



**Board Meeting**

**~ Preliminary Agenda ~**

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**Wednesday, May 15, 2024**

**8:30 AM**

**Board Room**

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**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](http://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.

**CALL TO ORDER AND OPENING REMARKS:**

Chairman Dickson

**PLEDGE OF ALLEGIANCE:**

Chairman Dickson

**ROLL CALL:**

Dana Jeanes

**APPROVALS:**

Chairman Dickson

Approve Minutes from the Meeting of May 1, 2024.

**CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:**

Dana Jeanes

Receipt of Certified Copies of City Council Resolutions date May 7, 2024, Items 10 through 16.

**PRESENTATIONS:**

(None)

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

**CONSENT AGENDA**

(Items 1 through 8)

**PRESIDENT**

(None)

**SVP, CHIEF OPERATING OFFICER**

(None)

**VP WATER & GAS ENGINEERING & OPERATIONS**

1. Resolution awarding a twenty-four-month purchase order with the option to extend for an additional twelve months to Hawkins, Inc. for the purchase of sodium hypochlorite in the amount of \$3,096,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL) (**SAME DAY MINUTES REQUESTED**)

2. Resolution awarding a twenty-four-month purchase order with the option to extend for an additional twelve months to Harcros Chemicals Inc. for the purchase of fluorosilicic acid in the amount of \$896,670.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL) (**SAME DAY MINUTES REQUESTED**)

#### **VP ELECTRIC ENGINEERING & OPERATIONS**

3. Resolution approving a one-year option to renew purchase order number 7032368 to Mitsubishi Electric Power Products, Inc. and purchase order number 7035342 to Siemens Energy, Inc. for high voltage power circuit breakers. (Randy Orsby)
4. Resolution approving Change No. 3 to Contract No. 11723, EMS/SCADA, with Open Systems International (OSI), Inc. to change the current contract in the funded amount of \$708,550.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
5. Resolution approving modification to Change No. 1 to Contract No. 12389, approved on March 6, 2024, LED Streetlight Conversion to Ameresco, Inc., in the Funded Amount of \$7,666,653.02. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

#### **SVP, CFO & CAO, FINANCE**

6. Resolution approving the selection of professionals in connection with the proposed issuance of Series 2024 Electric System Revenue Bonds. (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
7. Resolution approving plans to issue tax-exempt Series 2024 Electric System Revenue Bonds in an original aggregated principal amount of not to exceed \$180,000,000. (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.) (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)
8. Resolution to approve the removal of Quinton Clark and the addition of Chandrika Winston-Rosser to the First Horizon Water ARP Account. (Dana Jeanes)

**SHARED SERVICES**

(None)

**CHIEF INFORMATION OFFICER**

(None)

**VP of CUSTOMER EXPERIENCE and ENERGY SERVICES**

(None)

**COMMUNITY & EXTERNAL AFFAIRS**

(None)

**VP & GENERAL COUNSEL**

(None)

**CHIEF PEOPLE OFFICER**

(None)

**PRESIDENT'S BRIEFING**

9. Review Consent Agenda - Doug McGowen

10. Other - Doug McGowen

**COMMITTEE REPORTS:**

Second Quarter 2024 HR Committee Report - Jacqueline Jones

**ADDITIONAL MEETINGS ON MAY 15, 2024:**

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. Description of the Item

Resolution awarding a twenty-four month purchase order with the option to extend for an additional twelve months to Hawkins, Inc. for the purchase of sodium hypochlorite in the amount of \$3,096,000.00.

### 2. Additional Information

A twenty-four month purchase order will be issued for sodium hypochlorite which is needed for MLGW's ten water treatment facilities. The chemicals will be used to disinfect MLGW's potable water system. The sodium hypochlorite is needed to comply with the Tennessee Department of Environmental and Conservation (TDEC).

**EXCERPT**  
**from**  
**MINUTES OF MEETING**  
**of**  
**BOARD OF LIGHT, GAS AND WATER COMMISSIONERS**  
**CITY OF MEMPHIS**  
**held**  
**May 15, 2024**

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The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it awards a twenty-four month purchase order with the option to extend for an additional twelve months to Hawkins, Inc. for the purchase of sodium hypochlorite in the amount of \$3,096,000.00.

A twenty-four month purchase order will be issued for sodium hypochlorite which is needed for MLGW's ten water treatment facilities. The chemicals will be used to disinfect MLGW's potable water system. The sodium hypochlorite is needed to comply with the Tennessee Department of Environmental and Conservation (TDEC).

Bids were opened on April 10, 2024. Notice to Bidders was advertised. Five bids were solicited, and two bids were received with the lowest and best complying bidder being the firm of Hawkins, Inc. This award complies with all applicable laws and policies.

The 2024 budgeted amount for Water Plant Maintenance and Supply is \$3,001,100.00; the amount spent to date is \$614,744.26; leaving a balance available of \$2,386,355.74 to be spent; of which \$765,000.00 will be spent on this purchase order in 2024; leaving a balance of \$1,621,355.74 after award; the balance of \$2,331,000.00 to be charged to subsequent budget year as approved;

**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, award a twenty-four month purchase order with the option to extend for an additional twelve months to Hawkins, Inc. is approved for furnishing:

1,600,000 gallons, approximately – sodium hypochlorite furnished in accordance with MLGW Specifications dated February 29, 2024 delivered as released by MLGW representative;

Totaling \$3,096,000.00; f.o.b. Memphis, Tennessee, transportation prepaid; our dock; said prices being firm for the first year with a potential maximum increase of 15% for year two; delivery as requested; terms net 30 days.

## RESOLUTION

**WHEREAS**, the Board of Light, Gas and Water Commissioners in their meeting of May 15, 2024 approved a twenty-four month purchase order with the option to extend for an additional twelve months for the purchase of sodium hypochlorite and is now recommending to the Council of the City of Memphis that it approves said purchase as approved in the 2024 fiscal year budget and subsequent budget year as approved; and

**WHEREAS**, a twenty-four month purchase order will be issued for sodium hypochlorite which is needed for MLGW's ten water treatment facilities. The chemicals will be used to disinfect MLGW's potable water system. The sodium hypochlorite is needed to comply with the Tennessee Department of Environmental and Conservation (TDEC); and

**WHEREAS**, bids were opened on April 10, 2024. Notice to Bidders was advertised. Five bids were solicited, and two bids were received with the lowest and best complying bidder being the firm of Hawkins, 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 sodium hypochlorite from Hawkins, Inc. in the sum of \$765,000.00 chargeable to the MLGW 2024 fiscal year budget and the remaining balance of \$2,331,000.00 chargeable to subsequent budget year as approved.



### AWARD RECOMMENDATION

To: Camela Mitchell

From: Procurement Contracts Specialist II: A'Ricka Jackson

Date: 4/16/2024

Requisition #: 5116682

Bid on: Sodium Hypochlorite

Contract #:

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? Hawkins, Inc.

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 Michael Jeremy Wiseman  
Area Supervisor or designee

SIGNATURE A'Ricka Jackson  
Procurement Contracts Specialist II

SIGNATURE Michael Jeremy Wiseman

DATE 4/24/2024

DATE 4/16/2024

PHONE 901-721-6244

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

This award complies with all applicable laws and policies.

**BOARD RESOLUTION TRANSMITTAL**

Expenditure Org Executive: Chandrika Rosser  
 Specialist: A'Ricka Jackson

Board Meeting Date: 5/15/2024  
 Requisition Number: 5116682  
 Purchase Commodity: Sodium Hypochlorite 2024

Other (Non-Procurement Items):

<b>Responsible Group</b> (Requesting Area/ Contact Person) (Telephone number/email address)	Water Engineering and Operations / Michael Wiseman / 901-721-6244 / mwiseman@mlgw.org	
<b>Scope:</b> Contract _____ Purchase <u><input checked="" type="checkbox"/></u> Other _____	A twenty-four month purchase order will be issued to procure approximately 800,000 gallons of sodium hypochlorite per year for the Water Pumping stations.	
<b>Explanation of Action.</b> (Contract/Purchase invoice payments, land purchase, dues, other)	The sodium hypochlorite will be used to disinfect MLGW's potable water.	
<b>Where will the work take place?</b> (MLGW facility or jobsite, etc.)	The sodium hypochlorite will be used to disinfect MLGW's potable water at various water treatment facilities throughout Shelby County, Tennessee.	
<b>Why the need exists?</b> (Contract/Purchase invoice payments, land purchase, dues, other)	The sodium hypochlorite will be used to disinfect bacteria from MLGW's potable water system which is required and regulated by the Tennessee Department of Environmental Conservation (TDEC).	
<b>Are there any anticipated vendor issues?</b> (If so, please explain)	No	
<b>Are there any contract services, labor or IBEW issues?</b> If yes, has cost comparison been provided to IBEW? Date Provided?	No	
<b>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.</b>	No	
<b>If applicable, how was the recommendation determined?</b> (Bid, RFQ or RFP) RFQ		<b>Does this item include Supplier Diversity?</b> (Yes or No) (If yes, please explain) No

