

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
October 13, 2021**

A regular meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, October 13, 2021 at 11:30 a.m., in person and electronically [via telephone].

The following directors were present: Ronald A. Mims, William “Butch” Burbage, Jr., Lucien Blankenship, Tom Henderson, Dalton NeSmith, Tereshia Huffman, Chris Rice, Larry Ward, and George Munchus.

Others present were: Michael Johnson, General Manager; Derrick Murphy, Jeffrey Thompson and Iris Fisher, Assistant General Managers; Cynthia Williams, Board Administrator; Anitra Clark, Corporate Governance Specialist; Rick Jackson, Terrell Jones, Jeff Wade, Paul Lloyd, Sam Day, Charles McGee and Colandus Mason, BWWB Employees; K. Mark Parnell, Parnell Thompson, LLC; Byron Perkins, Perkins Law, LLC; Kelvin Howard, Esq.; Michael Bell, Birmingham Construction Industry Authority; Martha Bozeman, Agency 54; William Muhammad, Committee to Save Jefferson County; Chris Woods, Woods Contracting Services; Chris Howell, State of Alabama Attorney General’s Office; and Darryl Jones, Brindley Pieters & Associates.

Chairman Mims declared a quorum in attendance.

Chairman Mims called the meeting to order at 11:31 a.m. and Board Employee Colandus Mason opened with prayer.

Following, Chairman Mims asked the Board to continue to keep Director Rice’s father in its prayers. He then asked for a motion to approve the agenda. Director Blankenship stated agenda item 2 states he is to receive a reimbursement for a trip he was unable to attend. He indicated he should not be reimbursed for the trip. Director Rice arrived at the meeting at 11:33 a.m. Chairman Mims stated the reimbursement is related to the conference registration that was paid in advance. Director Burbage then made a motion to approve the agenda and Director Huffman seconded the motion. 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. Burbage and seconded by Ms. Tereshia Huffman, that the Board hereby approves the agenda for the October 13, 2021 Regular Board of Directors’ Meeting. Resolution No. 8887 is hereby adopted by unanimous vote.”

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Following, Chairman Mims asked to hear Reports of Committees. Director Munchus stated the Board owns six (6) dams and they are important assets. He stated management should have resources in place to maintain the dams and recommended examining all the dams. He indicated the State of Alabama doesn’t have regulatory laws on dams and thinks the BWWB does a good job regarding its assets.

Following, Chairman Mims asked to hear Reports of Officers. Director Munchus stated he would like to revisit bringing back Attorney Emory Anthony in the role of special counsel. He indicated the Board has had special counsel in the past. Next, the General Manager recognized BWWB employee Rick Jackson. Mr. Jackson stated the BWWB Employee Appreciation Day would be held October 15, 2021 in the Distribution Building and invited all directors to attend.

Following, the Board moved to the first item on the agenda, Request Board to adopt resolutions authorizing monthly retirement benefits from the Board's Retirement Trust Fund for Reginald Tate, District Supervisor, Distribution Department, for 30 years and 2 months of service, as stated on the respective calculation, effective November 1, 2021; and commending Mr. Tate for his years of service. Director Ward made a motion to approve the item and Director Burbage seconded the motion. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, Reginald Tate, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective November 1, 2021, at an age of 52, and

WHEREAS, Reginald Tate has 30 years and 2 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 \$4,954.61; 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 Mr. Larry Ward, and seconded by Mr. William Burbage that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$4,954.61 to Mr. Tate from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made November 1, 2021.

Resolution No. 8888 is hereby adopted by unanimous vote.”

“WHEREAS, Reginald Tate, an employee of The Water Works Board of the City of Birmingham, is retiring, effective November 1, 2021, after 30 years and 2 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Reginald Tate’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. Tate.

Resolution No. 8889 is hereby adopted by unanimous vote.”

