

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
October 25, 2023**

A regular bi-monthly meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, October 25, 2023, at 11:30 a.m., at 3600 First Avenue North, Birmingham, Alabama.

The following Directors were present: Lucien Blankenship, William “Butch” Burbage, Jr., Thomas E. Henderson, Tereshia Q. Huffman, Carl Dalton NeSmith, and Raymond “Larry” Ward. Directors George Munchus and Mashonda S. Taylor were not present.

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, Joi Delaney, Jessica Fadlevich; Paul Lloyd, Rhonda Lewis, Morgan Dill, Rosalind Jones, Derrick Gray, Matthew Shiver, Drusilla Hudson, Jeff Wade, Charles McGee, Anthony Hazel, and David Walker, BWWB Employees; Byron Perkins, Perkins Law, LLC; Kelvin Howard, Kelvin W. Howard, LLC; Tiffanie Agee, Agee Law, LLC; Alan Kouns, State of Alabama Attorney General’s Office; Patrick Flannelly, ARCADIS, US, Inc; Michael Bell, Birmingham Construction Industry Authority; Phillip Moultrie, Valent Group, LLC; Jeff Drew, Alexander Insurance Agency; Matthew Arrington, Terminus Municipal Advisors, LLC; Walvid King, Birmingham Urban League, Inc; Jeffrey Moxley, Insurance Office of America; Chandra Abesingha, CE Associates; WVTM13; and William R. Muhammad, Citizens to Save Jefferson County.

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

Inasmuch as six directors were present, Chairwoman Huffman declared a quorum in attendance.

Following, General Manager Johnson asked the Board to approve the agenda with the following changes: The language “*pending attorney’s review*” is not indicated on agenda item 7; however, the item was reviewed by the Board’s attorney after approval by the Human Resources Committee. Next, on agenda item 8, the Property and Liability Insurance’s not to exceed dollar amount changed to \$3,689,226.00 with a revised not to exceed total cost of \$3,852,726.00. Finally, General Manager Johnson asked to remove agenda item 9 from the agenda. A motion was made and seconded to approve the amended 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. Larry Ward and seconded by Mr. Tom Henderson, that the Board of Directors hereby approves the Regular Board of Directors’ Meeting Agenda, as amended, with the following changes: The language “*pending attorney’s review*” is not indicated on agenda item 7; however, the item was reviewed by the Board’s attorney after approval by the Human Resources Committee. Next, on agenda item 8, the Property and Liability Insurance’s not to exceed dollar

amount changed to \$3,689,226.00 with a revised not to exceed total cost of \$3,852,726.00. Finally, General Manager Johnson asked to remove agenda item 9 from the agenda. Resolution No. 9427 is hereby adopted by unanimous vote.”

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Next, General Manager Johnson proceeded to the Reports of Committees. He indicated the following scheduled meetings:

- An Executive Committee Meeting – Friday, November 3, 2023, at 11:00 a.m.
- A Regular Board of Directors’ Meeting and Public Hearing – Monday, November 6, 2023, at 5:30 p.m.

Following, General Manager Johnson, asked the Board to hear Reports of Officers. Chairwoman Huffman thanked General Manager Johnson and Director Munchus for their remarks at Director Mims’ funeral. Afterwards, under the General Manager’s Report, General Manager Johnson commented that Birmingham Water Works held a town hall meeting on October 17, 2023, at the Birmingham Crossplex and on October 19, 2023, at Aldridge Gardens. He stated both were great events and staff answered various questions from customers regarding the budgets and some questions regarding their bills. General Manager Johnson stated the overall concern from both town hall meetings involved budget questions, which staff provided the customers with answers. He stated staff communicated that we are budgeting to ensure the system is properly operated and staff is advancing in the right direction with customer engagement.

Next, Chairwoman Huffman asked to hear Speakers. She acknowledged Mr. William R. Muhammad, Citizens to Save Jefferson County. Mr. Muhammad stated he was speaking regarding Birmingham Water Works budget deficiencies and proceeded to speak on said topic.

