



**COMMITTEE OF THE WHOLE MEETING
LANSING BOARD OF WATER & LIGHT BOARD OF COMMISSIONERS
March 08, 2022 – 5:30 P.M.
1201 S. Washington Ave., Lansing, MI 48910
REO Town Depot - Board of Water & Light Headquarters**

BWL full meeting packets and public notices/agendas are located on the official web site at <https://www.lbwl.com/about-bwl/governance>.

AGENDA - UPDATED

Call to Order

Roll Call

Public Comments on Agenda Items

1. Approval of Minutes
 - a. Committee of the Whole Meeting Minutes of January 11, 2022TAB 1a
 - b. Special Committee of the Whole Meeting Minutes of February 15, 2022TAB 1b

2. Approval of Amendments to Governance Policy and Rules of Procedure
 - a. Governance Policy Effective January 22, 2019TAB 2a
 - b. Substantive and Technical Amendments to Governance Policy and ResolutionTAB 2b
 - c. Rules of Procedure Effective June 8, 2015TAB 2c
 - d. Substantive and Technical Amendments to Rules of Procedure and Resolution.....TAB 2d

3. Return on Equity (ROE)
 - a. Amendment No. 6 to ROE to Extend the Current Agreement.....TAB 3a
 - b. Amendment No. 6 and Amendment No. 5 Redline ComparisonTAB 3b
 - c. Exhibits to Amendment No. 6TAB 3c

4. Cyber Security Update.....INFO ONLY

Other

Adjourn

COMMITTEE OF THE WHOLE

Meeting Minutes

January 11, 2022

The Committee of the Whole of the Lansing Board of Water and Light (BWL) met at the BWL Headquarters-REO Town Depot located at 1201 S. Washington Ave., Lansing, MI, on Tuesday, January 11, 2022.

Committee of the Whole Chair Sandra Zerkle called the meeting to order at 5:30 p.m. and asked the Acting Corporate Secretary to call the roll.

Present: Commissioners Sandra Zerkle, Beth Graham (arrived @5:33 p.m.), Dusty Horwitt, Semone James, DeShon Leek, David Price and Tracy Thomas, and Non-Voting Member: Larry Merrill (Delta Township)

Absent: Commissioners Tony Mullen, Douglas Jester (East Lansing), and Brian Ross (DeWitt Township)

The Acting Corporate Secretary declared a quorum.

Public Comments

There were no public comments.

Approval of Minutes

Motion by Commissioner Price, **Seconded** by Commissioner James, to approve the Committee of the Whole meeting minutes of November 9, 2021 as corrected.

Action: The minutes were approved as corrected.

Strategic Plan Execution Update

Strategic Planning and Marketing Executive Director, Brandie Ekren, presented the Strategic Plan Execution Update. Ms. Ekren reviewed the Mission, Vision, and Value Statements, and explained the goals, strategies and tactics of the five (5) priorities. The priorities are set to integrate and enhance customer and community needs and experiences; sustain a workforce that embraces safety and supports BWL's success; lead in providing energy solutions; and continually improve organizational assets—to which people and knowledge were added. The focus will be on communication, monitoring and tracking, execution, and accountability. Ms. Ekren provided key action points for strategic planning and strategic management.

Executive Director of Human Resources & Labor Relations, Michael Flowers, provided information on expanded workforce engagement. Mr. Flowers stated that BWL conducted an employee survey with Gallup with whom a four-year contract was formed in 2021 and partnered with Marsh for training in workplace safety processes. BWL also developed new-hire onboarding and leadership processes, succession planning processes, and processes to support career progression.

Enterprise Business Programs Manager, Kellee Christensen, provided information on the impacts of the Strategic Plan to the BSmart program. Ms. Christensen reported that the BSmart program projects that are in progress are near to, or in Phase V and near completion. BWL has improved customer experience

and the customer self-service portal with the BSmart program. The BSmart program has also improved outage management and restoration practices.

Environmental Services & Reliability Compliance Manager, Lori Myott, spoke about climate response and corporate sustainability. Ms. Myott reported that Environmental Services is working on a corporate sustainability report which will track the sustainability and carbon reduction goals and indicate improvements to be made year to year. Waste reduction with recycling and compost efforts, cleaning Eckert station, renewable energy and energy use reduction, and sustainable land use with native pollinators are some of the projects on which Environmental Services is working.

Ms. Ekren concluded the presentation stating that progress would be communicated by providing quarterly updated Balanced Scorecards and an annual corporate sustainability report, while continuing to provide dashboard reports and monthly highlights.

Chair Zerkle inquired what the monitoring and measuring of goals in the strategic plan includes. Ms. Ekren responded that the balanced scorecard measures the tasks and activities in strategic management and indicates the progress of the goals and the key initiatives.

Commissioner Thomas thanked Ms. Ekren and her department for their leadership.

Commissioner Merrill asked if the balanced scorecard, dashboards and key performance indicators were all the same thing, whether they are parts of the different reports, and what determines which information is reported to the Board. Ms. Ekren responded that the balanced scorecard reflects numbers, and the key performance indicators reflect accomplished results and the measures that indicate the results are being accomplished. Ms. Ekren stated that management review meetings are held quarterly to determine barriers to success and to measure performance. Commissioner Merrill asked to what extent strategic plan information is disseminated organization wide. Ms. Ekren responded that providing the information is being addressed and obtaining the data in real time is the main focus.

Commissioner Horwitt asked if there was a year-by-year benchmark plan for achieving carbon neutrality. Ms. Ekren responded the benchmark plan will be reflected in the annual corporate sustainability report, and the report will indicate what carbon use was in the past and what it will be until carbon neutrality is realized in 2030. Emphasis in the plan will be on changing behaviors which affect the environment.

Chair Zerkle inquired about federal money for electric cars and electric charging stations that was addressed in recent bills. GM Peffley responded that CFO Heather Shawa, Executive Director of Operations Dave Bolan, and Ms. Ekren continually search for grants for which BWL can apply. GM Peffley added that the electric distribution system is being assessed for supplying to customer homes. He also added that green fuels are being researched and the EV program will be a separate undertaking. Chair Zerkle asked if the Smartmeters had the capability to measure usage and determine which residents could have electric vehicles. GM Peffley responded that a separate charging station would need to be installed but energy efficiency was started by the BWL before it was required by the state and some groups of houses may be able to be serviced by one transformer. Chair Zerkle asked if there

was a time of use rate for electric cars. GM Peffley responded that there is an EV rate 22. He also stated that customers are asked to charge their cars at night for a better rate.

Commissioner Graham asked if there was an area on the BWL website, or some avenue where the community is kept informed, and if classrooms were visited with information. Ms. Ekren responded that there are social media and communication platforms, and programs with school districts. Ms. Myott responded that BWL partners with Consumers Energy and children are taught in partnerships with schools about renewable energy, how electricity works, and energy saving tips.

Other

GM Peffley gave an update regarding a communication received about third party attachers on poles. There is a price for each pole and when receiving a permit and a request to attach a line to a pole, BWL is responsible for making the pole ready by making sure there is room on the pole. The highest voltage wires go on the top. When there is a line attached to the pole without permission, BWL has to ask the other attachers to move their lines which is expensive and time consuming. When BWL asked the attachers to move their lines or be charged for having BWL move them, BWL ended up moving the lines with the help of a construction company. Previously, complaints were received often, resulting in BWL redoing the contracts for the pole attachments two years ago. Permission is required to attach to the poles so that the lines are attached properly to protect the integrity of the pole and safety of the pole and the community.

Commissioner Price asked what determines how many attachments can be on a pole. GM Peffley responded the height of the pole, and the voltage of the line determines where the line is attached.

Commissioner Graham asked who repairs lines in the back yard of a customer. GM Peffley responded that when BWL is notified, it doesn't repair lines unless the lines are not fixed in a timely manner and BWL charges the attacher for the repair. If a safety matter needs to be addressed or an emergency occurs, BWL will make the line safe and charge the line attacher.

Commissioner Thomas commented that Wright Tree Company is working in his neighborhood and is doing a great job but would like it brought to their attention that their MEN WORKING sign is not diverse.

Commissioner Horwitt asked for an update on the incident with the utility poles breaking and the train hitting the wires. GM Peffley responded that wind sheer broke the poles, temporary new poles have been put in, and conductors will be put in during the summer when there will be no interruption. There were approximately six miles of wire downed but no injuries were reported. Costs are still being assessed but it is expected to be over a million dollars. Commissioner Horwitt asked if any litigation was being contemplated by BWL or by those affected. GM Peffley responded that there is no known litigation at this time and that BWL is required by policy to notify the Board of any litigation and referred the question to General Counsel Mark Matus. Mr. Matus responded that significant milestones in pending litigation is provided to the Board. Commissioner Price responded that the information is provided in the monthly updates.

Executive Director of Human Resources & Labor Relations, Michael Flowers provided an update on the HR Hiring Consultant, Global Business Resource Group (GBRG). A contract has been made with the consultant and position descriptions and pay grade information has been sent to their offices. Mr. Flowers has scheduled an initial meeting with Mr. Bill Brewer of GBRG for next steps and to schedule an HR Committee meeting. Mr. Brewer will post the vacant positions on his platform by the end of this week. A current list of applicants for both positions will be shared with him. Timelines to effectively and efficiently move forward with the process will be discussed.

Commissioner Thomas asked that the HR Committee be notified when any important actions are taken.

Chair Zerkle asked to be notified of how long the positions will be posted and when they will be closed in order to know when the interview process will begin. Mr. Flowers responded that those items will be discussed in the initial HR Committee meeting.

Commissioner Horwitt asked for a synopsis to be sent to the HR Committee of what Mr. Flowers just stated and Mr. Flowers responded he would send it. Commissioner Horwitt asked when the meeting with Mr. Brewer is expected to be held. Mr. Flowers responded that he expected it to be scheduled next week.

A discussion followed on how the decision was made for the Board's Corporate Secretary contact person after the resignation of the Corporate Secretary. A suggestion was made that Chair Zerkle work with both the Executive Assistant, Smiljana Williams, and the Assistant to the Corporate Secretary, Maria Koutsoukos, until the Corporate Secretary position was filled. The Commissioners were informed that a decision to change the Board's Corporate Secretary contact person could be made at this meeting.

Commissioner Horwitt asked if documents, to include the Governance Policy, Administrative Rules of Procedure, and a list of delegation decisions, could be sent to the Commissioners to review prior to the Governance Training meeting on February 4th. The Commissioners would provide their comments and suggested revisions and return them to Ms. Koutsoukos by Monday, January 24th. Ms. Koutsoukos will compile the responses and return them to the Commissioners by Friday, January 28th.

GM Peffley asked who the Board would like to be the Acting Corporate Secretary in order for him to prepare a Resolution for the next Board Meeting. Commissioner James supported appointing Ms. Koutsoukos as the Acting Corporate Secretary and the primary contact. Commissioner Leek asked if there was a pay increase with the appointment and GM Peffley responded that a 12.5% increase was given to his employees but as a Board appointee it is the Board's decision. A discussion followed. Chair Zerkle will meet with Ms. Koutsoukos to discuss the position of Acting Corporate Secretary.

Motion by Commissioner Thomas, Seconded by Commissioner Graham, to excuse Commissioners Tony Mullen, Douglas Jester and Brian Ross from tonight's meeting.

Action: Motion Carried

Adjourn

Chair Zerkle adjourned the meeting at 7:16 p.m.

Respectfully Submitted
Sandra Zerkle, Chair
Committee of the Whole

SPECIAL COMMITTEE OF THE WHOLE

Meeting Minutes

February 15, 2022

The Committee of the Whole of the Lansing Board of Water and Light (BWL) met at the BWL Headquarters-REO Town Depot located at 1201 S. Washington Ave., Lansing, MI, on Tuesday, February 15, 2022.

Committee of the Whole Chairperson Sandra Zerkle called the meeting to order at 5:30 p.m. and asked the Interim Corporate Secretary, Maria Koutsoukos, to call the roll.

Present: Commissioners Sandra Zerkle, Beth Graham, Dusty Horwitt, Semone James, DeShon Leek, Tony Mullen, David Price and Tracy Thomas, and Non-Voting Members: Douglas Jester (East Lansing) and Larry Merrill (Delta Township)

Absent: Commissioner Brian Ross (DeWitt Township)

The Interim Corporate Secretary declared a quorum.

Public Comments

There were no public comments.

Chairperson Zerkle made an amendment to the agenda adding General Manager Peffley's updates on a recent outage in East Lansing and groundwater contamination at the Erickson station.

GM Peffley stated that a defective fuse on a pole in East Lansing caused the pole to catch fire on February 11, 2022 and it affected 3,000 customers. Power was restored to two thirds of the customers quickly and the pole was replaced within four hours, restoring power to the remaining one third of the customers.

GM Peffley also updated the meeting attendees on the groundwater contamination at the Erickson station. Elevated levels of boron were found in the water at six private wells in the area. Boron levels aren't currently regulated as it is a naturally occurring element, but some of the current levels are considered unsafe for children. BWL provided the owners of the private wells with bottled water and Culligan machines, and will provide a permanent water filter solution or a paid hookup to the city system in the near future. Wells were drilled at the Erickson station and in the aquifer upstream from the gradient to determine the baseline boron level in the area and BWL's effect on the boron level. Sample testing will continue for the 60 homes on the well water in the area.

Commissioner Graham asked if the increased boron levels were more prevalent toward the river. GM Peffley responded that the levels are higher on the southeast side of the plant and river water affects the ground in various ways. The well being drilled in the aquifer will help determine the accurate level of boron for the BWL.

Chairperson Zerkle asked whether moving up the closing date of the Erickson plant and the coal pile affected the amount of contamination. GM Peffley responded that cleaning the coal ash containment

pond was separate from the boron levels. GM Peffley added that policy on moving the company forward with new generating assets would be provided in COW meetings.

Commissioner Horwitt asked if there was any ongoing risk to be addressed if additional homeowners are found to be affected by groundwater boron levels. GM Peffley responded that BWL is working with the state to determine from where any extra boron could be appearing.

Meeting Purpose: Approve Amendments to Rules of Procedure and Governance Policy

Chairperson Zerkle opened the floor for discussion of, or approval of forwarding to the full Board for consideration, the suggested amendments to the Rules of Procedure and Governance Policy.

Commissioner Mullen encouraged the Board of Commissioners to vote no on passing the amendments to the full board for approval as the process was not serving the purpose of the Board providing utility services. Commissioner Mullen asked for the reason for the current request for amendments to the Rules of Procedure and Governance Policy instead of waiting for the regularly scheduled COW meeting.

Motion by Commissioner Mullen, **Seconded** by Commissioner Price, to forward the amendments to the Rules of Procedure and Governance Policy to the full Board for consideration.

A discussion followed regarding the merits of amending the Rules of Procedure and Governance Policy and a quantitative and qualitative analysis of the amendments being proposed. Commissioner Price recommended voting down the motion and reviewing the substantive and technical amendments separately.

Commissioner Mullen requested a call of the question.

Roll Call Vote for the call of the question:

Yeas: Commissioners Sandra Zerkle, Beth Graham, Dusty Horwitt, Semone James, Deshon Leek, Tony Mullen, David Price, and Tracy Thomas

Nays: None.

Roll Call Vote for the Motion:

Yeas: Commissioner Semone James

Nays: Commissioners Sandra Zerkle, Beth Graham, Dusty Horwitt, Deshon Leek, Tony Mullen, David Price, and Tracy Thomas

Action: Motion Failed.

Chairperson Zerkle requested that the Interim Corporate Secretary highlight the edits in both the Rules of Procedure and Governance Policy and send the edits alone in documents for review by the Board. Commissioner Mullen and Commissioner Price requested edits be separated into substantive changes and technical changes to be voted on at the next COW meeting to be held in March. After receiving the edits, the Commissioners will provide to the Interim Corporate Secretary the edited items they would like discussed at the COW meeting.

