

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
January 12, 2022**

The regular bi-monthly meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, January 12, 2022, at 11:30 a.m.

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

Others present: Michael Johnson, General Manager; Jeffrey Thompson, Assistant General Manager; Cynthia Williams, Board Administrator; Anitra Clark, Corporate Governance Specialist; Colandus Mason, Terrell Jones, Jeff Wade and Charles McGee, Board Employees; K. Mark Parnell, Parnell Thompson Law, LLC; Byron Perkins, Perkins Law, LLC; Kelvin Howard, KWH, LLC; Patrick Flannelly, ARCADIS; Martha Bozeman, Agency 54; Barnett Wright, The Birmingham Times; Matthew Arrington, Terminus; Chris Woods, C.W. Woods Contracting Services Inc.; Michael Bell, BCIA; Birmingham Police Officer Molette and Sonny Jones. AGM Iris Fisher and Derrick Murphy were present via telephone.

Inasmuch as all Board members were present, a quorum was declared in attendance.

Chairman Mims called the meeting to order at 11:30 a.m. GM Johnson opened the meeting with prayer.

Chairman Mims proceeded to the approval of the agenda and asked for a motion and second on said item. Director Burbage requested to make changes to the agenda before voting. He commented that in the past, the election of officers was the first item on the agenda; therefore, he made a request to move agenda item 2 immediately after the approval of the agenda and to table agenda item 3 until the next scheduled board meeting. Thus, Director Burbage made a motion to amend and accept the agenda with the suggested changes, and Director NeSmith seconded the motion. 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 Mr. Dalton NeSmith that the Board hereby approves the Regular Board of Directors’ Meeting Agenda, as amended, by moving agenda item 2 immediately after approval of the agenda and to table agenda item 3 until the next scheduled board meeting. Resolution No. 8968 is hereby adopted by unanimous vote.”

Next, GM Johnson requested the board to elect Officers of the Corporation for 2022 calendar year, as set forth in agenda item 2. Director Burbage nominated Director Rice for the position of Board Chairman and Director NeSmith seconded the motion. Attorney Parnell pointed out that relative to nominating someone for a position, there is no second to a nomination, as it is not a

motion. Attorney Parnell stated the next step would be to ask if there were any other nominees for said position. Director Mims commended and thanked all the directors for their working relationship with him in 2021 as their help made his job easier. He stated that his personal feeling is that the Chairman for BWWB should live within the city limits of Birmingham, although this would not apply to other positions. Director Mims spoke of the importance of protecting the integrity of the position of Chairman as it relates to BWWB. Afterwards, he nominated Director Blankenship for the Chairman position and Director Munchus seconded the motion. Director Blankenship stated he appreciated being considered as a nominee; however, he declined the nomination. As there were no other nominations for the Chairman position, nominations were closed. Director Mims confirmed with Attorney Parnell that he was following the proper nomination process. Per Attorney Parnell, the Board could vote on the nominee submitted or the nominee could become chairman by acclamation. Director Munchus asked for clarity regarding the matter. Subsequently, Director Burbage’s motion to accept Director Rice for the position of Chairman was still valid and Director Mims called for a roll call vote. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED, on a motion duly made by Mr. William “Butch” Burbage and seconded by Mr. Dalton NeSmith, that Mr. Chris Rice is hereby elected Chairman of (“the Board”). Resolution No. 8970 is hereby adopted by a roll call vote: Directors Rice, Burbage, Huffman, Ward, NeSmith, and Henderson voted Yes; and Directors Blankenship, Mims and Munchus abstained from voting.”

Following, Chairman Rice presided over the remainder of the meeting. He opened the floor to accept nominations for the position of Vice Chairman. Director Ward nominated Director Burbage and Chairman Rice seconded the motion. Director Munchus nominated Director Blankenship and Director Blankenship declined the nomination. As there were no other nominations for said position, nominations were closed. Chairman Rice called for a roll call vote to accept Director Burbage for the position of Vice Chairman. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED, on a motion duly made by Mr. Larry Ward and seconded by Mr. Chris Rice, that Mr. William “Butch” Burbage is hereby elected Vice Chairman of (“the Board”). Resolution No. 8971 is hereby adopted by a roll call vote: Directors Rice, Burbage, Huffman, Ward, NeSmith and Henderson voted Yes; and Directors Blankenship, Mims and Munchus abstained from voting.”

