

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS  
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM  
January 29, 2020**

The regular bi-monthly meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, January 29, 2020, at 11:30 a.m., at 3600 First Avenue North, Birmingham, Alabama.

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

The meeting was also attended by: Michael Johnson, General Manager; Derrick Murphy, Jeffrey F. Thompson, Iris Fisher and TM “Sonny” Jones, Assistant General Managers; Grace E. Amison, Executive Assistant to the Board of Directors; Vanessa Washington, Executive Assistant; Mark Parnell and Mary Thompson, Parnell Thompson, LLC; Kelvin Howard, KWH, LLC.; Patrick Flannelly and Brian Ruggs, ARCADIS; Theo Johnson, Volkert & Associates, Inc.; Kim Bivins, BCIA; Matthew Arrington, Terminus; Chandra Abesingha, CE Associates; Martha Bozeman and Andy Mitchell, Agency 54, Elise Massey, AGO; Phillip Moultrie, Valent Group; Mauricka McKenzie, Nehemiah Engineering; Angela Hoskins, Studio 2H Design; Jon Paepcke and Tyler Nutt, WVTM 13; George Anderson, Rick Jackson, Ben Sorrell, Stacey Littleton and BWWB Security, Board Employees; Isaac Ballard, Nelda Thompkins, and Priscilla Lowery; Retirees; Peggy Gargis, LeeAnn Dasher, Samantha Crabtree, Perry Crabtree, Randy Visser, Trey Wise, Mark Peeples, Leslie Lackey, Emily Elliot, Barbara Rhodes, Julie Stone, Jay Stone, Christy Spence, Julie Hurst, Katie Hammock, Joanne Boyd, Susan Carswell, Moises Hernandez, Brent Merritt, Tricia Sheets and Melissa Wise, Citizens.

Inasmuch as all of the Board members were present, a quorum was in attendance. Chairman Burbage called the meeting to order at 11:30 a.m. An audience member stated there was more people outside in the hall area and asked if the meeting could be moved to a larger location, which Chairman Burbage replied no. Chairman Burbage turned the meeting over to GM Michael Johnson. Following, IT Manager George Anderson opened the meeting with prayer.

Next, GM Johnson asked the Board to approve the Regular Board of Directors’ minutes for October 30, 2019 and November 7, 2019 Regular Board of Directors’ Meeting, as set forth in agenda item 1. 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. Ronald A. Mims, that the Board hereby approves minutes of a Regular Board of Directors’ Meeting held on October 30, 2019 and November 7, 2019. Resolution No. 8261 is hereby adopted by Directors Burbage, Clark, Dickerson, Alexander, Mims, King, Munchus, and Muhammad. Director Blankenship abstained.”

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Chairman Burbage introduced and welcomed Director Lucien Blankenship as the new board appointee from the Mayor of the City of Birmingham. Director Blankenship extended greetings to everyone and stated he was looking forward to working with them. He indicated there

had not been enough time to review all the agenda items; therefore, his participation would be limited. Director Blankenship requested that board items be provided to him two weeks in advance or as soon as the item has been identified as a need for action. Per Director Blankenship, he will not vote or act on items that he has not reviewed or for which he has not received supporting documentation. He indicated the importance of making decisions/casting votes and the fiduciary duty of serving on a board. Chairman Burbage responded that most items that appear on the agenda are discussed in advance through a Committee Meeting. The Committee Meetings are usually a week or so before board meetings, and the Committee makes recommendations to send items to the full board. Chairman Burbage stated that Director Blankenship should be well informed for most items and should be receiving an iPad from the I/T Department for viewing agenda items. Dr. Munchus stated that most of the items are repetitive. Following, GM Johnson asked the Board to approve payments of invoices for professional services, as set forth in agenda items 2.1 through 2.4, respectively. 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 Ronald A. Mims, that the Board hereby authorizes staff to execute payments to the following:

2.1	<u>Raftelis Financial Consultants, Inc.</u> For professional services rendered for December 2019	<u>\$5,516.25</u>
2.2	<u>Agency 54</u> For professional services rendered for December 2019	<u>\$22,500.00</u>
2.3	<u>Parnell Thompson, LLC.</u> For professional services rendered for December 2019	<u>\$100,718.45</u>
2.4	<u>ARCADIS U.S., Inc.</u> For professional services performed per August 2019 progress report	<u>\$262,821.03</u>

Resolution No. 8262 is hereby adopted by Directors Burbage, Clark, Dickerson, Alexander, Mims, King, Munchus, and Muhammad. Director Blankenship abstained.”

