

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
April 26, 2023**

A regular bi-monthly meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, April 26, 2023, at 11:30 a.m., at 3600 First Avenue North, Birmingham, Alabama.

The following Directors were present: Lucien B. Blankenship, William “Butch” Burbage, Jr., Thomas E. Henderson, Tereshia Q. Huffman, Ronald A. Mims, George Munchus, Carl Dalton NeSmith, Mashonda S. Taylor, and Raymond “Larry” Ward.

Others present were: Michael Johnson, General Manager; Iris Fisher and Derrick Murphy, Assistant General Managers; Cynthia Williams, Board Administrator; Anitra Clark, Corporate Governance Specialist; Vanessa Washington, Executive Assistant; Colandus Mason, Rick Jackson, Robert Steffens, Michael Tartt Jr., Valencia Joi Delaney, Jessica Fadlevich, Paul Lloyd, Rosalind Jones, Matthew Shiver, Matthew Pritchett, Jeff Wade, Parker Vines, and David Walker, BWB Employees; K. Mark Parnell, Parnell Thompson Law, LLC; Byron Perkins, Perkins Law, LLC; Kelvin Howard, Kelvin W. Howard, LLC; Tiffanie Agee, Agee Law, LLC; Mary-Louise Manning, State of Alabama Attorney General’s Office; Lindsay McAdory, CBG Strategies; Heather Gann and Roy Johnson, Al.com; Patrick Flannelly, ARCADIS; Michael Bell, Birmingham Construction Industry Authority; Theo Johnson, Jacobs Engineering; Caleb Wilson, Gresham Smith; Ben Law and Eric Atwater, AON; Chandra Abesingha, CE Associates; Kamilah G. Lewis, City of Birmingham; Al Moore, and Marcus Carson, Beville State University; and William R. Muhammad, Citizens to Save Jefferson County.

Chairwoman Huffman declared a quorum in attendance.

Chairwoman Huffman called the meeting to order at 11:30 a.m., and Assistant General Manager Fisher opened the meeting with prayer.

Next, Chairwoman Huffman asked the Board to approve the agenda. 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. Mashonda Taylor, that the Board of Directors hereby approves the Regular Board of Directors’ meeting agenda for April 26, 2023. Resolution No. 9305 is hereby adopted by unanimous vote.”

* * * * *

Following, the Board proceeded to the first item on the agenda, Request Board to approve the minutes of the Regular Board of Directors’ meetings held March 8, 2023, and March 22, 2023. Director Burbage asked whether this meant that the minutes were up to date. General Manager Johnson responded yes and stated that he was unaware of any delinquencies. He stated staff had worked hard to bring the minutes up to date. Director Burbage commended the staff for bringing

the minutes current and commented that hopefully the minutes will stay current. 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 Mr. Ronald A. Mims and seconded by Mr. George Munchus, that the Board hereby approves minutes of the following meetings:

- Regular Board of Directors’ Meeting held March 8, 2023
- Regular Board of Directors’ Meeting held March 22, 2023

Resolution No. 9306 is hereby adopted by unanimous vote.”

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Next, Chairwoman Huffman asked to hear Report of Committees. General Manager Johnson stated that there would be a Human Resources Committee Meeting immediately following said Board Meeting. Director Ward announced that there would be a Finance Committee Meeting held on May 10, 2023, before the Regular Board of Directors’ Meeting at 10:30 a.m. Director Ward stated the budget status would be reviewed in the Finance Committee Meeting, and directors would be updated at the Regular Board of Directors’ Meeting being held immediately after the Finance Committee Meeting. He stated Director Taylor asked legitimate questions; therefore, everyone will be updated on overspending, underspending, and the budgets’ standing. Director Munchus asked Director Ward whether there would be estimates on potential rate increases for FY2024 discussed in the Finance Committee Meeting. Director Ward responded not at this time. General Manager Johnson clarified estimates would be done during the budget process. Director Munchus requested the dollar amounts rather than percentages be considered when starting the budget process.