**BUDGET:**

Amount Requested

2024 Budget\*  
 Amount Spent Year-to-Date  
 2024 Budget Balance Available

Budget Balance After Award

	Total	In 2024 Budget Year	After Budget Year
\$	3,096,000.00	\$ 765,000.00	\$ 2,331,000.00
\$	3,001,100.00		
\$	614,744.26	\$ 2,386,355.74	
		\$ 1,621,355.74	

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

O&M

Capital

Project Water Plant Maint/Supply  
 Expenditure Organization 0511420 Water Operations  
 Expenditure Type Purchase Wtr Treatment Chemicals  
 Task Admin Expense

Comments:

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

APPROVED:

*Talyana Gibbs*

04.29.2024

Budget & Financial Planning

Date

**MLGW**SERVING YOU IS  
WHAT WE DO

## Interdepartmental Memorandum

WATER ENGINEERING & OPERATIONS

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TO: A'Ricka Jackson

FROM: Jeremy Wiseman, Supervisor, Water Operations

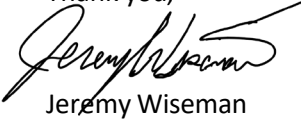
DATE: April 10, 2024

SUBJECT: Sodium Hypochlorite Award Recommendation (RFQ 1796324)

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It is our recommendation to the Manager of Procurement and Contracts to proceed with the necessary requirements to award a two-year contract to Hawkins Inc. to supply up to 800,000 gallons per year of Sodium Hypochlorite to be used in MLGW's water treatment facilities, in full accordance with MLGW specifications at a price of \$1.80 per gallon for year 1 and a 15% max increase for the next year. Water Engineering and Operations will closely review all supporting documentation regarding increases for the additional year. The total bid price shall not exceed \$3,096,000 for the two-year period.

Thank you,



Jeremy Wiseman

c: Blake Hanks  
Jeffery Embry

BID ON SODIUM HYPOCHLORITE

FOR BOARD MEETING OF MAY 15, 2024								
BIDS OPENED ON APRIL 10, 2024								
BASE UNIT: GALLON								
		Line 1		Total	Local Bidding Preference	Local Bidding Presence	Terms	Delivery
BIDDERS	ITEM QUANTITY	800,000						
COMPLYING BIDDERS	DESCRIPTION	Bleach 10.5%-12.5% for Water Pumping Stations						
		<u>Unit Price</u>						
Hawkins, Inc.	Year 1	\$ 1.80	\$ 1,440,000.00					
Roseville, MN	Year 2	\$ 2.07	\$ 1,656,000.00	\$ 3,096,000.00	N/A	N/A	Net 30	As Requested
<i>Total price includes a 15% increase for Year 2</i>								
Univar USA Inc.	Year 1	\$ 4.85	\$ 3,880,000.00					
Kent, WA	Year 2	\$ 5.335	\$ 4,268,000.00	\$ 8,148,000.00	N/A	N/A	Net 30	5-7 Days
<i>Total price includes a 10% increase for Year 2</i>								
<b>RECOMMEND AWARD AS FOLLOWS: Hawkins, Inc.....\$3,096,000.00</b>								



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

**To:**           Camela Mitchell, Purchasing Supervisor  
**From:**        A'Ricka Jackson  
**Subject:**     Sodium Hypochlorite – Bid Response Memo  
**Date:**        April 30, 2024

Memphis Light, Gas and Water Division opened bids for Sodium Hypochlorite on April 10, 2024. Bids were sent to five suppliers as well as posted on MLGW's Online Bid Notification System and advertised in The Daily Newspaper. However, MLGW only received two bid responses to this solicitation being Hawkins, Inc. and Univar USA, Inc.

Below is the feedback that I received:

HARCROS CHEMICALS INC: Sales Representative Theresa Boozer did not respond to my request to explain why her company did not submit a quote.

BRENTAG MID-SOUTH, INC: Sales Representative, John Thackston did not respond to my request to explain why his company didn't submit a quote. Also, he did not indicate any intention to participate in the solicitation via iSupplier Portal.

Ideal Chemical & Supply Co: Sales Representative, Shellie Phillips stated she misread the chemical name in the bid title and thought it was a chemical substance Ideal Chemical does not carry.

If I can answer any questions, please let me know.

Thanks,

*A'Ricka Jackson*  
A'Ricka Jackson

## Resolution Summary

### 1. Description of the Item

Resolution awarding a twenty-four month purchase order with the option to extend for an additional twelve months to Harcros Chemicals Inc. for the purchase of fluorosilicic acid in the amount of \$896,670.00.

### 2. Additional Information

A twenty-four month purchase order will be issued for fluorosilicic acid which is needed for MLGW's ten water treatment facilities. The fluorosilicic acid is used for fluoridation of MLGW's potable water system which is required by a City Council ordinance and regulated by the Tennessee Department of Environment and Conservation.

**EXCERPT**  
**from**  
**MINUTES OF MEETING**  
**of**  
**BOARD OF LIGHT, GAS AND WATER COMMISSIONERS**  
**CITY OF MEMPHIS**  
**held**  
**May 15, 2024**

---

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it awards a twenty-four month purchase order with the option to extend for an additional twelve months to Harcros Chemicals Inc. for the purchase of fluorosilicic acid in the amount of \$896,670.00.

A twenty-four month purchase order will be issued for fluorosilicic acid which is needed for MLGW's ten water treatment facilities. The fluorosilicic acid is used for fluoridation of MLGW's potable water system which is required by a City Council ordinance and regulated by the Tennessee Department of Environment and Conservation.

Bids were opened on April 10, 2024. Notice to Bidders was advertised. Six bids were solicited and three bids were received with the lowest and best complying bidder being the firm of Harcros Chemicals Incorporated. This award complies with all applicable laws and policies.

The 2024 budgeted amount for Water Plant Maintenance and Supply is \$3,001,100.00; the amount spent-to-date is \$614,744.26; leaving a balance available of \$2,386,355.74; of which \$448,335.00 will be spent in 2024; leaving a balance of \$1,938,020.74 after award; the remaining balance of \$448,335.00 will be spent in subsequent budget year as approved; 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, award a twenty-four month purchase order with the option to extend for an additional twelve months to Harcros Chemicals Inc. is approved for furnishing:

900 Tons per year – Fluorosilicic Acid for Water Treatment Pumping Stations furnished in accordance with MLGW Specifications dated February 29, 2024, delivered as released by MLGW representative;

Totaling \$896,670.00; f.o.b. Memphis, Tennessee, transportation prepaid; our dock; said prices being firm for the first year with a 5% increase for year two; delivery as requested; terms net 30 days.



## RESOLUTION

**WHEREAS**, the Board of Light, Gas and Water Commissioners in their meeting of May 15, 2024 approved a twenty-four month purchase order with the option to extend for an additional twelve months for the purchase of fluorosilicic acid and is now recommending to the Council of the City of Memphis that it approves said purchase as approved in the 2024 fiscal year budget and subsequent budget year as approved; and

**WHEREAS**, a twenty-four month purchase order will be issued for fluorosilicic acid which is needed for MLGW's ten water treatment facilities. The fluorosilicic acid is used for fluoridation of MLGW's potable water system which is required by a City Council ordinance and regulated by the Tennessee Department of Environment and Conservation; and

**WHEREAS**, bids were opened on April 10, 2024. Notice to Bidders was advertised. Six bids were solicited, and three bids were received with the lowest and best complying bidder being the firm of Harcros Chemicals Incorporated. 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 fluorosilicic acid from Harcros Chemicals Incorporated in the sum of \$448,335.00 chargeable to the MLGW 2024 fiscal year budget and the remaining balance of \$448,335.00 chargeable to subsequent budget year as approved.

### AWARD RECOMMENDATION

To: Camela Mitchell

From: **Procurement Contracts Specialist II:** A/Ricka Jackson

Date: 04/17/24

Requisition #: 5116416

Bid on: Fluorosilicic Acid

Contract #:

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? Harcros Chemicals Inc.