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Next, GM Johnson asked the Board to approve a resolution to amend the Retirement Plan for Employees of the Water Works Board of the City of Birmingham (“Plan”) to provide a one-time payment to Plan Participants and the Spouses of deceased Participants who are receiving monthly Retirement Income or Disability Income with a benefit commencement date on or before December 1, 2019, as set forth in agenda item 3. Director Blankenship clarified that he abstained on agenda item 2. Dr. Munchus confirmed with GM Johnson that said item had been discussed with retirees, and they were okay with the 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 Dr. George Munchus and seconded by Dr. Brenda J. Dickerson, that the Board hereby approves a resolution to amend the Retirement Plan for Employees of the Water

Works Board of the City of Birmingham (“Plan”) to provide a one-time payment to Plan Participants and the Spouses of deceased Participants who are receiving monthly Retirement Income or Disability Income with a benefit commencement date on or before December 1, 2019. Resolution No. 8263 is hereby adopted by Directors Burbage, Clark, Dickerson, Alexander, Mims, King, Munchus, and Muhammad. Director Blankenship abstained.”

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Following, GM Johnson asked the Board to approve updated banking resolutions designating those who are authorized to execute banking transactions at Regions Bank and BB&T Capital Markets on behalf of the Water Works Board of the City of Birmingham., as set forth in agenda item 4. Dr. Munchus asked whether Regions Bank & BB&T were the only two institutions that BWWB was doing business with. Per GM Johnson, Regions Bank is BWWB’s day to day bank and BB&T is the trustee, who manages the company’s OPEB and Pension Plan. Citizens Trust Bank invest funds on behalf of the board. On a motion duly made and seconded, the following resolutions was adopted:

“WHEREAS, the Board of Directors of The Water Works Board of the City of Birmingham, a public corporation organized and existing under the laws of the State of Alabama (the “Corporation”), has designated REGIONS BANK, Birmingham, Alabama, as a depository of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, on a motion made by Dr. George Munchus and seconded by Mr. Ronald A. Mims, that REGIONS BANK located in Birmingham, Alabama, (the “Bank”) is hereby confirmed as a depository of the Corporation and that one or more deposit accounts be opened and maintained on behalf of the Corporation with said Bank, that such accounts be governed by the terms and conditions contained on or referred to in the signature cards which is herein authorized to be executed, that funds so deposited may be withdrawn by check, draft, note or order of the Corporation when signed by any two (2) of the following:

<u>NAME</u>	<u>TITLE</u>
<u>Birmingham Water Works</u>	
Michael Johnson	General Manager
Derrick Murphy	Assistant General Manager
Jeffrey F. Thompson	Assistant General Manager
Iris Fisher	Assistant General Manager
Rosalind W. Jones	Accounting Manager

whose signatures shall be duly certified to the Bank on said signature cards, and Bank is hereby authorized to pay said checks, drafts, notes, orders or withdrawals, or to receive the same for credit of, or in payment for the payee, or any other legal holder when so signed, without inquiry as to the circumstances of the disposition of their proceeds, whether drawn to the individual order or tendered in payment of individual obligations of the officers or employees above named, or other officers of this corporation or otherwise.

FURTHER RESOLVED, that Michael Johnson, General Manager of the Water Works Board,

is authorized to execute a "Telephone Transfer Authorization" form, which will designate persons authorized to give telephone instructions to Bank to transfer funds between specified deposit accounts of this Corporation at the Bank.

is authorized to rent one or more Safe Deposit Boxes from said Bank, and execute applicable agreements and signature cards.

is authorized to enter into a Night Depository agreement with the Bank, and execute applicable agreements and signature cards.

is authorized to enter into agreements with the Bank for electronic and other banking services including but not limited to, collateral security, payroll processing, electronic entry processing, account reconciliation and corporate cash management.

