

MINUTES OF THE BOARD OF COMMISSIONERS MEETING

LANSING BOARD OF WATER AND LIGHT

May 26, 2020

Due to public safety concerns resulting from the COVID-19 Pandemic, the Regular Board of Commissioners meeting for the Lansing Board of Water and Light (BWL) was conducted via WebEx Conferencing in Lansing, MI, on Tuesday, May 26, 2020. This meeting was publicly notice for 5:30 p.m.

Chairperson David Price called the meeting to order at 5:54 p.m.

Present: Commissioners Beth Graham, Deshon Leek, David Lenz, Anthony Mullen, David Price, Ken Ross, Tracy Thomas, and Sandra Zerkle. Non-Voting Commissioners present: Mike Froh (Meridian Township), Douglas Jester (East Lansing), and Larry Merrill (Delta Township).

Absent: None.

The Corporate Secretary declared a quorum.

Commissioner Price led the Pledge of Allegiance.

APPROVAL OF MINUTES

Motion by Commissioner Thomas, Seconded by Commissioner Mullen, to approve the Regular Board Meeting minutes of January 28, 2020.

Motion Carried by the following Roll Call Vote

Yeas: Commissioners Price, Graham, Leek, Lenz, Mullen, Ross, Thomas and Zerkle

Nays: None

PUBLIC COMMENTS

None.

COMMUNICATIONS

Electronic Mail received From or Re:

- a. Mail from BWL retiree Jerry Burns re: Defined Benefit Pensioners lump sum payment Referred to Management. Received and Placed on File
- b. Electronic mail from Mark Lawrence of Mayor Schor's Office re: Street Lighting Style Referred to Management. Received and Placed on File

COMMITTEE REPORTS

Commissioner Tony Mullen presented the Committee of the Whole Report:

COMMITTEE OF THE WHOLE Meeting Minutes April 28, 2020

Due to public safety concerns resulting from the COVID-19 Pandemic, the Committee of the Whole meeting for the Lansing Board of Water and Light (BWL) was conducted via WebEx Conferencing in Lansing, MI, at 3:00 p.m. on Tuesday, April 28, 2020.

Committee of the Whole Chair Tony Mullen called the meeting to order at 3:00 p.m.

Present via WebEx: Commissioners Tony Mullen, Beth Graham, Deshon Leek, David Lenz, David Price, Ken Ross, Tracy Thomas, Sandra Zerkle, and Non-Voting Members: Mike Froh (Meridian Township), Doug Jester (East Lansing) and Larry Merrill (Delta Township).

Absent: None.

A quorum was declared.

General Manager Dick Peffley introduced the Board of Water and Light's new Human Resources Executive Director, Lynnette Keller. Ms. Keller provided Commissioners with a quick acquaint of herself.

On behalf of the Board of Commissioners, Vice Chair Mullen welcomed Ms. Keller as well as the sign language interpreter, Ms. Rebekah Heinze.

Public Comments

There was a communication received via email from Mark Lawrence regarding LED and acorn style streetlights. There were no public comments.

Approval of Minutes

Motion by Commissioner Thomas, Seconded by Commissioner Ross, to approve the Committee of the Whole Meeting minutes of November 5, 2019, February 20, 2020 and February 25, 2020.

Motion Carried by the following Roll Call Vote:

Yeas: Commissioners Mullen, Graham, Leek, Lenz, Price, Ross, Thomas and Zerkle

Nays: None

LED Light Replacement Plan

General Manager Peffley introduced BWL Electric System Integrity Engineers, Alex Porter and Brian Coots, who presented the LED Light Replacement Plan.



Commissioner Lenz asked the presenters to provide information regarding the amount of light that is emitted under the new street lamps with the LED lights which cause a high lumen output directly under the lamp. Mr. Porter responded that there is an increase of lumen output with the LED lamps, but the acorn design of the new light fixtures reduces the glare in the area around the lamps.

Commissioner Leek asked if both the light fixtures and light bulbs are being replaced and if both are in the budget. Mr. Coots responded that just the fixtures are being replaced and he will follow up for the Commissioners on the budgeting that will be needed for the light bulbs.

Commissioner Jester inquired about the controls on the lamps. Mr. Porter responded that most lamps have a three-pin connector for the lamps to be on or off, but the acorn light fixture replacements have seven-pin receptacles which will allow for adjusting the amount of light emitted.

Commissioner Froh asked for the source of the LED bulbs that would be placed in the lamps. Mr. Porter responded that most of the fixtures are produced in Ohio and nearby states, and that bids will be reviewed from local distributors.

Commissioner Ross inquired about the differences between the several types of lights currently in use. Mr. Porter responded that in the past, most lights installed were mercury vapor lights but in the 1970's, high pressure sodium lights were put into use as those lights were more efficient. After 2012, LED's were put into use, and now BWL is moving toward white light.

Commissioner Merrill asked whether the \$5 million transition cost incurred per year for the new lighting would be spread across the board for rate payers or would it also include municipalities and special assessment districts. Mr. Porter responded that the rates will be at a reduced cost for customers. Chief Financial Officer (CFO) Heather Shawa responded that a cost to service rate for the street lighting customers was implemented and will be updated with the \$5 million transition cost at the time of the cost.

Commissioner Zerkle commented that the corridors that recently had new light fixtures installed appeared safer for pedestrians and asked at what locations lights would be shut off at night. Mr. Porter responded that lights would remain on at night unless there was an event, such as the Silver Bells parade, that warranted a dimming of the lights.

Return on Equity (ROE) Renewal Agreement

GM Peffley and CFO Heather Shawa presented and reviewed the Return on Equity (ROE) Renewal Agreement which is expiring June 30, 2020 and asked for approval of the resolution for the ROE Amendment No. 5. CFO Shawa reported that the amendment asks for a two-year extension of the agreement, including specific dollar amounts for 2021-2022 and a recommended fixed dollar amount for this fiscal year based on what was initially forecasted and budgeted. If forecasted revenues are met and exceeded, the amendment allows for an upward adjustment of 3% of excess revenues.

Commissioner Mullen asked whether the 3% adjustment was the 6.2% to 9.2 % change or 3% of the total dollar value. CFO Shawa responded the 3% related to any revenues that would have resulted in a calculated amount in excess of the fixed budgeted amount.

