchester Road, Memphis, TN 38118**
- **Eskola, LLC ~ 10072 Vista Cove, Olive Branch, MS 38654**

cc: Juanita Ford
Bobby Williams
Eric Conway
Kimberly Pasley

/ao

RESOLUTION SUMMARY

- 1. Short title description – Contract No. 12043 - Property and Boiler Insurance**
- 2. Funded Amount - \$2,578,887.00**
- 3. Award Duration – One (1) year extension (June 1, 2025 through May 31, 2026)**
- 4. Type of Bid – RFP**
- 5. Awarded to – FM Global**
- 6. LSB/MWBE Goal Assigned/Committed – No goal assigned**
- 7. Plain Language Description – This contract is to insure MLGW buildings and other structures. This extension represents a 15.6% decrease from the prior year due to the application of member credits to the annual premium and an increase of the deductible. The total estimated value of assets insured under this policy is \$1,382,712,086.**
- 8. Impact - This coverage will ensure that MLGW's buildings, contents, transformers, substations, boilers, and machinery are protected against hazards and risk. This is a 15.6% decrease from the previous year.**

EXCERPT
from
MINUTES OF MEETING
of
BOARD OF LIGHT, GAS AND WATER COMMISSIONERS
CITY OF MEMPHIS
held
May 21, 2025

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners the approval of Change No. 6 to Contract No. 12043, Property & Boiler Insurance with FM Global to extend the current contract in the funded amount, based on approved rates, not-to-exceed \$2,578,887.00.

The project scope is to provide MLGW with property and casualty insurance for MLGW to mitigate risks pertinent to MLGW's Electric Substations, Water Pumping Stations, Buildings and Structures, boiler, and Liquefied Natural Gas facilities. The contract award was based on the Request for Proposal (RFP) selection process.

This change is to extend the current contract for an additional one (1) year covering the period June 1, 2025 through May 31, 2026 in the funded amount, based on approved rates, not to exceed \$2,578,887.00. This extension is needed to allow MLGW time to receive earned membership credits. This extension complies with all applicable laws and policies. The new contract value is \$16,184,791.00.

NOW THEREFORE BE IT RESOLVED BY the Board of Light, Gas and Water Commissioners:

THAT, Subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 6 to Contract No. 12043, Property & Boiler Insurance with FM Global to extend the current contract in the funded amount, based on approved rates, not-to-exceed \$2,578,887.00 as outlined in the above preamble, is approved; and further

THAT, the President or his designated representative is authorized to execute the Extension.

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of May 21, 2025, approved Change No. 6 to Contract No. 12043, Property & Boiler Insurance with FM Global to extend the current contract in the funded amount, based on approved rates, not-to-exceed \$2,578,887.00, and is now recommending to the Council of the City of Memphis that it approves said extension as approved; and

WHEREAS, the project scope is to provide MLGW with property and casualty insurance for MLGW to mitigate risks pertinent to MLGW's Electric Substations, Water Pumping Stations, Buildings and Structures, boiler, and Liquefied Natural Gas facilities. The contract award was based on the Request for Proposal (RFP) selection process; and

WHEREAS, this change is to extend the current contract for an additional one (1) year covering the period June 1, 2025 through May 31, 2026 in the funded amount, based on approved rates, not to exceed \$2,578,887.00. This extension is needed to allow MLGW time to receive earned membership credits. This extension complies with all applicable laws and policies. The new contract value is \$16,184,791.00; and

NOW THEREFORE BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved Change No. 6 to Contract No. 12043, Property & Boiler Insurance with FM Global to extend the current contract in the funded amount, based on approved rates, not-to-exceed \$2,578,887.00 as approved.

CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION
CITY OF MEMPHIS
CONTRACT NUMBER 12043

CONTRACT CHANGE NO. 6
DATE OF CHANGE MAY 21, 2025
SHEET 1 OF 18

TO: MR. BRIAN ANGELL

FM GLOBAL

3460 PRESTON RIDGE ROAD, SUITE 400

ALPHARETTA, GA 30005

YOU ARE ADVISED THAT THE MEMPHIS LIGHT, GAS AND WATER DIVISION, CITY OF MEMPHIS, MEMPHIS, TENNESSEE HEREBY AUTHORIZES THE FOLLOWING CHANGE IN REGARD TO THE ABOVE CONTRACT NUMBER. THE CONTRACTOR AGREES TO BE BOUND BY ALL OF THE TERMS AND CONDITIONS OF SAID CONTRACT AND PREVIOUS CHANGES.