RESOLVED FURTHER, that this resolution hereby revokes all resolutions heretofore delivered to Bank by this Corporation,

RESOLVED FURTHER, that this resolution shall continue in full force and effect until the Bank shall receive official notice in writing from this Corporation 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 this Corporation.

RESOLVED FURTHER, that the form or forms of authorization to open such bank accounts and draw money therefrom on behalf of the Corporation required by REGIONS BANK is hereby adopted; that any other resolution or corporate action required in order to open such bank accounts and draw money therefrom on behalf of the Corporation is hereby adopted; that the appropriate officers of the Corporation are hereby authorized and directed to certify the adoption of any such authorization and resolutions as if the language thereof were set in full in this resolution so long as the substance thereof is consistent with the objective of this resolution, and that copies of all authorizations and resolutions so certified be placed with this resolution and records of the Corporation.

Resolution No. 8264 is hereby adopted by Directors Burbage, Clark, Dickerson, Alexander, Mims, King, Munchus, and Muhammad. Director Blankenship abstained."

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"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. Ronald A. Mims, that the Board hereby approves the General Manager (Michael Johnson) and/or the Assistant General Manager(s): Derrick Murphy, Jeffrey F. Thompson, and Iris Fisher 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 BB&T Capital Markets (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.

Resolution No. 8265 is hereby adopted by Directors Burbage, Clark, Dickerson, Alexander, Mims, King, Munchus, and Muhammad. Director Blankenship abstained.”

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Next, GM Johnson asked the Board to authorize the General Manager to execute an amendment to that certain agreement between the Water Works Board and Mark Peeples to suspend said agreement effective February 15, 2020, as set forth in agenda item 5. Dr. Munchus made a substitute motion to terminate Mr. Peeples agreement effective immediately. He expressed concerns about unfair treatment of property owners particularly of the Brook Highlands community. Dr. Dickerson and Dr. Munchus both indicated they were not present for the initial vote regarding this agenda item. Dr. Dickerson expressed concerns on trespassing, illegal hunting, and a sanctuary for a private club. Also, she requested more information on hogs/wild animals management, protecting the residents, and the fence issue. GM Johnson stated the fence is for security purposes. It protects watershed areas from intruders and trespassers. Dr. Dickerson stated the board should be aware that BWWB terminated a similar contract in August 2, 2013, signed by the previous general manager Mac Underwood. Per Dr. Dickerson, she is in support of terminating the contract based on her stated concerns and the lack of data. Dr. Dickerson stated that Barbara Rhodes, resident, provided her with a letter stating her concerns. On the handout distributed, “9. *Covenant Against Private Management*” (a copy of which is on file with the Board meeting book) was referenced. Dr. Dickerson asked that Ms. Rhodes be allowed to read her letter of concerns into the record at this time or during the speaker section of the meeting. Director Blankenship asked about the termination clause. Attorney Mark Parnell stated that Mr. Peeples contract has a 30-day termination clause. Mr. Peeples also would be paid a prorated amount of the \$20,000.00 he paid upfront. Chairman Burbage stated that it being a Regular Board of Directors’ Meeting, he would like to complete the regular business of the board. Ms. Rhodes’s letter will be part of the record and attached to the resolution. Chairman Burbage stated Ms. Rhodes could address the issue during the public speakers’ portion of the meeting. Regarding the management of the animals on the land, Dr. Dickerson inquired whether the company had a current contract with USDA regarding the management of the animals on the land, which GM Johnson answered yes. Dr. Dickerson reiterated her concerns for the residents living in the area, the watershed, protection of the land, liabilities, and sanctioning a private club. Following, Director Clark stated that at the last Committee meeting, Mr. Peeples was supposed to give the board an update to give the board an assessment in February and the USDA was to also give an update on the feral hogs. Following, Chairman Burbage clarified that the current motion on the table was to terminate Mr. Peeples agreement immediately. Attorney Parnell explained that the notice can be terminated effective immediately, however, to be in accord with the agreement, the motion should give notice to terminate the contract today, which would become effective 30 days from today. Director Blankenship suggested to Dr. Munchus about possibly amending the motion to terminate per agreement clause, but he replied no. Dr. Munchus expressed the urgency of the matter and the importance of being good neighbors to the homeowners. Per Attorney Parnell, if

