

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
April 15, 2020**

The regular bi-monthly meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, April 15, 2020, at 11:30 a.m., via electronically [via video/telephone].

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

Others were present via telephone: Michael Johnson General Manager; Derrick Murphy, Jeffrey Thompson and Iris Fisher, Assistant General Managers; K. Mark Parnell, Parnell Thompson Law, LLC; Kelvin Howard, KWH, LLC.; Grace Amison, Executive Assistant to the Board of Directors; Vanessa Washington, Executive Assistant; and Marsha Hammonds, Information Technology Systems Support Supervisor.

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

Chairman Mims called the meeting to order at 11:38 a.m. General Manager Michael Johnson opened the meeting with prayer.

Next, Director Blankenship asked the Administrator to read the minutes from the April 8, 2020 Executive Committee Meeting that moved agenda item 2.7 to the last meeting of the month including the votes cast, and Ms. Amison complied. There was discussion pertaining to whether certain items on the agenda complied with item 1 on the April 8, 2020 Executive Committee Meeting having been unanimously tabled and the Governor’s Proclamation of the essential minimum functions of a business, which after applying the test questions, the items complied. Attorney Parnell read the Governors Proclamation of March 18, 2020; he stated that all agenda items are covered under Section “B” (*necessary to perform essential minimum functions of the governmental body*). However, Director Blankenship asserted that he deemed certain agenda items to be inappropriate. Dr. Dickerson suggested going through each item to hear the concerns when the item is presented.

Following, GM Johnson asked the Board to approve Director King’s mileage expense and a lunch meeting reimbursement for March 2020 in the amount of \$146.70, and to approve Director Blankenship’s actual travel expenses in the amount of \$3,820.45 for the 2020 AWWA WEF Utility Management Conference held February 25 – 28, 2020, in Anaheim, CA, as set forth in agenda items 1.1 and 1.2 respectively (*a roll call vote was required*). Director Clark inquired about the lunch meeting reimbursement (*agenda item 1.1*) She asked to be provided information pertaining to the topic/discussion and the attendees present at the lunch meeting, which Director King answered. She expressed concerns over the appropriateness of the meeting and asked Attorney Parnell for his legal opinion, which he provided. Director Muhammad asked for a separate roll call vote. A roll call vote was taken. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, the Board of Directors has adopted a Travel Expense Reimbursement Policy, as amended; and

WHEREAS, in accordance with Act No. 2015-164, approval is requested for the following mileage expense reimbursement.

NOW, THEREFORE, BE IT RESOLVED, on a motion made by Mr. William R. Muhammad and seconded by Dr. George Munchus, that the following board member(s) be reimbursed for his and/or her mileage expense reimbursements as follows:

- Brett A. King for mileage expense and a lunch meeting reimbursement for attending to business of the Board for March 2020 in the amount of \$146.70 (as listed on the attached Travel and Business Expense Reimbursement).

Resolution No. 8331 is hereby adopted by a roll call vote: Director Burbage, Yes; Director Clark, No; Director Dickerson, Yes; Director Mims, Yes; Director Alexander, Yes; Director Munchus, Yes; Director Muhammad, Yes. Director Blankenship and Director King abstained.”

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GM Johnson asked the Board to approve Director Blankenship’s actual travel expense in the amount of \$3,820.45 for 2020 AWWA WEF Utility Management Conference held February 25 – 28, 2020, in Anaheim, CA, as set forth in agenda item 1.2. A roll call vote was taken. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, the Board of Directors has adopted a Travel Expense Reimbursement Policy, as amended; and

WHEREAS, pursuant to Resolution No. 7683 adopted by the Board of Directors on January 15, 2020, approval was given to attend the 2020 Utility Management Conference scheduled February 25 – 28 2020, in Anaheim, California; and

WHEREAS, in accordance with Act No. 2015-164, approval is requested for the following actual expenses relative to the above-referenced conference.

NOW, THEREFORE, BE IT RESOLVED, on a motion duly made by Mr. William R. Muhammad and seconded by Dr. George Munchus, that the following board member(s) be reimbursed for his or her actual expenses pertaining to said conference as follows:

- Lucien B. Blankenship for total actual expenses including conference registration, lodging (room and tax only), business meals and other in the amount of \$3,820.45 (as listed on the attached Itemized Travel and Business Expense Reimbursement).