Commissioner Price commented that he would support the amendment but would support it cautiously as the recommendations were arrived before the full effect of COVID-19 was known. The agreement provides the city with a certain amount but income from residential and business customers is uncertain.

Commissioner Zerkle asked why a straight dollar amount was recommended rather than a percentage and why a two-year rather than one-year extension was requested. CFO Shawa responded that economic development and new industry materializing with an unknown amount supported a two-year agreement with a fixed base amount for both parties.

Commissioner Ross commented that the amendment was trading vacillation for certainty and was made based on the scenario that if BWL had a shortfall then the city budget would have a shortfall. GM Peffley responded that negotiations took place regarding the benefits of a flat rate rather than a higher percentage.

Motion by Commissioner Price, Seconded by Commissioner Thomas to forward the proposed Resolution for Return on Equity Agreement Renewal Amendment No. 5 dated April 28, 2020 to the full Board for consideration.

Motion Carried by the following Roll Call Vote:

Yeas: Commissioners Mullen, Graham, Leek, Lenz, Price, Ross, Thomas and Zerkle

Nays: None

Revised IT Communications Policy

Corporate Secretary Griffin noted that a revised redlined version of the Revised IT Communications Policy was received after the posting of the packet.

Motion by Commissioner Price, Seconded by Commissioner Thomas to accept the late item redlined IT Policy amendment.

Action: Motion Carried

CFO Shawa reported that the IT Communications Policy was revised based on recommendations from the IT internal audit performed and asked for acceptance of the resolution for the Revised IT Communications Policy. The intent of the revision is to clarify the purpose of the operational policy and mission of the BWL cyber security steering committee and to promote safe and secure use of all communication for all employees, contractors and clients which access BWL non-public systems.

Commissioner Zerkle asked if the duplication in the policy of the phrase "assets include but are not limited to..." was intended. CFO Shawa responded that the late item revised redlined version corrected the duplication. Commissioner Zerkle asked what was considered incidental personal use that would be allowed. GM Peffley responded that incidental use of BWL technology was considered answering a limited phone call or email. Commissioner Zerkle asked if the policy complies with what was requested from the audit review and Internal Auditor Wesley Lewis affirmed.

Commissioner Mullen asked if the audits performed by BWL CIO also look for seemingly simple violations. CFO Shawa responded that security system tools scan daily and continuously, and patches are made weekly/monthly or based on a planned schedule.

Motion by Commissioner Price, Seconded by Commissioner Thomas to forward the proposed Resolution for Revised IT Communications Policy to the full Board for consideration.

Motion Carried by the following Roll Call Vote:

Yeas: Commissioners Mullen, Graham, Leek, Lenz, Price, Ross, Thomas and Zerkle

Nays: None

Human Resources Committee Business

Human Resources Committee Chair Tracy Thomas conducted the Human Resources business portion of the committee meeting and introduced CFO Shawa and BWL General Counsel Mark Matus who presented the Retirement Plan Committee Updates.

Retirement Plan Committee Updates

CFO Shawa reported that there were three information updates from prior delegations to the General Manager and the Retirement Plan Committee (RPC). The new Executive Director of HR, Lynette Keller, has been added to the RPC which consists of the CFO, the Executive Director of HR,

and the Manager of Finance. Operating procedures which have been reviewed by the BWL legal department and executives were officially adopted by the RPC. In the Defined Contribution(DC) Plan there is a Plan Coordinator Change that makes the administrative and investment changes on behalf of the DC Plan and who is the person on record with ICMA, the DC Plan administrator. Historically that position was held by an employee in the BWL Payroll and Benefits department but has now been assigned by delegation of the General Manager to the RPC.

General Counsel Mark Matus reported that the Trust 2 is a plan that was transitioned out of the Defined Benefit Program and consists of about 25 people who have been in the plan since the 80's. The purpose of the resolution is to remove the potential conflict of the General Manager having authority over the plan with the two board appointed employees in it and give authority to the Commissioners.

Commissioner Thomas commented that the implementation of the authority three months ago was to except the three employees. Mr. Matus responded that this resolution is to correct that.

Commissioner Zerkle asked whether the HR Committee negotiates with the employee regarding the plan or if the employee is automatically part of the plan if wanted. Mr. Matus responded that the employee is assigned to the plan and the HR Committee has influence on what the terms are.

Motion by Commissioner Graham, Seconded by Commissioner Leek to forward the proposed Resolution for Delegation of Authority to the General Manager Retraction and Amendment to Defined Contribution Plan and Trust 2 to the full Board for consideration.

Motion Carried by the following Roll Call Vote:

Yeas: Commissioners Mullen, Graham, Leek, Lenz, Price, Ross, Thomas and Zerkle

Nays: None

Mr. Matus stated that the purpose of the resolution to amend plans for compliance was to clarify the administrative duties for compliance.

Motion by Commissioner Price, Seconded by Commissioner Graham to forward the proposed Resolution for Delegation of Authority to the General Manager to Amend Plans for Compliance to the full Board for consideration.

Motion Carried by the following Roll Call Vote:

Yeas: Commissioners Mullen, Graham, Leek, Lenz, Price, Ross, Thomas and Zerkle

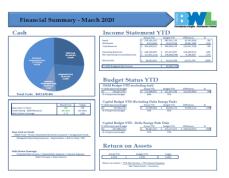
Nays: None

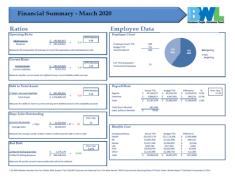
Finance Committee Business

Finance Committee Chair Ken Ross conducted the Finance business portion of the committee meeting.

March YTD Financial Summary

CFO Shawa presented the March YTD Financial Summary.





The financial summary is based on financials going into the COVID-19 pandemic. The impact of the pandemic will be provided in the April and May financial summary. CFO Shawa reported the following: Cash remained steady; Days Cash on hand was at a strong 200; YTD actual revenues was \$285.6 million under the budget of \$304 million, a majority of which is from wholesale and relates to recent planned and unplanned Belle River outages and the Pegasus Wind project; Net Income YTD was \$30 million compared to \$14 million budget YTD; the FY 2020 budget of \$18 million may be adjusted due to COVID-19; some scheduled projects will be deferred and some will be worked on as planned, and the Return on Assets is expected to be on track. Day sales Outstanding and Bad Debt are expected to be below average due to COVID-19. Employee data, payroll data and benefits cost are consistent with budget.