Commissioner Jester suggested presenting the technical amendments and making a motion for them to be discussed first, and then voting on the amendment of each one successively resulting in a document that can be moved forward to the Board for consideration.

Commissioner Mullen asked whether the Board meetings need to be made available virtually to the public. Lansing City Attorney Jim Smiertka responded that he would ask Assistant City Attorney Lisa Hagen to provide the information pertaining to that requirement to the Commissioners.

Other

Motion by Commissioner Zerkle, **Seconded** by Commissioner Thomas to excuse Commissioner Ross from tonight's meeting.

Action: Motion Carried

Adjourn

Chairperson Zerkle adjourned the meeting at 6:54 p.m.

Respectfully Submitted
Sandra Zerkle, Chairperson
Committee of the Whole

RESOLUTION 2019-01-01
Amend Board of Commissioners Governance Policy

WHEREAS, The Lansing Board of Water & Light (BWL) is a municipally owned utility company organized under the Lansing City Charter as permitted by the Home Rule Cities Act, MCL 117.4(f)(c), and governed by the Board of Commissioners (“Board”). The Board, per the Lansing City Charter, is delegated administrative, executive and policy-making authority over the operation of the BWL, which includes the full and exclusive management of water, heat, steam and electric services and such additional services of the City of Lansing as may be agreed upon by the Board and City Council.

WHEREAS, per the Lansing City Charter, the Board has appointed three individuals, Director (also known as the General Manager), Internal Auditor (also known as the Director of Internal Audit) and Secretary (also known as the Corporate Secretary), who report directly to the Board and serve at the Board’s pleasure. The General Manager is also responsible to the Board for carrying out the duties assigned by the Board, which includes but is not limited to the operation and management of the BWL.

WHEREAS, the Board’s role as the governing body for the BWL includes certain fiduciary duties such as acting in the BWL’s best interest, protecting and enhancing the BWL as owned by its rate payers, exercising reasonable care, loyalty and good faith in actions and decisions, meeting legal and regulatory requirements, and assuring the General Manager, Director of Internal Audit and Corporate Secretary are effective with adequate support and resources.

WHEREAS, while the Administrative Rules of Procedure as approved by Lansing City Council in accordance with Section 5-105 identifies how the Board will conduct business and is organized for fulfilling its policymaking responsibilities necessary for the operation of the BWL, it desires to better define the understanding between individual Board members on day to day dealings.

WHEREAS, the Board recognizes the need for a self-evaluation but deems that an evaluation conducted every year is unnecessary and that conducting an evaluation every two years is sufficient in determining the ways in which efficiency and effectiveness can be improved.

RESOLVED, the Board amends the Governance policy relating to the period of time that the Board will conduct a self-evaluation from a year to every two years; with the next evaluation to be conducted in 2020.

This Resolution supersedes Resolution 2017-07-06 which established and adopted the Commissioner Governance Policy.

Motion by Commissioner McCloud, Seconded by Commissioner Graham, to amend the Board of Commissioners Governance Policy from conducting a self-evaluation each year to every two years.

Action: Motion Carried.

COMMISSIONER GOVERNANCE POLICY

- 1) The Board's objectives and goals for its effective governance of the BWL include the following:
 - a. Develop and adopt corporate policies for the governance of the BWL that are sufficient for the effective administrative and executive management of the BWL;
 - b. Review and approve the corporate strategic plan that sets forth the mission, goals and broadly stated objectives and performance measures;
 - c. Review and approve major project plans and programs, capital and operating budgets proposed by the General Manager, or other policy matters as requested by the Board;
 - d. Monitor organizational performance;
 - e. Support the General Manager by engaging in collaborative performance planning and evaluation.

- 2) The Board commits itself and its individual members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate professional and personal behavior. More specifically:
 - a. Commissioners must, in capacity as a board member, represent the interests of the BWL and their respective constituents.
 - b. Commissioners may not attempt to exercise individual authority over the BWL, except as explicitly set forth in Board policies.
 - i. Commissioners' interactions with the General Manager, management and staff must clearly reflect that there is no authority vested in individual Commissioners, except when explicitly authorized by action of the Board.
 - ii. Only the Chair or other Designee of the Board may speak on behalf of the Board. To that end, no individual Commissioner (other than the Chair) may speak for the Board except to repeat explicitly stated Board decisions.
 - iii. Commissioners will refrain from making individual public comments about the BWL unless such comments are supported by relevant, timely, accurate and objectively reported information.
 - iv. Commissioners will respect the confidentiality appropriate to personnel issues and information of a sensitive nature.

- 3) The Board adopts and establishes that the General Manager's principal role, with the support of management and staff employees, is to:
 - a. Carry out the administrative and management duties assigned for the full and exclusive management of the utility services provided by the BWL;
 - b. Support the Board in its development of policies;
 - c. Carry out the Board policies;
 - d. Keep the Board informed about the outcomes of its policies, including achievement of results and the use of resources;

- e. Prepare and present, for Board approval and consistent with Board policies, a strategic plan, major project plans and programs and capital and operating budgets;
 - f. Manage and operate the BWL, accepting accountability for the performance of the organization in relation to the Board's policies, as well as its approved strategic and business plans, major project plans and programs, and capital and operating budgets.
 - g. Establish administrative and operational directives, standards, guidelines and procedures that support Board approved corporate policies, strategies, projects and budgets.
- 4) The Board shall provide direction to the General Manager, Director of Internal Audit and Corporate Secretary collectively as a board through resolution or motion as adopted by the Board; which includes the understanding that:
- a. The General Manager, Director of Internal Audit and Corporate Secretary are the only persons directly accountable to the Board for the operational conduct that directly impact their respective areas of responsibility. Additionally, the General Manager, Director of Internal Audit and Corporate Secretary are individually accountable only to the Board.

The authority and accountability of respective management and staff is inseparable from the authority and accountability of the General Manager, Director of Internal Audit and Corporate Secretary. To that end:

- i. The Board shall not give orders directly or implied to anyone other than the General Manager, Director of Internal Audit or Corporate Secretary based on the areas of respective authority and accountability.
 - ii. To the extent that the Board's written policies do not give specific direction, and the General Manager, Director of Internal Audit or Corporate Secretary deem it necessary to act, the General Manager, Director of Internal Audit or Corporate Secretary will respectively use a reasonable interpretation of its current policies, to make all decisions, develop all processes and procedures, take all actions and establish all practices necessary and will report to the Board actions taken and any recommendations for additional, or amendments to existing Board written policies.
- b. Unless the Board has specifically authorized an individual Commissioner or Board committee to do so, an individual Commissioner cannot make decisions or recommendations, nor issue directives that are binding on the General Manager, Director of Internal Audit and Corporate Secretary
 - c. When individual Commissioners request information or assistance from management without formal Board authorization, the General Manager, Director of Internal Audit and Corporate Secretary can either respond to the request accordingly or refer the request to the Board.

RESOLUTION 2019-01-01
Amend^{ED} Board of Commissioners Governance Policy

WHEREAS, The Lansing Board of Water & Light (BWL) is a municipally owned utility company organized under the Lansing City Charter as permitted by the Home Rule Cities Act, MCL 117.4(f)(c), and governed by the Board of Commissioners (“Board”). The Board, per the Lansing City Charter, is delegated administrative, executive and policy-making authority over the operation of the BWL, which includes the full and exclusive management of water, heat, steam and electric services and such additional services of the City of Lansing as may be agreed upon by the Board and City Council.

WHEREAS, per the Lansing City Charter, the Board has appointed three individuals, Director (also known as the General Manager), Internal Auditor (also known as the Director of Internal Audit), and Secretary (also known as the Corporate Secretary), who report directly to the Board and serve at the Board’s pleasure. The General Manager is also responsible to the Board for carrying out the duties assigned by the Board, which includes but is not limited to the operation and management of the BWL.

WHEREAS, the Board’s role as the governing body for the BWL includes certain fiduciary duties such as acting in the BWL’s best interest, protecting and enhancing the BWL as owned by its rate payers, exercising reasonable care, loyalty and good faith in actions and decisions, meeting legal and regulatory requirements, and assuring the General Manager, Director of Internal Audit, and Corporate Secretary are effective with adequate support and resources.

WHEREAS, while the Administrative Rules of Procedure as approved by Lansing City Council in accordance with Section 5-105 identifies how the Board will conduct business and is organized for fulfilling its policymaking responsibilities necessary for the operation of the BWL, it desires to better define the understanding between individual Board members on day to day dealings.

WHEREAS, the Board recognizes the need for a self-evaluation but deems that an evaluation conducted every year is unnecessary and that conducting an evaluation every two years is sufficient in determining the ways in which efficiency and effectiveness can be improved.

RESOLVED, the Board amends the Governance policy relating to the period of time that the Board will conduct a self-evaluation from a year to every two years; with the next evaluation to be conducted in 2020.

This Resolution supersedes Resolution 2017-07-06 which established and adopted the Commissioner Governance Policy.

Motion by Commissioner McCloud, Seconded by Commissioner Graham, to amend the Board of Commissioners Governance Policy from conducting a self-evaluation each year to every two years.

Action: Motion Carried.

COMMISSIONER GOVERNANCE POLICY

- 1) The Board’s objectives and goals for its effective governance of the BWL include the following:
 - a. Develop and adopt corporate policies for the governance of the BWL that are sufficient for the effective administrative and executive management of the BWL;
 - b. Review, **REQUIRE MODIFICATIONS IF NECESSARY**, and approve the corporate strategic plan that sets forth the mission, goals and broadly stated objectives and performance measures;
 - c. Review, **REQUIRE MODIFICATIONS IF NECESSARY**, and approve major project plans and programs, capital and operating budgets proposed by the General Manager, or other policy matters as requested by the Board;
 - d. Monitor organizational performance;
 - e. Support the General Manager by engaging in collaborative performance planning and evaluation.

- 2) The Board commits itself and its individual members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate professional and personal behavior. More specifically:
 - a. Commissioners must, in capacity as a board member, represent the interests of the **BWL CITY OF LANSING** and their respective constituents.
 - b. Commissioners may not **ATTEMPT TO** exercise individual authority over the BWL, except as explicitly set forth in Board policies.

C. AS A GENERAL RULE, COMMISSIONERS SHALL REFER MEDIA QUESTIONS ABOUT BWL OPERATIONS TO THE GENERAL MANAGER. IF AN INDIVIDUAL COMMISSIONER IS CONTACTED BY THE MEDIA, THE COMMISSIONER SHALL PROMPTLY INFORM THE OTHER COMMISSIONERS REGARDING THE QUESTIONS FROM THE MEDIA AND THE COMMISSIONER’S ENSUING RESPONSE. THE BOARD RECOGNIZES THAT WE RETAIN OUR OVERSIGHT AUTHORITY.

d. Commissioners' interactions with the General Manager, management and staff **must SHOULD** clearly reflect that there is no authority vested in individual Commissioners, except when explicitly authorized by action of the Board.

ii. ——— Commissioners’ interactions with the General Manager, management and staff must clearly reflect that there is no authority vested in individual Commissioners, except when explicitly authorized by action of the Board.

iii. ——— Commissioners will refrain from making individual public comments about the BWL unless such comments are supported by relevant, timely, accurate and objectively reported information.

E. COMMISSIONERS MAY SHARE WITH THE PUBLIC INFORMATION MADE PUBLIC BY MANAGEMENT.

F. CONSISTENT WITH THIS POLICY AND THE RULES OF PROCEDURE, COMMISSIONERS IN THEIR INDIVIDUAL CAPACITIES CAN MAKE PUBLIC COMMENTS ABOUT THE BWL AND SHOULD EXERCISE CARE TO ENSURE THAT SUCH COMMENTS ARE SUPPORTED BY RELEVANT, TIMELY, ACCURATE AND OBJECTIVELY REPORTED INFORMATION

iv- g. Commissioners will respect the confidentiality appropriate to personnel issues and information of a sensitive nature.

- 3) The Board adopts and establishes that the General Manager's principal role, with the support of management and staff employees, is to:
 - a. Carry out the administrative and management duties assigned by the Board of Commissioners FOR the ~~FULL AND EXCLUSIVE~~ management of the utility services provided by the **BWL BOARD OF COMMISSIONERS**;
 - b. Support the Board in its development of policies;
 - c. Carry out the Board policies;
 - d. Keep the Board informed about the outcomes of its policies, including achievement of results and the use of resources;
 - e. Prepare and present, for Board approval **AND MODIFICATION IF NECESSARY**, and consistent with Board policies, a strategic plan, major project plans and programs and capital and operating budgets;
 - f. Manage and operate the BWL, accepting accountability for the performance of the organization in relation to the Board's policies, as well as its approved strategic and business plans, major project plans and programs, and capital and operating budgets.
 - g. Establish administrative and operational directives, standards, guidelines and procedures that support Board approved corporate policies, strategies, projects and budgets.
- 4) The Board shall provide direction to the General Manager, Director of Internal Audit, and Corporate Secretary collectively as a **Board** through resolution or motion as adopted by the Board; which includes the understanding that:
 - a. The General Manager, Director of Internal Audit, and Corporate Secretary are the only persons directly accountable to the Board for the operational conduct that directly impact their respective areas of responsibility. Additionally, the General Manager, Director of Internal Audit and Corporate Secretary are individually accountable only to the Board.

The authority and accountability of respective management and staff is inseparable from the authority and accountability of the General Manager, Director of Internal Audit, and Corporate Secretary. To that end:

- i. The Board shall not give orders, directly or implied, to anyone other than the General Manager, Director of Internal Audit, or Corporate Secretary based on the areas of respective authority and accountability.
 - ii. To the extent that the Board's written policies do not give specific direction, and the General Manager, Director of Internal Audit, or Corporate Secretary deem it necessary to act, the General Manager, Director of Internal Audit, or Corporate Secretary will respectively use a reasonable interpretation of its current policies, to make all decisions, develop all processes and procedures, take all actions and establish all practices necessary and will report to the Board actions taken and any recommendations for additional **ACTIONS**, or amendments to existing Board written policies.
 - b. Unless the Board has specifically authorized an individual Commissioner or Board committee to do so, an individual Commissioner **OR COMMITTEE** cannot make decisions or recommendations, nor issue directives that are binding on the General Manager, Director of Internal Audit, and Corporate Secretary.
 - c. When individual Commissioners request information or assistance from management without formal Board authorization, the General Manager, Director of Internal Audit, and Corporate Secretary can either respond to the request accordingly or refer the request to the Board.
 - i. **Respond as requested.** The General Manager, Director of Internal Audit, and Corporate Secretary at his or her discretion may notify all other Commissioners of the request and the response provided.
 - ii. **Refer the request.** The General Manager, Director of Internal Audit, and Corporate Secretary at his or her discretion may refer the request to the Board for consideration and direction before taking any action. This is especially appropriate where the General Manager, Director of Internal Audit, and Corporate Secretary believe responding to the request for information or assistance would be disruptive or require a material amount of staff time or funds that were not previously budgeted or scheduled for that purpose.
- 5) Every two years the Board will conduct a self-evaluation, soliciting the views of Board Members and other stakeholders as to the ways in which efficiency and effectiveness can be improved.
- 6) This Commissioner Governance policy is not intended to and shall not be construed as supplanting the Administrative Rules of Procedures as approved by the Lansing City Council in accordance with the Lansing City Charter Section 5-105 in whole or part. This Governance Policy is an understanding amongst the Board of Commissioners of how it will effectuate its executive and policymaking responsibilities with the utilization of its three appointees:

General Manager, Director of Internal Audit, and Corporate Secretary.