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 Michael Wiseman  
Area Supervisor or designee

SIGNATURE A/Ricka Jackson  
Procurement Contracts Specialist II

SIGNATURE Michael Wiseman

DATE 4/24/2024

DATE 4/17/2024

PHONE 901-721-6244

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

This award complies with all applicable laws and policies.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Chandrika Rosser  
 Specialist: A'Ricka Jackson

Board Meeting Date: 5/15/2024  
 Requisition Number: 5116416  
 Purchase Commodity: Fluorosilicic Acid

Other (Non-Procurement Items):

<b>Responsible Group</b> (Requesting Area/ Contact Person) (Telephone number/email address)	511420 / Michael Wiseman / 901-721-6244 / mwiseman@mlgw.org	
<b>Scope:</b> Contract _____ Purchase <u><input checked="" type="checkbox"/></u> Other _____	A twenty-four month purchase order with the option to extend for an additional twelve months will be issued to procure fluorosilicic acid.	
<b>Explanation of Action.</b> (Contract/Purchase invoice payments, land purchase, dues, other)	A twenty-four month purchase order will be issued for approximately 900 Tons per year of fluorosilicic acid which is needed for MLGW's water treatment pumping stations.	
<b>Where will the work take place?</b> (MLGW facility or jobsite, etc.)	The product will be delivered to MLGW's water treatment facilities as needed.	
<b>Why the need exists?</b> (Contract/Purchase invoice payments, land purchase, dues, other)	Fluorosilicic acid is used for fluoridation of MLGW's potable water system which is regulated by the Tennessee Department of Environment and Conservation.	
<b>Are there any anticipated vendor issues?</b> (If so, please explain)	No	
<b>Are there any contract services, labor or IBEW issues?</b> If yes, has cost comparison been provided to IBEW? Date Provided?	No	
<b>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.</b>	No	
<b>If applicable, how was the recommendation determined?</b> (Bid, RFQ or RFP) RFQ		<b>Does this item include Supplier Diversity?</b> (Yes or No) (If yes, please explain) No

**BUDGET:**

Amount Requested

	Total	In 2024 Budget Year	After Budget Year
\$	896,670.00	\$ 448,335.00	\$ 448,335.00
2024 Budget*	\$ 3,001,100.00		
Amount Spent Year-to-Date	\$ 614,744.26		
2024 Budget Balance Available		\$ 2,386,355.74	
Budget Balance After Award		\$ 1,938,020.74	

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

O&M

Capital

**Project** Water Plant Maint/Supply  
**Expenditure Organization** 0511420 Water Operations  
**Expenditure Type** Purchase Water Treatment Chemicals  
**Task** Admin Expense

Comments:

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

APPROVED:

Talyana Gibbs

04.26.2024

Date

Budget & Financial Planning

**MLGW**SERVING YOU IS  
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# Interdepartmental Memorandum

WATER ENGINEERING & OPERATIONS

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TO: A'Ricka Jackson

FROM: Jeremy Wiseman, Supervisor, Water Operations

DATE: April 10, 2024

SUBJECT: Fluorosilicic Acid Award Recommendation (RFQ 1796327)

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It is our recommendation to the Manager of Procurement and Contracts to proceed with the necessary requirements to award a two (2) year contract to Harcros Chemicals Inc. to supply up to 1,800 tons of Fluorosilicic Acid to be used in MLGW's water treatment facilities, in full accordance with MLGW specifications at a price of \$486 per ton for year 1 and a 5% cap for the next year. The total bid price shall not exceed \$896,670 for the two year period.

Thank you,

Jeremy Wiseman

c: Blake Hanks  
Jeffery Embry

BID ON FLUOROSILICIC ACID								
FOR BOARD MEETING OF MAY 15, 2024		BIDS OPENED ON APRIL 10, 2024						
		BASE UNIT: TON						
BIDDERS	ITEM QUANTITY	Line 1		Total	Local Bidding Preference	Local Bidding Presence	Terms	Delivery
COMPLYING BIDDERS	DESCRIPTION	Fluorosilic Acid for Water Treatment Pumping Stations						
		<i>Unit Price</i>						
<b>Harcros Chemicals Inc.</b> Memphis, TN	1st Year	\$ 486.00	\$ 437,400.00	\$ 896,670.00	N/A	N/A	Net 30	As Requested
	2nd Year-5% increase	\$ 510.30	\$ 459,270.00					
<b>PENCCO INCORPORATED</b> San Felipe, TX	1st Year	\$ 512.00	\$ 460,800.00	\$ 967,680.00	N/A	N/A	1.5% 10, NET 30	7-14 Days
	2nd Year-10% increase	\$ 563.20	\$ 506,880.00					
<b>UNIVAR USA Inc.</b> Memphis, TN		\$ 570.00	\$ 513,000.00	\$ 1,026,000.00	N/A	N/A	Net 30	5-7 Days
		\$ 570.00	\$ 513,000.00					
<b>RECOMMEND AWARD AS FOLLOWS: Harcros Chemicals Inc.....</b>				<b>\$896,670.00</b>				

## Resolution Summary

### 1. Description of the Item

Resolution to approve a one-year option to renew Purchase Order Number 7032368 to Mitsubishi Electric Power Products, Inc and Purchase Order Number 7035342 to Siemens Energy, Inc. for high voltage power circuit breakers, with no increase in funds. (Randy Orsby)

### 2. Additional Information

The high voltage power circuit breakers are needed to comply with new government regulations, to replace old equipment, and to have inventory for emergency repairs. The quantities will be based on the actual need for high voltage power circuit breakers.

On June 6, 2018, the Board of Light, Gas and Water Commissioners approved a five-year purchase alliance for high voltage power circuit breakers with the option to renew for two additional single year terms.

On June 21, 2023, the Board of Light, Gas and Water Commissioners approved the first, one-year option to renew the strategic alliance purchase order for high voltage power circuit breakers. This request is to exercise the second one-year renewal with no increase in funds.

The remaining balance left on the purchase orders of \$2,568,549.00 is sufficient for the second option to extend for one year. This extension covers the period from July 12, 2024 to July 11, 2025. All existing terms and conditions will remain the same. This extension complies with all applicable laws and policies.

**EXCERPT**  
**from**  
**MINUTES OF MEETING**  
**of**  
**BOARD OF LIGHT, GAS AND WATER COMMISSIONERS**  
**CITY OF MEMPHIS**  
**held**  
**May 15, 2024**

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The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it approves a one-year option to renew purchase order number 7032368 to Mitsubishi Electric Power Products, Inc. and purchase order number 7035342 to Siemens Energy, Inc. for high voltage power circuit breakers.

The high voltage power circuit breakers are needed to comply with new government regulations, to replace old equipment, and to have inventory for emergency repairs. The quantities will be based on the actual need for high voltage power circuit breakers.

On June 6, 2018, the Board of Light, Gas and Water Commissioners approved a five-year purchase alliance for high voltage power circuit breakers with the option to renew for two additional single year terms.

On June 21, 2023, the Board of Light, Gas and Water Commissioners approved the first, one-year option to renew the strategic alliance purchase order for high voltage power circuit breakers. This request is to exercise the second one-year renewal with no increase in funds.

The remaining balance left on the purchase orders of \$2,568,549.00 is sufficient for the second option to extend for one year. This extension covers the period from July 12, 2024 to July 11, 2025. All existing terms and conditions will remain the same. This extension complies with all applicable laws and policies.

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

THAT, amendment to extend purchase order number 7032368 with Mitsubishi Electric Power Products, Inc. and purchase order number 7035342 with Siemens Energy, Inc. for the second option to extend for one year is approved as outlined in the foregoing preamble.



BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Quinton Clark

Board Meeting Date: 5/15/2024  
 Purchase Order Numbers: 7032368 and 7035342

High Voltage Power Circuit Breaker Alliance One Year

Specialist: Annie Mathis

Purchase Commodity: Extension  
 Other (Non-Procurement Items):

<b>Responsible Group</b> (Requesting Area/ Contact Person) (Telephone number/email address)	Substation Engineering / Mike Waldrop / 901-528-4562 / mwaldrop@mlgw.org	
<b>Scope:</b> Contract <u>  </u> Purchase <u>  </u> Other <u>  X  </u>	This request is to extend the sixty month high voltage power circuit breaker alliance for the second, one year extension.	
<b>Explanation of the Contract or Purchase Action.</b> (Contract, Purchase, invoice payments, land purchase, dues, other)	The current alliance with Mitsubishi and Siemens is for sixty months with two additional optional one year renewals for HV PCBs on an as needed basis. We recommend extending the alliance for its second additional one year extension. The terms and conditions will remain the same. The current not-to-exceed dollar amount will remain the same.	
<b>Where will the work take place?</b> (MLGW facility or jobsite, etc.)	The high voltage power circuit breakers will be used at various substation facilities throughout Shelby County, Tennessee.	
<b>Why the need exists?</b> (Contract, Purchase, invoice payments, land purchase, dues, other)	The need exists for replacement of electrical infrastructure that has reached end of life and for Master Plan Capital Expansion Projects.	
<b>Are there any anticipated vendor issues?</b> (If so, please explain)	No	
<b>Are there any contract services, labor or IBEW issues?</b> If yes, has cost comparison been provided to IBEW? Date Provided?	No	
<b>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.</b>	No	
<b>If applicable, how was the recommendation determined?</b> (Bid, RFP, RFQ) RFQ		<b>Does this item include Supplier Diversity?</b> (Yes or No) (If yes, please explain) No

**BUDGET:**

	Total	In 2024 Budget Year	After Budget Year
Amount Requested	\$ -	\$ -	\$ -
2024 Budget*	\$ 25,096,000.00		
Amount Spent Year-to-Date	\$ 8,456,717.68		
2024 Budget Balance Available		\$ 16,639,282.32	
Budget Balance After Award		\$ 16,639,282.32	

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

O&M

Capital

Project Substation  
 Expenditure Organization 0511230 Substation Construction and Maintenance  
 Expenditure Type eAM Outside Purchases  
 Task Various

Comments:

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

APPROVED:

Jalyana Gibbs  
 Budget & Financial Planning

02.29.2024  
 Date

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**INTEROFFICE MEMORANDUM**

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**TO:** ANNIE MATHIS  
**FROM:** MIKE WALDROP



**SUBJECT:** RECOMMENDATION FOR A SECOND POSSIBLE (1) YEAR RENEWAL FOR THE CURRENT 5-YEAR HIGH VOLTAGE CIRCUIT BREAKER ALLIANCE AGREEMENT WITH MITSUBISHI AND SIEMENS

**MITSUBISHI ALLIANCE PO 7032368**

**SIEMENS ALLIANCE PO 7035342**

**DATE:** 02/26/24

**CC:** W. ELLIS, R. ORSBY, J. MOSTELLER, C. MITCHELL

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For the High Voltage Power Circuit Breaker, 5-Year Alliance, we recommend a second, one-year renewal with Mitsubishi Electric Power Products, Incorporated care of HV Sales, Incorporated and Siemens Energy, Incorporated care of Utility Sales Agency, LLC. The current alliance agreement contained the option of two additional single-year renewals for a total not-to-exceed amount of \$8,300,000.00. Separate purchase order releases have been created on an as needed basis and \$5,731,451.00 has been spent-to-date.

