



Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, August 7, 2024

8:30 AM

Board Room

CALL TO ORDER AND OPENING REMARKS:

Chairman Dickson

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

PLEDGE OF ALLEGIANCE:

Chairman Dickson

The Pledge of Allegiance was recited.

MOMENT OF SILENCE - FORMER MLGW PRESIDENT CALVIN HENZE

Chairman Dickson

ROLL CALL:

Rod Cleek

Attendee Name	Title	Status	Arrived
Michael Pohlman	Vice Chairman	Present	
Cheryl Pesce	Board Member	Present	
Carl Person	Board Member	Present	
Mitch Graves	Board Member	Present	
Leon Dickson	Chairman	Present	
James Lewellen	Advisory Board Member	Present	
John Butler	Advisory Board Member	Present	

APPROVALS:

Chairman Dickson

Motion To: Approve Minutes from the Meeting of July 17, 2024.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Cheryl Pesce, Board Member
SECONDER:	Mitch Graves, Board Member
AYES:	Pohlman, Pesce, Person, Graves, Dickson

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:

Rod Cleek

Receipt of Certified Copies of City Council Resolutions dated July 23, 2024, Items 11 through 17 and Items 23 and 24, with Same Night Minutes approved for Items 16, 17, 23 and 24. (See Minute File No. 1496)

GENERAL STATEMENT(S) FROM THE PUBLIC:

Chairman Dickson made the announcement that any statements from the public must be in-person and that we will no longer read emails from the public at the Board Meeting. Written submissions were accepted during COVID-19 pursuant to an Executive Order issued by Governor Lee. When the Order was lifted, and the Board returned to regular in-person meetings all of the regular rules went back into effect. The

regular rules require any public comments be made at the meeting. Future meeting notices will be modified to accurately reflect this process.

Keenan Hilson - 7665 Easterly Lane - Mr. Hilson stated that he is back again and that he has been coming for the past three months advocating to try and get his Apprentice Lineman job back. Mr. Hilson stated that he still had not heard anything. Mr. Hilson shared a story about holding on until you receive your blessing. Mr. Hilson informed the Board that he was just going to keep coming back until he heard from someone at MLGW.

Dennis Lynch - 347 N. McLean - Member of the Sierra Club but speaking on his own behalf today. Mr. Lynch provided a handout to the Board of Commissioners outlining his concerns and providing three options regarding xAI. Mr. Lynch voiced concerns that more data centers will want to come to Memphis. Mr. Lynch wanted to know if we have enough energy and water for five years or ten years down the road. Mr. Lynch stated that he nor the public have seen any numbers that show a forecast. Mr. Lynch reviewed his three options in regard to xAI.

Sarah Houston - 1910 Madison Avenue - Protect Our Aquifer - Ms. Houston also provided the Board a handout regarding groundwater management in Shelby County. Ms. Houston stated that Protect Our Aquifer is very excited about the water reuse facility. Ms. Houston stated that TVA is still the largest water user in the Southwest Memphis Area, so Protect Our Aquifer is really committed to seeing TVA join in on the water reuse plan and really consider how that impacts the community. Ms. Houston stated that Protect Our Aquifer formally ask a representative from xAI and the Memphis Area chamber to attend the community meeting that is being held on Saturday, August 10, 2024, that is being hosted the Councilwoman Pearl Walker and MLGW. Ms. Houston stated that she was really looking forward to the presentation from the University of Memphis Caesar that was supposed to presented at today's Board Meeting. Ms. Houston discussed why that study was so important. Ms. Houston provided the Board with an update from the Groundwater Control Board meeting. Ms. Houston stated that there is a Special Called Groundwater Control Board Meeting on August 22, 2024, to discuss updating fees and increasing meter fees for MLGW, Collierville, Bartlett, Millington, and Germantown Customers. Ms. Houston thanked Commissioner Graves for attending the last Groundwater Control Board Meeting. Ms. Houston reviewed some of the information that was included on the handout regarding groundwater management in Shelby County.

Glenda Hicks - 608 Gilleas Road - 21st Century Memphis or Bust - Ms. Hicks stated that she is here on behalf of Citizen, Henry Strong, whose address is 521 Gilleas Road. Ms. Hicks stated that Mr. Strong's daughter appeared before the Board a few months ago regarding their delayed bills. Ms. Hicks met with them on Monday and states the bills are still incorrect. Ms. Hicks described for the Board all the issues with the MLGW Bills for that address since December 2023. Ms. Hicks stated that their utilities have been cut off, they have been charged late fees and a reconnect fee. Ms. Hicks stated that they are an elderly couple on a fixed income. Ms. Hicks profoundly request an independent audit of the billing department. Furthermore, Ms. Hicks requested that all the late fees and reconnect fee be refunded, and that their account be properly adjusted.

