



Board of Light, Gas and Water Commissioners

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

Board Meeting

~ Minutes ~

Wednesday, June 19, 2024

8:30 AM

Board Room

CALL TO ORDER AND OPENING REMARKS:

Chairman Dickson

The meeting was called to order at 8:31 a.m.

PLEDGE OF ALLEGIANCE:

Chairman Dickson

The Pledge of Allegiance was recited.

ROLL CALL:

Dana Jeanes

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

APPROVALS:

Chairman Dickson

Motion To: Approve Minutes from the Meeting of June 5, 2024.

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

CITY COUNCIL ACKNOWLEDGEMENTS & UPDATE:

Dana Jeanes

(None)

PRESENTATIONS:

Substation 27 Recognition - Alonzo Weaver

Mr. Alonzo Weaver described to the Board the damage and restoration of Substation 27 due to a fire as a result of a storm on April 7, 2024. Mr. Weaver presented pictures to the Board of the damage to the storehouse. Mr. Weaver described how quickly and efficiently our teams worked to restore power by rerouting customers to other substations and circuits. Mr. Weaver stated that James "Jimmy" Dacus, Substation

Maintenance Foreman devised a plan to bring this station back up and put it back in service. One of the first steps was to have our Environmental Engineers come in and clean out the storehouse. After clean-up, then we began the task of rewiring all the controls and checking out the relays which is about a four-month process. Our teams changed their schedule to have someone working 24 hours a day, seven days a week. As a result, Substation 27 was back up and running by May 20th. Mr. Weaver recognized the Relay and Electric Data Specialist are as follows: Supervisor, Mike Cameron, Don Johnson, Dennis Flanary, Carey Edwards, Danyel Collier, Tyler Murchison, Marion Herod, Mohamed Bouizankad, and Paul Roach. The second group that Mr. Weaver recognized that is supervised by Mr. Scott Taylor, is the Substation Maintenance and Construction Group, and they are as follows: Charles Garrett, Marlon Faulkner, Arthur Miller, Scott Gaylord, Anthony Barbaro, Antonio Baker, and James Dacus. Mr. Weaver also mentioned that both of these groups are managed by Wayne Ellis. Mr. Weaver thanked them all for their service and recognized Kerry Roy, one of our Environmental Engineers.

Junior Achievement Bowl-A-Thon Recognition - Alonzo Weaver

Mr. Alonzo Weaver presented to the Board the results from MLGW's participation in the Junior Achievement Bowl-A-Thon. Mr. Weaver, a long-time Board Member of the Junior Achievement Board, recognized three amazing Coordinators for the event, Gyton Nolan, Joan Brown, and Robbin Sutton. Mr. Weaver stated that this year we had 39 teams, that is one team away from completing all 40 lanes and the most teams we have had since COVID. Mr. Weaver stated that MLGW raised \$25,669.13 and that MLGW won first place in the highest company category beating the City of Memphis and FED EX. Mr. Weaver reported that the Itomic Strikers led by MLGW's own Albert Brooks of IT Department, won first place by raising \$3,901.64. Honorable Mention was given to the teams of Arnisa Davis, Ike Griffith, Alonzo Weaver, Carla Jeter and Christian Bell for raising over \$1,000.00. Mr. Weaver presented the MLGW's First-Place recognition to Gyton Nolan, Joan Brown, and Robbin Sutton.

GENERAL STATEMENT(S) FROM THE PUBLIC:

Hunt Henion - 3103 Spottswood Avenue - Memphis and Shelby County Lead Safe Collaborative. Mr. Henion discussed his training on lead safety and lead safety equipment. Mr. Henion stated several issues with water coming through lead lines.