Commissioner Froh asked what models are being used to identify and categorize the potential losses from commercial revenues. CFO Shawa responded that the models are internal financial models and the finance department is looking for decreases in load and is working with Key Account representatives who are keeping in contact with large customers. The modeling involves sensitivity analysis using forecasts of customer load. The current plan is to develop a one-year to two-year best case/worst case scenarios. CFO Shawa stated that continuous updates will be provided to commissioners.

Commissioner Jester asked if a change in residential consumption was seen. CFO Shawa replied that a change hasn't been seen in residential, however a 15-20% Commercial and Industrial impact is anticipated. GM Peffley responded that there are plans from history where the budget can be reduced from 5% to 10%. CFO Shawa responded that budget and six-year forecasts will be presented in the May meeting.

Commissioner Zerkle inquired about the daily budget regarding residential and commercial income. GM Peffley responded that the BWL will be looking at the revenue that is received when shelter in place restrictions are lifted for businesses, as that is 80% of revenue.

Commissioner Ross commented that he asked the General Manager and CFO to look at the financial impact of the pandemic on the BWL and the challenges right now, as the data is evolving. He stated there might be commodity opportunities as the price of oil is decreasing.

Capital Project Exceedance

Commissioner Ross stated the reason for Capital Project Exceedances is for projects that have an estimate for funding that has an issue requiring an increase in funds. Management is to keep the board aware and discloses to the board any authorizations needed for funding. GM Peffley added

that in the past some capital budgets were over-estimated and they didn't hit the threshold to be brought before the board.

Chief Financial Officer Heather Shawa provided information on the Capital Project Exceedances.

AE- Electric Annual Account Resolution

CFO Shawa requested approval of a resolution to increase the funding for the Electric Annual Account from \$11.6 million to \$14.2 million which is a 22% increase. Two specific line items make up 95% of the request, \$1.7 million for increase for extra businesses, and \$700, 000 for street light replacement which has been accelerated.

Motion by Commissioner Price, Seconded by Commissioner Thomas to forward the proposed Resolution for Capital Project Exceedance AE – Electric Annual Account to the full Board for consideration.

Motion Carried by the following Roll Call Vote

Yeas: Commissioners Mullen, Graham, Leek, Lenz, Price, Ross, Thomas and Zerkle

Nays: None

<u>Tainter Gate Trunnion Pin Replacement Resolution</u>

Legal Counsel Matus gave a description of the Trunnion Pin. CFO Shawa provided information on the requested increase in the budget for the trunnion pin replacement on the Tainter gate. The length of construction time was under estimated and additional safety measures are being undertaken.

Commissioner Zerkle asked for the percentage of renewables that were received from the dam. GM Peffley responded that about .1-.2% would be received from the dam if power was being generated from it.

Commissioner Lenz asked whether there is an error in budgeting when capital project budgets go over budget and what is the average or percentage of projects that are over budget. Commissioner Ross responded that the information would be brought to a later Finance meeting.

Motion by Commissioner Price, Seconded by Commissioner Leek to forward the proposed Resolution for Capital Project Exceedance Tainter Gate Trunnion Pin Replacement to the full Board for consideration.

Motion Carried by the following Roll Call Vote

Yeas: Commissioners Mullen, Graham, Leek, Lenz, Price, Ross, Thomas and Zerkle

Nays: None

Revised Investment Policy Statements

Finance Manager, Mr. Scott Taylor, presented the Revised Investment Policy Statements. The primary purpose for the investment policy statements are to establish the investment objectives, the asset allocation policy, the investment performance standards and the procedures for managing

the plan assets. Mr. Taylor reviewed both plans together as they are nearly identical. Changes to the DB and VEBA plans include administrative and language changes, updates to the RPC, a change to the target rate of return, addition of real estate investments, and policies become effective upon approval by the Board. The VEBA plan includes investing a higher percentage in real estate investments.

Commissioner Ross commented that the Board of Trustees are responsible for periodic decision making for the plans and authority was delegated to the RPC, for the day to day management of the plans. The resolutions are to update the policies so that the RPC can manage the plans.

Motion by Commissioner Ross, Seconded by Commissioner Zerkle to consider and vote on the proposed Resolutions for Statement of Investment Policies, Procedures and Objectives Defined Benefit (DB) and VEBA Plans together and forward both Resolutions to the full Board for consideration.

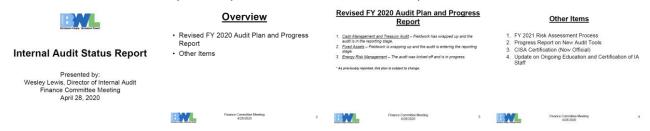
Motion Carried by the following Roll Call Vote

Yeas: Commissioners Mullen, Graham, Leek, Lenz, Price, Ross, Thomas and Zerkle

Nays: None

Internal Audit Update

Internal Auditor, Mr. Wesley Lewis, provided the internal audit update.



Commissioners Zerkle and Thomas congratulated Mr. Lewis for obtaining CISA certification.

Other

Commissioner Mullen stated that an email was received from Mark Lawrence regarding the LED and acorn style streetlights. The correspondence was sent to GM Peffley for a response.

Commissioners Price, Zerkle, and Mullen thanked Corporate Secretary, Denise Griffin; IT Analyst, Ben McDonald; and Commissioners Mullen, Thomas, and Ross for a well-run online meeting.

Commissioner Ross asked about the scheduling for the next Board meeting and the Return on Equity agreements that are to be sent to City Council. The Corporate Secretary responded that the Board Meeting would be held on Tuesday, May 26, 2020 as set by resolution; the Committee meetings will be scheduled as needed and or requested by the chair of a committee.