To the extent certain organizational resources are needed and permitted by the Administrative Rules of Procedure, which includes but is not limited to the use of consultants or legal counsel, this policy shall not prohibit or hinder such use, so long as the Administrative Rules of Procedure are followed.

Proposed Resolution
Commissioner Governance Policy Amendment

WHEREAS, the Lansing Board of Water & Light (BWL) is established by City Charter as an administrative board with executive, policy making and management authority over the operation of utility services of the City; and

WHEREAS, pursuant to Section 5-105 of the Lansing City Charter BWL Board of Commissioners developed and adopted a Commissioner Administrative Rules of Procedure, which has been approved by Lansing City Council, which Procedure identifies how the Board conducts business to fulfill its governance and policymaking responsibilities for the operation of the BWL; and

WHEREAS, the Board further adopted a Commissioner Governance Policy on July 25, 2017, as superseded by Resolution 2019-01-01, to better define the understanding between individual Board members on day-to-day dealings; and

WHEREAS, the Board desires to update the Commissioner Governance Policy with technical changes to provide clarity, as well as several substantive amendments, and these changes are set forth in Attachment A.

NOW, THEREFORE, BE IT RESOLVED, the Commissioner Governance Policy is amended as set forth in Attachment B incorporating the changes set forth in Attachment A.

**BOARD OF WATER AND LIGHT
OF THE CITY OF LANSING, MICHIGAN**

**RULES OF PROCEDURE
APPROVED BY BWL COMMISSION: MAY 26, 2015
CITY COUNCIL EFFECTIVE: JUNE 8, 2015**

I. MEETINGS

1.1 Regular Meetings

1.1.1 The Board of Water and Light (BWL) Commissioners shall hold regular bi-monthly meetings on the fourth Tuesday of the month in the REO Depot, 1201 S. Washington Ave., Lansing, Michigan 48910 or at such other place, as the Board shall determine, unless a regular meeting is rescheduled as provided herein.

1.1.2 A schedule of dates, places and times for each regular bi-monthly meeting to be held in the calendar year shall be adopted by the Board during November of the preceding year.

1.2 Special Meetings

1.2.1 Special Meetings of the Board shall be called by the General Manager or Secretary on the request of the Chair of the Board or on the request of any two Voting Members.

1.2.2 Members of the Board shall have at least 18 hours written notice of a Special Meeting designating the time and purpose of such meeting. The notice shall be delivered personally to each Member of the Board or left at his or her usual place of residence or business by the Secretary or someone designated by the Secretary.

1.3 Rescheduled Meetings

1.3.1 The Chair may reschedule any regular or Special Meeting.

1.3.2 Notice of any rescheduled meeting shall be given as required pursuant to Section 1.2.2, and Section 2.2.

1.4 Conflicting Times

The schedule of regular Board meetings shall not conflict with regular meetings of the Lansing City Council.

1.5 Committee of the Whole Meetings

- 1.5.1 The Board may convene as a Committee of the Whole upon call by the Vice Chair or any two Voting Members of the Board.
- 1.5.2 Notice shall be provided in accordance with the provisions for Special Meetings and State law.
- 1.5.3 The Committee of the Whole shall report its recommendations, if any, for consideration by the Board at a regular or Special Meeting.

1.6 Closed Meetings

- 1.6.1 Meetings that are closed to the public may be closed to the public only for those purposes permitted under the Michigan Open Meetings Act, as amended.
- 1.6.2 No Non-voting Member shall participate in any closed meeting the subject of which the Non-voting Member or the municipality(s) they represent has a conflict of interest or a financial interest other than as a citizen of the municipality. If a conflict of interest question is raised under this section at any Board meeting prior to going into closed session, such question shall be determined by a majority of those Voting Members present and qualified to vote before the main question shall be voted on. If the Non-voting Member is recused, they shall be prohibited from voting on or participating in the closed session.

II. NOTICE OF MEETINGS

2.1 Publication of Dates

A notice listing the dates of the regular meetings shall be published annually in a newspaper of general circulation in Ingham County at least three days prior to the time of the regularly scheduled meeting in January. At the regularly scheduled meetings in November each year, the Board shall name the newspaper in which the notice shall be published.

2.2 Posting Notice

Notice of all meetings of the Board shall be posted in accordance with state law.

2.3 Designated Person

The Secretary shall be responsible for posting notices.

III. QUORUM FOR A REGULAR OR SPECIAL MEETING

3.1 Number Required

The presence of five Voting Members of the Board shall be a quorum for the transaction of business at all regular and Special Meetings;

3.2 Lack of Quorum

In the absence of a quorum, those present may adjourn any meeting or hearing to a later date or hold the meeting for the purpose of considering such matters as are on the agenda. No action taken in the absence of a quorum shall be valid or effective unless and until ratified and confirmed at a subsequent regular or Special Meeting at which a quorum is present and at which five affirmative votes are given for ratification.

IV. OFFICIAL ACTION AT REGULAR OR SPECIAL MEETINGS

4.1 The concurring vote of the majority of all Voting Members of the Board serving shall be necessary for official action and such vote may only take place at regular or Special Meetings of the Board on the following items:

4.1.1 Adopting the annual fiscal year budget and any amendments thereto.

4.1.2 Adopting rates for furnishing electric, water, and steam service.

4.1.3 Appointment or removal of the Director, Internal Auditor, and Secretary.

4.1.4 Purchase and sale of real property.

4.1.5 Sale or exchange of facilities as set forth in 5-207 of Lansing's City Charter.

4.1.6 Providing compensation, benefits, conditions of employment, and retirement plans.

4.1.7 Removal of a Member from service as an officer, except at the expiration of the officer's term.

4.2 Except as may be required by law or by section 10.1.4, all other matters considered by the Board shall require the affirmative vote of a majority of Voting Members present at a regular or Special Meeting.

4.3 The Board speaks through resolutions. A Member of the Board may only speak on the Board's behalf in accordance with its resolutions. *See 19.2.3.*

V. VOTING

5.1 Roll Call Vote

5.1.1 A roll call vote shall be required for holding a closed meeting as specified by the Open Meetings Act or upon request of any Voting Member.

5.1.2 All Voting Members and Non-voting Members shall be required to participate in a vote to go into closed session as required by the Open Meetings Act.

5.2 Unanimous Consent

If there is no objection to the proposed action, the action may be taken by unanimous consent, except actions required by roll call vote pursuant to these rules, the Charter of the City of Lansing, or the law of the State of Michigan.

5.3 Conflict of Interest

If a Board Member has a conflict of interest on an issue before the Board, he or she shall reveal the conflict, not participate in discussion or any decision regarding the issue, and shall refrain from discussing the issue with any other Board Member or staff.

VI. ANNUAL ORGANIZATION

The Board shall organize at its first regular meeting following July 1st or as soon thereafter as is reasonably convenient, by selecting one of its Voting Members as Chair and, one of its Voting Members as Vice Chair, each of whom shall serve until the first regular meeting in the following July or a successor has been selected.

VII. DUTIES OF OFFICERS

7.1 Chair

The Chair shall preside at all regular or Special Meetings of the Board and public hearings conducted by the Board, see that all orders and regulations are executed and complied with, see that all legal contracts with the BWL for or in the name of the City are performed, and shall perform such other duties as may be from time to time lawfully required of the Chair. The Chair shall also be an ex officio member of all committees of the Board, unless the Chair is an official member of a Committee. If the Chair is an official member of a Committee, she or he shall possess all voting privileges. It shall not be necessary for the Chair to relinquish the chair for the purpose of participating in debate or for the making of routine motions and resolutions.

7.2 Vice Chair

In the absence of the Chair, the Vice Chair shall perform all the duties and have all the powers of the Chair. The Vice Chair shall also preside over meetings of the Committee of the Whole.

7.3 Past Chair

The most immediate past Chair of the Board who is not currently serving as Chair or Vice Chair of the Board shall be designated "Past Chair." If no Past Chair is serving on the Board, the Voting Members of the Board shall select a Voting Member to assume the duties of the Past Chair as set forth in these Rules of Administrative Procedure. The Past Chair shall assume the duties of the Chair when neither the Chair nor the Vice Chair is present.

VIII. CHARTER POSITIONS

8.1 Director, Secretary and Internal Auditor

The Voting Members of the Board shall, at its first regular meeting following July 1st of each year, or as soon as practicable thereafter, appoint a Director, an Internal Auditor and a Secretary. The Director shall also be known as the General Manager, and shall be the highest executive officer of the Board of Water and Light. The Internal Auditor shall also be known as the Director of Internal Audit. These positions shall be contract positions, shall report directly to the Board of Commissioners, and shall serve at the pleasure of the Board of Commissioners.

8.2 Unless otherwise determined by the Board of Commissioners, contract reviews for the Charter Position employees shall commence no later than sixty (60) days prior to the end of the fiscal year and be completed no later than the start of the next fiscal year.

IX. STANDING COMMITTEES

9.1 Committees

9.1.1 In order to carry out its policymaking obligations, the Board of Water and Light Commissioners shall meet as often as needed, as one or more standing committees or ad hoc committees, in the REO Depot, 1201 S. Washington Ave., Lansing, Michigan 48910 or at such other place, as the Board shall determine. Notice of these meetings shall be provided in accordance with the Lansing City Charter and state law.

9.2 STANDING COMMITTEES

9.2.1 The following standing committees shall be appointed by the Chair as provided in 9.4:

Finance

Human Resource

Nominating

EXECUTIVE

9.2.2 The Finance Committee shall have oversight responsibility for financial performance measures and audits, capital expenditures and returns, bond indebtedness and credit rating, annual Operations & Maintenance budget, rate review, and the investment policies of the retirement plans.

- 9.2.3 The Nominating Committee shall at its first regular meeting following July 1st of each year, nominate a slate of officers at its annual organizational meeting and shall endeavor to rotate officers of the Board annually.
- 9.2.4 The Human Resources Committee shall have oversight responsibility for non-bargaining salary adjustments, employee survey results, labor relations, performance appraisal review for Board-appointed positions, Board staff appointments, salary, wages, and employee benefits.
- 9.2.5 The Executive Committee shall, during the intervals between the Board of Commissioners' meetings, assist in the development of the BWL's position on major issues and submit and recommend the position to the Board for consideration and action. The Executive Committee shall consider and act upon such other activities as directed or referred to it by the Board or as otherwise specified in these Rules.

9.3 Ad Hoc Committees

Ad hoc committees shall convene whenever the need arises to address an issue or topic that would not appropriately fall within any of the other standing committees and would not require the attention of the Committee of the Whole.

9.4 Appointment of Standing and Ad Hoc Committees

The Chair shall appoint Members to the standing committees and such other ad hoc committees as the Board may from time to time establish. The first Voting Member named on each committee shall be the Chair of the committee.

Standing Committees: All standing committees, except the Executive Committee, shall have four (4) regular Voting Members and two (2) alternate Voting Members who shall serve in the absence of regular Voting Member(s). The Executive Committee shall have four (4) Voting Members, including the Chair, Vice Chair and Past Chair and one (1) Member elected by the Voting Members, whose term shall be concurrent with the terms of the Officers. The Chair may appoint additional Non-voting Members to any committee.

The Nominating Committee shall not consist of any Members who intend to run for an officer position.

Ad Hoc Committees: The Chair shall appoint Members of any ad hoc committee. An ad hoc committee may have any number of Members.

9.5 Sub-Committees Authorized

The Executive Committee shall establish such sub-committees as deemed necessary.

9.6 Quorum for Committee Meetings

A quorum for a standing or ad hoc committee shall be three (3) Voting Members of the Board.

9.7 Committee Meetings

Meetings of standing or ad hoc committees may be called by the General Manager or Secretary on the request of the Chair of the Board, Chair of a committee or any two Voting Members on the committee.

9.8 Committee Reports

Each standing or ad hoc committee shall report its recommendation, if any, for consideration by the Board at a regular or Special Meeting.

Upon adoption of a motion to accept (or approve) a committee report, the recommendation of the committee becomes the action of the Board; provided, however, if any resolutions are necessary to carry out the report, they shall be enacted separately pursuant to section 19.5.

9.9 Committee Resolutions

Committee reports recommending action by the Board shall have incorporated in the report the necessary resolutions or motions to accomplish the action.

9.10 Discharge of Consideration

A committee shall be discharged of any matter referred to it by an affirmative vote of two-thirds of the Board.

X. AGENDA FOR REGULAR MEETINGS

10.1 Order of Business

10.1.1 The order of business at any regular meeting of the Board shall be as follows:

1. Roll Call
2. Approval of Minutes
3. Public Comments on agenda items shall be limited to three (3) minutes unless waived at the discretion of the Chair
4. Communications
5. Committee Reports
6. General Manager's Recommendations
7. Unfinished Business
8. New Business
9. Resolutions

10. Manager's Remarks
11. Remarks by Members of the Board.
12. Motion of Excused Absence
13. Public Comments on BWL-related matters shall be limited to three (3) minutes unless waived at the discretion of the Chair
14. Adjournment

10.1.2 In the absence of any objection, the presiding officer shall have the discretion to vary the order of business.

10.1.3 Preparation of Agenda

An agenda shall be prepared by the General Manager and made available for distribution three days preceding a regular or Special Meeting for informational purposes only. However, the agenda is subject to unilateral change by the General Manager before the meeting.

10.1.4 Changes to the Agenda

In the absence of any objection, the General Manager or any Voting Member of the Board may add or subtract an agenda item at a meeting. In the event of objection, an affirmative vote of the majority of the Voting Members of the Board shall be required to add or subtract an agenda item.

10.1.5 Public Comments

The time limits of Section 10.1.1.3 apply to all Public Comments. Immediately following Approval of Minutes, the Chair will announce that members of the public are invited to address the Board regarding any item on the agenda. Anyone wishing to comment on any matter not on the agenda may do so immediately prior to adjournment. The Chair may exercise its discretion in prescribing how members of the public will seek recognition, or extending time limits for comments under the circumstances, or in limiting remarks to the subject matter under discussion as provided in 10.1.1.3.

10.1.6 Reports and Recommendations of Director and General Manager

The Director and General Manager shall advise the Board by mail of Reports and Recommendations to be considered at each regular meeting.

XI. AGENDA FOR COMMITTEE MEETINGS

11.1 Order of Business

11.1.1 The order of business at any committee meeting of the Board shall be as follows:

1. Roll Call
2. Public comment on agenda items shall be limited to three (3) minutes unless waived at the discretion of the chair
3. Agenda Topics
4. Other
5. Adjourn

11.1.2 A concurring vote of a majority of Voting Members on the committee present shall be necessary to move a recommendation to the Board.

XII. PUBLIC HEARINGS

12.1 The Board shall hold a public hearing at least thirty days before the effective date of any changes in rate structure. The Board shall comply with the requirements of Charter Section 5-205.2 for public hearings regarding changes in the rate structure. The Board may also choose to hold public hearing on other topics as necessary or appropriate.

12.2 Although the Board will generally hold its public hearings in the REO Depot, 1201 S. Washington Ave., Lansing, Michigan 48910, the Board may conduct public hearings at such places that it determines will best serve the public interest.

12.3 Notice of the hearing will be placed in at least one (1) newspaper of general circulation in the Lansing, Michigan area, no less than fourteen (14) days before the public hearing. The notice shall state the date, time, place and subject of the hearing. Notice shall also be posted electronically on the LBWL's website.

12.4 A quorum of the Board shall be necessary to conduct a public hearing.

12.5 No Member shall engage in ex parte conversations about the topic of the public hearing either before or after the hearing until the full Board takes action on the topic.

12.6 Public hearings shall be open to the public, in accordance with the Open Meetings Act.

12.7 Individuals and organizations are invited to comment on the topic of the public hearing, either orally or in writing. Written comments should be addressed to the Secretary and should be presented on or before the date of the hearing. Oral comments shall be presented at the public hearing. The Chair may set reasonable limits on the length of oral presentations. Comments or conduct that disrupt the orderly conduct of meetings or hearings shall not be permitted.

