

**MINUTES OF THE REGULAR MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
June 9, 2021**

The regular meeting of the Directors of The Water Works Board of the City of Birmingham was held on Wednesday, June 9, 2021 at 11:30 a.m., at 3600 First Avenue North, Birmingham, Alabama – via electronic equipment.

The following Directors were present via roll call: Lucien Blankenship, William “Butch” Burbage, Jr., Tom Henderson, Tereshia Huffman, Ronald A. Mims, George Munchus (via telephone), Dalton NeSmith, Jr., Chris Rice and Larry Ward.

Others present were: Michael Johnson, General Manager; Iris Fisher, Derrick Murphy and Jeffrey Thompson, Assistant General Managers; K. Mark Parnell, Parnell Thompson Law, LLC; Emory Anthony, Attorney; Cynthia Williams, Board Administrator; Tammy F. Wilson, Executive Assistant to Assistant General Managers Derrick Murphy and Jeff Thompson; Anitra Clark, Corporate Governance Specialist; Colandus Mason, Information Technology Manager; Jeff Wade and Charles McGee, Electrical and Mechanical Shop; Rick Jackson, Public Relations Manager; Ed Travis, Purchasing Manager; Barry Williams, Business Systems/Operations Manager; Terrell Jones, Interim Security Manager; Hattie McCarroll, Chief Engineer; Patrick Flannelly and Brian Ruggs, ARCADIS; Elise Massey, Office of the Attorney General; Byron Perkins, Perkins-Law, LLC; Michael Bell, Birmingham Construction Industry Authority (BCIA); William R. Muhammad, guest speaker.

Chairman Mims called the meeting to order at 11:30 a.m. Assistant General Manager, Iris Fisher opened the meeting with prayer.

All directors were present in person or by phone, so a quorum was in attendance.

Following, the agenda was amended, adding a speaker between Items 2 and 3. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By the Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Dalton NeSmith and seconded by Ms. Tereshia Huffman, that the Board of Directors hereby approves the June 9, 2021 Regular Board of Directors’ meeting agenda, making an amendment to add a speaker between Items 2 and 3.

Resolution No. 8762 is hereby adopted by unanimous vote.”

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Next, the Board was asked to adopt resolutions authorizing monthly benefits from the Board's Retirement Trust Fund for Edwin Henson, as set forth in agenda Item 1. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, Edwin Henson, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective July 1, 2021, at an age of 52, and

WHEREAS, Edwin Henson has 30 years and 2 months of continuous service with the Board at his retirement date, and in accordance with the terms of the Trusteed Pension Plan, is entitled to receive a monthly Retirement payment from the Board's Retirement Trust Fund in the amount of \$5,568.00; and

NOW, THEREFORE, BE IT RESOLVED By the Board of Directors of The Water Works Board of the City of Birmingham, on motion duly made by Mr. Lucien Blankenship and seconded by Mr. Tom Henderson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$5,568.00 to Mr. Henson from the Board's Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made July 1, 2021.

Resolution No. 8763 is hereby adopted by unanimous vote.”

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“WHEREAS, Edwin Henson, an employee of The Water Works Board of the City of Birmingham, is retiring, effective July 1, 2021, after 30 years and 2 months of service with the Board; and

WHEREAS, management has informed the Board of Edwin Henson's efficiency, reliability, and loyal service which contributed to the effective operation and growth of The Water Works Board of the City of Birmingham; and

WHEREAS, Edwin Henson, leaves behind a record which deserves a sincere word of gratitude for a job well done; and the Board does hereby express its best wishes for many happy years ahead.

NOW, THEREFORE, BE IT RESOLVED, By the Board of Directors of the Water Works Board of the City of Birmingham, Edwin Henson is hereby commended for his efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of Edwin Henson's services to the Board, a copy of this resolution be spread upon the minutes of The Water Works Board of the City of Birmingham and an official resolution presented to Mr. Henson.