Commissioner Leek commended GM Peffley on his response to COVID-19, by stopping shutoffs, and donating \$5,000 to United Way. Commissioner Leek asked if there was any way to assist low income rate payers during this pandemic by giving them credits. GM Peffley responded that longer times are being allowed to pay amounts due for both residential and commercial rate payers and

the Executive Director of Customer Operations and Communications is looking into ways that the BWL can assist customers.

Commissioner Jester commended the BWL on their response to the COVID-19 pandemic.

GM Peffley expressed his appreciation to the Board, Ron Byrnes, and the BWL employees for working together and for helping to develop a return to work strategy. At the request of a commissioner the following information was provided by General Manager Peffley.

BWL FTE

Total employees (includes 25 contractors)	700
Employees working remote	320
Employees on stand down (paid to stay home)	115
Employees working on site or in the field	260
Employees on FLMA	5

(Next week, employees who are currently on stand down will begin to return to work)

Delta Energy Park Contractors

Pre-COVID-19 workers onsite	260
Post-COVID-19 workers onsite	50*
Normal staffing at this stage of the project	300-350

^{*}Staffing over time has increased to 150 as of 4/30/20.

Adjourn

Motion by Commissioner Price to adjourn the meeting. The meeting was adjourned at 5:32 p.m.

Respectfully Submitted Anthony Mullen, Chair Committee of the Whole

Commissioner Ken Ross presented the Finance Committee Report:

FINANCE COMMITTEE Meeting Minutes May 26, 2020

Due to public safety concerns resulting from the COVID-19 Pandemic, the Finance Committee meeting for the Lansing Board of Water and Light (BWL) was conducted via WebEx Conferencing in Lansing, MI, at 4:00 p.m. on Tuesday, May 26, 2020.

Finance Committee Chair Ken Ross, called the meeting to order at 4:00 p.m. and asked Corporate Secretary Griffin for the roll call.

Present: Commissioners Ken Ross, Beth Graham, David Lenz, and Tony Mullen. Also, present: Commissioners Deshon Leek, David Price, Tracy Thomas, and Sandra Zerkle, and Non-Voting Commissioners Mike Froh (Meridian Township), Douglas Jester (East Lansing) and Larry Merrill (Delta Township).

Absent: None

The Corporate Secretary declared a quorum.

On behalf of the Board of Commissioners, Chair Ross welcomed the sign language interpreter, Ms. Bonnie Schulz.

Public Comments

None.

Approval of Minutes

Motion by Commissioner Price, Seconded by Commissioner Mullen, to approve the Finance Committee meeting minutes of January 14, 2020.

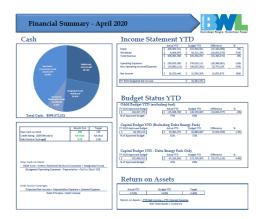
Motion Carried by the following Roll Call Vote:

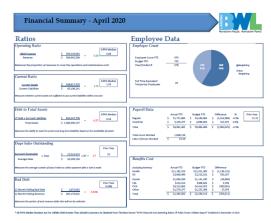
Yeas: Commissioners Ross, Graham, Leek, Lenz, Mullen, Price, Thomas and Zerkle

Nays: None

April YTD Financial Summary

Chief Financial Officer (CFO), Ms. Heather Shawa, presented the following Year to Date Financial Review:



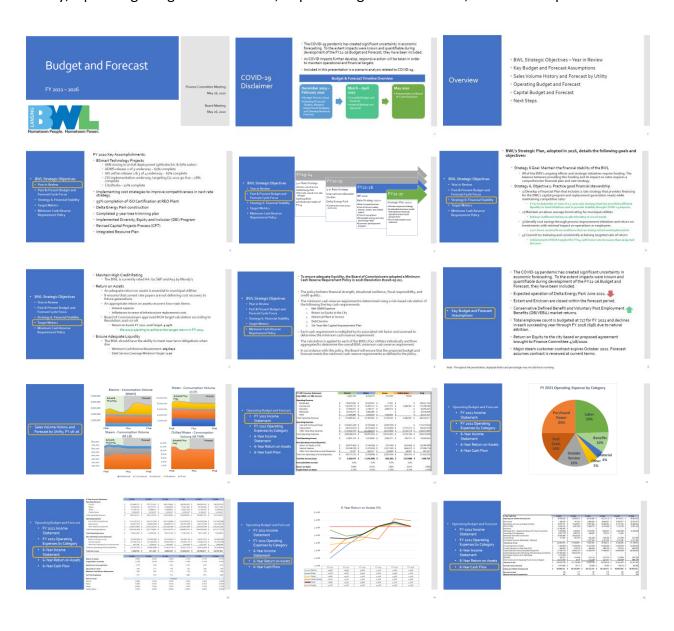


Cash on hand is strong at 206 days and this is a key contributor that will help during the COVID-19 pandemic. The Days Cash on Hand is discussed in the COVID-19 Scenario at the end of the FY21 Budget and Forecast Presentation. The projections due to the pandemic for the FY budgeted net income was a decrease in electric load between 15-17% and a decrease in water of about 10% and that has been validated. O&M Budget YTD is tracking underspend, and Capital Project YTD and Delta Energy spend have been somewhat impacted by the pandemic. Construction season is just beginning for the Capital Projects which is where the spend would be realized and the budget is

expected to be at underspend in the next few months. The Return on Assets of 4.5% currently exceeds budgeted and it will be reviewed in May. Budgeted net income has not been adjusted as the strong financial position prior to the pandemic is expected to be attained. Of the three ratios that are below target, days sales outstanding and bad debt are expected to continue to be off target due to the pandemic. Employee count, payroll data and benefits remain the same as past months.

FY21 Operating Budget and Forecast Presentation

General Manager Richard Peffley introduced the FY21 Operating Budget and Forecast. Prior to COVID-19 stringent guidelines were put into place to reach competitive rates. CFO Shawa provided information regarding COVID-19 and the FY21-26 Budget and Forecast. Ms. Shawa reviewed BWL Strategic Objectives, Key Budget and Forecast Assumptions, Sales Volume History and Forecast by Utility, Operating Budget and Forecast, Capital Budget and Forecast, and Next Steps.