12.8 A transcript or recording of the hearing shall be made and kept for no less than three years.

12.9 Public Hearing on Rates: In the case of a rate hearing, the Board may hold a separate meeting or meetings after the rate hearing to discuss the proposed changes to the rate structure and vote on the proposed changes. If the Board's discussions after the rate hearing indicate that it intends to raise any customer's rate higher than proposed during the public hearing, the Board shall hold an additional public hearing on the proposed higher rate in accordance with this section before voting on the rates. The Board is not required to hold any additional hearings in order to approve a rate lower than the rate proposed at the public hearing.

12.10 If the Board acts on the topic discussed at the public hearing, it shall do so at a public meeting and shall approve a written resolution describing its action.

XIII. MEMBERS OF THE BOARD

13.1 Attendance

Each Member of the Board shall attend all meetings of the Board in person unless otherwise excused. Each Member must attend at least fifty (50) percent of regular or Special Meetings of the Board and fifty (50) percent of assigned committee meetings during any fiscal year. Failure to do so may be grounds for removal by the City from the office as a Member of the Board.

13.2 Disqualification to Vote

Any Voting Member of the Board having a direct or indirect financial interest in any matter before the Board, or who may stand to gain or lose financially or otherwise due to action of the Board on any matter, shall indicate such interest to the Board and may be disqualified from voting on such matter as set forth in the Lansing City Charter.

13.3 Ethics

All Board Members are subject to Article 5, Chapter 5 of the Lansing City Charter (Ethics) and the Lansing Ethics ordinance.

XIV. RECONSIDERATION OF ACTION

Any Voting Member may move to reconsider a previous action of the Board. Such motion to reconsider shall be made not later than the next regular Board meeting.

XV. MINUTES

15.1 Preparation and Filing

The Secretary shall keep minutes of regular and Special Meetings of the Board and committees and shall file a copy of the Board minutes in the office of the City Clerk as a public record. No official action taken by the Board shall be valid or effective until a copy of the minutes of the meeting at which such action was taken is filed with the City Clerk.

15.2 Corrections

Corrections in the regular or Special Meeting or committee minutes shall be made not later than the next meeting after the meeting to which the minutes refer. The corrected minutes shall show both the original entry and the correction.

15.3 Delivery to Members

The Secretary shall provide each Member of the Board with a copy of the regular or Special Meeting minutes as soon as they are filed with the City Clerk. Corrected minutes shall be available no later than the next subsequent meeting after correction.

15.4 Public Inspection

Proposed minutes will be available for public inspection not more than eight (8) business days after the meeting to which the minutes refer. Approved minutes will be available for public inspection not later than five (5) business days after the meeting at which the minutes are approved. Copies of the minutes will be made available to the public at a reasonable estimated cost for printing or copying. (1976 Public Act 267).

XVI. CONFIDENTIALITY

16.1 Communications

Members of the Board shall treat all information marked “confidential” or “privileged” accordingly and shall not release such information to unauthorized individuals, unless disclosure is required by law. All such information shall be returned to the Secretary.

16.2 Closed Session

All written and verbal information obtained and/or discussed in Closed Session shall be confidential and never discussed or shared outside of Closed Session, unless otherwise specified by law.

XVII. CONTRACT LIMITATIONS

The Board shall not have the power to make any contract with or give any official position to any person who is known to be in default to the City.

XVIII. AMENDMENTS

Any Voting Member of the Board may initiate amendments to the Rules of Administrative Procedure by presenting them in writing at any regular meeting. All Members of the Board must be notified of such amendments mailed at least four (4) days before the amendment is to be voted upon. An affirmative a majority of Voting Members serving shall be required to amend the rules of procedure, after which the proposed revisions shall be forwarded to the City in compliance with Charter Section 5-105.8.

XIX. MISCELLANEOUS

19.1 Parliamentary Procedure

All questions of procedure not covered by these rules or the City Charter of the City of Lansing shall be governed by the provisions in "*Robert's Rules of Order.*"

19.2 News Media Regulations

19.2.1 Members of the news media shall be provided with a table in the Board Room for their use. They shall have made available to them, upon request, a copy of the General Manager's Recommendations and any data accompanying the recommendations not marked "*Confidential*" at 10:00 a.m. one working day prior to the date of the meeting.

19.2.2 Following the adjournment of a Board meeting, members of the news media may request interviews of Members of the Board.

19.2.3 All policy statements shall be made on behalf of the Board by the Chair. *See 4.3.*

19.3 Vacancy, Resignation, Absence of Elected Officers

19.3.1 In the event the office of Chair shall become vacant by death, resignation or otherwise, the Vice Chair shall assume the office of Chair, and the most immediate Past Chair shall assume the office of Vice Chair.

19.3.2 In the absence of the Chair, Vice Chair and Past Chair, a Temporary Chair shall be elected, who would hold office during the session, until the return or election of the Chair, Vice Chair or Past Chair.

19.4 Freedom of Information

It shall be the policy of this Board to follow the provisions of Public Act 442, 1976, as it may be amended by legislative enactment or judicial decision.

19.5 Resolutions

Any Voting Member of the Board may sponsor a resolution. Any resolution may be co-sponsored by other Voting Members of the Board. A resolution must be submitted for placement on the Agenda as specified under Article X - Agenda. The sponsor of a resolution may withdraw the resolution at any time prior to enactment. Consent of the co-sponsors to withdrawal is not required.

19.6 Hiring Consultants

The Board of Commissioners may hire external consultants, such as accountants, but not outside legal counsel. The full Board will meet before a consultant is hired to determine the scope of the issues to be addressed by the consultant, the consultant's budget, and the scope of contact with the Board. One Board Member may be authorized as the primary contact with the consultant. If time constraints preclude a meeting of the full Board to discuss hiring the consultant, the Executive Committee may meet to approve the initial contact with the consultant, but may not authorize an expenditure of more than \$1,000 to a consultant without the approval of the full Board. The consultant's work product shall be written and shall be immediately transmitted to all Board Members upon completion of the requested work. All payments to consultants hired by the Board shall be deducted from the Board's budget. Board funds may not be expended to address an issue only applicable to one Member.

All outside legal counsel must be hired by in-house counsel and in accordance with the Charter.

19.7 Reimbursement of Board Member Expenses

19.7.1 Board Member Travel Expenses: The Board recognizes the value of membership and attendance at conferences, workshops, and meetings at the state, regional, and national levels that are appropriate and necessary to carry out Board of Water and Light business. As such, the Board encourages:

1. The attendance of its Members in at least one out-of-state and one in-state conference seminar per year.
2. Each newly appointed Member of the Board is encouraged to attend a formal workshop on governance as offered by the American Public Power Association.

Additional travel must be pre-approved by the Executive Committee.

Travel expenses shall be reimbursed in accordance with the Board's Travel Expense Policy.

19.7.2 Board Member Miscellaneous Expenses: Members of the Board may incur additional business expenses while representing the Board of Water and Light in the community. Business expenses such as cell phone, business luncheons, and parking are such examples of legitimate business expenses. Upon filing a claim in the prescribed form, each Member of the Board shall be reimbursed for reasonable and necessary expenses incurred in the discharge of the Board Member's official duties, in accordance with the Board's Expense Reimbursement Policy.

The Executive Committee shall review Member expenses on a quarterly basis.

19.8 Definitions

As used herein, the following terms mean:

Member: Any member of the Board, including Voting Members and Non-voting Members.

Voting Member: Any Member of the Board appointed pursuant to Lansing City Charter Section 5-103.2

Non-voting Member: Any Member of the Board appointed pursuant to Lansing City Charter Section 5-103.12.

Adopted by the Board 5/8/79, and amended 8/14/79, 11/14/79, 3/11/80, 11/11/80, 7/14/81, 8/11/81, 7/13/82, 7/26/83, 6/26/84, 3/5/85, 12/18/90, 1/5/91, 3/3/08, and 5/____/15.

**BOARD OF WATER AND LIGHT
OF THE CITY OF LANSING, MICHIGAN**

**RULES OF PROCEDURE
APPROVED BY BWL COMMISSION: MAY 26, 2015 CITY
COUNCIL EFFECTIVE: JUNE 8, 2015
SUGGESTED AMENDMENTS**

1. MEETINGS

1.1 Regular Meetings

1.1.1 The **LANSING** Board of Water and Light (BWL) **BOARD OF** Commissioners shall hold regular bi-monthly meetings on the fourth Tuesday of the month **in at** the REO Depot, 1201 S. Washington Ave., Lansing, Michigan 48910 or at such other place, as the Board shall determine, unless a regular meeting is rescheduled as provided herein.

1.1.2 A schedule of dates, places and times for each regular bi-monthly meeting to be held in the **NEXT** calendar year shall be adopted by the Board **during IN** November of the preceding year.

1.2 Special Meetings

1.2.1 Special Meetings of the Board shall be called by the General Manager or **CORPORATE** Secretary **ON-THE UPON** request of the Chair **PERSON** of the Board or **ON-THE UPON** request of any **(2FOUR (4))** Voting Members.

1.2.2 Members of the Board shall have at least **EIGHTEEN (18)** hours written notice of a Special Meeting designating the time and purpose of such meeting. The notice shall be **delivered personally PROVIDED** to each Member of the Board **OR LEFT AT HIS OR HER USUAL PLACE OF RESIDENCE OR BUSINESS** by the **CORPORATE** Secretary or someone designated by the **CORPORATE** Secretary. **ACKNOWLEDGEMENT OF NOTICE IS REQUIRED FROM EACH MEMBER OF THE BOARD, AND MAY BE IN THE FORM OF AN ELECTRONIC COMMUNICATION (I.E., EMAIL).**

1.3 Rescheduled Meetings

1.3.1 The Chair **PERSON** may reschedule any regular Meeting.

1.3.2 Notice of any rescheduled meeting shall be given **AS REQUIRED** pursuant to Section 1.2.2, and Section 2.2.

1.4 Conflicting Times

The schedule of regular Board **AND SPECIAL** meetings shall not conflict with regular meetings of the Lansing City Council.

1.5 Committee of the Whole Meetings

1.5.1 The Board may convene as a Committee of the Whole upon call by the Vice Chairperson or any **(2 FOUR (4))** Voting Members of the Board.

1.5.2 Notice shall be provided in accordance with **the provisions for Special Meetings SECTION 1.2** and State law.

1.5.3 The Committee of the Whole shall report its recommendations, if any, for consideration by the Board at a regular or Special Meeting.

1.6 Closed Meetings

1.6.1 Meetings that are closed to the public may be closed to the public only for those purposes permitted under the Michigan Open Meetings Act, as amended.

1.6.2 ~~No~~ **A** Non-voting Member **SHALL MAY** participate in **ANY A** closed **SESSION** meeting **unless** the subject of ~~WHICH THE NON-VOTING MEMBER OR THE MUNICIPALITY(S) THEY REPRESENT HAS~~ **THE CLOSED MEETING POSES** a conflict of interest **TO THE NON-VOTING MEMBER OR THE MUNICIPALITY THE NON-VOTING MEMBER REPRESENTS OR A FINANCIAL INTEREST OTHER THAN AS A CITIZEN OF THE MUNICIPALITY**. If a **CONFLICT OF INTEREST** question is raised under this section at any Board meeting, prior to going into closed session, such question shall be **DETERMINED RESOLVED** by a majority **VOTE** of those Voting Members present and qualified to vote. ~~BEFORE THE MAIN QUESTION SHALL BE VOTED ON. IF THE NON-VOTING MEMBER IS RECUSED, THEY SHALL BE PROHIBITED FROM VOTING ON OR PARTICIPATING IN THE CLOSED SESSION.~~

2. NOTICE OF MEETINGS

2.1 Publication of Dates

A notice listing the dates of the regular **BOARD** meetings shall be published annually in a newspaper of general circulation in Ingham County, **MICHIGAN** at least three **(3)** days prior to the time of the regularly scheduled meeting in January. ~~AT THE REGULARLY SCHEDULED MEETINGS IN NOVEMBER OF EACH YEAR, THE BOARD SHALL NAME THE NEWSPAPER IN WHICH THE NOTICE SHALL BE PUBLISHED.~~

2.2 Posting Notice

Notice of all meetings of the Board shall be posted in accordance with state law.

2.3 Designated Person

The **CORPORATE** Secretary shall be responsible for posting notices.

III. 3. QUORUM FOR A REGULAR OR SPECIAL MEETING

3.1 Number Required

The presence of five **(5)** Voting Members of the Board **OR THE MAJORITY OF APPOINTED VOTING MEMBERS OF THE BOARD** shall ~~be~~ constitute a quorum for the transaction of business at all regular and Special Meetings.

3.2 Lack of Quorum

In the absence of a quorum, those present may adjourn any meeting or hearing to a later date or **CHOOSE TO** hold the meeting **FOR THE PURPOSE OF CONSIDERING SUCH TO DISCUSS** matters ~~as are~~ on the agenda. **HOWEVER,** No action taken in the absence of a quorum shall be valid or effective unless and until ratified and confirmed at a subsequent regular or Special Meeting at which a quorum is present and at which five **(5)** affirmative votes **OR THE MAJORITY OF APPOINTED VOTING MEMBERS OF THE BOARD** are given for ratification.

IV. 4. OFFICIAL ACTION AT REGULAR OR SPECIAL MEETINGS

4.1 OFFICIAL ACTION

The concurring vote of the majority of all Voting Members of the Board **SERVING APPOINTING** shall be necessary for **ALL** official action and such vote may only take place at regular or Special Meetings of the Board on the following items:

- ~~4.1.1~~ a. Adopting the annual fiscal year budget and any amendments thereto.
- ~~4.1.2~~ b. Adopting rates for furnishing electric, water, and steam service.
- ~~4.1.3~~ c. Appointment or removal of the Director, Internal Auditor, and **CORPORATE** Secretary.
- ~~4.1.4~~ d. Purchase and sale of real property.
- ~~4.1.5~~ e. Sale or exchange of facilities as set forth in 5-207 of Lansing's City Charter.
- ~~4.1.6~~ f. Providing compensation, benefits, conditions of

employment, and retirement plans.

- 4.1.7 g. Removal of a Member from service as an officer, except at the expiration of the officer's term.

4.2 Except as may be required by law or by section 10.1-4.3, all other matters considered by the Board shall require the affirmative vote of a majority of Voting Members present at a regular or Special Meeting.

4.2 RESOLUTIONS

- 4.3 The Board speaks through resolutions. A Member of the Board may only speak on the Board's behalf in accordance with its resolutions. See 19.2.3.

V. 5. VOTING

5.1 Roll Call Vote

5.1.1 A roll call vote shall be required for holding a closed meeting as specified by the Open Meetings Act or upon request of any Voting Member.

5.1.2 All Voting Members and Non-voting Members shall be required to participate in a vote to go into closed session as required by the Open Meetings Act.

5.2 Unanimous Consent

If there is no objection to the proposed action, the action may be taken by unanimous consent, except actions required by roll call vote pursuant to these rules. RULES OF PROCEDURE, CITY OF LANSING CITY CHARTER, THE CHARTER OF THE CITY OF LANSING, or the laws of the State of Michigan.