There is no need to increase the total not-to-exceed dollar amount so it should remain the same. The current 5-Year Alliance expires on 7/12/2024. A one-year extension would extend the Alliance to an expiration date of 7/11/2025.

Please contact me at 901-528-4562 if you need further information.

A. m.

**EXCERPT**  
**from**  
**MINUTES OF MEETING**  
**of**  
**BOARD OF LIGHT, GAS AND WATER COMMISSIONERS**  
**CITY OF MEMPHIS**  
**held**  
**June 6, 2018**

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The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it awards strategic alliance purchase orders to Mitsubishi Electric Power Products, Inc. and Siemens Industry, Inc. for high voltage power circuit breakers in a combined amount not to exceed \$8,300,000.00 for a 60-month period with the option to renew for two (2) additional single year terms.

The high voltage power circuit breakers are needed to meet new government regulated requirements, replacement of old equipment and system spares as needed. During the length of this contract, quantities will be driven based on actual need for high voltage power circuit :breakers.

Bids were opened on January 31, 2018. Notice to Bidders was advertised, seven (7) bids were solicited, and four (4) bids were received with the most responsive and best complying bidders being the firms of Mitsubishi Electric Power Products, Inc. and Siemens Industry, Inc. These awards comply with all applicable laws and policies.

The 2018 budget amount for Substations is \$18,318,000.00; the amount spent to date is \$589,126.32; leaving a balance of \$17,728,873.68 available to be spent in 2018; of which \$1,500,000.00 will be spent on this purchase order in 2018; leaving a balance of \$16,228,873.68 after award; the remaining \$6,800,000.00 will be spent from subsequent budget years as approved; 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, award of sixty (60) month blanket purchase orders to Mitsubishi Electric Power Products, Inc. and Siemens Industry, Inc., is approved for furnishing:

Strategic alliance purchase orders for a sixty (60) month period with the option to renew for two (2) additional single year terms for providing power circuit breaker as released by MLGW as follows:

20 - 123 kV, 2000 Ampere, 40 kA, AC High-Voltage Circuit Breaker in accordance with MLGW Specifications and Data Sheet "D4Q" dated September 1, 2017 at \$65,400.00 each;

5 -123 kV, 2000Ampere, 50 kA, AC High-Voltage Circuit Breaker in accordance with MLGW Specifications and Data Sheet "DSQ" dated September 1, 2017 at \$79,100.00 each;

20 - 170 kV, 2000 Ampere, 40 kA, AC High-Voltage Circuit Breaker in accordance with MLGW Specifications and Data Sheet "E4Q" dated September 1, 2017 at \$68,900.00 each;

25 - 170 kV, 2000 Ampere, 63 kA, AC High-Voltage Circuit Breaker in accordance with MLGW Specifications and Data Sheet "E6Q" dated September 1, 2017 at \$117,920.00 each;

S - 170 kV, 2000 Ampere, 63 kA, AC High-Voltage Circuit Breaker in accordance with MLGW Specifications and Data Sheet "E6Q35" dated September 1, 2017 at \$117,920.00 each;

The award includes application assistance through Mitsubishi's Power System Engineer Division and Siemens' Electrical Power Systems Studies Group to ensure correct application of any power circuit breaker provided to MLGW.

This approval authorizes staff to purchase additional items of this group of materials, items that are not in this group but were included in the bid solicitation, and related items as needed provided that MLGW; Mitsubishi Electric Power Products, Inc.; and Siemens Industry, Inc. agree to the cost. This authority is needed to allow for unplanned work due to failures or to changes in the work plan over the next five years. However, the list above is presently the best projection of circuit breaker needs for the next five year period and if changes are required that could result in the total award value exceeding the amount approved, a request to amend the contract will be presented at that time.

The total award for sixty (60) month period is not to exceed \$8,300,000.00, f.o.b. Memphis, Tennessee, transportation prepaid; our dock; said price being firm for the first and second twelve (12) month period with a 3% maximum escalation/ de-escalation for each of the remaining three (3) years based on the volatility of seven (7) indices as reported in the Bureau of Labor Statistics (BLS). Delivery 20-22 weeks after receipt of order; terms net 30 days.

**RESOLUTION**

A.M.

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of June 6, 2018 approved an alliance for a sixty (6 ) month period for high voltage power circuit breakers with the option to renew for two (2) additional single year terms and is now recommending to the Council of the City of Memphis that it approves said purchase as approved in MLGW 2018 fiscal year budget and subsequent budget years as approved; and

WHEREAS, the high voltage power. circuit breakers are needed to meet new government regulated requirements, replacement of old equipment and system spares as needed. During the length of this contract, quantities will be driven based on actual need for high voltage power circuit breakers; and

WHEREAS, bids were opened on January 31, 2018. Notice to Bidders was advertised, seven (7) bids were solicited, and four (4) bids were received with the most responsive and best complying bidders being the firms of Mitsubishi Electric Power Products, Inc. and Siemens Industry, Inc. These awards comply 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 purchase orders for high voltage power circuit breakers alliance from Mitsubishi Electric Power Products, Inc. and Siemens Industry, Inc. in a combined amount not to exceed \$8,300,000.00 during the sixty (60) month contract period.

**EXCERPT**  
**from**  
**MINUTES OF MEETING**  
**of**  
**BOARD OF LIGHT, GAS AND WATER COMMISSIONERS**  
**CITY OF MEMPHIS**  
**held**  
**June 21, 2023**

The Manager of Procurement and Contracts recommends to the Board of Light, Gas and Water Commissioners that it approves a one-year option to renew blanket Purchase Order number 7032368 to Mitsubishi Electric Power Products, Inc. and Purchase Order number 7035342 to Siemens Energy, Inc. for high voltage power circuit breakers.

The high voltage power circuit breakers are needed to comply with new government regulations, to replace old equipment, and to have inventory for emergency repairs. The quantities will be based on actual need for high voltage power circuit breakers.

On June 6, 2018, the Board of Light, Gas and Water Commissioners approved a five-year purchase alliance for high voltage power circuit breakers with the option to renew for two additional single year terms. This request is to exercise the first-year renewal with no increase in funds.

The remaining balance left on the blanket purchase orders of \$ 3,654,183.00 is sufficient for the first option to extend for one year. This extension covers the period of July 12, 2023, to July 12, 2024. All existing terms and conditions will remain the same. This extension complies with all applicable laws and policies.

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

THAT, amendment to extend Purchase Order number 7032368 with Mitsubishi Electric Power Products, Inc. and Purchase Order number 7035342 with Siemens Energy, Inc. for the first option to renew for one year is approved as outlined in the foregoing preamble.

I hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Light, Gas and Water Commissioners at a regular -special meeting held on 21st day of June 2023, at which a quorum was present.

  
**SVP, CFO & CAO Secretary - Treasurer**





## Resolution Summary

### 1. Description of the Item

Resolution approving Change No. 3 to Contract No. 11723, EMS/SCADA, with Open Systems International (OSI), Inc. to change the current contract in the funded amount of \$708,550.00.

### 2. Additional Information

The project scope is to provide an Energy Management System (EMS) and a Supervisory Control and Data Acquisition (SCADA) software system which is utilized to monitor and control MLGW's electric, gas, and water systems. This contract was awarded based on the Request for Proposals ("RFP") selection process.

This change is to increase the contract value to include the following: 1) Support and Maintenance (\$614,950.00) for the period June 24, 2024 through October 12, 2026, with no increase in rates; 2) Open AAR FERC 881 Implementation (\$64,800.00) to implement Ambient Adjusted Ratings to comply with FERC 881 regulatory compliance requirements; and 3) Training credits (\$28,800.00) for SCADA Tech Training (\$900.00 per credit). Currently, MLGW has peak and off-peak ratings for all transmission equipment in its system. FERC 881 will require MLGW to implement hourly, ambient-adjusted equipment ratings for all transmission equipment on its electric system.

**EXCERPT**  
**from**  
**MINUTES OF MEETING**  
**of**  
**BOARD OF LIGHT, GAS AND WATER COMMISSIONERS**  
**CITY OF MEMPHIS**  
**held**  
**May 15, 2024**

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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. 11723, EMS/SCADA, with Open Systems International (OSI), Inc. to change the current contract in the funded amount of \$708,550.00.