THE PROJECT SCOPE IS TO PROVIDE MLGW WITH PROPERTY AND CASUALTY INSURANCE FOR MLGW TO MITIGATE RISKS PERTINENT TO MLGW'S ELECTRIC SUBSTATIONS, WATER PUMPING STATIONS, BUILDINGS AND STRUCTURES, BOILER, AND LIQUEFIED NATURAL GAS FACILITIES. THE CONTRACT AWARD WAS BASED ON THE REQUEST FOR PROPOSAL (RFP) SELECTION PROCESS.

THIS CHANGE IS TO EXTEND THE CURRENT CONTRACT FOR AN ADDITIONAL ONE (1) YEAR COVERING THE PERIOD JUNE 1, 2025 THROUGH MAY 31, 2026 IN THE FUNDED AMOUNT, BASED ON APPROVED RATES, NOT TO EXCEED \$2,578,887.00. THIS EXTENSION IS NEEDED TO ALLOW MLGW TIME TO RECEIVE EARNED MEMBERSHIP CREDITS. THIS EXTENSION COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT VALUE IS \$16,184,791.00.

CHANGE IN CONTRACT PRICE:

Contract Amount	\$ 13,605,904.00	
Change Amount	<u>\$ 2,578,887.00</u>	Change No. <u>6</u>
Total Contract Amount	\$ 16,184,791.00	

APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS

APPROVED BY THE PRESIDENT

DATE

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Betty Hartwell
 Specialist: TaShay Yates

Board Meeting Date: 5/21/2025
 Contract Number: 12043
 Purchase Commodity: _____
 Other (Non-Procurement Items): _____

Responsible Group (Requesting Area/ Contact Person) (Telephone number/email address)	Insurance Benefits-Marcus Tate, (901) 528-4379. mdtate@mlgw.org	
Scope: Contract <input checked="" type="checkbox"/> Purchase _____ Other _____	The project scope is to provide MLGW with enough property and boiler insurance for MLGW to mitigate risk pertinent to MLGW's Electric Substations, Water Pumping Stations, Buildings and Structures, Boiler and Liquefied Natural Gas facilities.	
Explanation of Action. (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to extend the current contract for an additional one (1) year covering the period of June 1, 2025 through May 31, 2026.	
Where will the work take place? (MLGW facility or jobsite, etc.)	The work will take place at various MLGW facilities and the Vendor's office as needed.	
Why the need exists? (Contract/Purchase invoice payments, land purchase, dues, other)	The need exists to ensure MLGW's buildings, contents, large transformers, substations, boilers, and machinery are protected against hazards and risk.	
Are there any anticipated vendor issues? (If so, please explain)	No	
Are there any contract services, labor or IBEW issues? If yes, has cost comparison been provided to IBEW? Date Provided?	No	
Is there a Budget deficit? If yes, please explain why. Identify in the Budget section below the area, charge code and amount which will absorb the shortfall.	No	
If applicable, how was the recommendation determined? (Bid or RFP) RFP		Does this item include Supplier Diversity? No, there is no Supplier Diversity participation on this contract.

BUDGET:

Amount Requested

2025 Budget*

Amount Spent Year-to-Date

2025 Budget Balance Available

Budget Balance After Award

	Total	In 2025 Budget Year	After Budget Year
\$	2,578,887.00	\$ 2,578,887.00	\$ -
\$	4,024,215.00		
\$	717,022.95	\$ 3,307,192.05	
		\$ 728,305.05	

*Please indicate category (O&M or Capital).