5.3 Conflict of Interest

If a Board Member has a conflict of interest on an issue before the Board, he or she shall reveal the conflict, ~~NOT PARTICIPATE IN DISCUSSION OR ANY DECISION REGARDING THE ISSUE, AND SHALL RECUSE THEMSELVES FROM ALL DISCUSSIONS, DELIBERATIONS AND DECISIONS RELATED TO THE ISSUE WITH ANY OTHER BOARD MEMBER OR BWL STAFF.~~

VI. 6. ANNUAL ORGANIZATION

THE BOARD SHALL ORGANIZE AT ITS FIRST REGULAR MEETING FOLLOWING JULY 1ST, OR AS SOON THEREAFTER AS IS REASONABLY CONVENIENT, BY SELECTING ONE OF ITS VOTING MEMBERS AS CHAIRPERSON AND, ONE OF ITS VOTING MEMBERS AS VICE CHAIRPERSON, EACH OF WHOM SHALL SERVE

UNTIL THE FIRST REGULAR MEETING IN THE FOLLOWING JULY OR UNTIL A SUCCESSOR HAS BEEN SELECTED.

A COMMISSIONER CAN HOLD THE POSITION OF BOARD CHAIRPERSON OR BOARD VICE CHAIRPERSON FOR NOT MORE THAN TWO (2) YEARS, IN A FIVE-YEAR PERIOD OF TIME. A COMMISSIONER CAN SERVE AS BOARD CHAIRPERSON OR BOARD VICE CHAIRPERSON MULTIPLE TIMES WHILE SERVING AS A MEMBER OF THE BOARD OF COMMISSIONERS AS LONG AS IT IS NOT MORE THAN TWO (2) CONSECUTIVE YEARS OR TWO (2) YEARS, WITHIN A FIVE-YEAR PERIOD OF TIME.

A COMMISSIONER WHO SERVES AS CHAIRPERSON OR VICE CHAIRPERSON OF THE BOARD "CANNOT" SERVE AS THE CHAIRPERSON OF A STANDING COMMITTEE OTHER THAN THE EXECUTIVE AND BOARD PENSION FUND TRUSTEES COMMITTEES.

THE CHAIRPERSON SHALL NOT APPOINT THE NOMINATING COMMITTEE CHAIRPERSON. THE NOMINATING COMMITTEE CHAIRPERSON POSITION AND COMMITTEE WILL BE DETERMINED BY THOSE FORMALLY SHARING INTEREST AND FINALLY BY CONSENSUS OR VOTE IN THE COMMITTEE OF WHOLE MEETING LEADING UP TO THE ELECTION PROCESS.

¶. 7. DUTIES OF OFFICERS

7.1 ChairPERSON

The ChairPERSON shall preside at all regular or Special Meetings of the Board AND AS WELL AS public hearings conducted by the Board. THE CHAIRPERSON SHALL see that all orders and regulations are executed and complied with, see that all legal contracts with the BWL for or in the name of the City are performed, and shall perform such other duties as may be from time to time lawfully required of the ChairPERSON. The ChairPERSON shall also be an ex officio member of all committees of the Board, unless the ChairPERSON is an official member of a Committee. If the ChairPERSON is an official member of a Committee, she or he shall possess all voting privileges. It shall not be necessary for the ChairPERSON to relinquish the Chairperson POSITION for the purpose of participating in debate or for the making of routine motions and resolutions.

7.2 Vice ChairPERSON

In the absence of the Chairperson, the Vice Chairperson shall perform all the duties and have all the powers of the Chairperson. The Vice ChairPERSON shall also preside over meetings of the Committee of the Whole.

7.3 Past ChairPERSON

The most IMMEDIATE RECENT past ChairPERSON of the Board who is not currently serving as ChairPERSON or Vice ChairPERSON of the Board shall be designated "Past ChairPERSON." If no Past ChairPERSON is serving on the Board, the Voting Members of the Board shall select a Voting Member to

assume the duties of the Past Chair **PERSON** as set forth in these Rules of Administrative Procedure. The Past Chair **PERSON** shall assume the duties of the Chair **PERSON** when neither the Chair **PERSON** nor the Vice Chair **PERSON** is present.

VIII. 8. CHARTER POSITIONS

8.1 Director, **CORPORATE** Secretary and Internal Auditor

The Voting Members of the Board shall, at its first regular meeting following July 1st of each year, or as soon as practicable thereafter, appoint a Director, an Internal Auditor and a Secretary. The Director shall also be known as the General Manager, and shall be the highest executive officer of the **BOARD OF WATER AND LIGHT BWL**. The Internal Auditor shall also be known as the Director of Internal Audit. **THE SECRETARY SHALL BE KNOWN AS THE CORPORATE SECRETARY AND THE DIRECTOR OF CORPORATE GOVERNANCE.** These positions shall be contract positions, shall report directly to the Board of Commissioners, and shall serve at the pleasure of the Board of Commissioners.

8.2 **CONTRACT REVIEWS**

Unless otherwise determined by the Board of Commissioners, contract reviews for the Charter Position employees shall commence no later than sixty (60) days prior to the end of the fiscal year and be completed no later than the start of the next fiscal year.

EXIT INTERVIEWS

UNLESS OTHERWISE DETERMINED BY THE BOARD OF COMMISSIONERS, AN EXIT INTERVIEW SHALL BE CONDUCTED TWO WEEKS PRIOR TO THE KNOW/ANTICIPATED DEPARTURE OR RETIREMENT OF A CHARTER POSITION.

IX. 9. **STANDING**-COMMITTEES

9.1 Committees

9.1.1 In order to carry out its policymaking obligations, the Board of Water and Light Commissioners shall meet as often as needed, as one or more standing committees or ad hoc committees, in the REO Depot, 1201 S. Washington Ave., Lansing, Michigan 48910 or at such other place, as the Board shall determine. Notice of these meetings shall be provided in accordance with the Lansing City Charter and state law.

9.1.2 COMMITTEES SHALL HAVE NO AUTHORITY TO EXERCISE THE COLLECTIVE POWERS AND DUTIES OF THE BOARD OF WATER AND LIGHT COMMISSIONERS EXCEPT AS EXPRESSLY AUTHORIZED BY AN ADOPTED RESOLUTION OF THE BOARD OF WATER AND LIGHT COMMISSIONERS.

9.2 ~~STANDING COMMITTEES~~ **STANDING COMMITTEES**

9.2.1 The following standing committees shall be appointed by the Chairperson based upon the request of the appointed Commissioner as provided in 9.4: Finance, Human Resources, Nominating, Executive, **AND ENVIRONMENTAL.**

9.2.2 **9.2.1** The Finance Committee shall have **OVERSIGHT** responsibility for **RECOMMENDATIONS TO THE BOARD OF COMMISSIONERS RELATED TO** financial performance measures and audits, capital expenditures and returns, bond indebtedness and credit rating, annual Operations & Maintenance budget, rate review, and the investment policies of the retirement plans.

~~9.2.3 **9.2.2** The Nominating Committee shall at its first regular meeting following July 1st of each year, nominate a slate of officers at THE BOARD OF COMMISSIONER'S annual organizational meeting and shall endeavor to rotate officers of the Board annually.~~

9.2.4 The Human Resources Committee shall have **OVERSIGHT** responsibility for **RECOMMENDATIONS TO THE BOARD OF COMMISSIONERS RELATED TO** non-bargaining salary adjustments, employee survey results, labor relations, performance appraisal review for Board-appointed positions, Board staff appointments, salary, wages, and employee benefits.

9.2.5 **9.2.3** The Nominating Committee shall, at its first regular meeting following July 1st of each year, nominate a slate of officers ~~at its annual organizational meeting~~ and shall ~~ENDEAVOR TO~~ rotate officers of the Board annually, **PURSUANT TO SECTION 6. ANNUAL ORGANIZATION.**

9.2.6 **9.2.4** The Executive Committee shall, during the intervals between the Board of Commissioners' meetings, assist in the development of the BWL's position on major issues ~~AND SUBMIT~~ and recommend the position to the Board for consideration and action. The Executive Committee shall consider and act upon such other activities as directed or referred to it by the Board or as otherwise specified in these Rules **OF PROCEDURE.**

9.2.7 **9.2.5** **THE ENVIRONMENTAL COMMITTEE SHALL HAVE OVERSIGHT RESPONSIBILITY FOR PROVIDING ADVICE AND RECOMMENDATIONS TO THE BOARD ON ENVIRONMENTAL ISSUES AND WORK TO IDENTIFY COMMUNITY ENVIRONMENTAL NEEDS, ASSIST IN THE DEVELOPMENT OF GOALS, PROGRAMS AND POLICIES THAT INTEGRATE ENVIRONMENTAL SUSTAINABILITY, WITH THE INTENTION OF**

TRANSFORMING THE LANSING REGION INTO A SUCCESSFUL ENVIRONMENTAL MODEL, AND ACT AS A RESOURCE FOR THE PUBLIC.

9.3 Ad Hoc Committees

Ad hoc committees shall convene whenever the need arises to address an issue or topic that would not appropriately fall within any of the other standing committees and would not require the attention of the Committee of the Whole.

9.4 Appointment of Standing and Ad Hoc Committees

The Chair **PERSON** shall appoint Members to the standing committees and such other ad hoc committees as the Board may **FROM TIME TO TIME** establish. The first Voting Member named on each committee shall be the Chair **PERSON** of the committee.

Standing Committees: All standing committees, except the Executive Committee, shall have four (4) regular Voting Members and two (2) alternate Voting Members who shall serve in the absence of regular Voting Member(s). The Executive Committee shall have four (4) Voting Members, including the Chair **PERSON**, Vice Chair **PERSON** and Past Chair **PERSON** and one (1) Member elected by the Voting Members, whose term shall be concurrent with the terms of the Officers. The Chair **PERSON** may appoint additional Non-Voting Members to any committee.

The Nominating Committee shall not consist of any Members who intend **s** to run for an officer position.

Ad Hoc Committees: The Chairperson shall appoint Members of any ad hoc committee. An ad hoc committee may have any number of Members.

9.5 Sub-Committees Authorized

The Executive Committee shall establish **such** sub-committees as deemed necessary.

9.6 Quorum for Committee Meetings

A quorum for a **s**Standing or **a**Ad **h**Hoc committee shall be three (3) Voting Members of the Committee.

9.7 Committee Meetings

~~MEETINGS OF s~~Standing or ~~a~~Ad ~~h~~Hoc committees ~~s~~ MEETINGS may be called by the General Manager or **CORPORATE** Secretary on the request of the Chair **PERSON** of the Board, Chair **PERSON** of a committee or any two **(2)** Voting Members on the committee.

9.8 Committee Reports

Each ~~standing~~ or ~~ad hoc~~ committee shall report its recommendation, if any, for consideration by the Board at a regular or Special Meeting.

Upon adoption of a motion to accept (or approve) a committee report, the recommendation of the committee becomes the action of the Board; provided, however, if any resolutions are necessary to carry out the report, they shall be enacted separately pursuant to section 19.5.

9.9 Committee Resolutions

Committee reports recommending action by the Board shall ~~HAVE INCORPORATED IN THE REPORT~~ **CONTAIN** the necessary resolutions or motions to accomplish the action.

9.10 Discharge of Consideration

A committee shall be discharged of any matter referred to it by an affirmative vote of ~~TWO-THIRDS~~ **THE MAJORITY** of the Voting Members of the Board.

✕. 10. AGENDA FOR REGULAR MEETINGS

10.1 Order of Business

10.1.1 The order of business at any regular meeting of the Board shall be as follows:

1. Roll Call
2. Approval of Minutes
3. Public Comments on agenda items. ~~shall be~~ **(Limited** to three (3) minutes unless waived at the discretion of the Chair **PERSON)**
4. Communications
5. Committee Reports
6. General Manager's Recommendations
7. Unfinished Business
8. New Business

9. Resolutions
10. Manager's Remarks
11. Remarks by Members of the Board.
12. Motion of Excused Absence
13. Public Comments on BWL-related matters ~~shall be~~ **(Limited)** to three (3) minutes unless waived at the discretion of the Chair **PERSON**
14. Adjournment

10.1.2 In the absence of any objection, the presiding officer shall have the discretion to vary the order of business.

10.1.3 10.2 Preparation of Agenda

An agenda shall be prepared by **THE BOARD CHAIR WITH THE ASSISTANCE OF THE GENERAL MANAGER AND CORPORATE SECRETARY IN CONSULTATION WITH THE BOARD CHAIRPERSON, COMMITTEE CHAIRPERSON, AND THE GENERAL MANAGER** and made available for distribution ~~THREE DAYS PRECEDING~~ **WITHIN EIGHTEEN (18) HOURS PRIOR TO** a regular or Special Meeting for informational purposes only. **HOWEVER, THE AGENDA IS SUBJECT TO UNILATERAL CHANGE BY THE GENERAL MANAGER BEFORE THE MEETING.**

10.1.4 10.3 Changes to the Agenda

In the absence of any objection, the General Manager or any Voting Member of the Board may add or subtract an agenda item at a meeting. In the event of **AN** objection, an affirmative vote of the majority of the Voting Members of the Board shall be required to add or subtract an agenda item.

10.1.5 10.4 Public Comments

The time limits of Section **S 10.1.1.3 AND 10.1.1.13** apply to all Public Comments. Immediately following Approval of Minutes, the Chair **PERSON** will announce that members of the public are invited to address the Board regarding any item on the agenda. Anyone wishing to comment on any matter not on the agenda may do so immediately prior to adjournment. The Chair **PERSON** may exercise its discretion in prescribing how members of the public will seek recognition, or extending time limits for comments under the circumstances, or in limiting remarks to the

subject matter under discussion as provided in **SECTIONS 10.1.1.3 AND 10.1.1.13**.

10.1.6 **10.5 Reports and Recommendations of DIRECTOR AND General Manager**

The **DIRECTOR AND** General Manager shall advise the Board **BY—MAIL** of Reports and Recommendations to be considered at each regular meeting.

XI. 11. AGENDA FOR COMMITTEE MEETINGS

11.1 **Order of Business**

11.1.1 The order of business at any committee meeting of the Board shall be as follows:

1. Roll Call
2. Public comment on agenda items shall be limited to three (3) minutes unless waived at the discretion of the **ChairPERSON**
3. Agenda Topics
4. Other
5. Adjourn

11.1.2 A concurring vote of a majority of Voting Members on the committee present shall be necessary to move a recommendation to the Board.

XII. 12. PUBLIC HEARINGS

12.1 DATE

The Board shall hold a public hearing at least thirty **(30)** days before the effective date of any changes in rate structure. The Board shall comply with the requirements of Charter Section 5-205.2 for public hearings regarding changes in the rate structure. The Board may also choose to hold **A** public hearing on other topics as necessary or appropriate.

12.2 LOCATION

Although the Board will generally hold its public hearings in the REO Depot, 1201 S. Washington Ave., Lansing, Michigan 48910, the Board may conduct public hearings at such places that it determines will best serve the public interest.

12.3 NOTICE

Notice of the hearing will be placed in at least one (1) newspaper of general circulation in the Lansing, Michigan area, no less than fourteen (14) days before the public hearing. The notice shall state the date, time, place and subject of the hearing. Notice shall also be posted electronically on the LBWL's website.

12.4 QUORUM

A quorum of the Board shall be necessary to conduct a public hearing.

12.5 EX PARTE COMMUNICATIONS

No Member shall engage in ex parte conversations about the topics of the public hearing, either before or after the hearing, until the full Board takes action on the topic.

12.6 OPEN MEETINGS

Public hearings shall be open to the public, in accordance with the Open Meetings Act.

12.7 PUBLIC COMMENT

Individuals and organizations are invited to comment on the topic of the public hearing, either orally or in writing. Written comments should be addressed to the Corporate Secretary and should be presented on or before the date of the hearing. Oral comments shall be presented at the public hearing. The Chairperson may set reasonable limits on the length of oral presentations. Comments or conduct that disrupt the orderly conduct of meetings or hearings shall not be permitted.

12.8 TRANSCRIPT

A transcript or recording of the hearing shall be made and kept for no less than three (3) years.