The project scope is to provide an Energy Management System (EMS) and a Supervisory Control and Data Acquisition (SCADA) software system which is utilized to monitor and control MLGW's electric, gas, and water systems. This contract was awarded based on the Request for Proposals ("RFP") selection process.

This change is to increase the contract value to include the following: 1) Support and Maintenance (\$614,950.00) for the period June 24, 2024 through October 12, 2026, with no increase in rates; 2) OpenAAR FERC 881 Implementation (\$64,800.00) to implement Ambient Adjusted Ratings to comply with FERC 881 regulatory compliance requirements; and 3) Training credits (\$28,800.00) for SCADA Tech Training (\$900.00 per credit). Currently, MLGW has peak and off-peak ratings for all transmission equipment in its system. FERC 881 will require MLGW to implement hourly, ambient-adjusted equipment ratings for all transmission equipment on its electric system.

The initial term of this contract included a one-year implementation period and a 10-year continuous support and maintenance period. In addition, a four-month extension was granted to complete the implementation of hardware and software. The total funded amount of this change is \$708,550.00. This change complies with all applicable laws and policies. The new contract amount is \$7,579,378.00.

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. 3 to Contract No. 11723, EMS/SCADA, with Open Systems International (OSI), Inc., to change the current contract in the funded amount of \$708,550.00, as outlined in the above preamble, is approved and further,

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

## RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of May 15, 2024 approved Change No. 3 to Contract No. 11723, EMS/SCADA, with Open Systems International (OSI), Inc. to change the current contract in the funded amount of \$708,550.00, and is now recommending to the Council of the City of Memphis that it approves said change as approved; and

WHEREAS, the project scope is to provide an Energy Management System (EMS) and a Supervisory Control and Data Acquisition (SCADA) software system which is utilized to monitor and control MLGW's electric, gas, and water systems. This contract was awarded based on the Request for Proposals ("RFP") selection process; and

WHEREAS, this change is to increase the contract value to include the following: 1) Support and Maintenance (\$614,950.00) for the period June 24, 2024 through October 12, 2026, with no increase in rates; 2) OpenAAR FERC 881 Implementation (\$64,800.00) to implement Ambient Adjusted Ratings to comply with FERC 881 regulatory compliance requirements; and 3) Training credits (\$28,800.00) for SCADA Tech Training (\$900.00 per credit). Currently, MLGW has peak and off-peak ratings for all transmission equipment in its system. FERC 881 will require MLGW to implement hourly, ambient-adjusted equipment ratings for all transmission equipment on its electric system; and

WHEREAS, the initial term of this contract included a one-year implementation period and a 10-year continuous support and maintenance period. In addition, a four-month extension was granted to complete the implementation of hardware and software. The total funded amount of this change is \$708,550.00. This change complies with all applicable laws and policies. The new contract amount is \$7,579,378.00; 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. 11723, EMS/SCADA, with Open Systems International (OSI), Inc. to change the current contract in the funded amount of \$708,550.00 as approved.

BOARD RESOLUTION TRANSMITTAL

Expenditure Org Executive: Quinton Clark  
 Specialist: Shanikka Tate

Board Meeting Date: 5/15/2024  
 Contract Number: 11723  
 Purchase Commodity: \_\_\_\_\_  
 Other (Non-Procurement Items): \_\_\_\_\_

<b>Responsible Group</b> (Requesting Area/ Contact Person) (Telephone number/email address)	System Operations Support / Marshun Brooks / 901-372-5689 / mbrooks@mlgw.org	
<b>Scope:</b> Contract <input checked="" type="checkbox"/> Purchase _____ Other _____	The project scope is to provide an Energy Management System (EMS) and a Supervisory Control and Data Acquisition (SCADA) software system which is utilized to monitor and control MLGW's electric, gas and water systems.	
<b>Explanation of Action.</b> (Contract/Purchase invoice payments, land purchase, dues, other)	This change is to increase the contract value to include the following: 1) Support and Maintenance (\$614,950.00) for the period June 24, 2024 through October 12, 2026; 2) OpenAAR FERC 881 Implementation (\$64,800.00) to comply with FERC 881 regulatory compliance requirements; and 3) Training credits (\$28,800.00) for SCADA Tech Training.	
<b>Where will the work take place?</b> (MLGW facility or jobsite, etc.)	The work will take place at Open Systems International, Inc.	
<b>Why the need exists?</b> (Contract/Purchase invoice payments, land purchase, dues, other)	Professional Services and SCADA Point Expansion is needed to implement the distribution automation project. OpenNet implementation and training credits are needed for real time load flow analysis.	
<b>Are there any anticipated vendor issues?</b> (If so, please explain)	No	
<b>Are there any contract services, labor or IBEW issues?</b> If yes, has cost comparison been provided to IBEW? Date Provided?	No	
<b>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.</b>	No	
<b>If applicable, how was the recommendation determined?</b> (Bid or RFP) <b>RFP</b>	Does this item include Supplier Diversity? No, there is no Supplier Diversity participation on this contract.	

**BUDGET:**

	Total	In 2024 Budget Year	After Budget Year
Amount Requested	\$ 708,550.00	\$ 372,045.00	\$ 336,505.00
2024 Budget*	\$ 6,135,000.00		
Amount Spent Year-to-Date	\$ 18,000.00	\$ -	
2024 Budget Balance Available		\$ 6,117,000.00	
Budget Balance After Award		\$ 5,744,955.00	

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

O&M      **Project**      Utility Monitor/Controls  
**Expenditure Organization**      0511640 System Operations Support  
**Expenditure Type**      eAM Contracted Svcs  
**Task**      Admin Expense

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

Capital

O&M      **Project**      System Operations Support  
**Expenditure Organization**      0511640 System Operations Support  
**Expenditure Type**      Outside Fees  
**Task**      Admin Expense

Capital

Comments:

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

APPROVED: \_\_\_\_\_

Budget & Financial Planning \_\_\_\_\_ Date \_\_\_\_\_

**Contractor:** Open Systems International  
**Contract Number:** 11723  
**5/15/2024**

	<b>Actions</b>	<b>Date</b>	<b>Amount</b>
Award 05.15.2014			\$5,489,773.00
Change Order No. 1	This change was to increase the contract amount to include the following: 1) Additional implementation costs for hardware, software and a scheduled extension in the amount of \$430,983.00; 2) Actual cost above the contract estimate for the 2018 upgrade in the amount of \$142,452.00; 3) Security Profiler Software implementation and annual subscription cost in the amount of \$61,120.00; and 4) A one-time implementation cost for the Sentinel hardware (2) enhancement for Alarm Management in the amount of \$60,000.00. The total funded amount for the change was \$694,555.00.	12/16/2017	\$694,555.00
Change Order No. 2	This change was to increase the contract value in the funded amount of \$686,500.00 to include the following: 1) Professional services to assist in implementing Distribution Automation (\$300,000.00); 2) SCADA Point Expansion for Distribution Automation implementation (\$226,000.00); 3) OpenNet Implementation for real-time power flow analysis (\$130,500.00); and 4) Training credits for real-time load flow analysis and EMS/SCADA support (\$30,000.00).	7/6/2022	\$686,500.00
Current Contract Balance			\$6,870,828.00
Amount Paid to Date as of 04.18.2024			\$6,842,223.81
Current Contract Amount			\$28,604.19
Change Order No. 3	<i>This change is to increase the contract value to include the following: 1) Support and Maintenance (\$614,950.00) for the period June 24, 2024 through October 12, 2026, with no increase in rates; 2) OpenAAR FERC 881 Implementation (\$64,800.00) to implement Ambient Adjusted Ratings to comply with FERC 881 regulatory compliance requirements; and 3) Training credits (\$28,800.00) for SCADA Tech Training (\$900.00 per credit). The total funded amount of this change is \$708,550.00.</i>	5/15/2024	\$708,550.00
Available Balance			\$737,154.19
Cumulative Contract Value			\$7,579,378.00

## CONTRACT CHANGE FORM

MEMPHIS LIGHT, GAS AND WATER DIVISION  
 CITY OF MEMPHIS  
 CONTRACT NUMBER 11723

CONTRACT CHANGE NO. 3  
 DATE OF CHANGE MAY 15, 2024  
 SHEET 1 OF 3

TO: MR. SEAN EGAN

OPEN SYSTEMS INTERNATIONAL, INC.

4101 ARROWHEAD DRIVE

MEDINA, MN 55340

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. 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 AN ENERGY MANAGEMENT SYSTEM (EMS) AND A SUPERVISORY CONTROL AND DATA ACQUISITION (SCADA) SOFTWARE SYSTEM WHICH IS UTILIZED TO MONITOR AND CONTROL MLGW'S ELECTRIC, GAS, AND WATER SYSTEMS. THIS CONTRACT WAS AWARDED BASED ON THE REQUEST FOR PROPOSALS ("RFP") SELECTION PROCESS.