Tanangela Anderson - 3959 Leech Road - Ms. Anderson appeared before the Board stating that she was wrongfully terminated from MLGW because she stood up for herself because she wasn't happy with how she was being treated. Ms. Anderson stated that she worked as a Contractor for one year and two months prior to being hired on as an MLGW Employee. Ms. Anderson stated that previous leadership in the Talent Acquisition Department was pleased with Ms. Anderson's work ethic. Ms. Anderson stated that she never complained about the workload or having to work over without receiving any overtime. Ms. Anderson stated that there was a friends and family relationship in the department that she was not part of. Ms. Anderson stated that she always did her job and stayed in her seat. Ms. Anderson wants the Board to give her job back and stated that she would continue to come to the Board meetings until she is reinstated.

Review Consent Agenda – President Doug McGowen

The original of the resolutions and documents relating to each item is filed in the vault of the fifth floor of the MLGW Administration Building, 220 South Main. The original documents shall control in the event of any conflict between the description and these minutes and the original documents.

(President's Briefing Continued on Page 94)

CONSENT AGENDA
(Items 1 through 12)

Motion to: Approve Consent Agenda Items 1 through 12.

RESULT:	APPROVED [UNANIMOUS]
MOVER:	Mitch Graves, Board Member
SECONDER:	Cheryl Pesce, Board Member
AYES:	Pohlman, Pesce, Person, Graves, Dickson

James Lewellen - Concurs

John Butler - Concurs

Chairman Dickson asked about the appraisal for Item #1. Angel Bailey, Supervisor of Property Management responded.

Commissioner Person asked for a report on our MWBE for the items on the Consent Agenda. Ms. Tamara Pate and Mr. Randy Orsby responded.

Commissioner Person asked Jackie Jones to state the process when employees are disciplined and terminated. Mrs. Jackie Jones responded.

Chairman Dickson recognized Councilman Philip Spinosa being present at the Board Meeting.

PRESIDENT

(None)

SVP, CHIEF OPERATING OFFICER

(None)

VP ELECTRIC ENGINEERING & OPERATIONS

1. Resolution approving a Contract of Sale for the purchase of property, located 6347 Gillespie, from Eftekar Ahmed, for and in consideration of \$410,000.00, for Substation 29, expansion of Substation 8 (McCord) to serve the surrounding community. (Quinton Clark) (REQUIRES CITY COUNCIL APPROVAL)
2. Resolution approving Change No. 2 to Contract No. 12194, NERC Professional Engineering Compliance Consultant with Guidehouse, Incorporated to change the scope and extend the current contract in the funded amount of \$550,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
3. Resolution awarding purchase order to WESCO for Honeywell Gatekeepers in the amount of \$910,400.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
4. Resolution approving a second, one-year option to renew purchase order number 7033750 to Prolec-GE Waukesha, Inc. (formerly SPX Transformer Solutions, Inc.) and purchase order number 7033752 to Delta Star, Inc. for power transformers. (Randy Orsby)

VP WATER & GAS ENGINEERING & OPERATIONS

5. Resolution awarding contract No. 12487, LNG-Exterior Painting of Tanks to TMI Coatings, Inc. in the funded amount of \$1,399,500.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
6. Resolution approving Change No. 2 to Contract No. 12379, 18 XXHP at Germantown Gate Station with T.D. Williamson (TDW) US, Incorporated to change the scope and extend the term with no increase in the contract value. (Randy Orsby)

SVP, CFO & CAO, FINANCE

(None)

VP & CIO

7. Resolution approving Change No. 4 to Contract No. 12267 (Formerly Purchase Order# 7017597), MicroFocus License Renewal with Thomas Consultants, Incorporated to ratify the authorization to pay for services and renew the current contract in the funded amount of \$569,285.91. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

8. Resolution approving Change No. 4 to Contract No. 11933, IVR Replacement with DiRAD Technologies to change the scope and increase the current contract value in the funded amount of \$731,993.98. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP SHARED SERVICES

9. Resolution approving the ratification of Purchase Order Number 7056886 to Lonnie Cobb Ford for three-quarter-ton trucks with utility beds in the amount of \$189,900.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP CUSTOMER EXPERIENCE & ENERGY SERVICES

(None)

VP CORPORATE COMMUNICATIONS

10. Resolution approving Change No. 3 to Contract No. 12529 (formerly C2359), MLGW Employee App with Engagedly Inc. dba theEmployeeApp, LLC (formerly theEmployeeApp) to ratify, renew and change the scope of the contract in the funded amount of \$68,368.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP & GENERAL COUNSEL

(None)

VP & CPO PEOPLE SERVICES

11. Resolution approving Change No. 2 to Contract No. 12038, Group Term, Voluntary Life and Accidental Death and Dismemberment with UNUM Insurance Company to increase the current contract value in the estimated funded amount of \$3,000,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
12. Resolution approving Change No. 2 to Contract No. 12037, Short and Long Term Disability with UNUM Insurance Company to increase the current contract value in the estimated funded amount of \$2,000,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