Keenan Hilson - 7765 Easterly Lane, Memphis, TN - Mr. Hilson is a former employee seeking to get his job back after being terminated for workplace violence. Mr. Hilson stated that he appeared before the Board a month ago. Mr. Hilson stated that he has been in contact with the Human Resources Department and Jackie Jones, the VP of Human Performance. Mr. Hilson stated that he does not feel like what happened was really workplace violence and that he deserves a second chance. Mr. Hilson also stated that he did not believe that the individual involved had a chance to share his side of the story. Mr. Hilson asked that the Board reconsider or let him know what he needs to do to get a second chance.

Louis Walls, III - 3534 Wythe Road, Memphis, TN - MLGW Employee - Mr. Walls stated that the altercation that took place with Mr. Hilson that day was a verbal altercation. Mr.

Walls reported that back at that time in the line department, verbal altercations happened all the time. Mr. Walls stated that things have gotten better, but back then there were verbal altercations every day. Mr. Walls stated that he didn't know why it was blown out of proportion and Mr. Hilson lost his job. Mr. Walls stated that he believed that twelve years without your job was enough punishment for anyone. Mr. Walls also stated that linemen are a rare breed, and it is hard to find people that want to do that type of work. Mr. Walls also stated that in his current department they are working shorthanded, and that we need linemen.

Jacqueline Williams - 1665 Whitten Road - MLGW Employee - Ms. Williams appeared before the Board to voice her concerns and plea for help with Shondra Jefferson, Supervisor of Public Service Dispatch. Ms. Williams stated that Ms. Jefferson is constantly bullying, being disrespectful, retaliating, and harassing her. Ms. Williams states that this has been going on for months and her concerns are being ignored. Ms. Williams stated that due to her reporting these issues, Ms. Jefferson has gotten worse. Ms. Williams states that even though she does not report directly to Ms. Jefferson, she has taken most of her job duties away from her. Ms. Williams described several concerns and instances with Ms. Jefferson. Ms. Williams states that she is sure things will get worse since she has come to the Board. Ms. Williams pleaded with the Board for help.

Dennis Lynch - 347 N. McLean - Mr. Lynch appeared before the Board to speak regarding xAI. Mr. Lynch stated that the utility companies aren't making the right decisions about energy related issues and climate issues. Mr. Lynch stated that xAI is a great opportunity and other companies would come to Memphis. Mr. Lynch believes that MLGW and the City of Memphis should negotiate as hard as they can with Elon Musk and xAI. Mr. Lynch questioned Mr. Musk's objectives and opportunities. Mr. Lynch stated that we need to get someone that is brilliant in this kind of stuff and really challenge all the features of this opportunity. Mr. Lynch discussed the demand that it will place on energy and water and asked about pricing. Mr. Lynch mentioned the use of solar energy and recommended that we ask Tesla to use their megapacks or that they sell them to us at a good price. Mr. Lynch mentioned the need to make sure that the jobs being brought by these corporations are good, high paying jobs.

Joe Kent - 5111 Flamingo - Mr. Kent appeared before the Board to state that he is for increased industrial water rates and water conservation innovation. Mr. Kent also mentioned an item on the agenda today, approval of a contract with Grinder, Taber, Grinder. Mr. Kent stated that since President McGowen has taken over there has been explosion of contracts for Grinder, Taber, Grinder. Mr. Kent finds it hard to believe that there was only one bid for a \$40,000,000.00 contract. Mr. Kent went on to say that it is now June and there are no April and May Financials posted. Mr. Kent stated that the Board has no will to do their job or be transparent. Mr. Kent stated that we have just gone through a 12% increase and we can't even see how we are doing. Mr. Kent also stated that the City Council is a joke too for not demanding that financial information.

Maxine Thomas - Marsh - 1343 Ridgeway St. - Ms. Thomas-Marsh stated that she has been a Board Member for the Commission on Religion and Racism for over 40 years addressing the discrimination and health issues in our community. Ms. Thomas-Marsh stated that she joined the Memphis and Shelby County Lead Safe Collaborative over 20

years ago and committed to being a Board member to help train the newly formed leadership. Ms. Thomas-Marsh stated that the group did research which revealed Lead in Water. Ms. Thomas-Marsh discussed issues with Fluoride in water. Ms. Thomas-Marsh talked about the four water fountains that opened for the white community. Ms. Thomas-Marsh discussed health issues with Fluoride. Ms. Thomas-Marsh asked for the fountains be turned back on and for a meeting with the Health Department and City Council to know why these fountains can't be turned back on.