Commissioner Ross asked for additional information about City Works and what cost strategies will be implemented to improve competitiveness in the next rate strategy. Ms. Shawa stated that City Works is part of the asset management platform and database. Executive Director of Operations, Mr. Dave Bolan, added that it is a computerized maintenance management system which includes asset management information and the work order system. The system is also used by the city of Lansing. Ms. Shawa stated cost strategies being implemented include a recommendation to pool fleet vehicles and consolidation of departments.

Commissioner Lenz asked how GIS was being utilized and was the development of the software being done by BWL staff or an outside vendor. Ms. Shawa responded that an outside vendor, SSP, was developing the software and is working with BWL BSmart employees. Commissioner Lenz asked if the software was being utilized to identify assets in the field from the operations and maintenance area. Mr. Bolan responded that there is an application that is on top of the GIS system. When the work orders are cut from the asset information in City Works, the information is sent out to the field. There are horizontal assets which are geographically placed process such as wires.

Commissioner Zerkle asked when the vendor has completed the software will BWL be totally responsible for the program. Mr. Bolan responded that BWL's GIS department will be responsible for maintaining the data. Commissioner Zerkle asked about a public relations presentation regarding rates not changing for a year. GM Peffley responded that the competiveness of the rates would be evaluated and that there are plans in place for more efficiencies.

Commissioner Merrill asked if there are any established external benchmarks for what an adequate return on assets should be for a municipal utility. Finance Manager Scott Taylor responded that metrics provided by APPA do not include return on assets. He said this is partly due to the

requirements being unique for each utility based on their cost of borrowing, expected inflation rate, and debt ratio.

Commissioner Ross asked for the difference between the previous and current targets. CFO Shawa responded that the previous target for the current fiscal year was 4.66% and the current target for the next fiscal year and forecast period is 4.14%. Commissioner Ross asked if the cash reserve policy identifies the key items on which money is spent in order that there is money on hand in reserve in case of stress. CFO Shawa affirmed. Commissioner Ross also asked about the downward trending items and the upward trending items. CFO Shawa responded that downward and upward trending items were indicated on the slide to signify downside and upside potential in the budget and the remaining items were stated as facts.

Commissioner Jester asked for additional information on the performance expectation of the Erickson plant over the next few years considering lower wholesale market prices. GM Peffley responded that the Erickson plant's official retirement date is 2025 but it will not be generating electricity entirely throughout that time due to the market.

Commissioner Leek asked if the Delta Energy Park June 2021 date is not expected to be met how far away is the goal date. GM Peffley responded that commercial operations original target was June 2021 and there could be a minimum of a two-month delay. Commissioner Ross asked what the cost difference would be between the target dates. GM Peffley responded that the capacity has to be purchased for a whole year and the cost difference is \$13 million.

Commissioner Lenz asked about the difference in the net income for 2026 of \$20 million and the net income of \$1.5 million for this year. CFO Shawa responded that the net income is impacted in FY2021-2022 due to depreciation of the Delta Energy Plant.

Commissioner Merrill asked about the cost of service model for water indicating that there would be an expected increase of 7.25% per year over a three-year period. CFO Shawa responded that there is a cost of service model completed every year and the rate strategy for this year includes, along with electric, a detailed study by rate class for water and updated steam study as well. The rate increase is approximately \$0-\$3 per month based on an average customer's consumption.

Commissioner Zerkle asked how competitive the 21.75% rate increase was. GM Peffley responded that there is a wide variation in water cost due to the quality of treatment and he would follow up and provide the commissioners with the information.

Finance Manager, Mr. Scott Taylor, spoke about the Capital Portfolio Budget and Forecast.

Commissioner Lenz inquired about the project estimated cost and whether the project is being attuned to meet the first initial cost in the projected capital budget. Mr. Taylor responded that most of the capital budget projects are in the project intake phase. Several multi-year projects will have updated revised numbers due to the phase of the project and each progressive phase is expected to have less variation. GM Peffley responded that the orange line on slide 17 represents the project cost which is brought to the Commissioners for approval and if there is a deviation by 15% the Commissioners will be provided the reasons.

Commissioner Zerkle inquired whether a Capital Exceedance approval would be requested every year if there is a multiple year project in which costs go up every year. GM Peffley responded that an updated budget is made to be brought back to the Commissioners one time.

CFO Shawa spoke about the scenario that was created for the potential impact of COVID-19 highlighting reduced retail electric lode and water sales for commercial and industrial customers, reducing fuel and purchased power expense for reduced sales to retail customers, increasing bad debt expense, and reducing delayed payment charge (DPC) revenue from waived DPCs. Days cash on hand is the metric most affected by the COVID-19 pandemic economics. Temporary shutdown of the Erickson plant, suspending non-essential travel and training, adjusting fleet and vehicles practices, and detailed cost tracking for future reimbursement have been put into action.

Commissioner Zerkle asked if there was an expected date for water shut off for unpaying customers after the stay safe order is lifted. GM Peffley responded that will be decided after the order is lifted.

GM Peffley spoke about the COVID-19 economic impact and response, employee protection, customer protection, and employee contribution. He reported that approximately 15% of commercial customers aren't expected to return but some businesses have been restarting operation. Increased bad debt and waived delayed payment charges have brought about the need for the creation of a new policy. The turnoff pool is usually around 600 but has increased to 6,000 and it will take about three weeks for notifications to be sent out after the stay at home order is lifted. GM Peffley reported that a campaign for employees to donate to Pennies for Power will be implemented on June 1, 2020. No BWL employees have tested positive for COVID-19, and there have been no furloughs or layoffs. GM Peffley also stated that all out of state travel, conferences and training have been suspended.

Commissioner Price recommended that Commissioners abide by the travel restrictions.

Motion by Commissioner Thomas, Seconded by Commissioner Mullen, to forward the Resolution for the FY21 Operating Budget and Forecast to the full Board for consideration.

Motion Carried by the following Roll Call Vote:

Yeas: Commissioners Ross, Graham, Leek, Lenz, Mullen, Price, Thomas and Zerkle

Nays: None

Other

None.

<u>Adjourn</u>

Commissioner Ross adjourned the meeting at 5:48 p.m.

Respectfully submitted Ken Ross, Chair Finance Committee

MANAGER'S RECOMMENDATIONS

General Manager Peffley recommended that the Board approve the Resolution for the IT Communications Policy.