Following, Chairwoman Huffman asked to hear Reports of Officers. Chairwoman Huffman stated the Board adopted a pledge policy at a board meeting held two weeks ago. She indicated, she has signed pledges from the following directors adhering to the Board’s pledge and trainings: Directors Huffman, Henderson, Ward, Burbage, NeSmith, Mims, and Taylor. She stated she did not have signed pledges from Director Munchus nor Director Blankenship. She indicated that it was her understanding that the two referenced directors do not want to sign the pledge and asked that it be entered into the record. Following, Chairwoman Huffman stated an Ethics Training is scheduled on April 28, 2023, as part of what was adopted at the last board meeting. General Manager Johnson clarified the Ethics Training would be held at 11:30 a.m., on a Friday. Director Munchus questioned who would be conducting the ethics training. Board Attorney Parnell responded Cynthia Raulston, Alabama Ethics Commission, would be conducting the training. Next, Chairwoman Huffman stated it was Administrative Professionals’ Day. Chairwoman Huffman recognized the Board’s Administrative Professionals: Cynthia Williams and Anitra Clark. She thanked them for their work and stated that sometimes the work administrative professionals do is taken for granted. She indicated the Board could not function without them and their work is important and appreciated. Afterwards, General Manager Johnson acknowledged Tammy Wilson, Michelle Cox, and Vanessa Washington for Administrative Professionals’ Day. He stated that staff appreciates their work and wanted to acknowledge them. Also, he thanked

Chairwoman Huffman and said a resolution on said recognition would be read later during the meeting.

Next, General Manager Johnson acknowledged Assistant General Manager Murphy for an update. Assistant General Manager Murphy updated the Board on the status of pipeline material. He commented that regarding materials, there is one challenge with the four-inch service lines. He stated that there is a fitting that has not been received but is expecting it to arrive within the week. Assistant General Manager Murphy stated the fitting was promised four weeks ago; however, every precaution is being taken. He stated there is no residential related matters (no one-inch nor six-inch line issues). He stated the issue is only with the four-inch service lines. Director Mims asked if the distributor was local. Assistant General Manager Johnson stated he would have to verify that information.

Following, General Manager Johnson asked the Board to hear a presentation by AON regarding the Pension Plan Review and Benchmarking Study. A handout entitled "*AON Birmingham Water Works Board Retirement Plan Benchmarking and Pension Design Highlights – April 26, 2023*" (a copy is on file in Diligent Board Book) was distributed to the directors by Paul Lloyd. General Manager Johnson stated AON was approved to do a review of Birmingham Water Works Pension Plan. General Manager Johnson stated the purpose of reviewing the Pension Plan is to see if there is an opportunity to improve the plan to assist with attracting and retaining more employees, look at the actuarial assumptions, and adjust the plan to be beneficial to current and potential employees. Director Munchus asked how many employees Birmingham Water Works is lacking or positions opened. General Manager Johnson responded the number is slightly over 100. He then recognized Mr. Eric Atwater and Ben Law, AON. Mr. Atwater stated that he and his colleague, Ben Law, were tasked with reviewing the funding status of the plan and providing an annual update. Mr. Atwater stated the investment market was very volatile last year; and the Pension and the OPEB Plans lost money. He stated the Pension Plan lost approximately 13%, and the negative asset returns decreased the Pension funded ratio from 87% to 72%. He stated the OPEB Plan lost approximately 12%, and the OPEB funded ratio decreased from 88% to 83%. Mr. Atwater stated that they compared Birmingham Water Works to seven or eight of its peers to see what those companies were doing for retirement, their current employees, and new hires. He stated that half the peers had a traditional defined benefit plan like Birmingham Water Works and the other half had a defined contribution only/hybrid plan. Mr. Atwater stated some trends were shifting Pension Plan costs for legacy employees by increasing the retirement age and/or increasing the contributions, adding additional tiers of benefits with reductions for newer employees, maintaining reduced pension plans and adding a defined contribution 401K component or hybrid plan. Mr. Atwater stated Alabama Power and San Antonio Water are Cash Balance plans. He then gave an overview of observations. Mr. Atwater stated Birmingham Water Works has the highest final average pay multiplier of the peers, but also requires the highest employee contribution; is in the middle of the competitive range for average employees; and for new hires the company is at the top of the competitive range. He stated all of Birmingham Water Works peers have made changes to lower the benefits; therefore, the Birmingham Water Works' benefits are just as good as its peers.