Stella James - 367 LaClede Avenue - Ms. James recited her poem "Get the Lead Out". Ms. James discussed the lead in the water, urban fluoride, and the many health issues caused by Lead and fluoride.

Glenda Hicks - 608 Givens - Co-Founder of 21st Century Memphis or Bust - Ms. Hicks came before the Board to discuss the billing issues and the moral issues. Ms. Hicks stated that she had been working with an elderly couple who had not received a bill since December. Ms. Hicks referenced the previous presentations made by current employees. Ms. Hicks stated that it is clear that MLGW is not operating in excellence. Ms. Hicks also mentioned protecting our God-given natural resource of water. Ms. Hicks asked the Board to consider these things as they go forward in making their decisions.

Doatwanna Greer speaking on behalf of her Mother, Eva Greer - 521 Gilleas Road - Ms. Greer stated her parents never missed a bill, and her dad made sure of that. Ms. Greer stated that her father is elderly now, and that she and her mother had not been well either. Ms. Greer stated that her mother mentioned not receiving a bill. Ms. Greer stated from then they received multiple bills that were higher than normal. Ms. Greer stated that ultimately their lights were turned off which caused even more stress for her parents. Ms. Greer stated that her mother went to a community office for assistance, and they were rude to her. Ms. Greer also stated that they contacted someone over the phone who gave them instructions on what to do, but they thought it was unfair that they have to do all this extra stuff when it was not their fault. Ms. Greer asked the Board for some assistance in getting this matter resolved.

Chet Kibble, Sr. - 3229 Lakeview - Director of the Memphis/Shelby County Lead Safe Collaborative - Mr. Kibble stated that since December of 2022 he has been asking for a meeting with the new MLGW President. Mr. Kibble stated Former President Young was asked by Latricia Adams about the Lead in the Water, and he stated that he was not aware of any Lead in the Water. Mr. Kibble stated that was the reason he wanted to meet with the new president. Mr. Kibble stated that he was unsure if Former President Young was unaware or was given skewed results from Nick Newman. Mr. Kibble discussed some violations his group is aware of. Mr. Kibble stated that he thought that it would be good to inform the community about Lead. Mr. Kibble asked the Board for their help to get the information out to the public and to the City Council.

KeShuan Pearson - 1110 Starline Road - Chairman Dickson read into record a letter that Mr. Pearson emailed to our Corporate Communications Department. Mr. Pearson's letter mentioned the Juneteenth Holiday. Mr. Pearson's letter requested that xAI make significant commitments now to use reclaimed water, clean, renewable energy, and local labor at its facility in Southwest Memphis. Mr. Pearson's letter discussed the areas

of Boxtown and Westwood, and the health risk that this area may be subjected to because of xAI. Mr. Pearson stated that MLGW had privately negotiated a commitment to provide public utility services to xAI. Mr. Pearson's letter discussed the environmental impacts as well as the additional energy burden it would cause. Mr. Pearson and his group had three questions of MLGW: Is MLGW allowing xAI to make improvements to the existing electricity substation? How will MLGW meet the expected 150MW demand without increasing the already-untenable air pollution? Will MLGW require xAI to commit to supporting development of advanced wastewater treatment and to purchasing reclaimed water as soon as it becomes available? This letter was submitted with the support of KeShaun Pearson, Memphis Community Against Pollution, Sarah Houston, Director of Protect Our Aquifer, LaTricea Adams, Founder, CEO, and President of Young, Gifted & Green and the White House Environmental Justice Advisory Council Appointee.

Chairman Dickson recognized Chairwoman Pearl Walker joining the meeting via Zoom.