☒ O&M☐ Capital

Project

Expenditure Organization

Expenditure Type

Task

General Division Expenses

0988888 Misc Accounting Transaction

Property Insurance Premium

Admin Expense

Comments:

Expenditure Type	Budget	Actual	Available
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -

APPROVED:

Talyana Gibbs

05.16.2025

Date

Budget & Financial Planning

Rev. 11/01/2018

CONDITIONAL RENEWAL NOTICE

March 25, 2025

Marcus Tate
Risk Manager
Memphis Light, Gas and Water Division
220 South Main
Memphis, TN 38103-3917

RE: Named insured: Memphis Light, Gas and Water Division
 Policy number: 1131327
 Expiration date: 6/1/2025

Dear Mr. Marcus Tate:

The policy referenced above with Factory Mutual Insurance Company is set to expire as of the date shown above. We are offering to enter into a contract of insurance for a policy term beyond that date, with our offer conditioned on the following change:

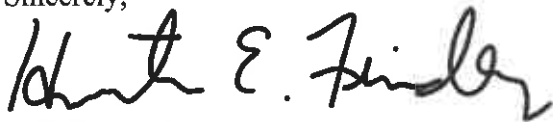
- Membership Credit of 25%
- Climate Resilience Credit of 5%
- All Other Loss deductible will be changed to USD 250,000 from USD 75,000
- An addition of a hail deductible of USD 250,000 per location

Further details of these changes will be provided in your renewal proposal.

Under the laws of certain jurisdictions, we are required to offer the availability of loss information. Upon written request, we will mail (within ten days) loss information, comprising information on closed claims, open claims, and notices of occurrence, along with the date and description of the occurrence and the amounts of any payments made.

The changes will take effect as of the policy renewal date. Please feel free to contact me with any questions about these changes.

Sincerely,



Hunter E. Findley

DocuSigned by:

3D5D5F79E8B0478...

4/1/2025

Contractor: **Factory Mutual Insurance Company (FM Global)**
5/21/2025

Contract Number: 12043

	Actions	Date	Amount
Original Award	Award	3/20/2019	\$1,375,925.00
Change Order No. 1	This change was to renew the current contract for the first (1) of four (4) annual renewal terms covering the period June 1, 2020 through May 31, 2021.	5/20/2020	\$1,813,029.00
Change Order No. 2	This change was to renew the current contract for the second of four (4) annual renewal terms covering the period June 1, 2021 through May 31, 2022.	4/21/2021	\$2,194,313.00
Change Order No. 3	This change was to renew the current contract for the third of four (4) annual renewal terms covering the period June 1, 2022 through May 31, 2023.	4/20/2022	\$2,297,766.00
Change Order No. 4	This change was to renew the current contract for the fourth and final annual renewal term covering the period June 1, 2023 through May 31, 2024 in the funded amount, based on approved rates, not-to-exceed \$2,905,827.00.	4/19/2023	\$2,905,827.00
Change Order No. 5	This change was to extend the current contract for an additional one (1) year covering the period June 1, 2024 through May 31, 2025 in the funded amount, based on approved rates, not-to-exceed \$3,019,044.00.	4/17/2024	\$3,019,044.00
Current Contract Value			\$13,605,904.00
Amount Paid to Date as of 04.01.2025			\$13,605,904.00
Current Contract Balance			\$0.00
<i>Change Order No. 6</i>	<i>This change is to extend the current contract for an additional one (1) year covering the period June 1, 2025 through May 31, 2026 in the funded amount, based on approved rates, not to exceed \$2,578,887.00. This extension is needed to allow MLGW time to receive earned membership credits.</i>	<i>5/21/2025</i>	<i>\$2,578,887.00</i>
Available Balance			\$2,578,887.00
Cumulative Contract Value			\$16,184,791.00



EFFECTIVE 06/01/2025

Renewal Proposal for Memphis Light, Gas and Water Division

Prepared by Hunter Findley

FM Atlanta Operations



Table of contents

Memphis Light, Gas and Water Division and FM

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Executive summary

For over four decades, FM and MLGW have partnered on mitigating property risks so you can remain focused on providing reliable services to your 400,000+ customers. Your dedication to the community and your mission to promote the prosperity of Memphis and Shelby County are evident in your ongoing projects, such as the natural gas pipeline modernization and new substations to support solar fields.

We recognize that MLGW is currently experiencing significant growth and increased demand, particularly with the development of data centers. Continuing to utilize our engineering expertise and recommendations helps minimize potential business interruptions, ensuring continuous service to your customers. Protecting your properties helps keep them safe and resilient.