Following, Mr. Law discussed the plan design options. He stated the plan design is divided into two sets: Enhancement to the Current Pension Plan and Add Defined Contribution Options. Mr. Law stated Enhancement to the Current Pension Plan includes the following five plan features:

reducing the vesting period from ten years to five years, 5% interest on employee contributions, death benefit based on pension formula, unreduced retirement for employees with 30 years of service for post 2007 hires and including unused sick time in the vesting and benefit calculation. He stated the total annual cost if all changes are implemented is \$928,000.00 yearly. Mr. Law stated Add Defined Contribution Options include the following: reduce the pension multiplier for new hires and add a defined contribution plan for new and current employees, close the Pension Plan to new hires and implement a defined contribution plan for new hires with a smaller defined contribution for current employees, and add a defined contribution plan for new hires, but also allow current employees to switch to the defined contribution plan. He indicated the option of adding a defined contribution plan for new hires, but also allowing current employees to switch to the defined contribution plan saves the most money and is the most drastic reduction. Director Burbage inquired about the normal vesting period regarding the plans for Birmingham Water Works. Mr. Law responded the median number of years is five. Director Burbage stated the number of years for pension plans in the State of Alabama is ten. Mr. Law stated private entities cannot have longer than five years vested. Director Mims asked whether the OPEB Plan moving from 88% to 83% in investment returns is in line with other companies. General Manager Johnson answered yes. He stated that most companies do not have an OPEB plan. Director Munchus inquired as to the purpose of selecting five years as opposed to 10 years regarding the vesting period on slide five of the presentation. Mr. Law responded due to federal law; the private sector cannot go beyond five years. Director Mims inquired about the rate increase impact. General Manager Johnson stated said matter would have to be reviewed. Director Ward asked when the plan design options would be considered. General Manager Johnson stated it would be brought to the Executive Committee in early June 2023. Subsequently, he stated the American Water Works Association has a project named AWWA Water 2050 regarding the water industry. He stated the workshop will cover the following three topics: population trends, trust and transparency, and clean water and sanitation for all. General Manager Johnson stated he and Assistant General Manager Fisher will be participating in the workshop and it will be held at the Birmingham Civil Rights Institute April 26-27, 2023. Director Mims requested General Manager Johnson give the Board an update once he has completed the workshop.

Next, Chairwoman Huffman asked to hear Speakers. She acknowledged William R. Muhammad, Citizens to Save Jefferson County. Mr. Muhammad stated he was speaking regarding resolution passed by the Birmingham City Council on April 25, 2023 regarding State House Bill 177.

Following, the Board proceeded to the second item on the agenda, Request Board to recognize and commend all Administrative Professionals on this "Administrative Professional's Day" for the challenging and valuable work they perform in their support roles. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, The Water Works Board of the City of Birmingham (“the Board”), desires to recognize and commend its Administrative Professionals on this Administrative Professional Day, Wednesday, April 26, 2023; and

WHEREAS, the hard work of Administrative Professionals across all job titles are essential to the continued success of the Board; and

WHEREAS, Administrative Professionals serve as the indispensable framework that holds the entire office together, their responsibilities consist of a range of organizational obligations that provide real benefit to the people they support, and to the organization at large. While much of this work is done behind the scenes, it is no question that Administrative Professionals help keep the office running smoothly.

NOW, THEREFORE BE IT RESOLVED, on a motion duly made by Mr. Ronald A. Mims and seconded by Ms. Mashonda Taylor, all Administrative Professionals of the Board be recognized on this day, Wednesday, April 26, 2023, for their dedication and hard work.

Resolution No. 9307 is hereby adopted by unanimous vote.”

Next, the Board proceeded to the third item on the agenda, Request Board to approve payment of invoices. 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. William “Butch” Burbage, Jr., that the Board hereby authorizes staff to execute payments to the following:

- 3.1 Pat Lynch & Associates for professional services rendered March 1, 2023 – March 31, 2023 in the amount of \$10,000.00.
- 3.2 Kelvin W. Howard, LLC for professional services rendered March 2023 in the amount of \$19,196.83.
- 3.3 Levitate Legal for the following:
 - 3.3.1 For professional services rendered February 2023 in the amount of \$10,000.00.
 - 3.3.2 For professional services rendered March 2023 in the amount of \$10,000.00.
- 3.4 Agee Law, LLC., for the following:
 - 3.4.1 For professional services rendered November 2022 in the amount of \$6,732.00.
 - 3.4.2 For professional services rendered March 2023 in the amount of \$16,380.00.
- 3.5 Birmingham Construction Industry Authority for professional services rendered March 2023 in the amount of \$25,000.00.
- 3.6 Birmingham Business Alliance (BBA) in the amount of \$25,000.00 for its annual commitment as a champion investor.
- 3.7 Parnell Thompson, LLC for professional services rendered March 2023 in the amount of \$58,440.00.