Following, the Board proceeded to the first item on the agenda, Request Board to adopt a resolution expressing condolences in the death of Mr. Ronald A. Mims, Second Vice Chairman of the Water Works Board of the City of Birmingham, who passed away on Saturday, October 14, 2023. Director Ward made a motion to approve the item and Director Henderson seconded the motion. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, The Water Works Board of the City of Birmingham lost a valued member and leader on Saturday, October 14, 2023, with the death of Ronald A. Mims; and

WHEREAS, Mr. Mims was hired at the Water Works Board on May 27, 1974, as an Engineering Aide;

WHEREAS, prior to moving into the ranks of management, Mr. Mims served the Water Works Board faithfully in various positions including Distribution Aide, Construction Inspector and Buyer;

WHEREAS, Mr. Mims labored diligently to develop and administer the Minority Vendor Program, which received national recognition from the American Water Works Association for its positive impact on minority vendors;

WHEREAS, in recognition of Mr. Mims' excellent job performance and dedication to his work, he was promoted to Manager of Purchasing on June 25, 1990;

WHEREAS, in further recognition of his excellent job performance and dedication to his work, Mr. Mims was promoted to Assistant General Manager - Resources and Planning on September 23, 1991;

WHEREAS, Mr. Mims with great distinction, led the Water Works Board as Interim General Manager beginning March 1, 1994; becoming the youngest and first African American General Manager on April 7, 1995; and he served dutifully until his retirement on June 1, 2004;

WHEREAS, Mr. Mims returned to provide faithful service and leadership to the Water Works Board after being appointed to serve as a member of the Board of Directors on July 7, 2015 by the City Council of the City of Birmingham, and thereafter, was elected Chairman and most recently, Second Vice Chairman;

WHEREAS, throughout his tenure with the Water Works Board, Mr. Mims served as a wise and powerful advocate for customers, employees, and retirees of the Water Works Board;

WHEREAS, during his tenure with the Water Works Board, Mr. Mims has been encouraged by the unwavering love and support of the former Valerie Collins, his wife of 40 years, and his children Steven Anthony Mims and Ashley Lauren Mims;

WHEREAS, during his tenure with the Water Works Board, Mr. Mims served his community through numerous organizations including the Birmingham Alumni Chapter of the Kappa Alpha Psi Fraternity, Incorporated, the Titusville Ministerial Alliance, and Greater Titusville Civitan;

WHEREAS, Mr. Mims pastored Green Liberty Baptist Church from May 2004 to July 2016, and though retired, he continued to offer his spiritual gifts of counseling, teaching and preaching;

WHEREAS, Mr. Mims' life exemplified his favorite Bible verse, "In all thy ways acknowledge Him, and He shall direct thy paths." (Proverbs 3:6);

WHEREAS, on December 15, 2016, the Water Works Board honored, recognized, and commended Mr. Mims for his life's work by naming and dedicating the boardroom as the "Ronald A. Mims Boardroom;

WHEREAS, the Water Works Board wishes to pause from its Board of Directors' Meeting on Wednesday, October 25, 2023, to convey its respect and deepest sympathy to the family, friends, and co-workers of Mr. Mims.

NOW, THEREFORE, BE IT RESOLVED, that The Water Works Board of the City of Birmingham does hereby perpetuate the memory of Mr. Ronald A. Mims, who was an employee and director of the Water Works Board, and hereby expresses its condolences to his family, friends, and co-workers.

BE IT FURTHER RESOLVED, that in recognition of Ronald A. Mims' outstanding services to the Water Works Board, a copy of this Resolution be spread upon the minutes and a copy be presented to the Mims family.

Resolution No. 9428 is hereby adopted by unanimous vote.”

Next, the Board proceeded to the second item on the agenda, Request Board to adopt a resolution authorizing surviving monthly retirement benefits from the Board's Retirement Trust Fund in accordance with the terms of the pension plan and as stated on the attached memo, effective November 1, 2023, for Mrs. Valerie D. Mims, the surviving spouse of Board Member, Second Vice Chairman Ronald A. Mims. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, Board Member, Second Vice-Chairman Ronald A. Mims, a retiree of The Water Works Board of the City of Birmingham (“The Board”), passed away on October 14, 2023; and

WHEREAS, Board Member, Second Vice-Chairman Ronald A. Mims was receiving, up until the time of his death, monthly retirement benefits from the Board’s Retirement Trust Fund in the amount of \$7,217.30, and under the terms of the Board’s Retirement Plan, his spouse is now entitled to receive 50% of that monthly benefit until such time as she either remarries or passes away; and

WHEREAS, the surviving spouse, Valerie D. Mims will begin receiving her surviving spouse monthly benefit of \$3,608.65, effective November 1, 2023.

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. Carl Dalton NeSmith and seconded by Mr. Larry Ward, that the Trustee be, and is hereby instructed to pay a pension of \$3,608.65 per month to Valerie D. Mims from the Board’s Retirement Trust Fund, in accordance with the terms of the Trustee Pension Plan, with the payment to be effective November 1, 2023.