motion passes, BWWB would be in breach of a contract. Chairman Burbage announced that a roll call vote has been requested for Dr. Munchus' substitute motion. A roll call vote was taken, and the substitute motion failed with a 4 to 4 vote, with Director Blankenship abstaining. Next, Chairman Burbage stated that the original motion was on the table. Attorney Parnell explained that the original motion would suspend the contract agreement for 90 days effective February 15, 2020; therefore, if anyone wanted the agreement to be suspended for different amount of time, now was the time to do so. Dr. Munchus inquired as to what happens if the original motion fails and when can said item be brought up again for voting, because he intends to bring the issue up again. Per Attorney Parnell if the item fails and the contract remains in effect, the item can be brought up again at the next meeting. Director Muhammad made a motion to suspend Mr. Peeples' agreement indefinitely effective February 15, 2020. The motion was not seconded; therefore, it failed. Director Alexander made a motion for item number 5 on the agenda (original motion). Director Clark seconded the motion. She also confirmed that the motion would suspend the agreement on February 15, 2020 for 90 days to allow the board an opportunity to receive and review the information necessary for proceeding forward. A roll call vote was taken, and the original motion, agenda item 5, failed with a 4 to 4 vote, and Director Blankenship abstaining. Director Alexander stated that Mr. Peeples current contract will stay in effect since the agenda item failed.

Following, GM Johnson asked the Board to authorize the General Manager along with the assistance of the Water Works Board's legal counsel and the Water Works Board's lobbyist to draft and seek the passage of an amendment to the enabling statute for the Water Works Board so as to cause the terms of the Water Works Board's directors to be staggered, as set forth in agenda item 6. Dr. Munchus made a motion to table said item. Dr. Dickerson seconded the motion. Director Muhammad stated BWWB's lobbyist does not think the timing is right for said action. Per Director Muhammad, Senator Waggoner is passing a bill that would make all the board members' term expire at the same time, which would endanger the Utility. In addition to, the possibility of an entire new board under his statute. He stated Senator Waggoner statute does not apply to any other water works in Alabama, only BWWB. Director Muhammad stated BWWB has its own ethics law based on Senator Waggoner's statute. Also, this would put BWWB in violation of its bond covenant, because BWWB was not loaned money with the possibility of the entire board being replaced at the same time. 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 Dr. Brenda J. Dickerson, that the Board hereby tables agenda item 6, to authorize the General Manager along with the assistance of the Water Works Board's legal counsel and the Water Works Board's lobbyist to draft and seek the passage of an amendment to the enabling statute for the Water Works Board so as to cause the terms of the Water Works Board's directors to be staggered. Resolution No. 8266 is hereby adopted by Directors Mims, Dickerson, Clark, Muhammad, Burbage, Alexander, King, and Munchus. Director Blankenship abstained.”

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Next, GM Johnson asked the Board to award bids to the respective lowest responsible and responsive bidders, as set forth in agenda items 7.1 through 7.4. A motion and second was made to cover the items at one time. However, Dr. Munchus asked for discussion on item 7.1 and 7.4.

He expressed support for the small business community and his concerns for lack of diverse demographics being reflected in large businesses. Dr. Munchus asked AGM Murphy to talk about Dunn Construction and the things they've done in the community, although the HUB's subcontractor participation is 0% (direct manufacturer). He indicated that 0% HUB'S subcontractor participation does not mean a contractor is not part of the community, sometimes it is about the product or service. Following, AGM Murphy distributed a handout to the board entitled "*Federal-Aid Highway Construction Contractors Annual EEO Report*" (a copy of which is on file with the Board meeting book. AGM Murphy discussed his meeting with James Dunn, Dunn Construction Owner. He explained that Dunn Construction is an asphalt company that produces material. Their company develops opportunities in the community through their structure, such as: trucking, equipment, product, and/or by hiring employees from their service area. Per AGM Murphy, Dunn Construction provides the abovementioned handout to the Federal Government when using federal government dollars. It shows various demographics and the vendors region. BWWB intends to implement the template in its bid process going forward. Director Blankenship inquired as to how the handout applies to BWWB now and how early is the model expected to be used by BWWB, which AGM Murphy answered. 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 purchase orders and/or contracts for procurement of materials, services and supplies needed for the operation, construction, and maintenance of the water system to the following:

- 7.1 **Global Construction and Engineering, Inc.**, the lowest responsible and responsive bidder, for the replacement of approximately 2,300' of 2" cast iron cement lined (CICL) pipe with approximately 220' of 4" DICL pipe; 2,340' of 6" DICL pipe and related appurtenances; and 44 water services along Mims Avenue SW; 17th Way SW; Cleburn Avenue SW; and Boise Avenue SW located in the City of Birmingham, Alabama at a bid amount of \$485,000.00; plus estimated cost of materials and Water Board labor in the amount of \$239,153.24; for an estimated out-of-pocket cost to the Board of \$724,153.24, and to authorize the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions. [NOTE: The Historically Underutilized Business (HUB)'s subcontractor participation is 35% (100% General Contractor) DBE.]
- 7.2 **Dunn Construction**, the lowest responsible and responsive bidder, for Asphalt HOT Mix for a one-year period, at an estimated out-of-pocket cost to the Board of 1,263,916.50, as recommended by the Engineering & Maintenance Committee; and to authorize the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions. [NOTE: The Historically Underutilized Business (HUB)'s subcontractor participation is 0% (Direct Manufacturer).]
- 7.3 **Rev Construction, Inc.**, the lowest responsible and responsive bidder, for the replacement of approximately 7,530' of 2" galvanized steel pipe / 2" unlined cast iron pipe and 740' of 6" unlined cast iron pipe with approximately 8,600' of 6" DICL pipe and related appurtenances; and 149 water services along Avenue "R";

Avenue “J”; Avenue “K”; Avenue “L”; Avenue “M”; 12th Place; 13th Street; 14th Street; 15th Street and 17th Street located in the Ensley Community of the City of Birmingham, Alabama at a bid amount of \$1,523,117.35; plus estimated cost of materials and Water Board labor in the amount of \$771,748.25; at an estimated out-of-pocket cost to the Board of \$2,294,865.60, and to authorize the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions. [NOTE: The Historically Underutilized Business (HUB)’s subcontractor participation is 30.1%.]

- 7.4 **Thermo Electron North America**, the lowest responsible and responsive bidder, for the purchase of one (1) Dionex™ ICS-6000 HPIC™ System instrument; at an actual out-of-pocket cost to the Board of \$115,183.56, as recommended by the Engineering & Maintenance Committee; and to authorize the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions. [NOTE: The Historically Underutilized Business (HUB)’s subcontractor participation is 0% (The only bidder).]

Resolution No. 8267 is hereby adopted by Directors Burbage, Clark, Dickerson, Alexander, Mims, King, Munchus, and Muhammad. Director Blankenship abstained.”

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Following, GM Johnson asked the Board to discuss and possibly take action concerning the positions of Board Administrator and Corporate Governance Specialist, as set forth in agenda item 8. Dr. Dickerson recommended said item be discussed in Executive Session, which Attorney Parnell agreed.

Therefore, the board proceeded to agenda item 9, which addressed new business. Dr. Munchus inquired on the status of BWWB \$1.25 million match for Jefferson County for a water assistance program to help low income families and stated it should come from the Economic Development Fund. Per GM Johnson, the board would need to act on the item. Director Muhammad stated for the record that BWWB is paying \$1.7 million in charge backs to Jefferson County; thus, he is not in favor of giving them the \$1.25 million. He asked that the Jefferson County Sewer contract be renegotiated to allow for their ask in matching funds. However, Dr. Munchus expressed support in going forward with the program but bringing it in-house for management. Director Mims made a motion to send the item to the proper Committee so that it can move forward for board approval or disapproval. It was agreed that said item would be referred to the next Finance 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. Ronald A. Mims and seconded by Dr. George Munchus, that the Board hereby refers to the Finance Committee a \$1.25 million match to Jefferson County for a water assistance program to help low income families. Resolution No. 8268 is hereby adopted by Directors Burbage, Clark, Dickerson, Alexander, Mims, King, Munchus, and Muhammad. Director Blankenship abstained.”