12.9 PUBLIC HEARING ON RATES

In the case of a rate hearing, the Board may hold a separate meeting or meetings after the rate hearing to discuss the proposed changes to the rate structure and vote on the proposed changes. If the Board's discussions after the rate hearing indicate that it intends to raise any customer's rate higher than proposed during the public hearing, the Board shall hold an additional public hearing on the proposed

higher rate in accordance with this section before voting on the rates. The Board is not required to hold any additional hearings in order to approve a rate lower than the rate proposed at the public hearing.

12.10 RESOLUTION ACTION

If the Board acts on the topic discussed at the public hearing, it shall do so at a public meeting and shall approve a written resolution describing its action.

~~XIII.~~ 13. MEMBERS OF THE BOARD

13.1 Attendance

Each Member of the Board shall attend all meetings of the Board in person unless otherwise excused. Each Member must attend at least fifty (50) percent of regular or Special Meetings of the Board and fifty (50) percent of assigned committee meetings during any fiscal year. Failure to do so may be grounds for removal by the City from the office as a Member of the Board.

THE CORPORATE SECRETARY SHALL SUBMIT OFFICIAL DOCUMENTED ATTENDANCE IN A REPORT TO EACH COMMISSIONER ANNUALLY AND TO THE MAYOR AND CITY COUNCIL BEFORE THE REAPPOINTMENT OF A COMMISSIONER.

13.2 Disqualification to Vote

Any Voting Member of the Board having a direct or indirect financial interest in any matter before the Board, or who may stand to gain or lose financially or otherwise due to action of the Board on any matter, shall indicate such interest to the Board and may be disqualified from voting on such matter as set forth in the Lansing City Charter.

13.3 Ethics

All Board Members are subject to Article 5, Chapter 5 of the Lansing City Charter (Ethics) and the **CITY OF** Lansing Ethics **o**Ordinance.

~~XIV.~~ 14. RECONSIDERATION OF ACTION

Any Voting Member may move to reconsider a previous action of the Board. Such motion to reconsider shall be made no later than the next regular Board meeting.

~~XV.~~ 15. MINUTES

15.1 Preparation and Filing

The **CORPORATE** Secretary shall keep minutes of regular and Special

Meetings of the Board and committees and shall file a copy of the Board minutes in the office of the City Clerk as a public record. No official action taken by the Board shall be valid or effective until a copy of the minutes of the meeting at which such action was taken is filed with the City Clerk.

15.2 Corrections

Corrections in the regular or Special Meeting or committee minutes shall be made not later than the next meeting after the meeting to which the minutes refer. The corrected minutes shall show both the original entry and the correction.

15.3 Delivery to Members

The **CORPORATE** Secretary shall provide each Member of the Board with a copy of the regular or Special Meeting minutes as soon as they are filed with the City Clerk. Corrected minutes shall be available no later than the next subsequent meeting after correction.

15.4 Public Inspection

Proposed minutes will be available for public inspection not more than eight (8) business days after the meeting to which the minutes refer. Approved minutes will be available for public inspection not later than five (5) business days after the meeting at which the minutes are approved. Copies of the minutes will be made available to the public at a reasonable estimated cost for printing or copying. (1976 Public Act 267).

~~XVI.~~ 16. CONFIDENTIALITY

16.1 Communications

Members of the Board shall treat all information marked “confidential” or “privileged” accordingly and shall not release such information to unauthorized individuals, unless disclosure is required by law. All such information shall be returned to the **CORPORATE** Secretary.

16.2 Closed Session

All written and verbal information obtained and/or discussed in Closed Session shall be confidential and never discussed or shared outside of Closed Session, unless otherwise specified by law.

~~XVII.~~ 17. CONTRACT LIMITATIONS

The Board shall not have the power to make any contract with or give any official

position to any person who is known to be in default to the City.

XVIII. 18. AMENDMENTS

Any Voting Member of the Board may initiate amendments to the Rules of **ADMINISTRATIVE** Procedure by presenting them in writing at any regular meeting. All Members of the Board must be notified of such amendments. The amendments must be **MAILED** submitted at least four (4) days before the amendment is to be voted upon. An affirmative **VOTE FROM** a majority of **THE** Voting Members serving shall be required to amend the **Rules of Procedure**, after which the proposed revisions shall be forwarded to the City in compliance with the Lansing City Charter, Section 5- 105.8.

XIX. 19. MISCELLANEOUS

19.1 Parliamentary Procedure

All questions of procedure not covered by these **Rules OF PROCEDURE** or the City Charter of the City of Lansing shall be governed by the provisions in "*Robert's Rules of Order.*"

19.2 News Media Regulations

19.2.1 Members of the news media shall be provided with a table in the Board Room for their use. They shall have made available to them, upon request, a copy of the General Manager's Recommendations and any data accompanying the recommendations not marked "*Confidential*" **AT BY** 10:00 a.m. one (1) working day prior to the date of the meeting.

19.2.2 Following the adjournment of a Board meeting, members of the news media may request interviews of Members of the Board.

19.2.3 All policy statements shall be made on behalf of the Board by the Chairperson. *See 4.3.*

19.3 Vacancy, Resignation, Absence of Elected Officers

19.3.1 In the event the office of Chair **PERSON** shall become vacant by death, resignation or otherwise, the Vice Chair **PERSON** shall assume the office of Chair **PERSON**, and the most immediate Past Chair **PERSON** shall assume the office of Vice Chair **PERSON**.

19.3.2 In the absence of the Chair **PERSON**, Vice Chair **PERSON** and Past Chair **PERSON**, a Temporary Chair **PERSON** shall

be elected, who would hold office during the session, until the return or election of the ChairPERSON, Vice ChairPERSON or Past ChairPERSON.

19.4 Freedom of Information ACT

It shall be the policy of this Board to follow the provisions of Public Act 442, OF 1976, as it may be amended by legislative enactment or judicial decision.

19.5 Resolutions

Any Voting Member of the Board may sponsor a resolution. Any resolution may be co-sponsored by other Voting Members of the Board. A resolution must be submitted for placement on the Agenda as specified under Article X10 – Agenda FOR REGULAR MEETINGS. The sponsor of a resolution may withdraw the resolution at any time prior to enactment. Consent TO WITHDRAW FROM of the co-sponsors TO WITHDRAWAL is not required.

19.6 Hiring Consultants

The Board of Commissioners may hire external consultants, such as accountants, but not outside legal counsel. The full Board will meet before a consultant is hired to determine the scope of the issues to be addressed by the consultant, the consultant's budget, and the scope of contact with the Board. One Board Member may be authorized as the primary contact with the consultant. If time constraints preclude a meeting of the full Board to discuss hiring the consultant, the Executive Committee may meet to approve the initial contact with the consultant, but may not authorize an expenditure of more than ONE THOUSAND DOLLARS (\$1,000) to a consultant without the approval of the full Board. The consultant's work product shall be written and shall be immediately transmitted to all Board Members upon completion of the requested work. All payments to consultants hired by the Board shall be deducted from the Board's budget. Board funds may not be expended to address an issue only applicable to one Member.

IN GENERAL, all outside legal counsel must be hired by in-house counsel and in accordance with the LANSING CITY Charter. HOWEVER, IF A MAJORITY OF VOTING MEMBERS OF THE BOARD PRESENT AT A REGULAR OR SPECIAL BOARD MEETING AS EXPRESSED BY A VOTE OF THE MEMBERS BELIEVE THAT THERE COULD BE A CONFLICT OF INTEREST BETWEEN THE BOARD AND MANAGEMENT OF THE BWL, THE IN-HOUSE COUNSEL SHALL BE RECUSED. THE BOARD SHALL THEN DIRECT THE LANSING CITY ATTORNEY AND/OR THE CITY ATTORNEY'S DEPUTIES, NOT INCLUDING THE BWL'S IN-HOUSE COUNSEL, TO HIRE OUTSIDE LEGAL COUNSEL.

19.7 Reimbursement of Board Member Expenses

19.7.1 Board Member Travel Expenses: The Board recognizes the value of membership and attendance at conferences, workshops, and **MEETINGS** seminars at **the** state, regional, and national levels that are appropriate and **necessary USEFUL** to **CARRY OUT BOARD OF WATER AND LIGHT BUSINESS FULFILL THE BOARD'S ROLE**. ~~As such, t~~he Board **THEREFORE** encourages:

- a. The attendance of its Members in at least one out-of-state and one in-state conference, **WORKSHOP, OR** seminar per year.
- b. Each newly appointed Member of the Board is encouraged to attend a formal workshop on governance as offered by the American Public Power Association.

Additional travel must be pre-approved by the **EXECUTIVE COMMITTEE CHAIRPERSON OF THE BOARD**. Travel expenses shall be reimbursed in accordance with the **BOARD'S BWL'S TRAVEL EXPENSE & REIMBURSEMENT** Policy.

~~19.7.2~~ Board Member Miscellaneous Expenses: Members of the Board may incur additional business expenses while representing the ~~Board of Water and Light~~ **BWL** in the community. Business expenses such as cell phone, business luncheons, and parking are such examples of legitimate business expenses. Upon filing a claim in the prescribed form, each Member of the Board shall be reimbursed for reasonable and necessary expenses incurred in the discharge of the Board Member's official duties, in accordance with the **BOARD'S BWL'S EXPENSE TRAVEL & REIMBURSEMENT POLICY AND PETTY CASH FUND GUIDELINES**.

The Executive Committee shall review Member expenses on a quarterly basis.

~~b.~~ **19.8** Definitions

As used herein, the following terms mean:

Member: Any member of the Board, including Voting Members and Non-voting Members.

Voting Member: Any Member of the Board appointed pursuant to Lansing City Charter Section 5-103.2

Non-voting Member: Any Member of the Board appointed pursuant to Lansing City Charter Section 5-103.12.

Adopted by the Board 5/8/79, and amended 8/14/79, 11/14/79, 3/11/80, 11/11/80, 7/14/81, 8/11/81, 7/13/82, 7/26/83, 6/26/84, 3/5/85, 12/18/90, 1/5/91, 3/3/08, and 5/26/15.

Proposed Resolution
Rules of Procedure Amendment

WHEREAS, the Lansing Board of Water & Light (BWL) is established by City Charter as an administrative board with executive, policy making and management authority over the operation of utility services of the City; and

WHEREAS, pursuant to Section 5-105 of the Lansing City Charter the BWL's Board of Commissioners developed and adopted a Commissioner Administrative Rules of Procedure, which has been approved by Lansing City Council, which Procedure identifies how the Board conducts business to fulfill its governance and policymaking responsibilities for the operation of the BWL; and

WHEREAS, the Board desires to update their Rules of Procedure with technical changes to provide clarity, as well as several substantive amendments, and these changes are set forth in Attachment A.

NOW, THEREFORE, BE IT RESOLVED, the Rules of Procedure are amended as set forth in Attachment B which incorporates the changes set forth in Attachment A.

**AMENDMENT NO. 6 TO AGREEMENT
BETWEEN THE CITY OF LANSING AND
THE BOARD OF WATER & LIGHT**

This Amendment No. 6 is entered as of this ___ day of ____, 2022, by and between the City of Lansing, 124 W. Michigan Ave., Lansing, MI 48933, hereinafter referred to as “City,” and the Board of Water & Light, 1201 South Washington Ave., Lansing, Michigan 48910, hereinafter referred to as “Board.” The City and the Board are each a “Party” and, collectively are the “Parties.”

STATEMENT OF PURPOSE

- A. The Parties entered into an Agreement dated June 30, 1992 (the “Agreement”), a copy of which is attached as **Exhibit A**;
- B. The Parties entered into Amendment No. 1 to the Agreement on December 17th, 2001, which expired June 30, 2012, a copy of which is attached as **Exhibit B**;
- C. The Parties entered into Amendment No. 2 to the Agreement on June 30, 2012, which expired June 30, 2017, a copy of which is attached as **Exhibit C**;
- D. The Parties entered into Amendment No. 3 to the Agreement on December 23, 2013, which increased the Board’s annual payment to the City to 6.1% of its revenue from retail and wholesale sales of chilled water, electric, steam, heat and water utilities for the preceding 12-month period ending May 31st of each year (the “Payment”). A copy of Amendment No. 3 is attached as **Exhibit D**;
- E. Amendment No. 3 also extended the term of the Agreement for an additional year beyond that provided for in Amendment No. 2, such that the Agreement expired June 30, 2018, unless extended in writing by the Board of Commissioners and the City Council of Lansing;
- F. The Parties entered into Amendment No. 4 to the Agreement on July 1, 2018. Amendment No. 4 extended the terms and provisions of the Agreement by an additional two years such that the Agreement expired June 20, 2020, unless extended in writing by the Commissioners of the Board and the City Council of Lansing. A copy of Amendment No. 4 is attached as **Exhibit E**; and
- G. The Parties entered into Amendment No. 5 to the Agreement on July 1, 2020. Amendment No. 5 extended the terms and provisions of the Agreement by an additional two (2) years. Further, the Parties agreed that the Board would pay to the City a fixed dollar amount for each of the Fiscal Years 2020, 2021, and 2022 as follows: FY2020 \$23,100,000; FY2021 \$25,000,000; and FY2022 \$25,000,000. It was also agreed that in addition to the amounts described in the preceding paragraph, for each of FY2021 and FY2022, the Board would pay to the City an amount determined as follows:

(the Board's revenue from retail and wholesale sales of chilled water, electric, steam, heat and water utilities for the preceding 12-month period ending May 31st minus \$409,836,066) multiplied by 3%). A copy of Amendment No. 5 is attached as **Exhibit F**.

Including as modified by this Amendment No. 6, and by the prior Amendments Nos. 1-5, the Parties desire to extend the term and modify the return on equity payment calculation of the Agreement.

AGREEMENT

The Parties therefore agree as follows:

- 1) The term of the Agreement is extended by an additional two (2) years, such that the Agreement shall automatically terminate on June 30, 2024, unless extended further by the Commissioners of the Board and the City Council of Lansing.

The Board shall make return on equity payments to the City for the two fiscal years commencing on July 1, 2022, in the amount of x% of total Board operating revenues, excluding inter-utility sales, as reported in the Board's audited financial statements:

- 2) Payments shall be made quarterly within 30 days after each quarter's end. Any changes to operating revenues or inter-utility sales after a quarterly payment has been made, such as in the case of a year-end audit adjustment, will be adjusted for in the subsequent quarter's payment.
- 3) This Agreement as amended contains the entire Agreement and any terms, conditions or provisions not contained in this Agreement as amended are not binding on either Party.
- 4) This Agreement shall inure to the benefit of the Parties to the Agreement.
- 5) This Agreement, or any of its terms or provisions, shall not be waived, modified or otherwise altered except as agreed in writing and executed by both Parties.
- 6) Except as modified in this Amendment No. 6, the Agreement shall remain in full force and effect. Nothing herein releases the Board from any payments it is obligated to make pursuant to the previous amendments to the Agreement.

[Signature page follows]

IN WITNESS WHEREOF the parties have signed this Amendment No. 5, and it shall become effective on the date first above written.

CITY OF LANSING

By: _____
Andy Schor, Mayor

By: _____
Chris Swope, City Clerk

BOARD OF WATER & LIGHT

By: _____
Richard R. Peffley
General Manager

By: _____
Maria Koutsoukos
Interim Corporate Secretary

Approved as to form only:

Approved as to form:

City Attorney

Board of Water & Light
Legal Counsel

Approved as availability of funds:
Account No. 101-674100

Controller

Proposed Resolution
Rules of Procedure Amendment

WHEREAS, the Lansing Board of Water & Light (BWL) is established by City Charter as an administrative board with executive, policy making and management authority over the operation of utility services of the City; and

WHEREAS, pursuant to Section 5-105 of the Lansing City Charter the BWL's Board of Commissioners developed and adopted a Commissioner Administrative Rules of Procedure, which has been approved by Lansing City Council, which Procedure identifies how the Board conducts business to fulfill its governance and policymaking responsibilities for the operation of the BWL; and

WHEREAS, the Board desires to update their Rules of Procedure with technical changes to provide clarity, as well as several substantive amendments, and these changes are set forth in Attachment A.