Resolution No. 9308 is hereby adopted by Directors Burbage, Henderson, Huffman, Mims, Munchus, NeSmith, Taylor and Ward; and Director Blankenship voted no.”

Following, the Board proceeded to the fourth item on the agenda, Request Board to award bids. Director Munchus asked whether the bidder, Southern Pipe, was in Birmingham, Alabama. General Johnson responded yes. Next, Director Mims inquired about the status/level of the material in stock needed for agenda items 4.1 and 4.2, and whether there were any material related issues. Assistant General Manager Murphy stated that there are no current issues, but he will provide an update, later. 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. Thomas Henderson, that the Board hereby authorizes staff to execute purchase orders and/or contracts for procurement of materials, services and supplies needed for the operation, construction, and maintenance of the water system to the following:

- 4.1 Southern Pipe, the lowest responsible and responsive bidder, for estimated annual quantities of Curb Stops, at an estimated out-of-pocket cost to the Board of \$51,186.80; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee.
- 4.2 Request Board to award bid to Southern Pipe, the lowest responsible and responsive bidder, for estimated annual quantities of Unions, at an estimated out-of-pocket cost to the Board of \$90,868.68; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee.

Resolution No. 9309 is hereby adopted by unanimous vote.”

Next, the Board proceeded to the fifth item on the agenda, Request Board to approve expenditures with Eaton Electrical Engineering Services & Systems, a sole source provider, for equipment procurement and installation services for High Resistance Grounding for Shades Mountain Filter Plant, at an out-of-pocket cost to the Board of \$266,325.00; and to authorize the General Manager and/or the Assistant General Manager to execute any necessary documents, as recommended by the Engineering and Maintenance Committee. Director Munchus asked Michael Bell whether Birmingham Construction Authority (BCIA) was involved with the Historically Underutilized Business (HUB) participation. Mr. Bell responded that BCIA did not need to make a referral because Eaton Electrical Services and Systems already had the referenced HUB participation. Director Mims asked about Shades Mountain Filter Plant existing equipment. Assistant General Manager Murphy responded the referenced work is an upgrade. Afterwards,

Director Munchus inquired about the contract compliance form for said item. Mr. Bell and Assistant General Manager Murphy responded they would have to verify the matter. 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. Mashonda Taylor, that the Board hereby approves expenditures with Eaton Electrical Engineering Services & Systems, a sole source provider, for equipment procurement and installation services for High Resistance Grounding for Shades Mountain Filter Plant, at an out-of-pocket cost to the Board of \$266,325.00; and to authorize the General Manager and/or the Assistant General Manager to execute any necessary documents, as recommended by the Engineering and Maintenance Committee.

Resolution No. 9310 is hereby adopted by unanimous vote.”

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Following, Director Burbage asked that agenda item six and seven be voted on together, because they are similar. The Board proceeded to agenda item six, Request Board to approve an agreement with Pat Lynch & Associates to provide legislature, financial opportunity, and local cooperation services for the period of April 15, 2023, through December 15, 2023, at a monthly out-of-pocket cost to the Board of \$10,000.00; and agenda item seven, Request Board to approve an agreement with Hilliard, Smith and Hunt LLC, to provide federal governmental relations services for the period of April 15, 2023, through December 15, 2023, at a monthly out-of-pocket cost to the Board of \$13,000.00. Chairwoman Huffman asked General Manager Johnson to speak to agenda items six and seven, because only two of the three lobbyists are on the agenda. General Manager Johnson stated the Board’s third lobbyists, The Jones Group agreement does not expire until December 2023. He stated the agreements for Pat Lynch and Associates and Hilliard, Smith, and Hunt were originally scheduled to terminate on April 15, 2023; however, the Board needs their services now. General Manager Johnson indicated the recommendation is to extend their agreements until December 2023. He stated Birmingham Water Works will be starting its budget cycle and at that time, staff will internally review them and make a recommendation to the Board on whether services are still needed for FY2024. He stated the budget impact for the two lobbyists is an additional cost of \$184,000.00 for the remaining year and that amount would be absorbed in the budget because some items will be under budget. Chairwoman Huffman clarified whether agenda items six and seven services were currently being used and that each agreement would carry on to December 2023, at which time a review process would take place. General Manager Johnson responded the two referenced lobbyists would be reviewed before for the FY2024 budget which is before December 2023. Director Munchus asked where in the budget would the additional cost for the lobbyists be absorbed. General Manger Johnson stated it would be absorbed under the professional services line item. He stated the two lobbyists’ agreements were budgeted through April 15, 2023. Director Munchus asked if bringing professional services in-house was being considered regarding agenda items six and seven. General Manager Johnson replied that it could be an option. On a motion duly made and seconded, the following resolutions were adopted:

“BE IT RESOLVED By the Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. William “Butch” Burbage, Jr., and seconded by Mr. Thomas E. Henderson, that the Board hereby approves an agreement with Pat Lynch & Associates to provide

legislature, financial opportunity, and local cooperation services for the period of April 15, 2023, through December 15, 2023, at a monthly out-of-pocket cost to the Board of \$10,000.00; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Executive Committee. Resolution No. 9311 is hereby adopted by a roll call vote as follows: Director Blankenship, Yes; Director Burbage, Yes; Director Henderson, Yes; Director Huffman, Yes; Director NeSmith, Yes; Director Taylor, Yes; Director Ward, Yes; Director Munchus, No; and Director Mims, Abstained.”

“BE IT RESOLVED By the Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. William “Butch” Burbage, Jr., and seconded by Mr. Thomas E. Henderson, that the Board hereby approves an agreement with Hilliard, Smith and Hunt LLC, to provide federal governmental relations services for the period of April 15, 2023, through December 15, 2023, at a monthly out-of-pocket cost to the Board of \$13,000.00; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Executive Committee. Resolution No. 9312 is hereby adopted by a roll call vote as follows: Director Blankenship, Yes; Director Burbage, Yes; Director Henderson, Yes; Director Huffman, Yes; Director NeSmith, Yes; Director Taylor, Yes; Director Ward, Yes; Director Munchus, No; and Director Mims, Abstained.”

Next, Chairwoman Huffman received the following opinion from Cynthia Raulston with the State of Alabama Ethics Commission as it concerns agenda items six and seven: *Based on facts presented, there is nothing in the Ethics Act that would prohibit you from voting on invoices, contract extensions, and/or contract renewals from Hilliard, Smith, & Hunt, LLC. Mr. Hilliard is not your “family member” as defined by the Ethics Act. Therefore, Hilliard, Smith, & Hunt, LLC is not a business with which you are associated.* A copy is on file in Diligent.

Following, the Board proceeded to the eighth item on the agenda, Request Board to approve an engagement letter with Sheppard-Harris & Associates for an audit of the Board’s Other Post-Employment Benefits (OPEB) Plan for the year ended December 31, 2022, at an out-of-pocket cost to the Board not-to-exceed \$19,900.00, to be considered and recommended by the Finance Committee. 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. William “Butch” Burbage, Jr., and seconded by Ms. Mashonda Taylor, that the Board’s hereby approves an engagement letter with Sheppard-Harris & Associates for an audit of the Board Other Post-Employment Benefits (OPEB) Plan for the year ended December 31, 2022 at an out-of-pocket cost to the Board not-to-exceed \$19,900.00. Resolution No. 9313 is hereby adopted by unanimous vote.”

Next, the Board proceeded to the ninth item on the agenda, Request Board to approve an engagement letter with Sheppard-Harris & Associates for an audit of the Board's Pension Plan for

the year ended December 31, 2022, at an out-of-pocket cost to the Board not-to-exceed \$30,000.00, to be considered and recommended by the Finance Committee. Director Mims asked how long Sheppard-Harris & Associates had been providing said services for Birmingham Water Works. General Manager Johnson responded Sheppard-Harris & Associates has been providing the referenced services to the company for several years. 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, Jr., that the Board hereby approves an engagement letter with Sheppard-Harris & Associates for an audit of the Board Pension Plan for the year ended December 31, 2022 at an out-of-pocket cost to the Board not-to-exceed \$30,000.00. Resolution No. 9314 is hereby adopted by unanimous vote.”