Resolution No. 9429 is hereby adopted by unanimous vote.”

Following, 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. Carl Dalton NeSmith and seconded by Mr. Larry Ward, that the Board hereby authorizes staff to execute payments to the following:

3. Request Board to approve payment of invoices to the following:

- 3.1 Terminus Municipal Advisors, LLC, for professional services rendered September 2023 in the amount of \$8,500.00.
- 3.2 The Jones Group, LLC, for professional services rendered July 2023, in the amount of \$10,000.00.
- 3.3 CBG Strategies, LLC, for professional services rendered September 2023, in the amount of \$15,000.00.
- 3.4 Raftelis Financial Consultants, Inc., for professional services rendered September 2023 related to Consolidated Invoices in the amount of \$24,047.26.
- 3.5 Birmingham Construction Industry Authority for professional services rendered September 2023 in the amount of \$25,000.00.
- 3.6 Kelvin W. Howard, LLC, for professional services rendered September 2023 in the amount of \$29,872.62.
- 3.7 Parnell Thompson, LLC, for professional services rendered September 2023 in the amount of \$51,015.00.
- 3.8 Arcadis U.S., Inc., for professional services rendered July 2023 in the amount of \$354,131.89.

Resolution No. 9430 is hereby adopted by Directors Burbage, Henderson, Huffman, Munchus, NeSmith, Taylor and Ward; and Director Blankenship abstained.”

Next, the Board proceeded to the fourth item on the agenda, Request Board to approve expenditures, 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 by Mr. Carl Dalton NeSmith and seconded by Mr. Larry Ward, that the Board hereby approves expenditures with the following, as recommended by the Engineering and Maintenance Committee:

- 4.1 Doosan Bobcat of North America for the purchase of a Bobcat Telehandler, at an estimated out-of-pocket cost to the Board of \$81,904.00; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement.
- 4.2 Gulf Coast Electric Motor Service, Inc., for repairs to Sipsey #5 Synchronous Vertical Motor (Allis Chalmers, 900 RPM, 4,160 Volt), at an out-of-pocket cost to the Board of \$167,400.00; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement.

Resolution No. 9431 is hereby adopted by unanimous vote.”

Following, the Board proceeded to the fifth item on the agenda, Request Board to award bid to Stivers Ford of Birmingham, the sole bidder, for ten (10) 2024 Ford Rangers, ten (10) 2024 Ford Mavericks, and ten (10) 2024 Ford F-150s, at an out-of-pocket cost to the Board of \$1,104,341.10; and to authorize the General Manager and/or the Assistant General Manager to approve the purchase order, 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 by Mr. Carl Dalton NeSmith and seconded by Mr. Larry Ward, 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 Stivers Ford of Birmingham, the sole bidder, for ten (10) 2024 Ford Rangers, ten (10) 2024 Ford Mavericks, and ten (10) 2024 Ford F-150s, at an out-of-pocket cost to the Board of \$1,104,341.10; and authorizes the General Manager and/or the Assistant General Manager to approve the purchase order, as recommended by the Engineering and Maintenance Committee. Resolution No. 9432 is hereby adopted by unanimous vote.”

Next, the Board proceeded to the sixth item on the agenda, Request Board to approve the FY2024 health insurance plan design, wellness programs, premium rates, COBRA rates, and Post-65 Insurance Renewal; and to authorize the General Manager and/or the Assistant General Manager to execute the necessary documents, as recommended by the Human Resources 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 and seconded by Mr. Tom Henderson, that the Board hereby approves the FY2024 health insurance plan design, wellness programs, premium rates, COBRA rates, and Post-65 Insurance Renewal; and authorizes the General Manager and/or the Assistant General Manager to execute the necessary documents, as recommended by the Human Resources Committee. Resolution No. 9433 is hereby adopted by unanimous vote.”

Following, the Board proceeded to the seventh item on the agenda, Request Board to approve a one-year (calendar year 2024) membership agreement with McLean & Company, effective January 1, 2024, through December 31, 2024, to provide best practice HR research and related services at an out-of-pocket cost to the Board of \$27,498.90; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Human Resources Committee. General Manager Johnson stated that said item had been reviewed by the Board’s attorney. 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” and seconded by Ms. Mashonda S. Taylor, that the Board hereby approves a one-year (calendar year 2024) membership agreement with McLean & Company, effective January 1, 2024, through December 31, 2024, to provide best practice HR research and related services at an out-of-pocket cost to the Board of \$27,498.90; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Human Resources Committee. Resolution No. 9434 is hereby adopted by Directors Burbage, Henderson, Huffman, Munchus, NeSmith, Taylor and Ward; and Director Blankenship abstained.”