Following, Chairman Rice opened the floor to accept nominations for the position of Second Vice Chairman. Chairman Rice nominated Director Huffman and Director Burbage seconded the motion. As there were no other nominations for said position, nominations were closed. Chairman Rice called for a roll call vote to accept Director Huffman for the position of Second Vice Chairwoman. On a motion duly made and seconded, the following resolution was adopted:

‘BE IT RESOLVED, on a motion duly made by Mr. Chris Rice and seconded by Mr. William “Butch” Burbage, that Ms. Tereshia Q. Huffman is hereby elected Second Vice Chairwoman of (“the

Board”). Resolution No. 8972 is hereby adopted by a roll call vote: Directors Rice, Burbage, Huffman, Ward, NeSmith, Henderson and Mims voted Yes; and Directors Blankenship, and Munchus abstained from voting.”

Following, Chairman Rice opened the floor to accept nominations for the position of Secretary-Treasurer. Director Burbage nominated Director Ward and Chairman Rice seconded the motion. As there were no other nominations for said position, nominations were closed. Chairman Rice called for a roll call vote to accept Director Ward for the position of Secretary-Treasurer. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED, on a motion duly made by Mr. William “Butch” Burbage and seconded by Mr. Chris Rice, that Mr. Larry Ward is hereby elected Secretary-Treasurer of (“the Board”). Resolution No. 8973 is hereby adopted by a roll call vote: Directors Rice, Burbage, Huffman, Ward, NeSmith, Henderson and Mims voted Yes; and Directors Blankenship and Munchus abstained from voting.”

Following, Chairman Rice opened the floor to accept nominations for the position of Assistant Secretary-Treasurer. Director Ward nominated Director NeSmith and Chairman Rice seconded the motion. As there were no other nominations for said position, the nominations were closed. Chairman Rice called for a roll call vote to accept Director NeSmith for the position of Secretary-Treasurer. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED, on a motion duly made by Mr. Larry Ward and seconded by Mr. Chris Rice, that Mr. Dalton NeSmith is hereby elected Assistant Secretary-Treasurer of (“the Board”). Resolution No. 8974 is hereby adopted by a roll call vote: Directors Rice, Burbage, Huffman, Ward, Henderson and Mims voted Yes; and Directors NeSmith, Blankenship and Munchus abstained from voting.”

Following, Chairman Rice congratulated the new officers.

Next, GM Johnson requested the board’s approval of the minutes, as set forth in agenda item 1. Director NeSmith made a motion to approve both sets of minutes and Director Munchus seconded the motion. Chairman Rice called for a roll call vote. 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 Dr. George Munchus, that the Board hereby approves minutes of the following:

- September 22, 2021 Regular Board of Directors’ Meeting
- October 13, 2021 Regular Board of Directors’ Meeting

Resolution No. 8975 is hereby adopted by a roll call vote: Directors Rice, Burbage, Huffman, Ward, NeSmith, Henderson and Mims voted Yes; and Director Blankenship; Abstained from voting.”

Following, Chairman Rice proceeded to the report of officers. Director Munchus asked for a status regarding the automated meter reading program. He commented that when organizations move to automated robotics and intelligence, people have concerns on being laid off from work. Thus, he asked that staff display sensitivity to Meter Readers as well as Customer Support Services employees. Per Director Munchus, there are opportunities available for financing this program to offset cost. GM Johnson stated that BWWB has been examining the automated meter reading program for a while and the technology has advanced a lot. Per GM Johnson, it is an expensive proposition. He indicated that BWWB is familiar with the program and three vendors presented presentations to the board a few years ago. GM Johnson stated that the program is a priority and the cost to conduct a study for the automated meter reading program was placed in the FY2022 budget. Staff will continue to look for vendors to implement the program. Director Munchus inquired as to whether a study was necessary. Director Huffman responded “yes” a study is necessary as someone who has managed the project. Per Director Huffman, when switching from manual to automatic, a sample size should be done before switching over in its entirety. She stated that BWWB could end up with a lot of problems and large water bills if enough research is not done to work out potential problems. Thus, BWWB must be diligent before rolling out this program. GM Johnson stated the automated meter reading project would be started with the intent of implementing the program. Director Munchus commented that he thought a study had already been completed in 2010. Per GM Johnson, starting the process would involve selecting an automated meter reading expert, a vendor to provide the device and staff would look at the cost vs benefits. Chairman Rice stated he agrees with Director Huffman and, if a study was done 10 years ago, it needs to be revisited because things have changed. In addition, he stated that the great thing about the program, which can be discussed in an Executive Committee Meeting, is that he has been involved with the board’s governmental affairs team in developing a plan to obtain money from the CARES Act. Afterwards, Director Henderson expressed his appreciation to Director Mims publicly for all of his hard work that was completed as Chairman in 2021. Chairman Rice and Director Huffman concurred with the remarks. There were no reports from the General Manager nor Assistant General Managers.