COMMITTEE REPORTS:**Q2 Board Compliance Briefing - Ryan Groves**

Ryan Groves presented to the Board the Second Quarter Ethics and Compliance Report. Mr. Groves informed the Board that MLGW's Water Engineering & Operations Team completed the 2024 TDEC Sanitary Survey in April receiving a score of 96% placing the water supply system in the states approved status. Mr. Groves stated that MLGW's Gas Engineering & Operations team along with our Physical Security went through a voluntary Facility Security Review with TSA in April. Mr. Groves reported that five facilities were reviewed and scored above industry average. Mr. Groves stated that recommendations were provided that are being evaluated and implemented across gas

facilities. Mr. Groves reported that TPUC completed a construction inspection in July with no issues found. On our electric compliance program, Mr. Groves reported that we have closed out all the potential non-compliance violations (PNCs) from the 2022 FERC audit with SERC enforcement. Mr. Groves stated that we continue to monitor our electric compliance program with mock audits and spot checks as we gear up for our triennial audits on our North American Electric Reliability Corporation (NERC) standards scheduled for some time in 2025. Mr. Groves reported that the Operations and Planning Audit has been scheduled for March of 2025.

PRESIDENT'S BRIEFING:

Other - Doug McGowen

President McGowen reported to the Board that the Resolution asking the City Council to approve an ordinance changing the composition of our Board was withdrawn at the City Council at its second reading. President McGowen stated that it would be some time before we could bring it back, but it was withdrawn and not voted down.

President McGowen addressed some of the public comments. President McGowen commented that it is the meter register issue that precipitated all this and that as he stated last month that we would have this well in hand by the end of September. President McGowen stated that we are on track for that and have made significant progress there. President McGowen stated that yes, one customer with a billing issue is one too many. President McGowen stated that in getting back to a normal level of exceptions would help us to handle issues in a much more expeditious fashion.

Commissioner Graves asked about Ms. Hicks comments that City Services that we bill for are incorrect as well. Commissioner Graves asked how that would be possible. President McGowen stated that he would have to check into that. President McGowen stated that he does know that the sewer fee is based off of water usage so if the water usage is erroneous on the bill the sewer fee will be as well. President McGowen stated that as to the solid waste fee, he would have to look into that, but did confirm that if there was an error those funds would be refunded in addition to late fees.

President McGowen informed the Board that MLGW along with Councilwoman Pearl Eva Walker will be hosting an information session this Saturday for people to get answers to questions regarding xAI. President McGowen stated that we cannot dictate who will be there as request were made today for several other organizations to respond. President McGowen did state that MLGW will be there and we will answer questions that are within our purview to answer. President McGowen assured the Board and members of the public that it is our obligation to ensure that there is no impact to our customers today or in the future so we are certainly looking at that and forecasting for the future. President McGowen invited anyone interested to join them Saturday from 9:00 a.m. to 11:00 a.m. at the Southwest Tennessee Community College down in Whitehaven.

President McGowen also provided to the Board an update on Tree Trimming. President McGowen reported that as of August 2, 2024, we have trimmed 1, 416.8 miles which exceeds our goal for tree trimming. President McGowen stated that the Board and City Council encouraged us to be aggressive as we could. President McGowen stated that we have 121 crews deployed made up of 436 individuals with a large number of folks being local hires.

Chairman Dickson spoke of his own personal billing issue. President McGowen responded.

Ursula Madden, VP of Corporate Communication, recommended that interested parties register for Saturday's meeting regarding xAI as there is limited space. Ms. Madden stated that you can register on our website and all information regarding the meeting is posted on our social media outlets.

Commissioner Pesce commended President McGowen and the team for their success in the tree trimming efforts.

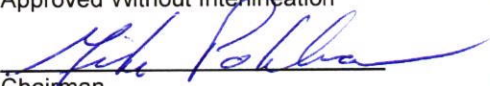
Chairman Butler thanked President McGowen for the 4M Metrics Dashboard.

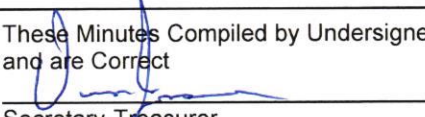
Commissioner Pesce recognized Alonzo Weaver for always being available and helpful and for his 40 years of service to MLGW.

Chairman Dickson recognized Lashell Vaughn for receiving a Leadership Award from the Greater Memphis IT Council for her 10th Anniversary. Chairman Dickson stated that Lashell Vaughn was also recognized as one of the Top 50 Women Leaders of Memphis for 2024. Lastly, Chairman Dickson recognized Lashell Vaughn and Ms. Dudley for being named 2024 Super Women in the Memphis Business Journal.

ADJOURNMENT:

There being no further business, the meeting was adjourned at 9:52 a.m. (See Minute File No. 1497)

Approved Without Interlineation

Chairman

These Minutes Compiled by Undersigned
and are Correct

Secretary-Treasurer