

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
March 24, 2021**

The regular bi-monthly meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, March 24, 2021, at 11:30 a.m., via electronically [via teleconference/telephone].

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 were present via teleconference/telephone: Michael Johnson, General Manager; Derrick Murphy, Iris Fisher and Jeffrey Thompson, Assistant General Managers; K. Mark Parnell, Parnell Thompson Law, LLC; Emory Anthony, Esq.; Cynthia Williams, Board Administrator; Vanessa Washington, Executive Assistant; Rick Jackson and Colandus Mason; Board Employees.

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

Chairman Mims called the meeting to order at 11:30 a.m. Assistant General Manager Iris Fisher opened the meeting with prayer.

Director Munchus stated he had one item of new business. GM Johnson requested to withdraw agenda item 7.1. Director Blankenship made a motion to approve the agenda with the said amendment and add Director Munchus under new business. Director Munchus seconded. Director Rice indicated he also had items of new business. 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. Lucien Blankenship and seconded by Dr. George Munchus, that the Board hereby approves the Regular Board of Directors’ Meeting Agenda, as amended, to withdraw agenda item 7.1. and add Director Munchus under new business. Resolution No. 8684 is hereby adopted by a unanimous roll call vote as follows: Director Mims, Yes; Director Munchus, Yes; Director Blankenship, Yes; Director Burbage, Yes; Director Huffman, Yes; Director Henderson, Yes; Director NeSmith, Yes; Director Rice, Yes; Director Ward, Yes.”

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Following, GM Johnson asked the Board to adopt a resolution authorizing disability monthly retirement benefits from the Board's Retirement Trust Fund for Torrance Kegler, Leak Utility II, Distribution Department, for 4 years and 4 months of service, as stated on the respective calculation, effective April 1, 2021 (retroactive pay for March, 2021), and commending Mr. Kegler for his years of service, as set forth in agenda item 1; necessary to perform essential minimum functions of the governmental body. Director Huffman made a motion to approve the agenda item.

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

“WHEREAS, Torrance Kegler, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring due to a disability, effective April 1, 2021, at an age of 43, and

WHEREAS, Torrance Kegler has 4 years and 3 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 \$1,237.84; 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 Ms. Tereshia Huffman and seconded by Mr. Larry Ward, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$1,237.84 to Mr. Kegler from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made April 1, 2021, including a retroactive amount of \$1,237.84 (March 2021). Resolution No. 8685 is hereby adopted by a unanimous voice vote.”

“WHEREAS, Torrance Kegler, an employee of The Water Works Board of the City of Birmingham, is retiring, effective April 1, 2021, after 4 years and 3 months of service with the Board due to a disability; and

WHEREAS, management has informed the Board of Torrance Kegler’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, Torrance Kegler, 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, Torrance Kegler is hereby commended for his efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of Torrance Kegler’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. Kegler. Resolution No. 8686 is hereby adopted by a unanimous voice vote.”

Next, GM Johnson asked the Board to approve minutes of January 13, 2021 and January 27, 2021 Regular Board of Directors’ Meetings, as set forth in agenda item 2, respectively;

necessary to perform essential minimum functions of the governmental body. Director Ward made a motion to approve the agenda item. Director Henderson seconded. Director Blankenship expressed concerns regarding minutes accurately reflecting the entirety of meetings and inquired as to whether staff shared the meetings audio with the board's secretary. He indicated that too many key items were being left out. GM Johnson stated that the minutes are prepared from the audio and are circulated for review as follows: internally to senior staff, the board's attorney, and then to each board member for comment. Director Blankenship asked what the minutes were being compared to and said he can only detect certain things if he recalls information that he knows is missing. He stated that there have been issues with the minutes for the past year and a half. Per Director Blankenship, they are asked to approve minutes and are bound to such, only to realize later that the minutes did not reflect what they stated during the meeting. GM Johnson stated he would ensure that staff captures what should be in the minutes; however, if there is something specific that needs to be captured, we need to be notified. Per Director Blankenship, he is not in favor of approving said minutes, because they were not reflective 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 made Mr. Larry Ward and seconded by Mr. Tom Henderson, that the Board hereby approves minutes of the following meeting:

- Regular Board of Directors’ Meeting held January 13, 2021
- Regular Board of Directors’ Meeting held January 27, 2021

Resolution No. 8687 is hereby adopted by a roll call vote as follows: Director Mims, Yes; Director Munchus, Yes; Director Blankenship, No; Director Burbage, Yes; Director Huffman, Yes; Director Henderson, Yes; Director NeSmith, Yes; Director Rice, No; Director Ward, Yes.”