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Also, under new business, Director Muhammad made a motion to move future Board Meetings to the downstairs training room going forward. A roll call vote was taken. Said motion failed with a 4 to 4 vote and an abstention from Dr. Blankenship.

Next, GM Johnson acknowledged that there were speakers present and asked that speakers limit comments to three minutes. Approximately, thirteen speakers spoke. The various topics included the Carson Loop Project, clear cutting and roads destroying habitat/vegetation on Hwy 119, fence installation on Lake Purdy Dam Road causing issues, objections to the hunting lease agreement in the Cahaba area, wildlife/camera, and contractors working late hours behind homeowners' property. Director King left the meeting at 1:04 p.m., after speaker LeAnn Dasher. After the final speaker, Director Muhammad made a motion to stop the construction of the fence and all activities related to the Cahaba properties and Dr. Munchus seconded the motion with an amendment until information could be gathered to present to the community. Director Blankenship asked if the item could be considered in Executive Session. Per Attorney Parnell, the issue needs to be discussed in Executive Session due to security reasons. Therefore, Director Muhammad withdrew his motion to be addressed after the Executive Session.

Subsequently, Attorney Mark Parnell stated there were three items for Executive Session (1) item 8, which involves the general reputation and character of an individual, (2) pending litigation, and (3) security exception. Attorney Parnell stated litigation as the purpose in certifying the Executive Session. He anticipated that the Executive Session would last approximately 15- 30 minutes and that some action would be taken after 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 by Mr. Tommy J. Alexander and seconded by Mr. William R. Muhammad, that the Board hereby approves an Executive Session to discuss the general reputation and character, a pending litigation matter, and security fence issues. Resolution No. 8269 is hereby adopted unanimously.”

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Next, at 1:55 p.m., the Board and Board's Attorneys entered Executive Session. At 2:46 p.m., a motion and seconded was made to end Executive Session. Thus, the Board reopened the meeting. Dr. Dickerson made a motion to rescind the offer extended for the Board Administrator position relative to agenda item 8. 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. Brenda J. Dickerson and seconded by Mr. Ronald A. Mims, that the Board hereby rescinds the offer of employment for the positions of Board Administrator and Corporate Governance Specialist, agenda item 8. Resolution No. 8270 is hereby adopted by Directors Burbage, Clark, Dickerson, Alexander, Mims, King, Munchus, and Muhammad. Director Blankenship abstained.”

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Following, Attorney Parnell asked for a motion to amend the agreement with Clay Ragsdale relative to the lawsuit against US Bank to increase expenses up to an additional \$75,000.00. 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 Mr. William R. Muhammad, that the Board hereby amends the agreement with Clay Ragsdale to pursue the lawsuit against US Bank to increase expenses to an additional \$75,000.00. Resolution No. 8271 is hereby adopted by Directors Burbage, Clark, Dickerson, Alexander, Mims, King, Munchus, and Muhammad. Director Blankenship abstained.”

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Finally, Director Muhammad made a motion to authorize staff to stop construction of the fence and all activities related to the Cahaba properties until the Board gathers further information. 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 Mr. William R. Muhammad, that the Board hereby approves to stop the construction of the fence and all activities related to the Cahaba properties until the board gathers further information. Resolution No. 8272 is hereby adopted by Directors Burbage, Clark, Dickerson, Alexander, Mims, King, Munchus, and Muhammad. Director Blankenship abstained.”

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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 2:48 p.m.

\_\_\_\_\_/s/\_\_\_\_\_  
William “Butch” Burbage, Jr., C.P.A.  
Chairman/President

Attest:  
\_\_\_\_\_/s/\_\_\_\_\_  
Ronald A. Mims  
Secretary-Treasurer