Next, the Board proceeded to the eighth item on the agenda, Request Board to approve the Board's Property and Liability Insurance Plan (the Plan) for November 1, 2023 to October 31, 2024 at an amount not to exceed \$3,689,226.00 and payment of an Agency fee/commissions to Valent Group, LLC., in the amount of \$163,500.00 for broker of record services related to the Plan, at a total cost not to exceed \$3,852,726.00; and to authorize the General Manager and/or the Assistant General Manager to execute any necessary documents. Director Ward commented that he asked Assistant General Manager Fisher and General Manager Johnson to look at other systems to see what they were doing and whether there was a way to avoid the increases. General Manager Johnson stated that staff works with Valent Group, and that Birmingham Water Works premiums/coverage is based on risks. He stated the risks are taken in consideration as staff engages Valent Group to go out and search for the best coverage. Also, General Manager Johnson stated he submitted a copy of the Loss Runs to the Finance Committee, which show claims paid and coverage. He stated a lot of care is taken in consideration regarding adjusting deductibles or retention amounts on said policies. General Manager Johnson reminded directors that during the springtime, Lords of London gave the Board an overview of risks in the entire global market. He stated, Lords of London provided information on the general environment of risks being faced by many entities, such as, global warming and catastrophes happening in the world. Next, General Manager Johnson asked Mr. Phillip Moultrie, Valent Group, to speak on the matter. Mr. Moultrie stated he serves the Board in two capacities: *(1) Risk Advisor and (2) Insurance Broker*. Mr. Moultrie said he goes to the Worldwide Marketplace to seek maximum protection for Birmingham Water Works’ assets at the lowest cost. He indicated that the information before the Board is the best offer presented from the market at this present time. Mr. Moultrie explained the insurance market’s soft cycle and hard cycle. The soft cycle means there is plenty of capacity or insurance companies willing to offer limits. The hard cycle refers to skyrocketing prices and insurance companies withdrawing capacity. Mr. Moultrie said the last three years have been the hardest cycles he has seen during his thirty-five years in the industry. Mr. Moultrie said he negotiates and gets the best deal possible for Birmingham Water Works, in addition to, looking at ways to mitigate the increases/risks and by reviewing the program structure every year. He stated that sometimes a company will buy a loss limit to avoid buying the excess capacity. However, he stated Birmingham Water Works is unable to do such, because the bond market requires the company to insure its assets at full replacement value. Mr. Moultrie indicated that Birmingham Water Works should not be required to provide insurance on its assets at full replacement value, because there is no scenario where the company would lose all its assets at the same time. Mr. Moultrie stated regarding liability, he sent Board Attorney Parnell an inquiry on whether Birmingham Water Works qualifies as a government entity. He stated that in the State of Alabama, governmental entities and

municipalities have sovereign immunity with a cap of \$100,000.00 per claim and \$300,000.00 per event; however, if he does not know if this has been tested. Mr. Moultrie asked Board Attorney Parnell if Birmingham Water Works would qualify as a governmental entity due to its ownership history and is the company protected by that sovereign immunity. He stated that Board Attorney Parnell's opinion was yes. However, Mr. Moultrie stated he still has concerns because it has not been tested. Director Blankenship commented that he agrees with Board Attorney Parnell because Birmingham Water Works is a government municipality; however, he advised Mr. Moultrie that he may want to confirm the information with the Alabama League of Municipalities. Director Blakenship stated that there are a few cases that have dealt with utilities as municipal entities. After a brief discussion, a motion was made and seconded, and 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 and seconded by Mr. Tom Henderson, that the Board hereby approves the Board's Property and Liability Insurance Plan (the Plan) for November 1, 2023 to October 31, 2024 at an amount not to exceed \$3,689,226.00 and payment of an Agency fee/commissions to Valent Group, LLC., in the amount of \$163,500.00 for broker of record services related to the Plan, at a total cost not to exceed \$3,852,726.00; and authorizes the General Manager and/or the Assistant General Manager to execute any necessary documents. Resolution No. 9435 is hereby adopted by unanimous vote.”

Following, General Manager Johnson reiterated that agenda item nine, Request Board to exercise its option to terminate an agreement with HomeServe USA Corp., to provide products to consumers for the emergency repair of domestic infrastructure and related systems at least 90-days prior to the expiration of the agreement, which is February 2, 2024, was removed from the agenda.