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Following, GM Johnson asked the Board to approve reimbursement to the Operating Account for the period ended January 31, 2021 in the amount of \$1,601,056.10, as set forth in agenda item 3; necessary to perform essential minimum functions of the governmental body. Director Munchus made a motion to approve the agenda item. Director Huffman seconded. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, ARCADIS US, Incorporated, in a Certificate dated February 15, 2021, certified that during the period ended January 31, 2021 there were expenditures for the cost of system improvements, which were paid out of the Operating Account and reimbursement of that account is now due in the preliminary amount of \$1,601,056.10 and;

WHEREAS, transfers to the Operating Account can be made from any, or a combination, of the following: the 2019 Special Acquisition Fund, the Construction Fund, the Improvement Fund, and/or the Revenue Account.

NOW, THEREFORE, BE IT RESOLVED By The Water Works Board of the City of Birmingham, on a motion duly made by Dr. George Munchus and seconded by Ms. Tereshia

Huffman, that the Trustee be, and is hereby instructed to immediately transfer \$1,601,056.10 to the Operating Account from any, or a combination, of the following: The 2019 Special Acquisition Fund, the Construction Fund, the Improvement Fund, and/or the Revenue Account. Resolution No. 8688 is hereby adopted by a unanimous voice vote.”

Next, GM Johnson asked the Board to approve payment of invoices for professional services, as set forth in agenda items 4.1 through 4.5, respectively; necessary to perform essential minimum functions of the governmental body. Chairman Mims stated the invoices would be voted on separately. Thus, GM Johnson requested Board approval for payment of an invoice from The Bolling Law Firm for professional services rendered, as set forth in agenda item 4.1. Director Munchus made a motion to approve agenda item 4.1. Director Ward seconded. 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. Larry Ward, that the Board hereby authorizes staff to execute payments to the following:

- 4.1 The Bolling Law Firm
For professional services rendered December 2020
and February 2021 \$ 2,085.00

Resolution No. 8689 is hereby adopted by a unanimous roll call vote as follows: Director Mims, Yes; Director Munchus, Yes; Director Blankenship, Yes; Director Burbage, Yes; Director Huffman, Yes; Director Henderson, Yes; Director NeSmith, Yes; Director Rice, Yes; Director Ward, Yes.”

Next, GM Johnson requested Board approval for payment of an invoice from Emory Anthony, Esq., for professional services rendered, as set forth in agenda item 4.2. Director Ward made a motion to approve agenda item 4.2. Director Huffman seconded. 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 Ms. Tereshia Huffman, that the Board hereby authorizes staff to execute payments to the following:

- 4.2 Emory Anthony, Esq.
For professional services rendered January 7, 2021
through March 5, 2021 \$ 9,840.00

Resolution No. 8690 is hereby adopted by a unanimous roll call vote as follows: Director Mims, Yes; Director Munchus, Yes; Director Blankenship, Yes; Director Burbage, Yes; Director Huffman, Yes; Director Henderson, Yes; Director NeSmith, Yes; Director Rice, Yes; Director Ward, Yes.”

Next, GM Johnson requested Board approval for payment of an invoice from Birmingham Construction Industry Authority (BCIA) for professional services rendered, as set forth in agenda item 4.3. Director Munchus made a motion to approve agenda item 4.3. Director Rice seconded. 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. Chris Rice, that the Board hereby authorizes staff to execute payments to the following:

- 4.3 Birmingham Construction Industry Authority (BCIA)
For BWWB Contract Compliance Program
Services - February 28, 2021 \$ 25,000.00

Resolution No. 8691 is hereby adopted by a unanimous roll call vote as follows: Director Mims, Yes; Director Munchus, Yes; Director Blankenship, Yes; Director Burbage, Yes; Director Huffman, Yes; Director Henderson, Yes; Director NeSmith, Yes; Director Rice, Yes; Director Ward, Yes.”

Next, GM Johnson requested Board approval for payment of an invoice from Raftelis Financial Consultants, Inc., for professional services rendered, as set forth in agenda item. 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 hereby

- 4.4 Raftelis Financial Consultants, Inc.
For professional services rendered February 2021 \$ 32,501.25

Resolution No. 8692 is hereby adopted by a unanimous roll call vote as follows: Director Mims, Yes; Director Munchus, Yes; Director Blankenship, Yes; Director Burbage, Yes; Director Huffman, Yes; Director Henderson, Yes; Director NeSmith, Yes; Director Rice, Yes; Director Ward, Yes.”