Resolution No. 8764 is hereby adopted by unanimous vote.”

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Following, the Board was asked to approve the minutes of the March 24, 2021 Regular Board of Directors’ meeting, as set forth in agenda Item 2. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED BY The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Larry Ward and seconded by Ms. Tereshia Huffman, that the Board hereby approves minutes of the following meeting:

- Regular Board of Directors’ Meeting held March 24, 2021

Resolution No. 8765 is hereby adopted. Director Blankenship abstained.”

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Next, a guest, William R. Muhammad, a former Board member, was recognized to speak. Mr. Muhammad raised concerns regarding the Birmingham Water Works’ (BWW) legal panel and adhering to set caps on their fees. Mr. Muhammad indicated that he sent a letter to the State of Alabama Attorney General’s office regarding this matter, but he has not received a response.

Following, the Board was asked to approve Director NeSmith’s mileage expense reimbursement for the month of May 2021 in the amount of \$89.60, as set forth in agenda Item 3.

“WHEREAS, the Board of Directors has adopted a Travel Expense Reimbursement Policy, as amended; and

WHEREAS, in accordance with Act No. 2015-164, approval is requested for the following mileage expense reimbursement.

NOW, THEREFORE, BE IT RESOLVED, on a motion made by Mr. Larry Ward and seconded by Mr. Tom Henderson, that the following board member(s) be reimbursed for his mileage expense reimbursements as follows:

- Dalton NeSmith for mileage expense reimbursement for May 2021 in the amount of \$89.60 (as shown on the attached Expense Report).

Resolution No. 8766 is hereby adopted by a roll call vote as follows: Blankenship, yes; Burbage, yes; Henderson, yes; Huffman, yes; Mims, yes; Munchus, yes; NeSmith, abstain; Rice, yes; Ward, yes.”

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Next, the Board was asked to approve an invoice from Raftelis Financial Consultants, Inc., for work performed in May 2021, as set forth in agenda Item 4. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Larry Ward and seconded by Ms. Tereshia Huffman, that the Board hereby authorizes staff to execute payment of an invoice to Raftelis Financial Consultants, Inc., for professional services provided May 2021 (Effective Utility Management), in the amount of \$2,798.40.

Resolution No. 8767 is hereby adopted by unanimous vote.”

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Following, the Board was asked to approve an invoice from Agee Law, LLC, for work performed in May 2021, as set forth in agenda Item 5. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Ms. Tereshia Huffman and seconded by Mr. Dalton NeSmith, that the Board hereby authorizes staff to execute payment of an invoice to Agee Law, LLC, for professional services provided May 2021, in the amount of \$6,270.00.

Resolution No. 8768 is hereby adopted by unanimous vote.”

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Next, the Board was asked to approve an invoice from Terminus Municipal Advisors, LLC, for work performed in May 2021, as set forth in agenda Item 6. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Larry Ward and seconded by Mr. William “Butch” Burbage, that the Board hereby authorizes staff to execute payment of an invoice to Terminus Municipal Advisors, LLC., for professional services provided May 2021, in the amount of \$6,500.00.

Resolution No. 8769 is hereby adopted by unanimous vote.”

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Following, the Board was asked to approve an invoice from Perkins-Law, LLC, for work performed in May 2021, as set forth in agenda Item 7. Director Blankenship voiced that he thought the cap was \$10,000.00 and this firm had exceeded that amount. Attorney Anthony responded that he believed the cap was \$12,500.00 and he had approved their work in advance. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Ms. Tereshia Huffman and seconded by Mr. Dalton NeSmith that the Board hereby authorizes staff to execute payment of an invoice to Perkins-Law, LLC., for professional services provided May 2021, in the amount of \$15,577.00.

Resolution No. 8770 is hereby adopted by unanimous vote.”