Subsequently, the Board proceeded to the tenth item on the agenda, Pursuant to Ala. Code § 11-50-303(c) (1975), request the Board of Directors to hear a presentation and to recommend the 2024 Operations and Maintenance Budget and 2024 Capital Budget to be presented at a Public Hearing on November 6, 2023, at which time the Board will consider taking action to approve said budgets, either at that meeting following the public hearing or at a subsequent board of directors meeting, consistent with Resolution No. 4166 which was adopted on December 22, 2003, as amended (i.e., adoption of the Rate Stabilization and Equalization Procedure (RSE Model) that determines whether a rate increase may be required. Assistant General Manager Fisher indicated that she would present information on the handouts entitled: *(1) Additional Budget Adjustments and (2) Debt Service Coverage*. Copies are on file in Diligent. Assistant General Manager Fisher began the discussion with Additional Budget Adjustments. She stated that the information presented contains all the changes that have occurred since the budget was presented. Assistant General Manager Fisher stated that the projected net revenue increased by \$844,080.00. This occurred by doing a second run on revenue, because the initial projection of revenue went through July 2023. The second run involved providing August 2023 and September 2023 numbers to Raftelis Financial Consultant (the Board's Financial Advisor), which in return revealed an increase in revenue of \$1.7 million. She stated there is a net revenue increase of \$844,080.00, because the \$1.7 million was offset by a projected revenue decrease of \$872,651.00, based on the termination of the HomeServe Agreement (eleven months of the agreement). Next, she stated that there was a property and casualty insurance gross increase of \$125,940.00. The initial increase in the budget

was \$568,000.00 with the addition of \$525,000.00. Assistant General Manager Fisher stated that the comparison of 2023 to 2024 resulted in an increase of \$693,000.00 (22.5%) for property and casualty. Afterwards, she stated there was a consulting gross increase of \$237,200.00. Assistant General Manager Fisher stated that the consulting amount includes \$18,000.00 for Terminus Municipal Advisors, \$95,000.00 for O2 Ideas, and \$124,200.00 for CBG Strategies. Next, Assistant General Manager Fisher discussed the debt service coverage. She said although revenue decreased, it was an overall net increase. In summary, the rate increase projected for our customers should not change. The average customers should still see a rate increase of \$2.76. Assistant General Manager Fisher stated that reducing the revenue from HomeServe resulted in reducing the PAYGO for the year; however, the minimum debt service coverages are still being met and that there was a slight decrease in debt service coverage for 2024 in comparison to 2023. Assistant General Manager Fisher stated that even with said changes, the company still expects to reach the 48% PAYGO goal by 2028 and/or 2029. She indicated that although a rate increase is approved by the Board once a year; a five-year projection is reviewed. She indicated that based-on the five-year projection and the reduction in revenue, there is the possibility of a one-half percent increase to rates. Assistant General Manager Fisher stated the Board is in the process of closing on the tender bond offer; therefore, those numbers are not included. She said the tender transaction will potentially provide five million dollars in savings, which could impact the rate five years from now. In conclusion, Assistant General Manager Fisher stated that the Board is still on track, despite the reduction in revenue. 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 Q. Huffman, that the Board hereby recommends the 2024 Operations and Maintenance Budget and 2024 Capital Budget, Pursuant to Ala. Code § 11-50-303(c) (1975), to be presented at a Public Hearing on November 6, 2023, at which time the Board will consider taking action to approve said budgets, either at that meeting following the public hearing or at a subsequent board of directors meeting, consistent with Resolution No. 4166 which was adopted on December 22, 2003, as amended (i.e., adoption of the Rate Stabilization and Equalization Procedure (RSE Model) that determines whether a rate increase may be required. Resolution No. 9436 is hereby adopted by unanimous vote.”

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Following, Director Ward questioned why the HomeServe item was removed from the agenda. General Manager Johnson responded that HomeServe sent a letter requesting the cancellation of their agreement. He stated the contract has a clause that requires a 90-day cancellation notice, which would have to be done by November 2, 2023. General Manager Johnson stated that HomeServe indicated in August 2023 that the agreement and the number of customers with Birmingham Water Works had plateaued. As a result, General Manager Johnson stated that Birmingham Water Works does not need to cancel the HomeServe agreement since HomeServe already has.

As there was no further business before the Board, Director Ward made a motion to adjourn the meeting and Chairwoman Huffman seconded the motion. On a motion duly made and seconded, the motion was approved, and the meeting adjourned at 12:14 p.m.

_____/s/_____
Tereshia Q. Huffman
Chairwoman

Attest:

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