RESOLUTION #2020-05-01 IT Communications Policy

WHEREAS, Internal Audit performed an audit of Cybersecurity Policies and recommended enhancements to the Communications Technologies Policy of 2016; and

WHEREAS, management has developed additional operating policies supporting the use of communications technologies and has created a Cyber Security Steering Committee to monitor and maintain those policies since the establishment of the Communications Technologies Policy in November 2016; and

WHEREAS, management has proposed a revised Communications Technologies Policy to incorporate these changes in operations as well as recommended enhancements;

RESOLVED, that the Board of Commissioners hereby adopts the revised Communications Technologies Policy as recommended by Staff.

Motion by Commissioner Mullen, Seconded by Commissioner Thomas, to approve the IT Communications Policy Resolution.

Motion Carried by the following Roll Call Vote

Yeas: Commissioners Price, Graham, Leek, Lenz, Mullen, Ross, Thomas and Zerkle

Nays: None

UNFINISHED BUSINESS

There was no Unfinished Business.

NEW BUSINESS

There was no New Business.

RESOLUTIONS/ACTION ITEMS

RESOLUTION #2020-05-02 Return on Equity (ROE) Renewal

WHEREAS, the City of Lansing has expressed a desire to continue the Agreement Between the City of Lansing and The Board of Water & Light dated June 30, 1992 (the Agreement), which has been subsequently extended by means of four Amendments thereto in 2001, 2012, 2013 and 2018, respectively;

WHEREAS, the Board of Commissioners Committee of the Whole (COW) considered the City of Lansing's request on April 28, 2020;

WHEREAS, the General Manager recommended the Agreement be extended by two (2) years at a specific dollar amount for Fiscal Years 2020, 2021, and 2022, with some limited upward adjustment for FY 2021 and 2022 if the BWL's revenues significantly exceed its forecast, which would be memorialized as Amendment No. 5;

WHEREAS, the COW has considered the proposed Amendment #5, agreed with the General Manager's recommendation and approved the Amendment, including authorization for the General Manager to execute the Amendment, and the Amendment shall be forwarded to the Board of Commissioners for approval at the May 2020 meeting.

RESOLVED, the proposed Amendment 5 to the Agreement Between the City of Lansing and The Board of Water & Light dated June 30, 1992 is approved by the COW, including authorization for the General Manager to execute the Amendment, and shall be forwarded to the Board of Commissioners for approval at the May 2020 meeting.

Motion by Commissioner Ross, Seconded by Commissioner Leek, to approve the Return on Equity (ROE) Renewal for FY 20.

Motion Carried by the following Roll Call Vote

Yeas: Commissioners Price, Graham, Leek, Lenz, Mullen, Ross, Thomas and Zerkle

Nays: None

RESOLUTION #2020-05-03

<u>Delegation of Authority to General Manager Retraction and Amendment</u> <u>to Defined Contribution Plan & Trust 2</u>

WHEREAS, the Board of Water and Light (the "Sponsor") sponsors the Lansing Board of Water and Light Defined Contribution Plan and Trust 2 (the "Plan");

WHEREAS, in Resolution #2019-11-01, the Sponsor delegated authority to the General Manager ("GM") and the Retirement Plan Committee (the "Committee") that permitted the GM and Committee to alter the plan design to address business needs and industry practices for the Plan (the "Delegation") as well as for other plans maintained by the Sponsor; and

WHEREAS, the Sponsor wishes to retract the Delegation as it relates to the Plan only and not to any other plans maintained by the Sponsor; and

WHEREAS, the Sponsor intends to reserve its authority to amend the Plan, to freeze the Plan, or to terminate the Plan; and

WHEREAS, the Sponsor wishes to restate the Plan's Adoption Agreement to alter the Plan's eligibility provisions.

THEREFORE, it is:

RESOLVED, that the Sponsor hereby retracts the Delegation as it relates to the Plan only and retains its authority to amend the Plan, to freeze the Plan, or to terminate the Plan, unless and until otherwise resolved; and

FURTHER RESOLVED, that, after its review, the Sponsor adopts and approves the attached restated Adoption Agreement, effective as stated therein; and

FURTHER RESOLVED, that the Chair of the Board is hereby authorized to execute the restated Adoption Agreement and related documents on behalf of the Sponsor; and

FURTHER RESOLVED, that the Sponsor indemnifies and holds harmless the GM and each member of the Committee from and against all liability of any kind, including, without limitation, court costs, attorneys' fees and other expenses that arise from any legal or administrative proceeding of any kind that is brought by any person, entity or government agency in connection with the GM's or the Committee's discharge of its duties relating to the Plan; provided, however, that this indemnification shall not apply with regard to any proceeding in which the GM or a Committee member is found to have been grossly negligent or to have violated a law or committed a crime.

Motion by Commissioner Ross, Seconded by Commissioner Thomas, to approve the Delegation of Authority to General Manager Retraction and Amendment to Defined Contribution Plan & Trust 2 Resolution.

Motion Carried by the following Roll Call Vote

Yeas: Commissioners Price, Graham, Leek, Lenz, Mullen, Ross, Thomas and Zerkle

Nays: None

RESOLUTION #2020-05-04

Delegation of Authority to the General Manager to Amend Plans for Compliance

WHEREAS, the Board of Water and Light (the "Sponsor") sponsors the (a) Lansing Board of Water and Light Defined Contribution Plan and Trust 1; (b) Lansing Board of Water and Light 457 Deferred Compensation Plan and Trust; (c) Lansing Board of Water and Light Defined Benefit Plan and Trust for Employees' Pensions; and (d) Post-Retirement Benefit Plan and Trust for Eligible Employees of Lansing Board of Water and Light (collectively the "Plans"); and

WHEREAS, in Resolution #2019-11-01, the Sponsor delegated authority to the General Manager ("GM") and the Retirement Plan Committee (the "Committee") that permitted the GM and Committee to alter the plan design to address business needs and industry practices for the Plans; and

WHEREAS, the Sponsor wishes to delegate authority to amend the Plans for compliance purposes due to changes in the law ("Compliance Amendments") to the GM who may further delegate such authority to the Committee or any successor of the Committee performing the same duties; and

WHEREAS, the Sponsor intends to reserve its authority to freeze the Plans or to terminate the Plans.