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Following, Director Ward asked that agenda items ten, eleven, and twelve be voted on together. The Board proceeded to agenda item ten, Request Board to approve an updated banking resolution designating those who are authorized to execute banking transactions at Regions Bank, Truist Bank, and Citizens Trust Bank, respectively, on behalf of the Water Works Board of the City of Birmingham, to be considered and recommended by the Finance Committee; agenda item eleven, Request Board to approve an updated banking resolution designating those who are authorized to execute banking transactions at Truist Bank on behalf of the Water Works Board of the City of Birmingham, to be considered and recommended by the Finance Committee; and agenda item twelve, Request Board to approve an updated banking resolution designating those who are authorized to execute banking transactions at Citizens Trust Bank on behalf of the Water Works Board of the City of Birmingham, to be considered and recommended by the Finance Committee. General Manager Johnson stated the banking resolutions are being updated to include the new Accounting Manager and to remove Jeffrey Thompson, former Assistant General Manager of Operations and Technical Services. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, the Board of Directors of The Water Works Board of the City of Birmingham, a public corporation organized and existing under the laws of the State of Alabama (the “Corporation”), has designated REGIONS BANK, Birmingham, Alabama, as a depository of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, on a motion made by Mr. Larry Ward and seconded by Mr. William “Butch” Burbage, Jr., that REGIONS BANK located in Birmingham, Alabama, (the “Bank”) is hereby confirmed as a depository of the Corporation and that one or more deposit accounts be opened and maintained on behalf of the Corporation with said Bank, that such accounts be governed by the terms and conditions contained on or referred to in the signature cards which is herein authorized to be executed, that funds so deposited may be withdrawn by check, draft, note or order of the Corporation when signed by any two (2) of the following:

NAME

TITLE

Michael Johnson

General Manager

Derrick Murphy
Iris Fisher
Rosalind Jones
Jacqueline Hill

Assistant General Manager
Assistant General Manager
Comptroller
Accounting Manager

whose signatures shall be duly certified to the Bank on said signature cards, and Bank is hereby authorized to pay said checks, drafts, notes, orders or withdrawals, or to receive the same for credit of, or in payment for the payee, or any other legal holder when so signed, without inquiry as to the circumstances of the disposition of their proceeds, whether drawn to the individual order or tendered in payment of individual obligations of the officers or employees above named, or other officers of this corporation or otherwise.

FURTHER RESOLVED, that Michael Johnson, General Manager of the Water Works Board,

is authorized to execute a “Telephone Transfer Authorization” form, which will designate persons authorized to give telephone instructions to Bank to transfer funds between specified deposit accounts of this Corporation at the Bank.

is authorized to rent one or more Safe Deposit Boxes from said Bank and execute applicable agreements and signature cards.

is authorized to enter into a Night Depository agreement with the Bank and execute applicable agreements and signature cards.

is authorized to enter into agreements with the Bank for electronic and other banking services including but not limited to, collateral security, payroll processing, electronic entry processing, account reconciliation and corporate cash management.

RESOLVED FURTHER, that this resolution hereby revokes all resolutions heretofore delivered to Bank by this Corporation,

RESOLVED FURTHER, that this resolution shall continue in full force and effect until the Bank shall receive official notice in writing from this Corporation of the revocation thereof by a resolution duly adopted by the Board of Directors of this Corporation, and that the certification of the Secretary-Treasurer of this Corporation as to the signatures of the above-named persons shall be binding on this Corporation.

RESOLVED FURTHER, that the form or forms of authorization to open such bank accounts and draw money therefrom on behalf of the Corporation required by REGIONS BANK is hereby adopted; that any other resolution or corporate action required in order to open such bank accounts and draw money therefrom on behalf of the Corporation is hereby adopted; that the appropriate officers of the Corporation are hereby authorized and directed to certify the adoption of any such authorization and resolutions as if the language thereof were set in full in this resolution so long as the substance thereof is consistent with the objective of this resolution, and that copies of all authorizations and resolutions so certified be placed with this resolution and records of the Corporation.

Resolution No. 9315 is hereby adopted by unanimous vote.”