THIS CHANGE IS TO INCREASE THE CONTRACT VALUE TO INCLUDE THE FOLLOWING: 1) SUPPORT AND MAINTENANCE (\$614,950.00) FOR THE PERIOD JUNE 24, 2024 THROUGH OCTOBER 12, 2026, WITH NO INCREASE IN RATES; 2) OPENAAR FERC 881 IMPLEMENTATION (\$64,800.00) TO IMPLEMENT AMBIENT ADJUSTED RATINGS TO COMPLY WITH FERC 881 REGULATORY COMPLIANCE REQUIREMENTS; AND 3) TRAINING CREDITS (\$28,800.00) FOR SCADA TECH TRAINING (\$900.00 PER CREDIT). CURRENTLY, MLGW HAS PEAK AND OFF-PEAK RATINGS FOR ALL TRANSMISSION EQUIPMENT IN ITS SYSTEM. FERC 881 WILL REQUIRE MLGW TO IMPLEMENT HOURLY, AMBIENT-ADJUSTED EQUIPMENT RATINGS FOR ALL TRANSMISSION EQUIPMENT ON ITS ELECTRIC SYSTEM.

THE INITIAL TERM OF THIS CONTRACT INCLUDED A ONE-YEAR IMPLEMENTATION PERIOD AND A 10-YEAR CONTINUOUS SUPPORT AND MAINTENANCE PERIOD. IN ADDITION, A FOUR-MONTH EXTENSION WAS GRANTED TO COMPLETE THE IMPLEMENTATION OF HARDWARE AND SOFTWARE. THE TOTAL FUNDED AMOUNT OF THIS CHANGE IS \$708,550.00. THIS CHANGE COMPLIES WITH ALL APPLICABLE LAWS AND POLICIES. THE NEW CONTRACT AMOUNT IS \$7,579,378.00.



**CHANGE IN CONTRACT PRICE:**

<b>Contract Amount</b>	<b>\$6,870,828.00</b>
<b>Change Amount</b>	<b>\$ <u>708,550.00</u> - Change No. <u>3</u></b>
<b>Total Contract Amount</b>	<b>\$7,579,378.00</b>

**APPROVED BY THE BOARD OF LIGHT, GAS AND WATER COMMISSIONERS**

\_\_\_\_\_  
**APPROVED BY THE PRESIDENT**

\_\_\_\_\_  
**DATE**



**MLGW** MEMPHIS LIGHT, GAS AND WATER DIVISION

March 7<sup>th</sup>, 2024

Mr. Sean Egan  
Open Systems International Inc.  
4101 Arrowhead Drive  
Medina, Minnesota 55340-9457

RE: CONTRACT NO. 11723  
EMS/SCADA

Dear Mr. Sean Egan:

This letter confirms that Open Systems International Inc. agrees to increase the contract dollars by \$708,550 of the above noted Contract No. 11723, with no changes to the current rates. The contract increase is for Support and Maintenance in 2025 (\$307,245) and 2026 (\$307,705), OpenAAR FERC 881 Implementation (\$64,800), and training credits for EMS/SCADA support (\$28,800).

If OSI accepts this change, please sign the acknowledgement below, and return this letter to Marshun Brooks at [mbrooks@mlgw.org](mailto:mbrooks@mlgw.org).

Sincerely,

Marshun Brooks  
Supervisor  
System Operations Support

DocuSigned by:  
*Marshun Brooks*  
482E83F2FDBA41D...

4/22/2024

Sean Egan  
OSI Representative Signature:

DocuSigned by:  
*Sean Egan*  
36C041DEB61D469...

Date: 3/7/2024

Bryant Williamson  
MLGW Manager Signature:

DocuSigned by:  
*Bryant Williamson*  
A8FD43E7630843F...

Date: 3/7/2024

## Resolution Summary

### 1. Description of the Item

Resolution approving Modification to Change No. 1 to Contract No. 12389, approved on March 6, 2024, LED Streetlight Conversion to Ameresco, Inc., in the Funded Amount of \$7,666,653.02.

### 2. Additional Information

A modification to Change No. 1 to Contract No. 12389, LED Streetlight Conversion with Ameresco, Inc., to remove all language regarding conversion of streetlights for the Town of Arlington and the City of Millington and to modify the funding amount by decreasing it to \$7,666,653.02.

**EXCERPT**  
from  
**MINUTES OF MEETING**  
of  
**BOARD OF LIGHT, GAS AND WATER COMMISSIONERS**  
**CITY OF MEMPHIS**  
held  
**May 15, 2024**

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WHEREAS, on March 6, 2024 this Board approved Change Order No. 1 to Contract No. 12389, LED Streetlight Conversion with Ameresco, Inc., to expand the scope of work and add funding in the amount of \$10,000,000.00;

WHEREAS, this approval was ratified by the minutes passed on March 20, 2024;

WHEREAS, Change Order No. 1 included the conversion of all streetlights to LED for the Town of Arlington and the City of Millington, for a total amount \$2,333,346.98, with the funds to be reimbursed to MLGW by the respective municipalities;

WHEREAS, this change is no longer necessary, as the municipalities have opted to pay the vendor directly for their LED streetlight conversion;

WHEREAS, Change Order No. 1 needs to be modified to remove this language from the scope of work and to reduce the total funding amount to \$7,666,653.02;

WHEREAS, all remaining language in the Change Order No. 1, previously approved by the Board, shall remain intact; and

WHEREAS, City Council has not yet voted on Change Order No. 1.

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

THAT, a modification to Change No. 1 to Contract No. 12389, LED Streetlight Conversion with Ameresco, Inc., to remove all language regarding conversion of streetlights for the Town of Arlington and the City of Millington and to modify the funding amount by decreasing it to \$7,666,653.02, is hereby approved; and

THAT, subject to the consent and approval of the Council of the City of Memphis, the approval of Change No. 1 (as modified) to Contract No. 12389, LED Streetlight Conversion with Ameresco, Inc., to expand the scope and increase the contract value in the funded amount of \$7,666,653.02, is approved.

## RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners in their meeting of May 15, 2024, approved Change No. 1 to Contract No. Contract No. 12389, LED Streetlight Conversion with Ameresco, Inc., to expand the scope of work and add funding in the amount of \$7,666,653.02, and is now recommending that the Council approves said expansion and increase; and

WHEREAS, the project scope is to furnish equipment and material, labor, design services, supervision, and transportation, which includes conversion of MLGW's streetlights in the City of Memphis from existing luminaries of various wattages and styles to light emitting diode ("LED") luminaries of equivalent wattages and styles with a selected light management systems ("LMS") to be installed and implemented by the Contractor;

WHEREAS, the amended project scope (the "Project") will include: underpass lighting infrastructure to fix cabling issues affecting the functionality of the underpass lighting (\$1,918,163.80); infrastructure improvements to fix voltage issues affecting the functionality of streetlights (\$3,589,600.00); high mast arm installation and make ready for LED installation of high mast lighting (\$1,917,401.80); continued development of the website and LMS by Allworld (\$61,220.00); and contingency funds for unforeseen work (\$180,267.42). The total cost of the Amendment is \$7,666,653.02. The contract term will remain through December 15, 2027;

WHEREAS, the Change No. 1 allow for the completion of the project goal of replacing the MLGW lights in the public right-of-ways to LED lighting, which saves energy, reduces carbon footprint, provides for better and adjustable lighting;

WHEREAS, the Contractor is to fully understand the facilities, difficulties and restrictions attending and execution of the Project work required. The Project work will be of good quality, free from faults and defects, all as called for in strict accordance with the Contract Documents. The Project work will be performed in its entirety during the allocated time, and MLGW will have the right to specify to the Contractor the sequence of tasks performed. All work will be subject to the inspection of MLGW.

NOW THEREFORE, BE IT RESOLVED by the Council of the City of Memphis, that there be and is hereby approved Change No. 1 to Contract No. 12389, LED Streetlight Conversion with Ameresco, Inc., to expand the scope and increase the contract value in the funded amount of \$7,666,653.02.

THAT, the President, or his designated representative, is authorized to execute Change No. 1.

## Resolution Summary

### 1. Description of the Item

Resolution approving the selection of professionals in connection with the proposed issuance of Series 2024 Electric System Revenue Bonds.