Understanding the importance of energy conservation to MLGW, FM offers an array of sustainability tools and resources that align with your environmental goals. Likewise, in a rapidly changing marketplace, we are dedicated to providing responsive support to help you navigate new challenges and opportunities.

We look forward to another year of supporting MLGW so you can continue to deliver exceptional service. Please accept this proposal as an offer to continue our relationship for the June 1, 2025 – June 1, 2026 policy term.



Our mutual commitment to protecting you from property loss means you can stay focused on providing reliable and affordable utility services to Memphis and Shelby County residents.

Client service team

Partnership is at the heart of our business. We deliver that value through a dedicated client service team. Your team includes members from all our servicing disciplines—account management and underwriting, engineering, business risk consulting, and claims.



Account Management

Hunter Findley is your primary contact and is responsible for the overall client servicing team leadership as well as guiding the delivery of your insurance program. He works closely with your account engineer and insurance product delivery team to ensure that proper risk transfer placements are in place and servicing is completed in a timely manner that meets your business needs.

hunter.findley@fmglobal.com
770-777-3743



Engineering

Patrick Hutto is your primary contact for all engineering-related items and works closely with our consultant engineers to ensure that visits are completed at all locations. He works with your team to develop risk improvement strategies to improve the resilience and risk quality of your facilities.

patrick.hutto@fmglobal.com
770-777-3725



Claims

As you work with FM to settle a claim, **Ronke Coker** is your primary contact and may also work with you to arrange policy workshops to better understand how your policy would respond in the event of specific scenarios that may be of concern to you.

aderonke.coker@fmglobal.com
770-777-3606

Summary of changes

Policy changes

The following includes a summary of changes in your renewal policy.

Terms & conditions:

- Locations Nos. 104, 95, 18, 107, and 50 to be included in the USD 500,000 per location flood deductible.
- A hail deductible of USD 250,000 per location will be added
- All Other Loss deductible will be changed to USD 250,000 from USD 75,000*

* All Other Loss (AOL) deductible is the minimum deductible. Any other deductible structure higher than the AOL option will remain; if lower, the deductible amount for that peril will match AOL

Earth Movement Capacity:

The quote provides expiring earth movement limits; however, reinsurance markets are unwilling to quote more than 45 days in advance in most all cases. FM intends to provide expiring \$75,000,000 earth movement at renewal for premium quoted; however, reduction in earth movement terms is possible if reinsurance capacity cannot be generated.

Market conditions

Property insurance rates are expected to continue the trend of 2024 and stabilize further in 2025. Actual rate changes can vary widely from account to account, depending on occupancy class and level of catastrophe exposure.

More benign portfolios should expect rate fluctuations of 5%, while riskier portfolios could anticipate 10%.

Underwriting for individual accounts will focus on:

- Catastrophic risk exposures
- Insurance to value adequacy
- Property risk control measures

Source: Q1 2025 Brown & Brown Market Trends | Commercial Insurance & Risk Management

Market insights. Where are we today?

According to broker reports and FM market intelligence, there is continued capacity and competition among less exposed sectors. However, high-hazard occupancies and CAT exposed accounts remain firm.

PRODUCT LINE	SECOND HALF 2024	FIRST HALF 2025 (PROJECTION)
PROPERTY		
Non-CAT Property w/ Minimal Loss History and Favorable Risk Profile	-5% to Up 5%	-5% to Up 5%
CAT Property w/ Minimal Loss History and Favorable Risk Profile	-15% to -5%	-10% to Up 5%
CAT or Non-CAT Property w/ Unfavorable Loss History or Risk Profile	Up 10% to 20%	Up 5% to 15%

Source: 2025 USI Commercial Property & Casualty Market Outlook

Insurance program

Program structure

FM appreciates our relationship with MLGW, and we are pleased to offer the following renewal terms and conditions for your consideration. The table below is a summary of the essential elements of your FM Global Advantage Master Policy coverage, limits and deductibles.