Next, GM Johnson requested Board approval for payment of an invoice from Parnell Thompson, LLC for professional services rendered, as set forth in agenda item 4.5. Directors Blankenship and Huffman indicated they would like to speak on agenda item 4.5. Director Nesmith made a motion to discuss said item. Director Henderson seconded. Director Huffman expressed concerns by referencing resolution 8449 and indicated concerns about receiving a second invoice for approval that exceeds the amount of \$20,000.00 relating to the resolution. GM Johnson stated that Attorney Parnell separated the invoices between \$10,150.00 for general services and pre/litigation services in the amount of \$30,405.00. Per GM Johnson, the resolution allows the amount to be exceeded with the approval of the General Manager and the Board’s Attorney (Emory Anthony, Esq.). He stated that some cases such as pre-litigation services were assigned to Attorney

provide it to Director Munchus. Afterwards, Director Munchus made a motion to approve said item. Director Huffman seconded. 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 Ms. Tereshia Huffman, that the Board hereby approves an agreement with Utegration to provide 2021 SAP ongoing support for the Customer Relations and Billing Module (CRB) for the period May 1, 2021 through April 30, 2022, at an estimated out-of-pocket cost to the Board of \$422,400.00; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee. Resolution No. 8694 is hereby adopted by a unanimous roll call vote as follows: Director Mims, Yes; Director Munchus, Yes; Director Blankenship, Yes; Director Burbage, Yes; Director Huffman, Yes; Director Henderson, Yes; Director NeSmith, Yes; Director Rice, Yes; Director Ward, Yes.”

Next, GM Johnson asked the Board to approve an agreement with Business Systems and Operations, LLC (BSO) to provide ongoing support for the SAP Finance Module (FI) for the period April 1, 2021 through March 31, 2022, in the amount of \$582,440.00; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee, as set forth in agenda item 6; necessary to perform essential minimum functions of the governmental body. Director Munchus made a motion to approve said item. Director Ward seconded. Director Mims asked if the agenda item was a sole source provider. GM Johnson replied no. Director Blankenship asked about the company’s owner and whether there was any Historically Underutilized Business (HUB) participation. GM Johnson confirmed the owner himself was a HUB. 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. Larry Ward, that the Board hereby approves an amendment to the agreement with Business Systems and Operations, LLC (BSO) to provide 2021 SAP ongoing support for the SAP Finance Module (FI) for the period April 1, 2021 through March 31, 2022, at an estimated out-of-pocket cost to the Board of \$582,440.00; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee. Resolution No. 8695 is hereby adopted by a unanimous roll call vote as follows: Director Mims, Yes; Director Munchus, Yes; Director Blankenship, Yes; Director Burbage, Yes; Director Huffman, Yes; Director Henderson, Yes; Director NeSmith, Yes; Director Rice, Yes; Director Ward, Yes.”

Following, GM Johnson asked the Board to exercise its bid option and to authorize the General Manager and/or the Assistant General Manager to execute a 12-month bid extension, as recommended by the Engineering & Maintenance Committee, as set forth in agenda items 7.2 through 7.4, respectively; necessary to perform essential minimum functions of the governmental

body. The agenda items were voted on together. Director Ward made a motion to approve said items. Director Burbage seconded. 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, that the Board hereby exercises its bid option to extend 12-month contracts and to authorize the General Manager and/or Assistant General Manager to execute contracts with the following:

- 7.2 To extend a 12-month contract and to authorize the General Manager and/or the Assistant General Manager to execute a contract with MAC Uniforms (Yearly), the lowest responsible and responsive bidder, for estimated quantities of Uniforms for the Board's field employees, per bid awarded on January 15, 2020, at an estimated out-of-pocket cost to the board of \$61,496.25, as recommended by the Engineering & Maintenance Committee.
- 7.3 To extend a final 12-month contract and to authorize the General Manager and/or the Assistant General Manager to execute a contract with Consolidated Pipe, the lowest responsible and responsive bidder, for estimated quantities of Unions (Annual), per bid awarded on March 27, 2019, at an estimated out-of-pocket cost to the Board \$68,067.68, as recommended by the Engineering & Maintenance Committee.
- 7.4 To extend a final 12-month contract and to authorize the General Manager and/or the Assistant General Manager to execute a contract with Consolidated Pipe, the lowest responsible and responsive bidder, for estimated quantities of Curb Stops (Annual), per bid awarded on March 27, 2019, at an estimated out-of-pocket cost to the Board \$51,409.60, as recommended by the Engineering & Maintenance Committee.

Resolution No. 8696 is hereby adopted by a unanimous roll call vote as follows: Director Mims, Yes; Director Munchus, Yes; Director Blankenship, Yes; Director Burbage, Yes; Director Huffman, Yes; Director Henderson, Yes; Director NeSmith, Yes; Director Rice, Yes; Director Ward, Yes.”