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Following, the Board moved to the second item on the agenda, Request Board to approve the following Directors actual travel expenses and fees for the 2021 Alabama Water Resources Conference held September 8-10, 2021, in Orange Beach, AL. Director Munchus then made a motion to approve the item and Director Huffman seconded the motion. 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. 8716 adopted by the Board of Directors on April 14, 2021, approval was given to attend the 2021 Alabama Water Resources Conference scheduled September 8-10, 2021, in Orange Beach, Alabama; 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. George Munchus and seconded by Ms. Tereshia Huffman, that the following board member(s) be reimbursed for his or her actual expenses pertaining to said conference as follows:

- Christopher Rice for total actual expenses including conference registration, lodging (room and tax only), in the amount of \$441.08 (as listed on the attached Itemized Travel and Business Expense Reimbursement).
- Lucien Blankenship for total actual expenses including conference registration, lodging (room and tax only), in the amount of \$441.08 (as listed on the attached Itemized Travel and Business Expense Reimbursement).
- William Burbage for total actual expenses including conference registration, lodging (room and tax only), business meals and business use of personal automobile in the amount of \$1,700.68 (as listed on the attached Itemized Travel and Business Expense Reimbursement).

Resolution No. 8890 is hereby adopted by Directors Mims, Munchus, Huffman, Henderson, NeSmith, and Ward; and Directors Burbage, Blankenship and Rice abstained from voting.”

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Following, the Board moved to the third item on the agenda, Request Board to approve payment of invoice from Terminus Municipal Advisors, LLC for work performed in September 2021 in the amount of \$6,500.00. Director Munchus made a motion to approve the item and Director Rice seconded the motion. 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. George Munchus, and seconded by Mr. Chris Rice, that the Board hereby approves payment of invoice from Terminus Municipal Advisors, LLC for work performed in September 2021 in the amount of \$6,500.00. Resolution No. 8891 is hereby adopted by Directors Mims, Munchus, Burbage, Huffman, Henderson, NeSmith, Rice, and Ward; and Director Blankenship abstained from voting.”

Following, the Board moved to the fourth item on the agenda, Request Board to approve payment of invoice from Agee Law, LLC for professional services rendered September 2021 in the amount of \$11,265.00. Director Munchus made a motion to approve the item and Director Rice seconded the motion. Chairman Mims questioned whether Attorney Agee was over their limit with this invoice. The General Manager stated the invoice was approved and the resolution that was adopted regarding the Board’s attorneys removed limits from the attorneys’ invoices. Director Blankenship questioned when did the resolution go into effect. Chairman Mims stated he was not sure. Director Blankenship stated he would like to review the resolution. Director Burbage stated he thought when the resolution was adopted, it was effective immediately. Board Attorney Mark Parnell stated the resolution was effective immediately. Director Blankenship stated he would like to see the resolution. Mr. Parnell stated unless a resolution lists an effective date, the resolution is effective immediately. Mr. Parnell stated the resolution regarding the Board’s attorneys was effective immediately when it was adopted. Chairman Mims stated a resolution is effective on the date the Board votes on it. Director Blankenship questioned whether there is a policy regarding the effective date of resolutions. Director Munchus stated the resolution was adopted September 22, 2021. 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. George Munchus, and seconded by Mr. Chris Rice, that the Board hereby approves payment of invoice from Agee Law, LLC for professional services rendered September 2021 in the amount of \$11,265.00. Resolution No. 8892 is hereby adopted by Directors Mims, Munchus, Burbage, Huffman, Henderson, NeSmith, Rice, and Ward; and Director Blankenship voted no.”

Following, the Board moved to the fifth item on the agenda, Request Board to approve payment of invoice from Perkins-Law, LLC for professional services rendered per invoice dated September 28, 2021 in the amount of \$12,150.00. Director NeSmith made a motion to approve the item and Director Munchus seconded the motion. 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 Mr. George Munchus, that the Board hereby approves payment of invoice from Perkins-Law, LLC for professional services rendered per invoice dated September 28, 2021 in the amount of \$12,150.00. Resolution No. 8893 is hereby adopted by Directors Mims, Munchus, Burbage, Huffman, Henderson, NeSmith, Rice, and Ward; and Director Blankenship abstained from voting.”

Next, the Board moved to the sixth item on the agenda, Request Board to approve payment of invoices from Raftelis Financial Consultants, Inc. for professional services related to the WIFIA Loan application, Financial Support, RSE Update, Operations Assessment/Performance, Bill Frequency, and Bill Comparison for the month of August 2021 in the amount of \$23,727.01. Director Munchus made a motion to approve the item and Director Burbage seconded the motion. Director Munchus questioned the status of the WIFIA loan. The General Manager stated the Board was approved to apply for the WIFIA loan and this item is a part of the application process. 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. George Munchus, and seconded by Mr. William Burbage, that the Board hereby approves payment of invoice from Raftelis Financial Consultants, Inc. for professional services related to the WIFIA Loan application, Financial Support, RSE Update, Operations Assessment/Performance, Bill Frequency, and Bill Comparison for the month of August 2021 in the amount of \$23,727.01. Resolution No. 8894 is hereby adopted by Directors Mims, Munchus, Burbage, Huffman, Henderson, NeSmith, Rice, and Ward; and Director Blankenship abstained from voting.”