Resolution No. 8332 is hereby adopted by a roll call vote: Director Burbage, Yes; Director Clark, Yes; Director Dickerson, Yes; Director Mims, Yes; Director Alexander, Yes; Director King, Yes; Director Munchus, Yes; Director Muhammad, Yes. Director Blankenship abstained.”

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Following, GM Johnson asked the Board to approve payment of invoices for professional services, as set forth in agenda items 2.1 through 2.7, respectively. Director Blankenship raised a procedural point of order and asked to hear an opinion from the attorney before voting on the items. Dr. Dickerson moved the item, and it was seconded by Director Burbage. Attorney Parnell read a portion of BWWB’S Articles of Incorporation and the Governor’s proclamation. He indicated that in his opinion paying bills qualifies as essential minimum functions of a business. Director Muhammad inquired about statutory authority relating to COVID-19, which Attorney Parnell explained as it pertained to BWWB. Then, Director Muhammad requested that the invoices be voted on separately. Therefore, GM Johnson asked the Board to approve payment of invoices from NeSmith, Lowe & NeSmith, LLC for professional services performed in February 2020 in the amount of \$500.00 and March 2020 in the amount of \$500.00, as set forth in agenda item 2.1. A roll call vote was taken. 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 R. Muhammad and seconded by Dr. Brenda J. Dickerson, that the Board hereby authorizes staff to execute payment to the following:

- 2.1 NeSmith, Lowe & NeSmith, LLC
- 2.1.1 For retainer fee for February 2020 \$ 500.00
- 2.1.2 For retainer fee for March 2020 \$ 500.00

Resolution No. 8333 is hereby adopted by a roll call vote: Director Burbage, Yes; Director Clark, Yes; Director Dickerson, Yes; Director Mims, Yes; Director Alexander, Yes; Director King, Yes; Director Munchus, Yes; Director Muhammad, Yes. Director Blankenship abstained.”

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Next, GM Johnson asked the Board to approve an invoice from Terminus Municipal Advisors, LLC for services performed in March 2020 in the amount of \$6,500.00, as set forth in agenda item 2.2. A roll call vote was taken. 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 R. Muhammad and seconded by Dr. Brenda J. Dickerson, that the Board hereby authorizes staff to execute payment to the following:

- 2.2 Terminus Municipal Advisors, LLC
For professional services rendered for March 2020 \$6,500.00

Following, GM Johnson asked the Board to approve an invoice from Agency 54 for services performed in March 2020 in the amount of \$25,000.00, as set forth in agenda item 2.5. A roll call vote was taken. 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. William R. Muhammad, that the Board hereby authorizes staff to execute payment to the following:

2.5	<u>Agency 54</u>	
	For professional services rendered for March 2020	<u>\$25,000.00</u>

Resolution No. 8337 is hereby adopted by a roll call vote: Director Burbage, Yes; Director Dickerson, Yes; Director Mims, Yes; Director Alexander, Yes; Director Blankenship, Yes; Director King, Yes; Director Munchus, Yes; Director Muhammad, Yes. Director Clark abstained.”

Next, GM Johnson asked the Board to approve invoices from ARCADIS US, INC for services performed in November 2019 in the amount of \$298,950.02 and in December 2019 in the amount of \$117,230.06, as set forth in agenda item 2.6. A roll call vote was taken. 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 Dr. George Munchus that the Board hereby authorizes staff to execute payments to the following:

2.6	<u>ARCADIS U.S., Inc.</u>	
	2.6.1 For professional services performed per November 2019 progress report	<u>\$298,950.02</u>
	2.6.2 For professional services performed per December 2019 progress report	<u>\$117,230.06</u>

Resolution No. 8338 is hereby adopted by a roll call vote: Director Burbage, Yes; Director Dickerson, Yes; Director Mims, Yes; Director Alexander, Yes; Director King, Yes; Director Munchus, Yes; Director Muhammad, Yes. Director Blankenship and Director Clark abstained.”