NOW, THEREFORE, BE IT RESOLVED, the Rules of Procedure are amended as set forth in Attachment B which incorporates the changes set forth in Attachment A.

**AMENDMENT NO. 6 TO AGREEMENT
BETWEEN THE CITY OF LANSING AND
THE BOARD OF WATER & LIGHT**

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This Amendment No. 6 is entered as of this day of , 2022, by and between the City of Lansing, 124 W. Michigan Ave., Lansing, MI 48933, hereinafter referred to as "City," and the Board of Water & Light, 1201 South Washington Ave., Lansing, Michigan 48910, hereinafter referred to as "Board." The City and the Board are each a "Party" and, collectively are the "Parties."

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STATEMENT OF PURPOSE

- A. The Parties entered into an Agreement dated June 30, 1992 (the "Agreement"), a copy of which is attached as **Exhibit A**;
- B. The Parties entered into Amendment No. 1 to the Agreement on December 17th, 2001, which expired June 30, 2012, a copy of which is attached as **Exhibit B**;
- C. The Parties entered into Amendment No. 2 to the Agreement on June 30, 2012, which expired June 30, 2017, a copy of which is attached as **Exhibit C**;
- D. The Parties entered into Amendment No. 3 to the Agreement on December 23, 2013, which increased the Board's annual payment to the City to 6.1% of its revenue from retail and wholesale sales of chilled water, electric, steam, heat and water utilities for the preceding 12-month period ending May 31st of each year (the "Payment"). A copy of Amendment No. 3 is attached as **Exhibit D**;
- E. Amendment No. 3 also extended the term of the Agreement for an additional year beyond that provided for in Amendment No. 2, such that the Agreement expired June 30, 2018, unless extended in writing by the Board of Commissioners and the City Council of Lansing;

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- F. The Parties entered into Amendment No. 4 to the Agreement on July 1, 2018. Amendment No. 4 extended the terms and provisions of the Agreement by an additional two years such that the Agreement expired June 20, 2020, unless extended in writing by the Commissioners of the Board and the City Council of Lansing. A copy of Amendment No. 4 is attached as **Exhibit E**; and

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- G. The Parties entered into Amendment No. 5 to the Agreement on July 1, 2020. Amendment No. 5 extended the terms and provisions of the Agreement by an additional two (2) years. Further, the Parties agreed that the Board would pay to the City a fixed dollar amount for each of the Fiscal Years 2020, 2021, and 2022 as follows: FY2020 \$23,100,000; FY2021 \$25,000,000; and FY2022 \$25,000,000. It was also agreed that in addition to the amounts described in the preceding paragraph, for each of FY2021 and FY2022, the Board would pay to the City an amount determined as follows:

(the Board's revenue from retail and wholesale sales of chilled water, electric, steam, heat and water utilities for the preceding 12-month period ending May 31st minus \$409,836,066) multiplied by 3%). A copy of Amendment No. 5 is attached as Exhibit F.

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Including as modified by this Amendment No. 6, and by the prior Amendments Nos. 1-5, the Parties desire to extend the term and modify the return on equity payment calculation of the Agreement.

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In FY2021, the Board will pay to the City \$25,000,000.¶
In addition, assuming the Board's revenues for the prior year ending May 2021 are \$420,000,000, the additional revenue calculation payable to the City would be:¶
\$420,000,000 - \$409,836,066 = \$10,163,934.¶
\$10,163,934 x 3% = \$304,918 payable to the City, in addition to \$25,000,000.¶
If this calculation results in a negative number or zero (0), no additional payment will be required.¶

AGREEMENT

The Parties therefore agree as follows:

- 1) The term of the Agreement is extended by an additional two (2) years, such that the Agreement shall automatically terminate on June 30, 2024, unless extended further by the Commissioners of the Board and the City Council of Lansing.

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The Board shall make return on equity payments to the City for the two fiscal years commencing on July 1, 2022, in the amount of x% of total Board operating revenues, excluding inter-utility sales, as reported in the Board's audited financial statements:

- 2) Payments shall be made quarterly within 30 days after each quarter's end. Any changes to operating revenues or inter-utility sales after a quarterly payment has been made, such as in the case of a year-end audit adjustment, will be adjusted for in the subsequent quarter's payment.

- 3) This Agreement as amended contains the entire Agreement and any terms, conditions or provisions not contained in this Agreement as amended are not binding on either Party.

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- 4) This Agreement shall inure to the benefit of the Parties to the Agreement.

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- 5) This Agreement, or any of its terms or provisions, shall not be waived, modified or otherwise altered except as agreed in writing and executed by both Parties.

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- 6) Except as modified in this Amendment No. 6, the Agreement shall remain in full force and effect. Nothing herein releases the Board from any payments it is obligated to make pursuant to the previous amendments to the Agreement.

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IN WITNESS WHEREOF the parties have signed this Amendment No. 5, and it shall

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become effective on the date first above written.

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CITY OF LANSING

By: _____
Andy Schor, Mayor

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By: _____
Chris Swope, City Clerk

BOARD OF WATER & LIGHT

Deleted: AND

By: _____
Richard R. Peffley
General Manager

By: _____
Maria Koutsoukos
Interim Corporate Secretary

Deleted: M. Denise Griffin

Approved as to form only:

Approved as to form:

City Attorney

Board of Water & Light
Legal Counsel

Deleted: and

Approved as availability of funds:
Account No. 101-674100

Controller

Lane C

EXHIBIT A

AGREEMENT
BETWEEN THE CITY OF LANSING AND
THE BOARD OF WATER & LIGHT

AGREEMENT dated the 3rd day of June, 1992, by and between the City of Lansing, hereinafter referred to as "City", and the Board of Water & Light, 123 West Ottawa, Lansing, Michigan 48933, hereinafter referred to as "Board".

WITNESSETH:

WHEREAS, pursuant to the 1978 City Charter, the Board and the City are encouraged to cooperate with each other; and

WHEREAS, Michigan law, specifically, Act 94, Public Acts of 1933, as amended, and various revenue bond covenants contained in revenue bonds issued by the Board provide that the Board shall not offer or furnish free utility service to any entity including the City; and

WHEREAS, pursuant to the 1978 City Charter the City provides to the Board, among other things, use of its streets, alleys, bridges and other public places of the City without compensation and the Board, as an agency of the City, is exempt from property taxation; and

WHEREAS, since 1972 the Board has contributed to the City an annual amount as a return on equity and City Council has now requested the Board to increase the amount it contributes to the City; and

WHEREAS, the Commissioners of the Board of Water & Light have agreed that the payment of a return on equity to the City is in the best interest of its ratepayers; and

WHEREAS, the Commissioners of the Board of Water & Light have offered to the City a proposal to modify the percentage used to calculate the Board's return on equity to the City and has requested the City to deed to the Board the parcel located at 123 W. Ottawa Street in a manner consistent with the City Charter; and

WHEREAS, the Mayor and his staff have reviewed the Board's proposal and recommend that the City Council approve of the Board's proposal;

NOW, THEREFORE, IT IS AGREED:

1. The Board's annual payment of a return on equity to the City for the next ten (10) years commencing on July 1, 1992 shall be 4.0 percent of net billed retail sales from its water, steam heat, and electric utilities for the preceding 12 month period ending May 31 of each year. Subject to the provisions of Act 94 Public Acts of 1933, as amended, and the Board's various bond covenants this amount shall be payable to the City no later than June 30th of each year.
2. In addition to any sums mentioned in paragraphs 1 and 2 of this Agreement the Board shall pay to the City the total sum of \$1,850,000.00 as consideration for a quitclaim deed from the City for the parcel at 123 West Ottawa Street. The quitclaim deed shall be in a form consistent with the 1978 City Charter and the parcel shall be held by the Board for its purposes. The sum of \$1,850,000.00 shall be payable as follows:
 - a. \$1,600,000 shall be paid to the City by the Board no later than June 30, 1992; and
 - b. \$250,000 shall be payable to the City by the Board no later than July 15, 1992.

3. The initial payment of 4.0 percent of the net billed retail sales from the Board's water, steam heat and electric utilities shall be made to the City no later than June 30, 1993, and this initial payment shall be in addition to the sum of \$250,000 which shall be paid to the City no later than July 15, 1992.
4. The City shall convey to the Board by quitclaim deed the parcel at 123 West Ottawa Street no later than June 30, 1992 in a manner consistent with the 1978 City Charter and the parcel shall be held by the Board for its purposes.
5. This Agreement shall automatically terminate on June 30, 2002, unless extended in writing by the Commissioners of the Board and the City Council of the City of Lansing.
6. This Agreement contains the entire Agreement and any terms, conditions or provisions not contained in this Agreement are not binding on either party.
7. This Agreement, or any of its terms or provisions, shall not be waived, modified or otherwise altered unless in writing and executed by both parties to this Agreement.

IN WITNESS WHEREOF the parties have signed this Agreement on the date first above written.

WITNESS:

Jessie Kozak
Cadyn Lutzoff

CITY OF LANSING
 By: *Terry J. McKays*
 Terry J. McKays, Mayor
 By: *James D. Blair*
 James D. Blair, City Clerk
 for

WITNESS:

Beverly A. Bishop

Rosemary Williams

Approved as to form only:

Alvan P. Knot
Alvan P. Knot
City Attorney

BOARD OF WATER & LIGHT

By: Joseph Pandy, Jr.
Joseph Pandy, Jr.,
Director & General Manager

By: Mary E. Sava
Mary E. Sava,
Corporate Secretary

I hereby certify as to the availability of funds in Account
none required.

Stephen W. Duarte
for STEPHEN W. DUARTE
City Controller

APPROVED AS TO FORM
Lawrence H. White
BOARD OF WATER & LIGHT
LEGAL COUNSEL

Resolution No. 92-8-2

ADMINISTRATIVE

WHEREAS, at the regular meeting of June 16, 1992, the Board adopted a resolution authorizing the General Manager and Corporate Secretary to enter into a Return on Equity Agreement with the City of Lansing subject to confirmation by a majority vote of the Board of Commissioners at the next regularly scheduled Board meeting, be it

RESOLVED, That the Agreement between the City of Lansing and the Board of Water and Light, dated June 30, 1992, governing the transfer of a parcel located at 123 W. Ottawa Street and a Return on Equity payment is hereby ratified, confirmed, and approved.

Recommended by Mary E. Sova 8/6/92
Mary E. Sova, Secretary Date

Approved by: Joe Pardy 8/6/92
Joseph Pardy, Jr., General Manager Date

Date Resolved by Board Action: August 25, 1992

**AMENDMENT NO. 1 TO AGREEMENT
BETWEEN THE CITY OF LANSING AND
THE BOARD OF WATER AND LIGHT**

This Amendment No. 1 is entered into as of this 17th day of December by and between the City of Lansing, 124 W. Michigan Avenue, Lansing, Michigan 48933, hereinafter referred to as "City", and the Board of Water and Light, 1232 Haco Drive, Lansing, Michigan 48912, hereinafter referred to as the "Board".

STATEMENT OF PURPOSE

The Parties have entered into an agreement (Agreement) dated June 30, 1992 which is set to expire June 30, 2002, a copy of which is attached as Exhibit A; and

Except as modified by this Amendment No. 1, the Parties desire to extend the terms and provisions of the Agreement (both this Amendment No. 1 and the Agreement are hereinafter referred to as Agreement); and

The Parties acknowledge that ownership of a utility entitles the City to receive certain benefits associated with that ownership; and

The Parties also acknowledge that it is generally accepted practice in the municipal utility industry for municipal utilities, being exempt from property taxes, to make payments to the state or local government.

AGREEMENT

The Parties therefore agree as follows:

- 1) The Board shall make an annual payment to the City for the next ten (10) years commencing on July 1, 2002, in the amount of 4.0 percent of its revenue from retail and wholesale sales of chilled water, electric, steam heat, and water utilities

for the preceding 12 month period ending May 31st of each year. Subject to the provisions of Act 94 Public Acts of 1933, as amended, and the Board's various bond covenants this amount shall be payable to the City no later than June 30th of each year.

- 2) In further consideration of this Agreement, the Board shall additionally pay to the City 4% of its wholesale sales for electricity and water for March-April-May of 2002; such payment will be made before June 30, 2002.
- 3) This Agreement shall automatically terminate on June 30, 2012, unless extended in writing by the Commissioners of the Board and the City Council of the City of Lansing.
- 4) This Agreement contains the entire Agreement and any terms, conditions or provisions not contained in this Agreement are not binding on either party.
- 5) This Agreement, or any of its terms or provisions, shall not be waived, modified or otherwise altered unless in writing and executed by both parties to this Agreement.
- 6) This Agreement shall inure to the benefit of the Parties.
- 7) Except as modified by this Amendment No. 1, the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF the parties have signed this Agreement on the date first above written.

WITNESS:

Linda M. Sanchez

Robert K. Miner

CITY OF LANSING

By: David C. Hollister
David Hollister, Mayor

By: Steve Dougan
Steve Dougan, City Clerk

WITNESS:

Burley A. Bishop

Rosemary Sullivan

BOARD OF WATER & LIGHT

By: Joseph M. Pandey, Jr.
Joseph Pandey, Jr.
Director and General Manager

By: Mary E. Sova
Mary E. Sova
Corporate Secretary

Approved as to form only:

James Smierka
James Smierka
City Attorney

I hereby certify that funds are available
Acct. No. none required
[Signature]
Principal Accountant
for City Controller

Approved as to form:

Lawrence H. Wilhite
Lawrence H. Wilhite
Board of Water & Light
Legal Counsel

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**AMENDMENT NO. 2 TO AGREEMENT
BETWEEN THE CITY OF LANSING AND
THE BOARD OF WATER AND LIGHT**

This Amendment No. 2 is entered into as of this 30th day of June, 2012, by and between the City of Lansing, 124 W. Michigan Ave., Lansing, MI 48933, hereinafter referred to as "City", and the Board of Water and Light, 1232 Haco Drive, Lansing, Michigan 48912, hereinafter referred to as "Board".

STATEMENT OF PURPOSE

The Parties have entered into an agreement dated June 30, 1992, a copy of which is attached as **Exhibit A**; and

The Parties entered into Amendment No. 1 to the original agreement on December 17th, 2002, which is set to expire June 30, 2012, a copy of which is attached as **Exhibit B**; and

Except as modified by this Amendment No. 2, the parties desire to extend the terms and provisions of the Agreement (this Amendment No. 2, Amendment No. 1, and the original agreement are hereinafter referred to collectively as the "Agreement"); and

The parties acknowledge that ownership of a utility entitles the City to receive certain benefits associated with that ownership; and

The Parties acknowledge that it is generally accepted practice in the municipal utility industry for municipal utilities, being exempt from taxes, to make payments to the state or local government.

AGREEMENT

The Parties therefore agree as follows:

- 1) The Board shall make an annual payment to the City for five (5) years

commencing on July 1, 2012, in the amount of five (5.0%) percent of its revenue from retail and wholesale sales of chilled water, electric, steam heat, and water utilities for the preceding 12 month period ending May 31st of each year (the "Payment").

- 2) Subject to the provisions of Act 94 Public Acts of 1933, as amended, and the Board's various bond covenants, the Payment shall be payable to the City no later than June 30th of each year.
- 3) This Agreement shall automatically terminate on June 30, 2017, unless extended in writing by the Commissioners of the Board and the City Council of the City of Lansing.
- 4) This Agreement contains the entire Agreement and any terms, conditions or provisions not contained in this Agreement are not binding on either party.
- 5) This Agreement shall inure to the benefit of the Parties.