THEREFORE, it is:

RESOLVED, that the Sponsor expressly delegates to the GM authority to adopt Compliance Amendments for the Plans; and

FURTHER RESOLVED, that the Sponsor expressly delegates to the GM the authority to further delegate to the Committee the authority to adopt Compliance Amendments for the Plans; and

FURTHER RESOLVED that the Sponsor requires all Compliance Amendments to be communicated to the Board at the next regularly scheduled meeting of the Board; and

FURTHER RESOLVED that the Sponsor ratifies all adopted Compliance Amendments that have been adopted by the GM or Committee prior to this delegation; and

FURTHER RESOLVED that the Sponsor reserves its authority to freeze the Plans or to terminate the Plans; and

FURTHER RESOLVED, that the Sponsor indemnifies and holds harmless the GM and each member of the Committee from and against all liability of any kind, including, without limitation, court costs, attorneys' fees and other expenses that arise from any legal or administrative proceeding of any kind that is brought by any person, entity or government agency in connection with the GM's or the Committee's discharge of its duties relating to the Plans; provided, however, that this indemnification shall not apply with regard to any proceeding in which the GM or a Committee member is found to have been grossly negligent or to have violated a law or committed a crime.

Motion by Commissioner Ross, Seconded by Commissioner Thomas, to approve the Delegation of Authority to the General Manager to Amend Plans for Compliance Resolution.

Motion Carried by the following Roll Call Vote

Yeas: Commissioners Price, Graham, Leek, Lenz, Mullen, Ross, Thomas and Zerkle

Nays: None

RESOLUTION #2020-05-05 Defined Benefit (DB) Investment Policy Statement

WHEREAS, the Board of Water and Light (the "Sponsor") sponsors the (a) Lansing Board of Water and Light Defined Contribution Plan and Trust 1; (b) Lansing Board of Water and Light 457 Deferred

Compensation Plan and Trust; (c) Lansing Board of Water and Light Defined Benefit Plan and Trust for Employees' Pensions; and (d) Post-Retirement Benefit Plan and Trust for Eligible Employees of Lansing Board of Water and Light (collectively the "Plans"); and

WHEREAS, in Resolution #2019-11-01, the Sponsor delegated authority to the General Manager ("GM") and the Retirement Plan Committee (the "Committee") that permitted the GM and Committee to alter the plan design to address business needs and industry practices for the Plans; and

WHEREAS, the Sponsor wishes to delegate authority to amend the Plans for compliance purposes due to changes in the law ("Compliance Amendments") to the GM who may further delegate such authority to the Committee or any successor of the Committee performing the same duties; and

WHEREAS, the Sponsor intends to reserve its authority to freeze the Plans or to terminate the Plans.

THEREFORE, it is:

RESOLVED, that the Sponsor expressly delegates to the GM authority to adopt Compliance Amendments for the Plans; and

FURTHER RESOLVED, that the Sponsor expressly delegates to the GM the authority to further delegate to the Committee the authority to adopt Compliance Amendments for the Plans; and

FURTHER RESOLVED that the Sponsor requires all Compliance Amendments to be communicated to the Board at the next regularly scheduled meeting of the Board; and

FURTHER RESOLVED that the Sponsor ratifies all adopted Compliance Amendments that have been adopted by the GM or Committee prior to this delegation; and

FURTHER RESOLVED that the Sponsor reserves its authority to freeze the Plans or to terminate the Plans; and

FURTHER RESOLVED, that the Sponsor indemnifies and holds harmless the GM and each member of the Committee from and against all liability of any kind, including, without limitation, court costs, attorneys' fees and other expenses that arise from any legal or administrative proceeding of any kind that is brought by any person, entity or government agency in connection with the GM's or the Committee's discharge of its duties relating to the Plans; provided, however, that this indemnification shall not apply with regard to any proceeding in which the GM or a Committee member is found to have been grossly negligent or to have violated a law or committed a crime.

Motion by Commissioner Ross, Seconded by Commissioner Mullen, to approve the Resolution for the Defined Benefit (DB) Investment Policy Statement.

Motion Carried by the following Roll Call Vote

Yeas: Commissioners Price, Graham, Leek, Lenz, Mullen, Ross, Thomas and Zerkle

Nays: None

RESOLUTION #2020-05-06

Voluntary Employees Beneficiary Association (VEBA) Investment Policy Statement

WHEREAS, the Lansing Board of Water & Light (the "Sponsor") sponsors the Post-Retirement Benefit Plan and Trust for Eligible Employees of Lansing Board of Water and Light (the "VEBA"); and

WHEREAS, the Retirement Plan Committee, established by the Sponsor and delegated certain duties by the Trustees related to the investment of VEBA assets, periodically reviews the target rate of return for each plan and, as the result of its most recent review, recommends the target rate of return for the VEBA be reduced from 7.5% to 7.0%; and

WHEREAS, the Retirement Plan Committee also periodically reviews the investment policy statement, formally known as the Statement of Investment Policies, Procedures and Objectives, for the VEBA and, as the result of its most recent review, recommends revisions to language within the VEBA's investment policy statement; and

WHEREAS, the Retirement Plan Committee along with the General Manager recommends the Sponsor adopt the revisions which reflect these recommendations in the attached Post-Retirement Benefit Plan and Trust for Eligible Employees of Lansing Board of Water and Light Statement of Investment Policies, Procedures and Objectives; and

WHEREAS, the Sponsor wants to adopt the revisions reflected in the attached Post-Retirement Benefit Plan and Trust for Eligible Employees of Lansing Board of Water and Light Statement of Investment Policies, Procedures and Objectives;

THEREFORE, it is:

RESOLVED, that, after its review, and based on the recommendation from the Retirement Plan Committee along with the General Manager, the Sponsor adopts and approves the attached Post-Retirement Benefit Plan and Trust for Eligible Employees of Lansing Board of Water and Light Statement of Investment Policies, Procedures and Objectives.

Motion by Commissioner Thomas, Seconded by Commissioner Ross, to approve the Resolution for the Voluntary Employees Beneficiary Association (VEBA) Investment Policy Statement.