Following, GM Johnson asked the Board to approve an invoice from Parnell Thompson, LLC for services performed in February 2020 in the amount of \$88,149.17, as set forth in agenda item 2.7. Director Blankenship asked the board’s attorneys as to the validity of this item being on the agenda considering at a previous meeting a motion was offered and approved to place the item on the agenda at the end of the month. Attorney Parnell stated the motion made was in a Committee Meeting and was not their firm’s invoice. Therefore, said item is properly on the agenda. Director Burbage expressed his concerns on holding said invoice from payment. Director Alexander made

a motion to vote on agenda item 2.7. A roll call vote was taken. 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 “Butch” Burbage, Jr., that the Board hereby authorizes staff to execute payment to the following:

2.7	<u>Parnell Thompson, LLC</u> For professional services rendered for February 2020	<u>\$88,146.17</u>
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Resolution No. 8339 is hereby adopted by a roll call vote: Director Burbage, Yes; Director Dickerson, Yes; Director Mims, Yes; Director Alexander, Yes; Director King, Yes; Director Munchus, Yes; Director Muhammad, Yes. Director Blankenship and Director Clark abstained.”

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Next, GM Johnson asked the Board to approve an amendment with Business Systems and Operations (BSO), LLC., to provide 2020 SAP ongoing support for the SAP Finance (FI) Module, as set forth in agenda item 3. Director Blankenship made a substitute motion to approve the item with Exhibit “A” as part of the contract. A roll call vote was taken. 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. Brenda J. Dickerson, that the Board hereby approves an amendment to the agreement with Business Systems and Operations (BSO), LLC to provide 2020 SAP ongoing support for the SAP Finance (FI) Module for the period April 1, 2020 through March 31, 2021, 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 subject to Exhibit “A” as part of the agreement. Resolution No. 8340 is hereby adopted unanimous by a roll vote as follows: Director Burbage, Yes; Director Clark, Yes; Director Dickerson, Yes; Director Mims, Yes; Director Alexander, Yes; Director Blankenship, Yes; Director King, Yes; Director Munchus, Yes; Director Muhammad, Yes.”

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Next, GM Johnson asked the Board to approve an amendment with Utegration to provide 2020 SAP ongoing support for the Customer Relations and Billing (CR&B) Module, as set forth in agenda item 4. Director Muhammad asked a question pertaining to the contract extension if work is not completed. Dr. Munchus inquired whether BSO and Utegration were working together; Mr. Barry Williams answered “yes”. Director Blankenship expressed his concerns and inquired about the amount of future support necessary for the systems being purchased. Several board members expressed concerns pertaining to the large level of external SAP support and the need to focus on training employees to reduce the cost for ongoing support. Director Clark requested staff to provide a timeframe for the training and to provide actual data relative to reducing the cost. Mr. Williams explained the various requirements regarding said item. Director Blankenship indicated the Board’s need for a retreat to address/identify various issues in order to

operate more efficiently. A roll call vote was taken. 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 R. Muhammad and seconded by Dr. George Munchus, that the Board hereby approves an amendment to the agreement with Utegration to provide 2020 SAP ongoing support for the Customer Relations and Billing (CR&B) Module for the period May 1, 2020 through April 30, 2021, at an estimated out-of-pocket cost to the Board of \$526,751.00; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement. Resolution No. 8341 is hereby adopted by a unanimous roll call, as follows: Director Burbage, Yes; Director Clark, Yes; Director Dickerson, Yes; Director Mims, Yes; Director Alexander, Yes; Director King, Yes; Director Munchus, Yes; Director Muhammad, Yes. Director Blankenship abstained.”

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Next, under new business, Director Muhammad suggested all board members use WebEx for Board and Committee Meetings, because it assists with making meetings more orderly. Also, under new business, Director Blankenship asked for potential dates for a retreat and a strategic planning session for board members and senior staff. Chairman Mims asked that suggestions be given to Ms. Amison. GM Johnson indicated that he would also participate. After an unfavorable determination of having WebEx as an option for the retreat, new business was concluded.

As there was no further business before the Board, Director Blankenship made a motion to adjourn the meeting. Director Clark seconded. A roll call vote was taken, and the Board adjourned the meeting at 1:09 p.m.

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

Attest:
_____/s/_____
William R. Muhammad
Secretary-Treasurer