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 69)

**CONSENT AGENDA
(Items 1 through 14)**

Motion to: Approve Consent Agenda Items 1, 2, 3, 10, and 11

RESULT:	APPROVED [4 TO 0]
MOVER:	Michael Pohlman, Vice Chairman
SECONDER:	Mitch Graves, Board Member
AYES:	Michael Pohlman, Cheryl Pesce, Mitch Graves, Leon Dickson
RECUSED:	Carl Person

Advisory Board Member James Lewellen - Concurrs

Advisory Board Member John Butler - Concurrs

Advisory Board Member John Butler asked for some additional information on Item #3 - President McGowen and Jeff Embry responded.

Commissioner Pohlman asked if Item 3 had a performance bond. Randy Orsby responded. Mr. Orsby stated that prior to the execution of the contract, there will be a performance bond.

Discussion was had regarding only having one bidder and the timeline of the project. Randy Orsby, Jeff Embry and President McGowen responded.

Commissioner Pesce asked what the minority spend was on the contract? Jeff Embry responded that it was 5%. Commissioner Pesce asked if we only asked for 5%? Jeff Embry responded that is correct but majority of the cost of the contract is equipment and material and not as much labor.

Commissioner Graves asked why the other four bidders that attended the mandatory site visit did not bid. President McGowen responded.

Jennifer Sink responded regarding the preliminary contract and things that will be included in the final contract.

Commissioner Pesce asked that we address the minority spend if the Contract is still being negotiated.

Commissioner Person stated that the reason he has recused himself from Items 1, 2, 3, 10, and 11 is because his personal company has done business either directly or indirectly with these vendors.

Commissioner Graves would not recommend making a Motion for Same Day Minutes for Item 3 since there were concerns regarding performance requirements and minority spend. Commissioner Graves also stated that unless these items are included in the contract, they do not approve.

Jennifer Sink confirmed approval to proceed with contract negotiations.

Motion to: Approve Items 4, 5, 6, 7, 8, 9, 12, 13, and 14

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

Advisory Board Member James Lewellen - Concurrs

Advisory Board Member John Butler - Concurrs

PRESIDENT

(None)

SVP, CHIEF OPERATING OFFICER

(None)

VP ELECTRIC ENGINEERING & OPERATIONS

1. Resolution awarding Contract No. 12494 (solicited under Contract No. 12471), Professional Engineering Services - Blue Suede Fiber to Allen & Hoshall, Inc. in the funded not-to-exceed amount of \$400,000.00. (Randy Orsby)(REQUIRES CITY COUNCIL APPROVAL)
2. Resolution awarding Contract No. 12471, Professional Engineering Services - Blue Suede Fiber to Burns & McDonnell Engineering Company, Inc. in the funded not-to-exceed amount of \$400,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP WATER & GAS ENGINEERING & OPERATIONS

3. Resolution awarding Contract No. 12484, Water Filter System Upgrades to Grinder, Taber & Grinder, Inc. in the funded amount of \$44,599,588.63. (Randy Orsby) (SAME DAY MINUTES REQUESTED) (REQUIRES CITY COUNCIL APPROVAL)
4. Resolution approving Change No. 4 to Contract No. 12335, Davis #3 Variable Frequency Drive (VFD) Replacement with Shelby Electric Company, Incorporated to ratify and extend the current contract with no increase in the contract value. (Randy Orsby)

SVP, CFO & CAO, FINANCE

5. Resolution approving the amendment and restatement of MLGW's engagement of the Bond Professionals selected in connection with the proposed issuance of Series 2024 Electric System Revenue Bonds (estimated at \$180,000,000) to include work on the issuance of Series 2024 Electric System Revenue Refunding Bonds (estimated not to exceed \$20,000,000). (Dana Jeanes) (REQUIRES CITY COUNCIL APPROVAL)

VP & CIO

6. Resolution awarding Contract No. 12457, Cisco Security Suite Enterprise Agreement (EA) Bundle to Logicalis, Inc. in the funded amount of \$1,611,089.09. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP SHARED SERVICES