	Program essentials
Name insured	Memphis Light, Gas and Water Division
Policy dates	06/01/2025 – 06/01/2026
Cancellation	90 days by the company except for non-payment of premium which shall be 10 days
Participation	FM: 100%
Territory	Canada, the United States of America and the Commonwealth of Puerto Rico
Cover	All risks
Policy limits of liability	\$600,000,000
Currency of policy	USD

Pricing

All figures are quoted in US Dollars.

	Insured values
Building	\$465,186,933
Machinery and equipment	\$917,525,153
Total insurable value	\$1,382,712,086

Coverage	Premium
Policy premium for 2025-2026	\$3,795,569
Certified terrorism	\$210,910
Membership credit (25% of premium 90 days prior to renewal)	-\$906,620
Resilience credit (5% of premium 90 days prior to renewal)	-\$181,324
Total invoice premium (including TRIA and credits)	\$2,918,535

	2024 Renewal	2025 Renewal	% Change from expiring
Total insurable value at inception	\$1,200,934,158	\$1,382,712,086	8.31%
Premium (includes TRIA)	\$3,626,478	\$4,006,479	10.48%
Account rate	\$0.2691	\$0.2745	2.00%
Terrorism	\$190,903	\$210,910	10.48%

Notes

- The above pricing and earth movement capacity is subject to change upon binding of facultative reinsurance.
- The premium quotation is the applicable rate shown and hence a change in insured values prior to inception of cover will result in an associated premium change.
- The premium includes our risk engineering services.
- Premiums shown are net annual premiums due and are exclusive of applicable taxes, commissions, surcharges and brokerage.
- Any locations covered in countries which apply a tariff insurance system will have their premium calculated against the applicable tariff rates.
- Quote valid until 06/01/2025, subject to no known or reported losses.

Pricing

All figures are quoted in US Dollars.

\$1M deductible option	Premium
\$1,000,000 All other loss deductible*	-\$251,639
Hail Deductible: 2% of insured value per location, subject to a minimum of \$1,000,000 per location.	-\$48,446
Certified Terrorism	+\$171,347
Total invoice premium (excluding TRIA, including \$1M AOL and hail option and credits)	\$2,407,540
<i>DocuSigned by:</i> Marcus Tate 5/16/2025 Risk Manager Total Premium \$2,578,887.00	
\$2M deductible option	Premium
\$2,000,000 All other loss deductible*	-\$352,906
Hail Deductible: 2% of insured value per location, subject to a minimum of \$2,000,000 per location.	-\$67,984
Certified Terrorism	+\$188,310
Total invoice premium (excluding TRIA, including \$2M AOL and hail option and credits)	\$2,286,735

Notes

- * All Other Loss (AOL) deductible is the minimum deductible. Any other deductible structure higher than the AOL option will remain; if lower, the deductible amount for that peril will match AOL
- The above pricing and earth movement capacity is subject to change upon binding of facultative reinsurance.
- The premium quotation is the applicable rate shown and hence a change in insured values prior to inception of cover will result in an associated premium change.
- The premium includes our risk engineering services.
- Premiums shown are net annual premiums due and are exclusive of applicable taxes, commissions, surcharges and brokerage.
- Any locations covered in countries which apply a tariff insurance system will have their premium calculated against the applicable tariff rates.
- Quote valid until 06/01/2025, subject to no known or reported losses.