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Next, a presentation was given regarding the BWW workflow and approval process for contracts and agreements, as set forth in agenda Item 8. Managers from the Purchasing, System Development and Engineering departments spoke explaining Competitive bids, Public Works contracts and Professional Services agreements and their processes (a copy of BWW Purchasing Guidelines is available in Diligent Boardbooks). GM Johnson stated the process begins with the budget and a need. Chairman Mims asked Michael Bell, with BCIA, to sit in on the presentation since they are on retainer to handle contract compliance matters for BWW. Director Blankenship asked if our approval processes have changed. GM Johnson responded that they have not. Purchasing Manager, Ed Travis, stated various forms requesting information from vendors BWW does business with are completed by the vendors and placed with approval packages. The forms include information such as how many people the vendor employs, their ethnicities, their positions within the company, who they buy their supplies from and how they are involved in Birmingham communities. System Development Manager, Doug Stockham, stated they advertise Public Works projects per the Alabama Bid Law in three places; The Birmingham News, The Birmingham Times and either the Huntsville, Montgomery or Mobile newspapers. Director Blankenship asked where, on the company website, projects are advertised. Public Relations Manager, Rick Jackson, responded that they are under the Construction heading. Chief Engineer, Hattye McCarroll, discussed RFQs and the Professional Services process for the Engineering Department projects. Director NeSmith asked if the current process was the way this was done in the past. Ms. McCarroll explained that she had only arrived as Chief Engineer last July, but to her knowledge previous to that she believed so. GM Johnson added that there are some professional services BWW has engaged in where this process is not followed like engaging accountants, actuaries, bond teams and attorneys. Director Ward suggested BWW have record of reasons these professionals are chosen to perform work. Director Rice stated he had concerns about insurance requirements and liability standards being met for the professional services companies. Michael Bell explained that this information is requested in the pre-bid material and meeting. Some discussion occurred regarding the matrix scoring process. Also discussed was the involvement of

Board attorneys during the process. GM Johnson stated attorneys are consulted throughout if needed so that issues have been vetted prior to a Board request for action.

Following, the Board was asked to approve a one-year contract with Security One, Inc., for security guard services effective June 30, 2021 through June 30, 2022, as set forth in agenda Item 9. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Dalton NeSmith and seconded by Mr. Chris Rice, that the Board hereby approves a one-year contract with Security One, Inc., the lowest submitted cost for service; and to authorize the General Manager and/or Assistant General Manager to execute the contract for security guard services effective June 30, 2021 through June 30, 2022 at sites referenced in the contract at an out-of-pocket cost of \$722,376.94.

Resolution No. 8771 is hereby adopted. Director Blankenship voted no.”

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Next, the Board was asked to approve the continuation of Contract Compliance Services with Birmingham Construction Industry Authority (BCIA), on a month-to-month basis, as set forth in agenda Item 10. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Lucien Blankenship and seconded by Mr. Chris Rice, that the Board hereby approves a continuation of Contract Compliance services, with Birmingham Construction Industry Authority (BCIA), on a month-to-month basis, at a retainer fee of \$25,000.00 per month, effective July 1, 2021.

Resolution No. 8772 is hereby adopted by unanimous vote.”

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Following, Attorney Parnell certified an Executive Session to discuss a pending lawsuit and one matter that could lead to litigation, with the possibility of Board action to follow. The Board, attorneys and Senior Staff entered into Executive Session at 12:43 p.m. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By the Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Larry Ward and seconded by Mr. Tom Henderson, that the Board hereby approves an Executive Session to discuss a pending lawsuit and a matter that could lead to litigation; with the possibility of Board action to follow.

Resolution No. 8773 is hereby adopted by unanimous vote.”

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Director Huffman exited the session at 1:41 p.m. Director Rice exited the session at 1:53 p.m. At 1:55 p.m. the Board came out of Executive Session.

As there was no further business before the Board, a motion was made and seconded, and the meeting adjourned at 1:56 p.m.

_____/S/
Ronald A. Mims
Chairman/President

Attest:

_____/S/
William "Butch" Burbage
Secretary-Treasurer