Following, the Board moved to the seventh item on the agenda, Request Board to approve payment of invoice from Agency 54 for services rendered in September 2021 in the amount of \$25,000.00. Director Munchus made a motion to approve the item and Director Burbage seconded the motion. 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. George Munchus, and seconded by Mr. William Burbage, that the Board hereby approves payment of invoice from Agency 54 for services rendered in September 2021 in the amount of \$25,000.00. Resolution No. 8895 is hereby adopted by unanimous vote.”

Following, the Board moved to the eighth item on the agenda, Request Board to approve the Employee Recognition Program, as recommended by the Human Resources Committee. Director Munchus made a motion to approve the item and Director Henderson seconded the motion. Director Munchus questioned Director Blankenship whether this program had been fully vetted. Director Blankenship responded yes; the program was vetted. Director Rice questioned whether the program was vetted by legal. Director Blankenship stated the information was sent to everyone including legal several meetings ago. Director Munchus questioned when the program

would go into effect and whether it was retroactive. The General Manager stated the program was not retroactive and it would go into effect the last quarter of 2021, upon Board approval. He indicated there has been a transition in attorneys and Board Attorneys Mr. Parnell nor Mr. Byron Perkins have had the opportunity to review the program. Director Rice questioned whether Mr. Emory Anthony reviewed the program. The General Manager responded he did not recall. Director Blankenship questioned whether the legal team reviews meeting documents when they receive them. Director Rice stated with the transition of the attorneys this item could have fallen through the cracks. He stated if the General Manager doesn't have any issues with the item, he is fine with moving forward. The General Manager stated the attorneys will review and if there are changes, they can bring the item back to the Board. Mr. Parnell stated the Board has had a program like this for its employees for years and indicated the Board can have such a program. He indicated he may have received meeting documents in the past; however, he would only review an item if he was authorized to do so. 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. George Munchus, and seconded by Mr. Tom Henderson, that the Board hereby approves the Employee Recognition Program, as recommended by the Human Resources Committee. Resolution No. 8896 is hereby adopted by Directors Mims, Munchus, Blankenship, Burbage, Huffman, Henderson, NeSmith, and Ward; and Director Rice abstained from voting.”

Following, the Board moved to the ninth item on the agenda, Request Board to approve for employees (and covered spouses) and under 65 retirees (and covered spouses) to be credited as having completed a biometric screening for the purposes of their 2022 health insurance premiums due to the impact of COVID-19 on completing a biometric screening. Director Munchus made a motion to approve the item and Director Huffman seconded the motion. 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. George Munchus, and seconded by Ms. Tereshia Huffman, that the Board hereby approves for employees (and covered spouses) and under 65 retirees (and covered spouses) to be credited as having completed a biometric screening for the purposes of their 2022 health insurance premiums due to the impact of COVID-19 on completing a biometric screening. Resolution No. 8897 is hereby adopted by unanimous vote.”

Following, the Board moved to the tenth item on the agenda, Request Board to approve the Strategic Plan for FY 2022 through FY 2026, as recommended by the Executive Committee. Director NeSmith made a motion to approve the item and Director Huffman seconded the motion. Director Munchus stated page 83 of the board meeting book relates to strategies and measures. He stated he wants to make sure resources are in place for infrastructure stability. He stated he is impressed with the strategic plan. The General Manager stated the capital budget lists specific projects that need to be completed on the capital side, and staff is working to complete those projects. 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 Ms. Tereshia Huffman, that the Board hereby approves the Strategic Plan for FY 2022 through FY 2026, as recommended by the Executive Committee. Resolution No. 8898 is hereby adopted by unanimous vote.”

Next, Chairman Mims recognized Speakers. Mr. William Muhammad was recognized to speak regarding legal expenses.

Next, Director Blankenship then made a motion to adjourn the meeting and Director NeSmith seconded the motion. On a motion duly made and seconded, the motion was approved, and the meeting was adjourned at 12:07 p.m.

_____/s/
Ronald A. Mims
Chairman/President

Attest:

_____/s/
William Burbage, Jr.
Secretary-Treasurer