### 2. Additional Information

The Secretary-Treasurer recommends that the Board approve the selection of the following professionals in connection with the proposed issuance of Series 2024 Electric System Revenue Bonds (estimated at \$180,000,000):

- 1) Underwriters at an underwriting fee not to exceed \$4.00 per \$1,000 of bonds
  - Raymond James (Senior Manager)
  - SouthState DuncanWilliams (Co-Manager)
  - FHN Financial (Co-Manager)
- 2) Co-Bond Counsel based on rates previously approved by the MLGW Board and City Council (estimated to be \$180,000)
  - The Wade Law Firm, PLLC - 50%
  - Bass, Berry & Sims PLC - 50%
- 3) Financial Advisor
  - Stephens Inc. - \$120,000 plus expenses

**EXCERPT**  
from  
**MINUTES OF MEETING**  
of  
**BOARD OF LIGHT, GAS AND WATER COMMISSIONERS**  
**CITY OF MEMPHIS**  
held  
**May 15, 2024**

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The Secretary-Treasurer recommends that the Board approve the selection of the following professionals in connection with the proposed issuance of Series 2024 Electric System Revenue Bonds (estimated at \$180,000,000):

- 1) Underwriters at an underwriting fee not to exceed \$4.00 per \$1,000 of bonds
  - Raymond James (Senior Manager)
  - SouthState DuncanWilliams (Co-Manager)
  - FHN Financial (Co-Manager)
  
- 2) Co-Bond Counsel based on rates previously approved by the MLGW Board and City Council (estimated to be \$180,000)
  - The Wade Law Firm, PLLC - 50%
  - Bass, Berry & Sims PLC - 50%
  
- 3) Financial Advisor
  - Stephens Inc. - \$120,000 plus expenses

**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 2024 Electric System Revenue Bonds (estimated at \$180,000,000), 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 15, 2024 approved the selection of the following professionals in connection with the proposed issuance of Series 2024 Electric System Revenue Bonds (estimated at \$180,000,000):

- 1) Underwriters at an underwriting fee not to exceed \$4.00 per \$1,000 of bonds
  - Raymond James (Senior Manager)
  - SouthState DuncanWilliams (Co-Manager)
  - FHN Financial (Co-Manager)
- 2) Co-Bond Counsel based on rates previously approved by the MLGW Board and City Council (estimated to be \$180,000)
  - The Wade Law Firm, PLLC - 50%
  - Bass, Berry & Sims PLC - 50%
- 3) Financial Advisor
  - Stephens Inc. - \$120,000 plus expenses

**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 2024 Electric System Revenue Bonds (estimated at \$180,000,000).

# RAYMOND JAMES®

**\$180,000,000\***  
**City of Memphis**  
**Electric System Revenue Bonds**  
**Series 2024**

**Proposed Underwriting Priorities and Fees**  
**April 9, 2024**

## UNDERWRITING LIABILITIES

Firm	Participation	
Raymond James	Senior Manager	60%
FHN Financial	Co-Manager	20%
Duncan-Williams Inc.	Co-Manager	20%

## TAX-EXEMPT PRIORITY OF ORDERS

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

## TAX-EXEMPT 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.

## TAXABLE PRIORITY OF ORDERS

1. Group Net
2. Member

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\* Preliminary, subject to change.

### UNDERWRITER'S DISCOUNT BREAKDOWN

Memphis Light, Gas & Water Tax-Exempt Series 2024 Bonds		
Par Amount of	Electric \$180,000,000	
	\$/Bond	Total \$
Average Takedown	\$2.75	\$495,000
Management Fee to Raymond James	\$0.38	\$67,679
Estimated Underwriter's Expenses*	\$0.12	\$22,321
<b>Total Underwriter's Discount</b>	<b>\$3.25</b>	<b>\$585,000</b>

Estimated Underwriter's Expenses		
	\$/Bond	Total \$
IPREO	\$0.11	\$19,610
DTC Book Entry	\$0.01	\$975
CUSIP	\$0.01	\$1,736
<b>Total</b>	<b>\$0.12</b>	<b>\$22,321</b>

\*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

March 21, 2024

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 the MLGW Electric System bond issue that you are preparing to structure and sell. 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 firms tend to have minimum fees per series that are not dependent on the issue size.

My fee proposal is based on prior MLGW bond financings and recent bond financings completed by several of your peers. The table below includes issuance amounts and fees for each of your last three bond issues and recent fee arrangements for Nashville Electric Service and the Electric Power Board of Chattanooga.

Bond Issues	Total Bonds Issued	Advisor Fee	Fees as a Percentage Bonds Issued	Implied Fee for MLGW 2024 Bonds <sup>(1)</sup>
MLGW Series 2016	\$110,000,000	\$95,000	0.0864%	\$155,455
MLGW Series 2017	\$155,000,000	\$120,000	0.0774%	\$139,355
MLGW Series 2020	\$308,000,000	\$195,000	0.0633%	\$113,961
Recent NES Bond Issue <sup>(2)</sup>	\$366,710,000	\$236,355	0.0645%	\$116,015
Recent Chattanooga Power Issue <sup>(3)</sup>	\$112,125,000	\$112,562	0.1004%	\$180,702
Average of above bond issues	\$210,367,000	\$151,783	0.0784%	\$141,097
<b>Series 2024 Fee Proposal</b>	<b>\$180,000,000</b>	<b>\$120,000</b>	<b>0.0667%</b>	<b>\$120,000</b>

<sup>(1)</sup> Implied fee is calculated by multiplying historical % times \$180 million

<sup>(2)</sup> \$366.710 million NES issue dated February 16, 2024

<sup>(3)</sup> \$112.125 million Chattanooga Power issue dated December 19, 2023

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

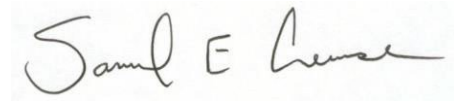
It is worth noting that the MLGW advisor fees illustrated in the table above do not include the additional advisor fees billed by MLGW's co-Municipal Advisor on the 2016 through 2020 financings. Based on the above data, and our understanding of the size and scope of your next bond issue, I am proposing a fee of \$120,000 for a \$180 million Electric Revenue bond financing. This fee is identical to the fee we charged in 2017 for financings totaling \$155 million. It is also less than the fee charged in 2020.

MLGW might also have the opportunity to include a refinancing of the remaining Electric System Revenue Bonds, Series 2014 in this engagement. This refinancing opportunity will be market sensitive and may not happen. We propose a \$25,000 fee for the refunding bonds if they are structured and sold simultaneously with the new money bonds. To be clear, if this refinancing is not completed due to unfavorable market conditions, we will not charge MLGW for this portion of the financing plan.

Stephens Inc. has had the honor of working with MLGW on all of your bond financings over the past twenty-three 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,



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 approximately 5,400 institutional customers across the globe and has nearly 30 offices nationwide. FHN Financial is a division of First Horizon Bank (“First Horizon” or the “Bank”), one of the nation’s 35 largest banks with an asset size of approximately \$83 billion. As a division of the Bank, the Firm is backed by over \$9 billion in capital and has over \$6.4 billion in fixed income daily average volume, including over \$100 million in municipal bonds.

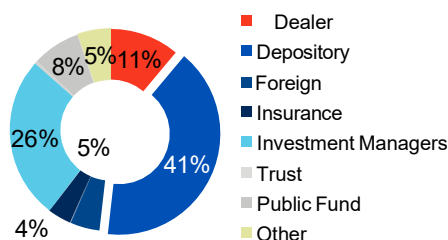
#### FHN Financial Offices and Institutional Account Locations in the US



**First Horizon is Dedicated to Memphis**, with over 2,500 employees within the City of Memphis itself. 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, is #1 in market share in the State. The Bank established a private charitable foundation, in 1993 to support nonprofit organizations in the communities served, and has donated more than \$70 million to meet community needs.

**FHN Financial’s Public Finance Group** consists of 17 public finance banking professionals located in Memphis, Atlanta, Austin, Charlotte, Cleveland, Dallas, Houston, Phoenix, San Antonio, and New York. The banking team is supported by 10 dedicated municipal institutional sales professionals, 128 generalist institutional sales professionals, and 10 trading and underwriting professionals located in municipal commitment centers in Memphis, Houston, New York and Philadelphia.

#### FHN Financial US Account Types



**FHN Financial covers all investor classes**, maintaining relationships with major regional institutional investors nationwide. The Firm has unparalleled reach into all asset classes, comprised of many buy-and-hold accounts and investors that are prototypical hold-to-maturity accounts, including professional retail. FHN Financial also brings to issuers’ transactions depository investors that are an important segment of investor participation in municipal bonds.

**FHN Financial is a Tennessee market leader.** As a division of the oldest and largest bank in Tennessee, FHN Financial is uniquely positioned to serve MLGW once again, as it also has served locally the City of Memphis and Memphis Shelby County Airport Authority. More broadly, the Firm was the #1 Competitive Underwriter in Tennessee by deal count from 2015 – 2023, senior managing 143 issues totaling in excess of \$1.6 billion. FHN Financial actively covers over 215 institutional investors in Tennessee, including 146 depositories – state-chartered banks and credit unions. No other bank matches FHN Financial’s coverage of the Tennessee market.

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

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April 26, 2024

Anne Walk, Manager  
 Treasury Management  
 220 South Main Street #331  
 Memphis, Tennessee 38103

Dear Anne,

SouthState DuncanWilliams (“SSBDW”) appreciates this opportunity to underwrite bonds on behalf of Memphis Light Gas and Water (“MLGW”) and respectfully requests the privilege of retaining an appointment as the co-senior bond underwriter. SSBDW wants to grow our highly valued, tenured relationship by assisting the MLGW at the critical juncture of entering the capital markets for the first time since 2020.

As a long resident of Memphis, I am personally excited to continue working beside you and the Board of Commissioners to achieve the lowest cost of capital for all ratepayers. As a senior leader at SSBDW, my team and I will work closely with you and the Commissioners to provide superior customer service with full transparency, accountability, and accessibility in a manner worthy of the MLGW.

**Local Commitment and Beneficial Relationship:** Locally staffed, SSBDW provides the MLGW with immediate historical context, depth, and strategic direction relating to its refunding opportunity, underlying rating, credit profile, and existing bondholders. We are consistently monitoring opportunities for MLGW.