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Next, agenda item 8, which addressed new business, was presented; necessary to perform essential minimum functions of the governmental body. Director Munchus made a motion for a board resolution of accommodation to senior management for outstanding work done on strategic planning and the board retreat. Director Huffman seconded. 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 Ms. Tereshia Huffman, that the Board hereby commends Executive Management for an outstanding job pertaining to the Strategic Planning Workshops held March 15-16, 2021, positive results. Resolution No. 8697 is hereby

adopted by a unanimous roll call vote as follows: Director Mims, Yes; Director Munchus, Yes; Director Blankenship, Yes; Director Burbage, Yes; Director Huffman, Yes; Director Henderson, Yes; Director NeSmith, Yes; Director Rice, Yes; Director Ward, Yes.”

Following, under new business, Director Rice inquired about the status of the interviews with the lobbyists and expressed concerns about the long process. In addition, Director Rice inquired about the status of the H2O Foundation presenting to the board. However, after some discussion, Director NeSmith made an amended motion for GM Johnson to provide an opinion on the lobbyists to the board no later than April 7, 2021 and to provide the status for the H2O Foundation. The amended motion also includes consideration for the lobbyists to be presented at the April 14, 2021 Regular Board of Directors’ Meeting as oppose to the April 28, 2021 board meeting, as previously approved. Director Munchus seconded. Director Munchus cautioned GM Johnson on information he might disclose regarding government affairs and asked to not receive any information pertaining to 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 Dr. George Munchus, that the Board hereby approves for the General Manager to provide an opinion on the lobbyist to the board no later than April 7, 2021 and to provide the status for the H2O Foundation. In addition, for directors to vote on government affairs (lobbyists) during the April 14, 2021 Regular Board of Directors’ Meeting. Resolution No. 8698 is hereby adopted by a unanimous roll call vote as follows: Director Mims, Yes; Director Munchus, Yes; Director Blankenship, Yes; Director Burbage, Yes; Director Huffman, Yes; Director Henderson, Yes; Director NeSmith, Yes; Director Rice, Yes; Director Ward, Yes.”

Next, under new business, Director Rice inquired about whether GM Johnson had been contacted by Commissioner Shelia Tyson relating to BWWB employees receiving the COVID-19 vaccine. GM Johnson indicated BWWB is on a list with Jefferson County Health Department for 450 employees to be vaccinated. However, he did speak with Commissioner Shelia Tyson. Also, he spoke to Alexandria Hilliard and some employees were able to be vaccinated yesterday and today. In addition, employees are scheduled to be vaccinated Tuesday, Wednesday and Thursday of next week after arrangements with Dr. Jennifer Campbell and Dr. Sherone Ruggs. Dr. Campbell was referred by Commissioner Shelia Tyson. Next, Director Rice expressed concerns about the Birmingham Business Resource Center contract. Per Director Rice, many of the services they are providing can be provided by Birmingham Construction Industry Authority (BCIA). Director Rice made a motion to evoke a 30-day termination clause and a motion to terminate their contract effective as of today. Director Ward seconded. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, on or about September 24, 2020, The Water Works Board of the City of Birmingham ("the Board") entered into an agreement with Birmingham Business Resource Center (“BBRC”) for professional services (“the Agreement”);

WHEREAS, the Agreement is subject to termination by either party with or without cause by giving to the other party not less than a 30-day’s notice in writing; and
WHEREAS, it is the intention of the Board to terminate the Agreement.

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. Chris Rice and seconded by Mr. Larry Ward, as follows:

1. That, effective immediately notice is hereby given to BBRC that the Board terminates the Agreement effective 30-days from today’s date, March 24, 2021.
2. The Board’s General Manager is hereby authorized and instructed to send a copy of this Resolution to the Birmingham Business Resource Center providing BBRC with this notice of the termination of the Agreement.

Resolution No. 8699 is hereby adopted by a roll call vote as follows: Director Mims, No; Director Munchus, No; Director Blankenship, No; Director Burbage, Yes; Director Huffman, No; Director Henderson, Yes; Director NeSmith, Yes; Director Rice, Yes; Director Ward, Yes.”

Following, Chairman Mims indicated he wanted to bring back the AD Hoc Committee to review legal cases and he indicated the members of said Committee would include himself and the following: Directors NeSmith, Blankenship and Huffman; Attorney Parnell and Anthony; and GM Johnson. Director Munchus declined being on the Committee but asked that he and the other directors be informed of the Committee meeting dates. Afterwards, Chairman announced that UAB was giving COVID-19 vaccines at Legion Field today from 10:00 a.m. to 6:00 p.m. for ages 16 and up.

As there was no further business before the Board, Director Blankenship made a motion to adjourn the meeting. Director Munchus seconded. The motion was approved unanimously by a voice vote. Chairman Mims adjourned the meeting at 12:44 p.m.

_____/s/_____
Ronald A. Mims
Chairman/President

Attest:

_____/s/_____
William “Butch” Burbage, Jr.
Secretary-Treasurer