“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, Jr., that the Board hereby approves to transact financial and banking business, including wire transfers, and to open or close any financial or banking business, including wire transfers, and to open or close any financial or brokerage accounts with Truist Bank (the “Bank”) to the following:

| <u>NAME</u> | <u>TITLE</u> |
|-----------------|------------------------------|
| Michael Johnson | General Manager |
| Derrick Murphy | Assistant General Manager |
| Iris Fisher | Assistant General Manager |
| Rosalind Jones | Comptroller |
| Jacqueline Hill | Accounting Manager |
| Sharon Mahaffey | Assistant Accounting Manager |

RESOLVED FURTHER, that this resolution hereby revokes all resolutions heretofore delivered to Bank by the Board.

RESOLVED FURTHER, that this resolution shall continue in full force and effect until the Bank shall receive official notice in writing from the Board of the revocation thereof by a resolution duly adopted by the Board of Directors of this Corporation, and that the certification of the Secretary-Treasurer of this Corporation as to the signatures of the above-named persons shall be binding on the Board.

Resolution No. 9316 is hereby adopted by unanimous vote.”

“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, Jr., that the Board hereby approves to transact financial and banking business, including wire transfers, and to open or close any financial or banking business, including wire transfers, and to open or close any financial or brokerage accounts with Citizens Trust Bank (the “Bank”) to the following:

| <u>NAME</u> | <u>TITLE</u> |
|-----------------|---------------------------|
| Michael Johnson | General Manager |
| Derrick Murphy | Assistant General Manager |
| Iris Fisher | Assistant General Manager |

RESOLVED FURTHER, that this resolution hereby revokes all resolutions heretofore delivered to Bank by the Board.

RESOLVED FURTHER, that this resolution shall continue in full force and effect until the Bank shall receive official notice in writing from the Board of the revocation thereof by a resolution duly adopted by the Board of Directors of this Corporation, and that the certification of the Secretary-Treasurer of this Corporation as to the signatures of the above-named persons shall be binding on the Board.

Resolution No. 9317 is hereby adopted by unanimous vote.”

Following, the Board proceeded to the thirteenth item on the agenda, Request Board to enter Executive Session to discuss with legal counsel legal matters that are appropriate under Ala. Code Section 35-25A-7. Board Attorney Mark Parnell certified the purpose of Executive Session was to discuss with the Board the potential settlement of a case, which involves pending litigation and to discuss another matter that may likely become possible litigation. He indicated the Executive Session should last approximately twenty minutes and he expected action to be taken after the Executive Session. Director Munchus confirmed whether those were the only two items being certified for Executive Session. Board Attorney Parnell answered yes. 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. William “Butch” Burbage, Jr., and seconded by Ms. Mashonda Taylor, that the Board hereby approves an Executive Session to discuss with legal counsel legal matters that are appropriate under Ala. Code Section 36-25A-7. Resolution No. 9318 is hereby adopted by unanimous vote.”

The Board entered Executive Session at 12:28 p.m. Following, Director Burbage made a motion for the Board to come out of Executive Session and Director Mims seconded the motion. The Board came out Executive Session at 12:47 p.m.

Subsequently, the Board proceeded to the fourteenth item on the agenda, to take action regarding that certain lawsuit bearing Civil Action No. 01-CV-2019-904382. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, there is presently pending against The Water Works Board of the City of Birmingham, et. al., Jefferson County Civil Action Number 01-CV-2019-904382.

WHEREAS, a settlement of the above lawsuit has tentatively been reached, subject to approval of the board of directors for the Water Works Board; and,

WHEREAS, the settlement of the above lawsuit falls under our Self-Insured Retention limits.

NOW THEREFORE, on a motion made by Mr. Larry Ward and seconded by Mr. Thomas E. Henderson, as follows:

The Water Works Board’s General Manager and Water Works Board legal counsel, Tiffanie Agee of Agee Law, are authorized to take such actions as needed to complete the settlement of the Lawsuit for the sum of \$77, 500.00, in accordance with the terms and conditions of the Water Works Board’s insurance policies and procedures, and to cause the lawsuit to be dismissed with prejudice.

Resolution No. 9319 is hereby adopted by unanimous vote.”

As there was no further business before the Board, Director Ward made a motion to adjourn the meeting and Director Burbage seconded the motion. On a motion duly made and seconded, the meeting adjourned at 12:48 p.m.

_____/s/_____
Tereshia Q. Huffman
Chairwoman

Attest:

_____/s/_____
Raymond “Larry” Ward
Secretary-Treasurer