Membership credit

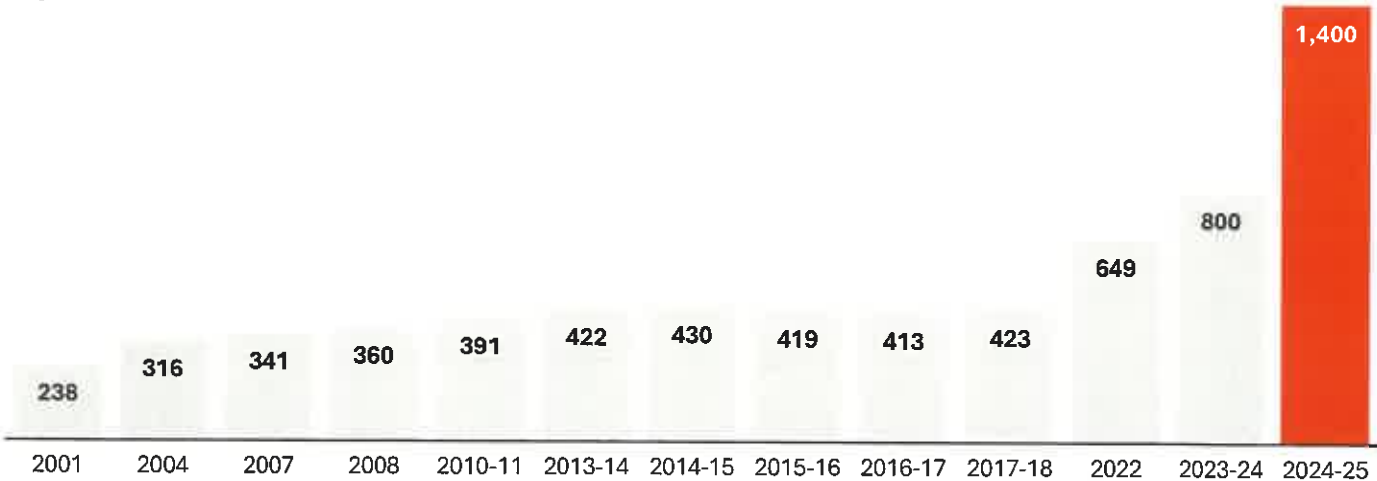
As mutual policyholder-owners of FM, our clients share in the rewards of successful risk management. One such benefit is delivered in the form of a membership credit. In honor of our 25th anniversary as a merged company, FM has issued a special increase to our membership credit.



* estimated value subject to change



MEMBERSHIP CREDIT THROUGH THE YEARS (US\$M)



Resilience credit and climate resources

At FM, we recognize our potential to increase resilience around the world. We recognize our responsibility to create positive change.

There is a lot of discussion around the topic of climate change in the world today. We recognize that expectations of your employees, customers and stakeholders are rapidly changing, requiring increased transparency on ESG performance and targets.

To give you more comprehensive insights that will enable you to understand and manage your climate risk more effectively, FM offers a range of climate resilience

products. These will enhance your company's climate resilience, facilitate your business growth, and enable you to invest in a more resilient future.

By blending engineering data gathered during our site visits with the most up-to-date information on climate change, FM produces exclusive reports that will assist you in managing and reporting your physical climate-related hazards and exposures.



Leverage FM's suite of climate resilience products.



Climate Risk Report



Climate Reporting Aid



Resilience Index



Climate Change Impact Report

\$181,324

MLGW Estimated Resilience Credit*

Your resilience credit is intended to provide additional financial means to invest in climate resilience. This credit represents 5% of your yearly premium is a unique benefit made possible through our mutual ownership structure.

It is one more way FM supports you in your current and future business resilience and climate risk mitigation efforts.

* estimated value subject to change

TRIA disclosure

Please sign the policyholder disclosure notice of terrorism insurance coverage form with your choice and return to FM before your renewal date.

POLICYHOLDER DISCLOSURE NOTICE OF TERRORISM INSURANCE COVERAGE

Insured Name: Memphis Light, Gas and Water Division
Account Number: 56625
Date: 06/01/2025

Insurer Name: Factory Mutual Insurance Company

The Terrorism Risk Insurance Act of 2002, as amended and extended, gives you the right as part of your property insurance program to elect or reject insurance coverage for property within the United States or any territory or possession of the United States for losses arising out of acts of terrorism, as defined and certified in accordance with the provisions of the act.