7. Resolution approving Change No. 1 to Contract No. 12516 (formerly C2610), Security Automation Installation and Service Agreement with Access Control Integration, Inc., to renew the current contract in the funded amount of \$187,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
8. Resolution awarding purchase order to Engineered Sealing Components LLC for brackets 1PH transformer single band 3-50KVA in the amount of \$266,942.40 (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
9. Resolution awarding purchase order to Altec Industries, Inc. for the purchase of mini derricks with trailers in the amount of \$729,395.25. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

10. Resolution Awarding purchase order to Rush Truck Center of Tennessee, Inc. for the purchase of six-yard and ten-yard dump trucks in the amount of \$603,625.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
11. Resolution Awarding purchase order to Rush Truck Centers of Tennessee, Inc. for two-ton cab and chassis in the amount of \$1,202,778.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

VP CUSTOMER EXPERIENCE & ENERGY SERVICES

(None)

VP CORPORATE COMMUNICATIONS

(None)

VP & GENERAL COUNSEL

(None)

VP & CPO PEOPLE SERVICES

12. Resolution approving Change No. 3 to Contract No. 12347, Temporary Employment Services for General Laborer Services (solicited under Contract No. 12294) with Millennium Search, LLC to increase the current contract value in the funded amount of \$420,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
13. Resolution approving Change No. 5 to Contract No. 12348, Temporary Employment Services for Skilled Craftsman/Technical (solicited under Contract No. 12294) with Resource Management Group to increase the current contract value in the funded amount of \$800,000.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)
14. Resolution approving Change No. 2 to Contract No. 12314 (formerly C2372), Broker of Record for Cyber Insurance and Other Insurance Coverages with Willis Towers Watson Southeast, Incorporated, to ratify and extend the current contract in the funded amount of \$350,345.00. (Randy Orsby) (REQUIRES CITY COUNCIL APPROVAL)

COMMITTEE REPORTS:**Supplier Diversity 1Q'24 Report - Tamara Pate**

Tamara Pate - Supplier Diversity Coordinator - Ms. Pate presented to the Board the 2024 First Quarter Reports for Supplier Diversity covering the period of January 1, 2024 through March 31, 2024. The information provided by Ms. Pate included Supplier Diversity Spend Impact, First Quarter Procurement, First Quarter Diversity Spend, Sheltered Market Impact, Total Spend with Minority Owned Businesses, Women Owned Businesses and Locally Owned Businesses. Ms. Pate also shared a video recapping the Making Moves In Procurement event that was held on June 7, 2024 at the Joyce Blackman Training Center.

Commissioner Pesce asked about some of the figures provided and requested that we see an increase in minority spend. Tamara Pate requested to speak with Commissioner Pesce after the meeting regarding her concerns.

Advisory Board Member Butler offered some suggestions to increase these numbers and diversity. Ms. Pate mentioned that we are in the middle of our disparity study which will reveal more information. Mr. Randy Orsby also addressed concerns and described their attempts to network to increase those numbers.

PRESIDENT'S BRIEFING

Other - Doug McGowen

President McGowen assured the Board that is committed to Supplier Diversity. President McGowen informed the Board of his success in increasing Supplier Diversity during his time at the City of Memphis. President McGowen called out Tamara's Slide number three and stated that those numbers are actually higher.

President McGowen responded to the concerns regarding hiring. President McGowen mentioned all the people we hired last year and how we are on pace to exceed that number this year. President McGowen reported that we are hiring and that we are on a mission to get all of our positions filled.

President McGowen thanked our team for doing a great job with our audit. President McGowen addressed the public comment regarding publishing our monthly un-audited financial statements. President McGowen stated that we are one of the only public entities in the City that provide that information just because we have always done so. President McGowen stated that since the team has completed the annual audit they will be able to turn their attention back to the un-audited monthly financial statements. President McGowen stated that you can rest assured that we know exactly where we are financially.