This Agreement, or any of its terms or provisions, shall not be waived, modified or otherwise altered unless in writing and executed by both parties to this agreement.

- 6) Except as modified in this Amendment No. 2, the original agreement and Amendment No. 2 shall remain in full force and effect. Nothing herein releases the Board from any payments it is obligated to make pursuant to the previously entered agreement and amendment.

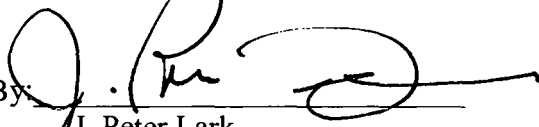
IN WITNESS WHEREOF the parties have signed this Agreement on the date first above written.

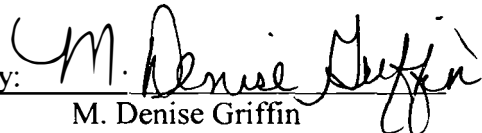
CITY OF LANSING

By: 
Virg Bernero, Mayor

By: 
Chris Swope, City Clerk

BOARD OF WATER AND LIGHT


By: 
J. Peter Lark
Director and General Manager

By: 
M. Denise Griffin
Board Secretary

Approved as to form only:


City Attorney

Approved as to form:


Brandie F. Ekren
Board of Water and Light
Legal Counsel

**AMENDMENT NO. 3 TO AGREEMENT
BETWEEN THE CITY OF LANSING AND
THE BOARD OF WATER AND LIGHT**

This Amendment No. 3 ("Amendment #3") is entered into as of this 23rd day of December, 2013, by and between the City of Lansing, 124 W. Michigan Ave., Lansing, MI 48933, hereinafter referred to as "City", and the Board of Water and Light, 1232 Haco Drive, Lansing, Michigan 48912, hereinafter referred to as "Board".

STATEMENT OF PURPOSE

The Parties have entered into an agreement dated June 30, 1992, a copy of which is attached as **Exhibit A**; and

The Parties entered into Amendment No. 1 to the original agreement on December 17th, 2002, which was set to expire June 30, 2012, a copy of which is attached as **Exhibit B** ("Amendment #1"); and

The Parties entered into Amendment No. 2 to the original agreement on June 30, 2012, which was set to expire June 30, 2017, a copy of which is attached as **Exhibit C** ("Amendment #2"); and

Except as modified by this Amendment No. 3, the parties desire to extend the terms and provisions of the Agreement (this Amendment No. 3, Amendment No. 2, Amendment No. 1 and the original agreement are hereinafter referred to collectively as the "Agreement") by an additional year and increase the annual payment to the City for the remainder of the term; and

The parties acknowledge that ownership of a utility entitles the City to receive certain benefits associated with that ownership; and

The Parties acknowledge that it is generally accepted practice in the municipal utility industry for municipal utilities, being exempt from taxes, to make payments to the state or local government.

AGREEMENT

The Parties therefore agree as follows:

- 1) The term of Amendment No. 2, which is currently set to expire June 30, 2017, is extended to June 30, 2018.
- 2) The Board shall make payments to the City for the remaining five (5) years commencing on July 1, 2013, in the amount of six point one (6.1%) percent of its revenue from retail and wholesale sales of chilled water, electric, steam heat, and water utilities for the preceding 12 month period ending May 31st of each year (the "Payment").
- 3) Subject to the provisions of Act 94 Public Acts of 1933, as amended, and the Board's various bond covenants, the Payment shall be payable to the City in semi-annual installments due no later than thirty (30) days following each one-half (1/2) year this Agreement is in effect:

December 1 (estimated)
June 30 – to include reconciliation for entire fiscal year

The June 1 payment shall constitute the difference between the estimated payment for the first one-half (1/2) year and the actual calculated amount for the entire fiscal year.
- 4) This Agreement shall automatically terminate on June 30, 2018, unless extended in writing by the Commissioners of the Board and the City Council of the City of Lansing.

5) This Agreement contains the entire Agreement and any terms, conditions or provisions not contained in this Agreement are not binding on either party.

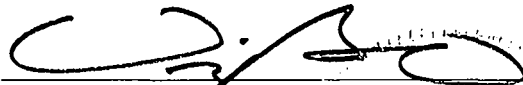
6) This Agreement shall inure to the benefit of the Parties.

This Agreement, or any of its terms or provisions, shall not be waived, modified or otherwise altered unless in writing and executed by both parties to this agreement.

7) Except as modified in this Amendment No. 3, the original agreement and amendments shall remain in full force and effect. Nothing herein releases the Board from any payments it is obligated to make pursuant to the previously entered agreement and amendments.

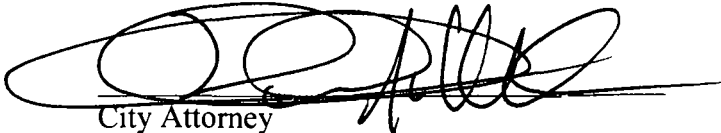
IN WITNESS WHEREOF the parties have signed this Agreement on the date first above written.

CITY OF LANSING

By: 
Virg Bernero, Mayor

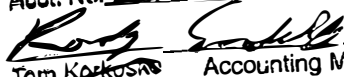
By: 
Chris Swope, City Clerk

Approved as to form only:


City Attorney

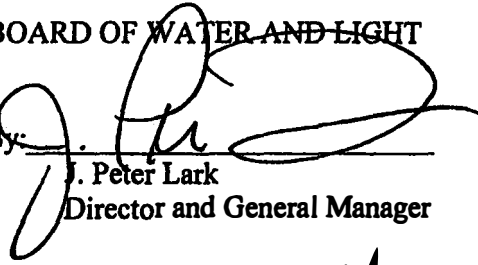
I hereby certify that funds are available

Acct. No. 101-674100


Tom Korkos Accounting Manager

BOARD OF WATER AND LIGHT

By:



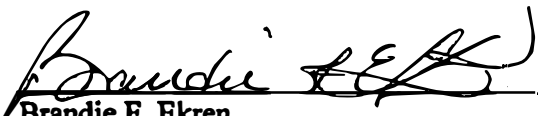
J. Peter Lark
Director and General Manager

By:



M. Denise Griffin
Board Secretary

Approved as to form only:



Brandie F. Ekren
Board of Water and Light Legal Counsel

**AMENDMENT NO. 4 TO AGREEMENT
BETWEEN THE CITY OF LANSING AND
THE BOARD OF WATER AND LIGHT**

This Amendment No. 4 ("Amendment No. 4") is entered into as of this 1ST day of JULY, 2018 by and between the City of Lansing, 124 W. Michigan Ave., Lansing, MI 48933, hereinafter referred to as "City", and the Board of Water and Light, 1232 Haco Drive, Lansing, Michigan 48912, hereinafter referred to as "Board".

STATEMENT OF PURPOSE

- A. The Parties entered into an original agreement, dated June 30, 1992, a copy of which is attached as **Exhibit A**.
- B. The Parties extended the original agreement by Amendment No. 1, dated December 17th, 2002, which expired June 30, 2012; by Amendment No. 2, dated June 30, 2012, which expired June 30, 2017; and by Amendment No. 3, dated December 23, 2013, which is set to expire June 30, 2018. A copy of Amendment No. 3 is attached as **Exhibit B**.
- C. As modified by this Amendment No. 4, the Parties desire to extend the terms and provisions of the original agreement, as extended and modified by Amendments No. 1, No. 2, and No. 3, by this Amendment No. 4 (collectively "this Agreement") through June 30, 2020 to and continue the annual 6.1% Payment to the City for the remainder of this term.
- D. The Parties acknowledge that ownership of a utility entitles the City to receive certain benefits associated with that ownership, and that it is generally acceptable practice in

the municipal utility industry for municipal utilities, being exempt from taxes, to make payments to the state or local government.

AGREEMENT

The Parties, therefore, in acknowledgement and reliance on the Statement of Purpose and in consideration of the mutual covenants herein contained, agree as follows:

- 1) The term of Amendment No. 3, which is currently set to expire June 30, 2018, is extended to June 30, 2020.
- 2) The Board shall extend its payments to the City, under this Agreement, commencing on July 1, 2018 through June 30, 2020, in the continued amount equal to six point one (6.1%) percent of its revenue from retail and wholesale sales of chilled water, electric, steam heat, and water utilities for the proceeding 12 month period ending May 31st of each year (the "Payment").
- 3) Subject to the provisions of Act 94 Public Acts of 1933, as amended, and the Board's various bond covenants, the Payment shall be payable to the City in semi-annual installments due no later than thirty (30) days following each one/half (1/2) year that this Agreement is in effect as follows:

First ½ year – June 1 to December 1 of each Payment year – to be an estimated payment;

Second ½ year – December 2 to May 31 of each Payment year – to include reconciliation payment for entire fiscal year.

The May 31 payment date calculation shall constitute the difference between the estimated payment for the first one-half (1/2) year and the actual calculated amount for the entire fiscal year.

- 4) This Agreement shall automatically terminate on June 30, 2020, unless extended in writing by the Commissioners of the Board and the City Council of the City of Lansing.
- 5) This Agreement contains the entire agreement and any terms, conditions or provisions not contained in this Agreement are not binding on either party.
- 6) This Agreement shall inure the benefit of the Parties. This Agreement, or any of its terms or provisions, shall not be waived, modified or otherwise altered unless in writing and executed by both parties to this Agreement.
- 7) Except as modified in this Amendment No. 4, the original agreement and Amendments No. 1, No. 2 and No. 3 shall remain in full force and effect. Nothing herein releases the Board from any payments it is obligated to make pursuant to the previously entered original agreement and Amendments No. 1, No. 2 and No. 3.

IN WITNESS WHEREOF the parties have signed this Agreement on the date first above written.

CITY OF LANSING

By: _____


Andy Schor, Mayor

By: _____


Chris Swope, City Clerk

EXHIBIT F

AMENDMENT NO. 5 TO AGREEMENT BETWEEN THE CITY OF LANSING AND THE BOARD OF WATER AND LIGHT

This Amendment No. 5 is entered as of this 1st day of July 2020, by and between the City of Lansing, 124 W. Michigan Ave., Lansing, MI 48933, hereinafter referred to as "City", and the Board of Water and Light, 1201 South Washington Ave., Lansing, Michigan 48910, hereinafter referred to as "Board". The City and the Board are each a "Party" and, collectively are the "Parties".

STATEMENT OF PURPOSE

- A. The Parties entered into an Agreement dated June 30, 1992 (the "Agreement"), a copy of which is attached as **Exhibit A**; and
- B. The Parties entered into Amendment No. 1 to the Agreement on December 17th, 2001, which expired June 30, 2012, a copy of which is attached as **Exhibit B**; and
- C. The Parties entered into Amendment No. 2 to the Agreement on June 30, 2012, which expired June 30, 2017, a copy of which is attached as **Exhibit C**;
- D. The Parties entered into Amendment No. 3 to the Agreement on December 23, 2013, which increased the Board's annual payment to the City to 6.1% of its revenue from retail and wholesale sales of chilled water, electric, steam, heat and water utilities for the preceding 12 months period ending May 31st of each year (the "Payment"). A copy of Amendment No. 3 is attached as **Exhibit D**, and
- E. Amendment No. 3 also extended the term of the Agreement for an additional year beyond that provided for in Amendment No.2, such that the Agreement expired June 30, 2018, unless extended in writing by the Board of Commissioners and the City Council of Lansing.
- F. The Parties entered into Amendment No. 4 to the Agreement on July 1, 2018. Amendment No. 4 extended the terms and provisions of the Agreement by an additional two years such that the Agreement expires June 20, 2020, unless extended in writing by the Commissioners of the Board and the City Council of Lansing. A copy of Amendment No. 4 is attached as **Exhibit E**.

Including as modified by this Amendment No. 5, and by the prior Amendments No.s 1 – 4, the Parties desire to extend the terms and provisions of the Agreement by an additional two (2) years. Further, the Parties agree that the Board will pay to the City a fixed dollar amount for each of the Fiscal Years 2020, 2021, and 2022 as follows: FY2020 \$23,100,000: FY2021 \$25,000,000: and FY2022 \$25,000,000.

In addition to the amounts described in the preceding paragraph, for each of FY2021 and FY2022, the Board shall pay to the City an amount determined as follows:

(the Board's revenue from retail and wholesale sales of chilled water, electric, steam, heat and water utilities for the preceding 12 months period ending May 31st minus \$409,836,066) multiplied by 3%.

For purposes of illustration only:

In FY 2021, the Board will pay to the City \$25,000,000.

In addition, assuming the Board's revenues for the prior year ending May 2021 are \$420,000,000, the additional revenue calculation payable to the City would be:

$\$420,000,000 - \$409,836,066 = \$10,163,934.$

$\$10,163,934 \times 3\% = \$304,918$ payable to the city, in addition to \$25,000,000.

If this calculation results in a negative number or zero (0), no additional payment will be required.

AGREEMENT

The Parties therefore agree as follows:

- 1) The terms of the Agreement are extended by an additional two years, such that the Agreement shall automatically terminate on June 30, 2022, unless extended further by the Commissioners of the Board and the City Council of Lansing.
- 2) The Agreement as amended contains the entire Agreement and any terms, conditions or provisions not contained in this Agreement as amended are not binding on either Party.
- 3) This Agreement shall inure to the benefit of the Parties to the Agreement.
- 4) This Agreement, or any of its terms or provisions, shall not be waived, modified or otherwise altered except as agreed in writing and executed by both Parties.
- 5) Except as modified in this Amendment No. 5, the Agreement shall remain in full force and effect. Nothing herein releases the Board from any payments it is obligated to make pursuant to the previous amendments to the Agreement.


[Signature page follows]

IN WITNESS WHEREOF the parties have signed this Amendment No. 5, and it shall become effective on the date first above written.

CITY OF LANSING

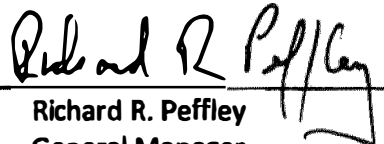
By: 

Andy Schor, Mayor


By: 

for Chris Swope, City Clerk

BOARD OF WATER AND LIGHT

By: 


Richard R. Peffley
General Manager

By: 

M. Denise Griffin
Corporate Secretary

Digitally signed by M. Denise Griffin
DN: cn=M. Denise Griffin, o=Lansing
Board of Water and Light, ou,
email=MDenise.Griffin@lwl.com,
c=US
Date: 2020.07.23 15:02:05 -04'00'

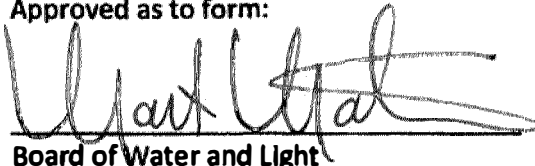
Approved as to form only:



City Attorney, Ord Number P20608


076492.000026 4822-8219-0010.3

Approved as to form:




Board of Water and Light
Legal Counsel

Approved as to form only:

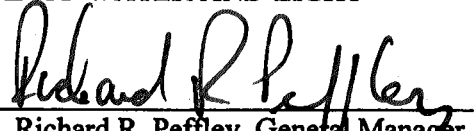

James D. Smolka, City Attorney

I hereby certify that funds are available

Acct. No. N/A

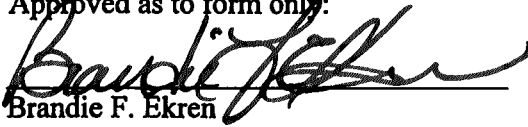

Randy Endsley, Accounting Manager

BOARD OF WATER AND LIGHT

By: 
Richard R. Peffley, General Manager

By: 
M. Denise Griffin, Board Secretary

Approved as to form only:


Brandie F. Ekren
Board of Water and Light Legal Counsel