Motion Carried by the following Roll Call Vote

Yeas: Commissioners Price, Graham, Leek, Lenz, Mullen, Ross, Thomas and Zerkle

Nays: None

RESOLUTION #2020-05-07

Capital Project Exceedance – AE – Electric Annual Account

WHEREAS, Lansing Board of Water & Light's (BWL) Policy 15-02, entitled Capital Project Exceedance Approval necessitates BWL Board of Commission approval for aggregate total budget amounts for electric, water, steam and chilled water "annual" capital projects that are expected to exceed their previously approved budget by both 15% and \$200,000 prior to completion of the project; and

WHEREAS, the previously approved budget for Capital Project AE – Electric Annual Account was \$11,633,349; and

WHEREAS, the projected final total cost for Capital Project AE – Electric Annual Account is \$14,200,000, should the projects be completed; and

WHEREAS, BWL staff and management reviewed the project cost in detail, which includes but is not limited to the rationale and circumstances for the increased budget projection; and

WHEREAS, BWL staff and management recommends that the Capital Project AE – Electric Annual Account be completed despite the projected increased cost; and

RESOLVED, the BWL Board of Commissioners approve completion of Capital Project AE – Electric Annual Account with a projected final total cost of \$14,200,000.

Motion by Commissioner Ross, Seconded by Commissioner Graham, to approve the Resolution for the Capital Project Exceedance – AE - Electric Annual Account.

Motion Carried by the following Roll Call Vote

Yeas: Commissioners Price, Graham, Leek, Lenz, Mullen, Ross, Thomas and Zerkle

Nays: None

RESOLUTION #2020-05-08

Capital Project Exceedance – Tainter Gate Trunnion Pin Replacement

WHEREAS, Lansing Board of Water & Light's (BWL) Policy 15-02, entitled Capital Project Exceedance Approval necessitates BWL Board of Commission approval for specific capital projects that are expected to exceed their previously approved budget by both 15% and \$200,000 prior to completion of the project; and

WHEREAS, the previously approved budget for Capital Project PE-20203 MP – Tainter Gate Trunnion Pin Replacement was \$1,653,565; and

WHEREAS, the projected final total cost for Capital Project PE-20203 MP – Tainter Gate Trunnion Pin Replacement is \$2,011,000, should the project be completed; and

WHEREAS, BWL staff and management reviewed the project cost in detail, which includes but is not limited to the rationale and circumstances for the increased budget projection; and

WHEREAS, BWL staff and management recommends that the Capital Project PE-20203 MP – Tainter Gate Trunnion Pin Replacement be completed despite the projected increased cost; and RESOLVED, the BWL Board of Commissioners approve completion of Capital Project PE-20203 MP – Tainter Gate Trunnion Pin Replacement with a projected final total cost of \$2,011,000.

Motion by Commissioner Thomas, Seconded by Commissioner Mullen, to approve the Resolution for the Capital Project Exceedance – Tainter Gate Trunnion Pin Replacement.

Motion Carried by the following Roll Call Vote

Yeas: Commissioners Price, Graham, Leek, Lenz, Mullen, Ross, Thomas and Zerkle

Nays: None

RESOLUTION #2020-05-09 Fiscal Year 2021-2026 Budget and Forecast

RESOLVED, that the Annual Operating and Capital Budget covering Fiscal Year 2021 is hereby approved as presented; and

RESOLVED, that the Operating and Capital Forecast for the Fiscal Years 2022-2026 is hereby accepted as presented; and

FURTHER RESOLVED, that the Corporate Secretary be directed to make the appropriate filings with the Lansing City Clerk's office in accordance with the Lansing City Charter regarding the above actions.

Staff Comments:

Staff recommends an operating and maintenance budget of \$329.4M and a capital budget of \$198.9M for Fiscal Year 2021.

The Operating and Capital Forecast for Fiscal Years 2022-2026 includes potential rate increases in Fiscal Years 2022-2026. The potential rate increases are for forecast purposes only and have not been approved through a public rate hearing process. The forecast rate increases are subject to revision and, in any case, prior to implementation, must be subject to the BWL's formal rate setting process as per Lansing City Charter, Section 5-205 which refers to the BWL's authority to set just and reasonable rates and defines the public hearing process.

In accordance with the provisions of the Lansing City Charter, Article 5, Chapter 2, Section 5-203.5 and Section 5-203.6, staff recommends the Finance Committee approve the budget and forecast for presentation and adoption by the Board at its May 26, 2020 board meeting.

Motion by Commissioner Ross, Seconded by Commissioner Zerkle, to approve the Resolution for the Fiscal Year 2021-2026 Budget and Forecast.

Motion Carried by the following Roll Call Vote

Yeas: Commissioners Price, Graham, Leek, Lenz, Mullen, Ross, Thomas and Zerkle

Nays: None

MANAGER'S REMARKS

General Manager Peffley informed of the following:

- 1. GM Peffley provided an update on the Delta Energy Plant with drone footage of construction of the plant.
- 2. BWL employees are starting to return to work. Field workers, maintenance, Erickson station employees and the line department will have started back to work by next week. Office staff will return within two months.
- 3. BWL's commercial with the 40+ year seniority employees was nominated for a state Emmy. The commercial was rated in the top five commercials in 2019.

COMMISSIONER'S REMARKS

Commissioner Ross commended GM Peffley and the Financial Team for the extensive financial review of the impacts of COVID-19 on BWL and asked for additional information to be provided at the next Board meeting on how the BWL as employer will transition office-based employees back in. GM Peffley responded that he will provide information at the next Board meeting.

Commissioner Price commended how well BWL has dealt with the COVID-19 challenge and that no employees have contracted COVID-19.

Commissioner Leek and Commissioner Price commended GM Peffley on Delta Energy Park and the drone footage.

Commissioner Thomas commented about the transition time between the meetings and thanked the sign language interpreter for her work.

MOTION OF EXCUSED ABSENCE

PUBLIC COMMENT

None.

None.

ADJOURNMENT

Chair Price adjourned the meeting at 6:29 p.m.

M. Denise Griffin, Corporate Secretary Preliminary Minutes filed (electronically) with Lansing City Clerk: June 3, 2020 Official Minutes filed (electronically) with Lansing City Clerk: July 29, 2020