President McGowen mentioned the Boot Camps being held at Southwest Community College. President McGowen reported that he was able to visit the Boot Camp and at least three of the individuals participating asked when they could start, so they are definitely interested in coming to work at MLGW. President McGowen thanked the individuals that have made these Boot Camps possible.

President McGowen informed the Board that we just learned of the project nine days ago. President McGowen stated that we have many of the same concerns as those that were voiced earlier. President McGowen stated that the reason we have the ability to serve this customer is because of our infrastructure that we already have in this highly industrialized area. We were able to meet their initial needs, and we will work with the company as they construct a substation at their cost to meet their expanded needs with a portion of that being turned over to MLGW. President McGowen stated that this will add about 5% to our overall electric load and 1% to our water, which we can handle except during times of stress and thus we have asked xAI to participate in

the TVA Demand Response Program for their electrical service. President McGowen stated that we have also asked the company to participate with us to construct a gray water facility. We have told them it is not advisable for them to put wells in the ground and asked them to use MLGW water in the interim. President McGowen reported that they have agreed to do so.

President McGowen stated that it is our commitment to serve our customers in a sustainable way and reminded everyone of the actions that we have taken in that way. President McGowen stated that we have been taking an active role in preserving the water below us since 2017. President McGowen reported that MLGW has paid \$15 million to understand our water source. President McGowen stated that the concerns that people have stated are a result of the studies that MLGW has funded. President McGowen also stated that MLGW and TVA have convinced xAI to come aboard and use MLGW water as the interim solution, and it was MLGW that brought to the attention of TVA the desire to use gray water as a solution and we are now working collectively, MLGW, TVA, and the City, to come up with a solution. xAI has decided to join us at the table to try and accelerate that solution.

Lastly, President McGowen discussed reliability and the tree trimming efforts. President McGowen stated that his goal since he arrived in 2022 was to improve reliability as well as maintaining the lowest rates. President McGowen mentioned his hopes for the future and xAI.

President McGowen also addressed the comments regarding the Lead Service Lines. President McGowen assured the public that MLGW does not need to be convinced that it is the right thing to do to replace Lead service lines. President McGowen stated we have been doing that since 2012. We will exceed the EPA's deadline we will exceed all the requirements that are being put upon us and you can see this by our Budget. President McGowen stated that we are now working with contractors on price to replace the service lines on the customer's side. President McGowen stated that we are working to make Memphis a more desirable place for businesses and people.

Commissioner Graves asked how long will it take to construct the gray water plant and how much? President McGowen stated that we are working on that but hope to have an initial report within 30-60 days. Commissioner Graves asked what can we do to protect our aquifer? President McGowen stated that we will report back with some additional ways that we can do that.

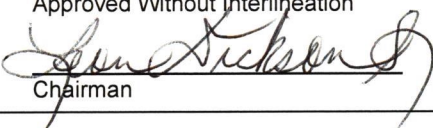
Commissioner Person asked that we keep them updated on the Lead Service lines and also asked President McGowen to confirm when people are being cutoff. President McGowen responded stating that if you do not pay your bill, then you will be cutoff. However, if we are aware of a delayed bill or billing issue, then we will not cut them off. President McGowen stated that we are not 100%, but that is the goal.

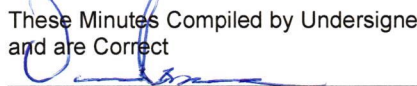
Commissioner Pesce mentioned two supercomputer plants in Oak Ridge, Tennessee and asked if we knew how those were cooled. President McGowen responded that he was unsure and that we will have to look into that.

Chairman Dickson asked if we have identified where all the Lead service lines are? President McGowen responded.

ADJOURNMENT:

There being no further business, the meeting was adjourned at 10:55 a.m. (See Minute File No. 1495)

Approved Without Interlineation

Chairman

These Minutes Compiled by Undersigned
and are Correct

Secretary-Treasurer