**Leading Underwriter and Full Service Provider:** SSBDW has been a leading underwriter within Tennessee for the past 50 years. As a wholly-owned affiliate of SouthState Bank (“SSB”), SSBDW is a member of one of the largest, most stable financial institutions in the United States. SSBDW will continue to have access to a full, dedicated array of banking and financial services and products, all committed to responding to the MLGW’s needs. SSB appreciates its long-standing depository, treasury management, lending, and financial services relationships.

**Marketability of the Bonds:** The proposed financing coupled with MLGW’s strong financial position, outstanding bond ratings, and dedicated staff will help propel the bonds to a strong market showing. SSBDW’s position as a leading banking institution in Tennessee and throughout the United States naturally offers a wide network to other banks and financial institutions. We interact with numerous other banks, delivering funding and investments daily. Given the attractiveness of the MLGW’s proposed issuance to banks, our Institutions Group will be able to offer a proprietary network beyond more common municipal bond investors. At the same time, strong investor relationships with institutional accounts will combine with our retail investor network to offer an expansive pre-marketing and offering. All of these resources are directed toward maximizing MLGW’s financing opportunity.

Sincerely,

*Tyree C. Daniels*

Tyree C. Daniels  
 Managing Director  
 Public Finance  
 901.438.1911 MOBILE  
 901.260.6809 OFFICE  
 T.DANIELS@SOUTHSTATEDUNCAN.COM



## Resolution Summary

### 1. Description of the Item

Resolution approving plans to issue tax-exempt Series 2024 Electric System Revenue Bonds in an original aggregated principal amount of not to exceed \$180,000,000. (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.)

### 2. Additional Information

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 2024, IN AN ORIGINAL AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$180,000,000; 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.

**EXCERPT**  
**from**  
**MINUTES OF MEETING**  
**of**  
**BOARD OF LIGHT, GAS AND WATER COMMISSIONERS**  
**CITY OF MEMPHIS**  
**held**  
**May 15, 2024**

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The Secretary-Treasurer has recommended that the Board adopt the resolution listed below (the "Resolution") and recommend to the Council of the City of Memphis the forms, terms and conditions of, the document listed below in connection with the proposed issuance of Series 2024 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 2024, IN AN ORIGINAL AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$180,000,000; 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, 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 15, 2024, adopted the resolution listed below (the “Resolution”) and is now recommending to the Council of the City of Memphis that it approve and adopt the said Resolution in connection with the proposed issuance of Series 2024 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 2024, IN AN ORIGINAL AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$180,000,000; 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, on behalf of the Light, Gas and Water Division, in connection with the proposed issuance of the Series 2024 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 2024, IN AN ORIGINAL AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$180,000,000; 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 2024 Electric 5-Year Capital Improvement Program, the Division has expended and/or expects to spend at least \$180,000,000 for certain capital improvements relating to the System scheduled to be made through the end of Fiscal Year 2026, 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 2024 (the “Bonds”), in an original aggregate principal amount not to exceed \$180,000,000 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 2024” (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 \$180,000,000 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 2026 (collectively, the “Capital Project”), all as set forth in the Division’s 2024 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.

37566094.2

**Purpose of Reimbursement Resolution – Electric System Revenue Bonds**

Memphis Light, Gas and Water Division plans to issue tax-exempt Series 2024 Electric System Revenue Bonds in an original aggregated principal amount of not to exceed \$180,000,000. 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.



## Resolution Summary

### 1. Description of the Item

Resolution to approve the removal of Quinton Clark and the addition of Chandrika Winston-Rosser to the First Horizon Water ARP Account.

### 2. Additional Information

The Secretary-Treasurer advised the Board that due to changes in personnel it is deemed necessary that a new resolution be approved setting forth persons authorized to sign and/or countersign; transfer funds; and/or execute transactions on the following Division and Pension System bank accounts. This supersedes the resolution approved by the Board on March 20, 2024.

**EXCERPT**  
from  
**MINUTES OF MEETING**  
of  
**BOARD OF LIGHT, GAS AND WATER COMMISSIONERS**  
**CITY OF MEMPHIS**  
held  
**May 15, 2024**

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The Secretary-Treasurer advised the Board that due to changes in personnel it is deemed necessary that a new resolution be approved setting forth persons authorized to sign and/or countersign; transfer funds; and/or execute transactions on the following Division and Pension System bank accounts. This supersedes the resolution approved by the Board on March 20, 2024.

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

THAT, The following persons are authorized to sign MLGW Common Account checks (countersignature required on checks which exceed \$15,000. (First Horizon - MLGW Common Account):

Chundria McClain

Donald Mokake

and THAT, The following persons are authorized to sign or countersign MLGW Common Account checks (First Horizon - MLGW Common Account):

Doug McGowen

Dana J. Jeanes

Lashell M. Vaughn

Von W. Goodloe

Marcus Tate  
 Rodney Cleek  
 Wayne Allen

**THAT**, The following persons are authorized to sign MLGW Customer Deposit Account checks (countersignature required on checks which exceed \$2,000. (First Horizon - MLGW Customer Deposit Account):

Chundria McClain  
 Donald Mokake

and **THAT**, The following persons are authorized to sign or countersign Customer Deposit checks (First Horizon - MLGW Customer Deposit Account):

Doug McGowen  
 Dana J. Jeanes  
 Lashell M. Vaughn  
 Von W. Goodloe  
 Marcus Tate  
 Rodney Cleek  
 Wayne Allen

**THAT**, The following persons are authorized to sign on behalf of the Flexible Spending Account (First Horizon - MLGW Flexible Spending Account):

Dana J. Jeanes  
 Wayne Allen  
 Rodney Cleek

**THAT**, The following persons are authorized to sign Medical Benefit Fund checks (First Horizon - MLGW Medical Benefit Fund Account):

Dana J. Jeanes  
Marcus Tate  
Chundria McClain  
Donald Mokake  
Rodney Cleek

**THAT**, The following persons are authorized to sign Payroll Account checks (First Horizon - MLGW Payroll Account):

Dana J. Jeanes  
Chundria McClain  
Wayne Allen  
Donald Mokake  
Rodney Cleek

**THAT**, The following persons are authorized to sign or countersign Retirement and Pension General Fund checks (First Horizon - MLGW Retirement and Pension General Fund):

Doug McGowen  
Dana J. Jeanes  
Marcus Tate

**THAT**, The following persons are authorized to sign Retirement and Pension Payroll checks (First Horizon - MLGW Retirement and Pension Payroll Account):

Doug McGowen

Dana J. Jeanes

Marcus Tate

**THAT**, The following persons are authorized to sign Special Account checks (First Horizon - MLGW Special Account):

Doug McGowen

Dana J. Jeanes

Chundria McClain

Donald Mokake

Rodney Cleek

**THAT**, The following persons are authorized to sign or countersign checks and transfer funds on the Memphis Weekend Academy Operating Account (two signatures are required. (First Horizon - previously MLGW Weekend Academy Account and renamed MLGW STEM Educational Support Program Account):

Chundria McClain

Angela R. Hewlett

Donald Mokake

Catherine Garrett

**THAT**, The following persons are authorized to sign Worker's Compensation Account checks (First Horizon - Worker's Compensation Account):

John Smitherman (Brentwood Services, Inc.)

Collette Mongold (Brentwood Services, Inc.)

**THAT**, The following persons are authorized to sign Water ARP Account checks (First Horizon - Water ARP Account):

Doug McGowen

Dana J. Jeanes

Chundria McClain

Donald Mokake

Chandrika Winston-Rosser

Rodney Cleek

**THAT**, The following persons are authorized to sign Claims Settlement Account checks (Liberty Bank Memphis Claims Settlement Account):

Doug McGowen

William Armstrong

Patrice Tharpe

Jennifer Sink

Dana Jeanes

**THAT**, The following persons are authorized to sign Freight Account checks (Liberty Bank Memphis- MLGW Freight Account):

Derrick Suggs

Lamasha Holmes

**THAT**, The following persons are authorized to provide instructions and/or execute transactions on the MLGW Cigna Funding Account (Citibank - MLGW Cigna Funding Account):

Dana Jeanes

Wayne Allen

**THAT**, The following persons are authorized to sign Employee Special Fund Account checks (LG&W Federal Credit Union - Employee Special Fund):

Anjuanicia Graham

Stephanie Lawson-Degraffreed

**EXCERPT**  
**from**  
**MINUTES OF MEETING**  
**of**  
**BOARD OF LIGHT, GAS AND WATER COMMISSIONERS**  
**CITY OF MEMPHIS**  
**Held**  
~~February 7, 2023~~ **May 15, 2024**

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

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Donald Mokake

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 Wayne Allen  
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John Smitherman (Brentwood Services, Inc.)  
Collette Mongold (Brentwood Services, Inc.)

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Dana J. Jeanes  
Chundria McClain  
Donald Mokake  
~~Quinton Clark~~ Chandrika Winston-Rosser  
Rodney Cleek

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Jennifer Sink  
Dana Jeanes

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Lamasha Holmes

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