

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS  
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM  
December 5, 2018**

The regular bi-monthly meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, December 5, 2018, at 12:30 p.m., at 3600 First Avenue North, Birmingham, Alabama.

The following Directors were present: Tommy J. Alexander, Deborah Clark, Brenda J. Dickerson, William “Butch” Burbage, Jr., Ronald A. Mims, Sherry W. Lewis, Brett A. King, and William R. Muhammad.

The meeting was also attended by: TM “Sonny” Jones, Darryl Jones, and Michael Johnson, Assistant General Managers; Grace E. Amison, Executive Assistant to the Board of Directors; Vanessa Washington, Executive Assistant to AGM Michael Johnson, Mark Parnell and Mary Thompson, Parnell Thompson, LLC; Kelvin Howard, KWH, LLC.; Dorian Kendrick, Martha Bozeman, and Tommy Palladino, Agency 54; Brian T. Ruggs, ARCADIS US, Inc.; Theo Johnson, Volkert; Kayla Currie, AGO; Matthew Arrington, Terminus; Chandra Abesingha, CE Associates; Earl Hilliard, Jr., City of Birmingham; Derrick Murphy, AWPM; Steve Franks, Barry Williams, George Anderson, Rick Jackson, Rosalind Jones, Geoff Goodwin, Michael Parker, Johnathan Harris and BWWB Security, Board Employees; Nelda Thompkins, Retirees; Barbara Fox, Visitor.

Inasmuch as eight Board members were present, a quorum was in attendance. Chairman Alexander called the meeting to order at 12:32 p.m. He asked AGM Michael Johnson to lead the meeting due to GM Underwood being out of town. Following, George Anderson, I.T. Manager opened the meeting with prayer.

Next, Attorney Mark Parnell certified to enter Executive Session to discuss the general reputation and character of an individual. He stated that action may possibly be taken and expects the Executive Session to last approximately 30 minutes. 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. Sherry W. Lewis and seconded by Dr. Brenda J. Dickerson, that the Board hereby approves an Executive Session to discuss the general reputation and character of an individual.

Resolution No. 7951 is hereby adopted by Directors Alexander, Clark, Dickerson, Burbage, Mims, Lewis, Muhammad and King.”

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At 12:34 p.m. Dr. Munchus entered the meeting. At 12:35 p.m., the Board and Board’s Attorneys entered Executive Session. Subsequently, 1:08 p.m., the motion to end Executive Session was made by Director King and seconded by Director Dickerson. Thus, the Board reopened the meeting. Dr. Dickerson returned to the meeting at 1:09 p.m.

Next, AGM Michael Johnson asked the Board to approve Director King's mileage expense reimbursements for November 2018 in the amount of \$147.15. [NOTE: A roll call vote is required.] On a motion duly made and seconded, the following resolution was adopted:

“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 Dr. George Munchus and seconded by Mr. Ronald A. Mims, that the following board member(s) be reimbursed for his mileage expense reimbursements as follows:

- Brett King for mileage expense reimbursements for November 2018 in the amount of \$147.37 (as listed on the attached Itemized Travel and Business Expense Reimbursement).

Resolution No. 7952 is hereby adopted by a roll call vote: Director Burbage, Yes; Director Muhammad, Yes; Director King, Yes; Director Dickerson, Yes; Director Munchus, Yes; Director Mims, Yes; Director Clark, Yes; Director Lewis, Yes; and Chairman Alexander, Yes.”

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Next, AGM Michael Johnson asked the Board to approve payments of invoices for professional services, as set forth in agenda items 2.1 through 2.5, respectfully. 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. Ronald A. Mims and seconded by Dr. George Munchus, that the Board hereby authorizes staff to execute payments to the following:

2.1 <u>Terminus Municipal Advisors, LLC</u>	
For professional services performed in November 2018	<u>\$6,500.00</u>
2.2 <u>The Jones Group, LLC</u>	
For professional services rendered in December 2018	<u>\$7,500.00</u>
2.3 <u>Raftelis Financial Consultants, Inc.</u>	
For professional services rendered in October 2018	<u>\$23,162.40</u>
2.4 <u>Agency 54</u>	
For professional services rendered in September 2018	<u>\$25,000.00</u>

2.5 ARCADIS U.S., Inc.

For professional services rendered per October 2018 Progress Report (October 2018)

\$307,271.70

Resolution No. 7953 is hereby adopted by unanimous vote.”

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Subsequently, under new business, Dr. Munchus requested to hear a report on the Bond Funds. Per AGM Michael Johnson, \$97 million in bond funds were deposited at BB&T with an interest rate of 1.97%. He stated that staff would ask the Board to issue a bid to get a higher interest rate at the December 20, 2018 Regular Board of Directors’ Meeting. Following, Dr. Munchus inquired about the Birmingham Business Alliance invoice and requested it be placed on the next board agenda for approval. Next, Attorney Parnell read a resolution terminating the agreement with General Manager Mac Underwood effective immediately and appointing AGM Michael Johnson as the Interim General Manager with a 5% pay increase for out of class pay; as, he will have all duties and responsibilities of the position of General Manager. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, The Water Works Board of the City of Birmingham (the “Board”) and Macaroy “Mac” Underwood (“Underwood”) entered into that certain Employment Agreement dated July 31, 2015; and

WHEREAS, Section III.D.1 of said Employment Agreement provides that it may be terminated by the mutual agreement of the Parties; and

WHEREAS, upon the terms and conditions set forth below, the Parties mutually desire to terminate said Employment Agreement effective immediately.

NOW, THERFORE, on a motion made by Dr. Brenda J. Dickerson and seconded by Mr. Ronald A. Mims, it is hereby resolved as follows:

1. The Chairman is hereby authorized and directed to execute all necessary documents recommended by the Board’s legal counsel to terminate said Employment Agreement effective immediately.
2. The Chairman is further authorized and directed to cause Underwood to be paid any and all compensation, wages, salary and benefits which will include all unused Sick and Vacation time through Underwood’s last day of employment, less lawful deductions. Said payment shall be paid to Underwood within thirty (30) days of the date that this Agreement has been entered into.
3. The Board hereby appoints Michael Johnson to serve as Interim General Manager with a 5% pay increase for out-of-class pay. As Interim General Manager, Mr. Johnson will have all the duties and responsibilities of the position of General Manager.

Resolution No. 7954 is hereby adopted by unanimous vote.”

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As there was no further business to be brought before the Board, a motion to adjourn the meeting was duly made and seconded, and the meeting adjourned at 1:14 p.m.

\_\_\_\_\_/s/\_\_\_\_\_  
Tommy J. Alexander  
Chairman/President

Attest:

\_\_\_\_\_/s/\_\_\_\_\_  
William “Butch” Burbage, Jr., CPA  
Secretary-Treasurer