YOU SHOULD KNOW THAT WHERE COVERAGE IS PROVIDED FOR LOSSES RESULTING FROM CERTIFIED ACTS OF TERRORISM, SUCH LOSSES MAY BE PARTIALLY REIMBURSED BY THE UNITED STATES GOVERNMENT UNDER A FORMULA ESTABLISHED BY FEDERAL LAW. UNDER THIS FORMULA, THE UNITED STATES GOVERNMENT GENERALLY PAYS 80% OF COVERED TERRORISM LOSSES EXCEEDING A STATUTORILY ESTABLISHED DEDUCTIBLE PAID BY THE INSURER REFERENCED ABOVE. **ALSO, THERE IS A \$100,000,000,000 CAP ON THE FEDERAL AND INSURER SHARE OF LIABILITY STATING THAT IF THE AGGREGATE INSURED LOSSES EXCEED \$100,000,000,000 DURING ANY CALENDAR YEAR, NEITHER THE UNITED STATES GOVERNMENT NOR ANY INSURER THAT HAS MET ITS INSURER DEDUCTIBLE SHALL MAKE PAYMENT OR BE LIABLE FOR ANY PORTION OF THE AMOUNT OF SUCH LOSSES THAT EXCEED \$100,000,000,000.** THE PREMIUM CHARGED FOR THIS COVERAGE IS PROVIDED BELOW AND DOES NOT INCLUDE ANY CHARGES FOR THE PORTION OF LOSS COVERED BY THE FEDERAL GOVERNMENT UNDER THE ACT.

ACCEPTANCE OR REJECTION OF TERRORISM INSURANCE COVERAGE: UNDER FEDERAL LAW, YOU HAVE THE RIGHT TO ACCEPT OR REJECT THIS OFFER OF COVERAGE FOR TERRORIST ACTS COVERED BY THE ACT AS PART OF YOUR RENEWAL POLICY. IF WE DO NOT RECEIVE THIS SIGNED DISCLOSURE FORM PRIOR TO THE RENEWAL POLICY EFFECTIVE DATE OF 06/01/2025, THEN YOUR PROPERTY INSURANCE PROGRAM WILL REFLECT YOUR DECISION NOT TO PURCHASE THE TERRORISM COVERAGE PROVIDED BY THE ACT.

☒ I hereby elect to purchase coverage for terrorist acts covered by the act for an annual premium of USD 210,910. This premium does not include applicable taxes or surcharges.

☐ I hereby decline this offer of coverage for terrorist acts covered by the act.

Marcus Tate

Policyholder/Applicant signature

March 26, 2025

Date

Marcus Tate

Printed name

Appendix

Client service plan

Risk identification & assessment

FM field engineers continually identify exposures to Memphis Light, Gas and Water Division property and thus, to your business. They prepare estimates of the potential exposure to your business, from both a property damage and business interruption perspective. We propose the following specific activities:



Resilience for the Community

Objective	Action item	Responsibility	Due date
Maximize uptime and minimize disruptions	Continue to maintain quality inspection, maintenance, and testing on aging substation infrastructure.	Hutto/Mosteller	Ongoing
Ensure resilience of new substations for solar fields	Utilize FM Plan Review services to address potential hazards prior to construction	Hutto/Mosteller	Ongoing
Protect the community and minimize disruption to customers	Install the seismic safety gas shutoff valves at LNG-Capleville	Hutto/Tate	Q4 2025

COMMUNICATION

Good communication is essential to the successful execution of this jointly-developed client service plan.

Objective	Action item	Responsibility	Due date
Provide clear and early communication to allow for sound business decisions	Continue to communicate early and transparently on renewals, additions, and new construction projects.	Findley/Hutto/Tate	Ongoing
Support growth and change to electrical distribution due to increased power demand	Support MLGW's initiative to replace aging assets and growth of new and current substations through plan review, engineering visits, and risk transfer	Findley/Hutto/Tate/Mosteller	Ongoing
Support MLGW's sustainability efforts through FM's Climate Risk Solutions	Leverage FM's Climate Risk Report, Climate Impact Report, and Resilience credit for sustainability efforts for Memphis and Shelby County residence.	Hutto/Tate	Q3 2025

Thank you for your many years of partnership with FM

Hunter Findley

Account Manager

FM Atlanta Operations

Hunter.Findley@fmglobal.com

+17707773743



FM



InsurerFM



@TheFMGroup



@FMGlobal

The information in this renewal proposal is the property of the Factory Mutual Insurance Company (FM). It is presented for informational purposes only, in support of the insurance relationship between FM and its clients or prospective clients. It is not to be shared with other parties. FM does not address life, safety, or health issues. The information does not change or supplement policy terms or conditions. The liability of FM is limited to that contained in its insurance policies. © 2023-2024 Factory Mutual Insurance Company. All rights reserved.

