

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
July 13, 2022**

A regular bi-monthly meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, July 13, 2022, at 11:30 a.m., at 3600 First Avenue North, Birmingham, Alabama.

The following Directors were present: Christopher B. Rice, Lucien B. Blankenship, William “Butch” Burbage, Jr., Raymond “Larry” Ward, Carl Dalton NeSmith, Thomas E. Henderson, and George Munchus. Director Ronald A. Mims participated via telephone.

Others present were: Michael Johnson, General Manager; Iris Fisher, Derrick Murphy and Jeffrey Thompson, Assistant General Managers; Cynthia Williams, Board Administrator; Vanessa Washington, Executive Assistant; Colandus Mason, Rick Jackson, Barry Williams, Drusilla Hudson, Jarrod Shotts, David Walker, Jeff Wade and Charles McGee, Board Employees; K. Mark Parnell, Parnell Thompson Law, LLC; Byron Perkins, Perkins Law, LLC; Kelvin Howard, KWH, LLC; Olivia Martin, Attorney General’s Office; Martha Bozeman and Tommy Palladino, Agency 54; Heather Gann, Al.com; Theo Johnson, Jacobs Engineering; Matthew Arrington, Terminus Municipal Advisors, LLC.; Lindsey McAdory, Mya Jolly, and Brian Gunn, CBG Strategies, LLC.; Patrick Flannelly, ARCADIS; Kim Bivins, Birmingham Construction Authority; Kirk Mills, Kimley-Horn; and Anna Brown, BWWB Customer.

Inasmuch as seven of the directors were present, Chairman Rice declared a quorum in attendance. Chairman Rice called the meeting to order at 11:31 a.m., and General Manager Johnson opened the meeting with prayer.

Following, the Board proceeded to the approval of the agenda. Chairman Rice requested the agenda be modified by moving the Speakers after the Report of Officers. 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. Carl Dalton NeSmith and seconded by Dr. George Munchus, that the Board of Directors hereby approves the Regular Board of Directors’ Meeting Agenda, as amended, by moving the Speakers after the Report of Officers. Resolution No. 9071 is hereby adopted by unanimous vote.”

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Next, the Board proceeded to the first item on the agenda, Request Board to approve the minutes of the Regular Board of Directors’ meetings held April 13, 2022, April 27, 2022, and May 11, 2022. 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. Carl Dalton NeSmith and seconded by Mr. Tom E. Henderson, that the Board hereby approves minutes of the following meetings:

- Regular Board of Directors’ Meeting held April 13, 2022
- Regular Board of Directors’ Meeting held April 27, 2022
- Regular Board of Directors’ Meeting held May 11, 2022

Resolution No. 9072 is hereby adopted by Directors Rice, Burbage, Ward, NeSmith, Henderson, and Munchus; Director Blankenship abstained from voting.”

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Following, the Board proceeded to Committee Reports and Scheduled Meetings, which read as follows:

- An Engineering and Maintenance Committee Meeting - Wednesday, July 27, 2022, at 12:30 p.m., or immediately following the previously scheduled Board of Directors’ Meeting.

General Manager Johnson also announced that an Executive Committee meeting would be held Wednesday, July 20, 2022, at 12:00 p.m.

Next, the Board proceeded to the Reports of Officers. Chairman Rice stated he needed additional time to update directors with an outline related to the automatic meter readers process and committed to a deadline no later than the end of August. Also, he stated there would be a collective response to the customer billing issues by the end of this month and the public would be notified. Next, Dr. Munchus made a request to authorize the general manager to send him a hard copy of the legal expenses/invoices associated with the email that was sent out. Dr. Munchus stated there were six law firms’ invoices listed, and he would like a detailed copy of them. Director NeSmith responded that there had been a previous discussion on this matter and that directors can come to the BWWB and review the invoices opposed to sending out that information. Dr. Munchus stated that the invoices were a matter of public records. Director NeSmith stated that in his opinion the detailed information was not a matter of public records; however, he could ask the board’s attorney opinion on said matter. The Board’s attorney Mark Parnell stated that all the attorneys have a standing offer for directors to call or meet with them if there are questions regarding their invoices. Per Attorney Parnell, the board made a collective decision to stop sending invoices out based on attorney client privileged reasons. Dr. Munchus stated that as a member of the board, he should have a copy of the invoices and wants his request to be notated for the records. Chairman Rice advised Dr. Munchus that no one was denying him access to review the invoices, but some information is sensitive and needs to be kept inhouse. However, they could discuss the matter further. Director Huffman entered the meeting at 11:38 a.m. Director Blankenship stated he does not recall a conversation nor an approval of action/resolution to not send invoices to board members. He requested that if a resolution exists supporting such action, that it be provided to him. Dr. Munchus asked to be provided with a copy of the resolution also. Next, General Manager Johnson commented that the Young Water Ambassadors closing ceremony would be held Friday,

July 15, 2022 in the Distribution building from 9:00 a.m. -10:30 a.m. General Manager Johnson indicated that he would provide the resolution by the next day, July 14, 2022. Next, Martha Bozeman, Agency 54, was recognized to make a presentation regarding their consulting services involving The World Games 2022. She gave an overview of their Scope of Service, which included creative branding, content, graphic design, and video/photo. She indicated that misting stations would be provided at the various sites throughout The World Games. Ms. Bozeman stated that her team had come up with a theme, design language, as well as creative briefs for ads. Then, she introduced Tommy Palladino, to discuss the internal and external things they have done for BWWB related to The World Games. Mr. Palladino listed the content, graphic design, video/photo and onsite coverage to be provided. He concluded the presentation by showing examples of the designs for the ads, flyers, web assets, newsletters, yard signs and a brief video. Per Mr. Palladino, Agency 54 would be assisting the BWWB on Saturday, and their fee would be discounted as it would place them over their hours. Director Blankenship commented that the slides shared by Agency 54 were great.