Next, Chairman Rice proceeded to unfinished business, which there was none.

Following, Chairman Rice proceeded to new business. He acknowledged that agenda item 3, which requested the board to adopt a resolution reaffirming its various established Committees for calendar year 2022 was tabled as part of the amended agenda at the onset of the meeting. 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 by Mr. William “Butch” Burbage Jr., and seconded by Mr. Dalton NeSmith, that the Board hereby tables the following:

- Request Board to adopt a resolution reaffirming various established Board Committees for calendar year 2022.

Resolution No. 8969 is hereby adopted by unanimous vote.”

Next, GM Johnson requested the board to adopt resolutions authorizing retirement benefits from the Board’s Retirement Trust Fund for John F. Roper, Jr., Senior Utility Worker, II – Distribution Department. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, John F. Roper, Jr., an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective February 1, 2022, at an age of 65, and

WHEREAS, John F. Roper, Jr. has 15 years and 9 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 \$1,918.23; 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. Ronald A. Mims and seconded by Dr. George Munchus, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$1,918.23 to Mr. Roper from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made February 1, 2022.

Resolution No. 8976 is hereby adopted by unanimous vote.”

“WHEREAS, John F. Roper, Jr., an employee of The Water Works Board of the City of Birmingham, is retiring, effective February 1, 2022, after 15 years and 9 months of service with the Board; and

WHEREAS, management has informed the Board of John F. Roper Jr.’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, John F. Roper, Jr. 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, John F. Roper, Jr. is hereby commended for his efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of John F. Roper Jr.'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. Roper.

Resolution No. 8977 is hereby adopted by unanimous vote.”

Following, GM Johnson requested the board to approve payment of invoice to The Jones Group LLC., for work performed in December 2021 in the amount of \$10,000.00. 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 payment to The Jones Group, LLC for professional services rendered December 2021 in the amount of \$10,000.00. Resolution No. 8978 is hereby adopted by unanimous vote.”

Next, Chairman Rice asked that agenda items 6 and 7 be voted on together and read into the records. GM Johnson requested the board to approve payment of invoices, as set forth in agenda items 6 and 7, respectively. On a motion duly made and seconded, the following resolution were 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 Ms. Tereshia Q. Huffman, that the Board hereby authorizes staff to execute payments to the following:

- Agee Law LLC., for legal services rendered during the month of December 2021 in the amount of \$12,645.00.
- Agency 54, Inc., for services rendered during the month of November 2021 in the amount of \$25,000.00.

Resolution No. 8979 is hereby adopted by unanimous vote.”

Following, GM Johnson requested the Board to approve updated banking resolutions designating those who are authorized to execute banking transactions at Truist Financial on behalf of the Water Works Board of the City of Birmingham. GM Johnson commented that an employee who was an authorized signer regarding said transactions no longer works for BWWB and staff would like to officially remove his name as signee. He stated that Regions is BWWB’s Consumer Bank and Truist is BWWB’s trustee for its Pension and OPEB Plan. Director NeSmith made a motion to approve said agenda item and Director Munchus seconded the motion. Director Blankenship voiced concern as to who is authorized to sign such documentation on behalf of BWWB and their position.

In response, GM Johnson provided names and positions for each signee and he clarified staff's request. Chairman Rice stated that he wanted to review the process and controls in place. 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 Dr. George Munchus, that the Board hereby approves the General Manager (Michael Johnson) and/or the Assistant General Manager(s): Derrick Murphy, Jeffrey F. Thompson, Iris Fisher, Accounting Manager (Rosalind Jones) and Assistant Accounting Manager (Sharon Mahaffey) 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 Financial (the “Bank”).

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. On a motion duly made and seconded, the following resolution was adopted:

Resolution No. 8980 is hereby adopted by Directors Rice, Burbage, Huffman, Ward, NeSmith, Henderson, Munchus and Blankenship; and Director Mims abstained from voting.”

Following, it was acknowledged that there were no speakers.

Subsequently, Director Ward thanked Director Mims for his professionalism, kindness, and willingness to assist when he became a member of the Board and throughout 2021. GM Johnson informed the meeting body that AGM Murphy and AGM Fisher were absent; however, they participated in the meeting via phone call.

As there was no further business before the Board, Director Blankenship made a motion to adjourn the meeting and Director Mims seconded the motion. The motion to adjourn was approved. Chairman Rice adjourned the meeting at 11:58 a.m.

_____/s/_____
Christopher B. Rice
Chairman

Attest:

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