Following, the Board proceeded to the Speakers. Ms. Anna Brown, a BWWB Customer, expressed her concerns about receiving four bills within ten days. She stated that receiving multiple bills at one time puts a financial burden on the customer. The customer inquired as to how long it would be before BWWB starts disconnecting customers' water services. Afterwards, Chairman Rice asked General Manager Johnson to get a copy of the customer's bills and provide a response to the customer.

Next, the Board voted on agenda items two, three, five and six together. The items were read into the record individually. 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. Carl Dalton NeSmith and seconded by Ms. Tereshia Huffman, that the Board hereby authorized the following:

2. To approve Director Mims' travel expenses to attend the 2022 Annual Conference and Exposition (ACE), held June 12-15, 2022, in San Antonio, TX, in the amount of \$607.48. [NOTE: a roll call vote is required].
 - 3.1 To approve Agee Law, LLC., for professional services rendered June 2022 in the amount of \$7,500.00.
 - 3.2 To approve Terminus Municipal Advisors, LLC., for professional services rendered June 2022 in the amount of \$8,500.00.
 - 3.3 To approve Levitate Legal & Consulting, LLC.:
 - 3.3.1 For professional services rendered April 2022 in the amount of \$5,000.00.
 - 3.3.2 For professional services rendered May 2022 in the amount of \$10,000.00.

- 3.4 To approve Kelvin Howard, LLC., for professional services rendered May 2022 in the amount of \$16,650.00.
- 3.5 To approve Perkins Law, LLC., for professional services rendered June 2022 in the amount of \$22,413.00.
- 3.6 To approve Agency 54 Inc., for professional services rendered May 2022 in the amount of \$25,000.00.
- 5. To approve a Media Relations Policy, as recommended by the Communications Committee.
- 6. To approve a Developer Installed Agreement to be used as a standard Type III agreement between the Water Works Board of the City of Birmingham and developers, who meet Board qualifications for extension of water main installations; and authorized the General Manager and/or Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee.

Resolution No. 9073 is hereby adopted by Directors Rice, Burbage, Huffman, Ward, NeSmith, Henderson, and Munchus; Director Blankenship voted no.”

Following, the Board proceeded to the fourth item on the agenda, Request Board to approve payment of invoice from Hilliard, Smith & Hunt, LLC for professional services rendered June 2022 in the amount of \$13,000.00. 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 Dr. George Munchus and seconded by Mr. Tom E. Henderson, that the Board hereby authorizes staff to execute payment to Hilliard, Smith & Hunt, LLC., for professional services rendered June 2022 in the amount of \$13,000.00. Resolution No. 9074 is hereby adopted by Directors Rice, Burbage, Ward, NeSmith, Blankenship, Henderson, and Munchus; Director Huffman abstained from voting.”

Next, the Board proceeded to the seventh item on the agenda, Request Board to enter into an Executive Session for the purpose of discussing issues involving the legal ramifications for pending litigation, controversies not yet being litigated but likely to be litigated, and to discuss what the Water Works Board is willing to offer or accept when considering the purchase, sale, exchange, or market value of real property. The Board’s Attorney Parnell certified the Executive Session for the above-mentioned purpose. He stated that the Executive Session should last approximately one hour and that he expected action to be taken after Executive Session. 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. Charles Dalton NeSmith and seconded by Mr. Tom E. Henderson, that the Board hereby approves an Executive Session for the purpose of discussing issues involving the legal ramifications for pending litigation, controversies not yet being litigated but likely to be litigated, and to discuss what the Water Works Board is willing to offer or accept when considering the purchase, sale, exchange, or market value of real property. Resolution No. 9075 is hereby adopted by unanimous vote.”

The Board entered Executive Session at 12:17 p.m.

Following, Director Burbage made a motion for the Board to come out of Executive Session and Director Henderson seconded the motion. The Board came out Executive Session at 1:42 p.m.

Next, the Board proceeded to the eighth item on the agenda, Request Board to consider and/or exercise its rights under Paragraph 8 of the Recreational Site Agreements for Lots 20-A and 78 at Inland Lake, as recommended by the Engineering and Maintenance 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 Mr. Charles Dalton NeSmith and seconded by Dr. George Munchus, that the Board hereby approves to purchase Lot 78 for \$600,000.00 and to decline purchase of Lot 20-A for \$1,500,000.00 at Inland Lake. Resolution No. 9076 is hereby adopted by unanimous vote.”

Subsequently, the Board proceeded to the ninth item on the agenda, Request Board to approve a month-to-month agreement with CBG Strategies, LLC for communication services at an amount not to exceed \$55,500.00; and to authorize the General Manager and/or Assistant General Manager to execute the agreement, as recommended by the Communications Committee. Dr. Munchus inquired whether BWWB already had an approved contract with said consultant. Per Chairman Rice, the original contract was terminated. Directors Huffman and Blankenship were not present for the vote. Director NeSmith requested that the referenced item be tabled for 30 days. 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. Charles Dalton NeSmith and seconded by Dr. George Munchus, that the Board hereby tables agenda item 9 for 30 days, an agreement with CBG Strategies, LLC for communication services. Resolution No. 9077 is hereby adopted by Directors Rice, Burbage, Ward, NeSmith, Henderson and Munchus.”

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 1:48 p.m.

Christopher B. Rice
Chairman

Attest:

_____/s/_____
Raymond "Larry" Ward
Secretary-Treasurer