

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

A regular meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, February 24, 2021 at 11:30 a.m.

The following directors were present: Ronald A. Mims, William “Butch” Burbage, Jr., Lucien Blankenship, Tereshia Huffman, Tom Henderson, Larry Ward, Dalton NeSmith, Chris Rice, 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 Hendrix, Executive Assistant to the General Manager; Rick Jackson, Terrell Jones, Jeff Wade, David King, Tim Garrett, Hattye McCarroll and Colandus Mason, BWWB Employees; K. Mark Parnell, Parnell Thompson Law, LLC; Emory Anthony, Esq.; Patrick Flannelly and Brian Ruggs, ARCADIS, U.S., Inc.; Olivia Martin, Alabama Attorney General’s Office; Greg Jones, Dalton Dismukes, Susan Kelly, and Terri Reynolds, The Jones Group; Pat Lynch, Pat Lynch & Associates; and Earl Hilliard, Hilliard, Smith & Hunt.

Chairman Mims declared a quorum in attendance.

Chairman Mims called the meeting to order at 11:31 a.m. and Assistant General Manager Iris Fisher opened with prayer.

Following, Chairman Mims asked the Board to approve the agenda. Director NeSmith then made a motion to approve the agenda and Director Munchus seconded the motion. The General Manager stated there was an updated resolution related to agenda item 7 that was distributed to the Board. Director NeSmith then amended his motion to approve the agenda and to also include the resolution presented by the General Manager. 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. Dalton NeSmith, that the Board hereby approves the agenda for February 24, 2021 Regular Board of Directors’ Meeting and to substitute the resolution related to agenda item 7. Resolution No. 8657 is hereby adopted by unanimous vote.”

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Following, the Board moved to the first item on the agenda, Request Board to adopt a resolution expressing its condolences in the death of employee Peter N. Gioko (Engineer II – Engineering Department) who passed away on February 12, 2021. Mr. Gioko was employed for 13 years at the Board; necessary to perform essential minimum functions of the governmental body. Director Munchus made a motion to approve the item and Director Blankenship seconded the motion. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, Peter N. Gioko passed away on Friday, February 12, 2021, wherein The Water Works Board of the City of Birmingham (hereinafter known as the “Board”) mourns the death of Peter N. Gioko; and

WHEREAS, Peter N. Gioko had been a dedicated and valued employee of the Board since September 10, 2007; and

WHEREAS, This Board wishes to pause from its Board of Directors’ Meeting on Wednesday, February 24, 2021, to convey its respect and deepest sympathy to the family, friends and co-workers of Peter N. Gioko; and

NOW, THEREFORE, BE IT RESOLVED, That The Water Works Board of the City of Birmingham does hereby perpetuate the memory of Peter N. Gioko, who was a Senior Engineer, in the Engineering and Maintenance Division, and hereby expresses its condolences to his family, friends, and co-workers.

BE IT FURTHER RESOLVED, That a copy of this Resolution be spread upon the minutes of The Water Works Board of the City of Birmingham, and that a copy be presented to the Gioko family.

Resolution No. 8658 is hereby adopted by unanimous vote.”

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Following, the Board moved to the second item on the agenda, Request Board to adopt resolutions authorizing monthly retirement benefits from the Board's Retirement Trust Fund for Shelia Patterson, Budget Officer, Accounting Department, as stated on the respective retirement calculation, effective March 1, 2021; and commending Ms. Patterson for her 34 years of service; necessary to perform essential minimum functions of the governmental body. Director Munchus 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, Shelia Patterson, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective March 1, 2021, at an age of 58, and

WHEREAS, Shelia Patterson has 34 years of continuous service with the Board at her 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 \$6,713.21; 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. George Munchus and seconded by Mr. Tom Henderson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$6,713.21 to Ms. Patterson from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made March 1, 2021.

Resolution No. 8659 is hereby adopted by unanimous vote.”

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“WHEREAS, Shelia Patterson, an employee of The Water Works Board of the City of Birmingham, is retiring, effective March 1, 2021, after 34 years of service with the Board; and

WHEREAS, management has informed the Board of Shelia Patterson’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, Shelia Patterson, 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, Shelia Patterson is hereby commended for her efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of Shelia Patterson’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 Ms. Patterson.

Resolution No. 8660 is hereby adopted by unanimous vote.”

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Following, the Board moved to the third item on the agenda, Request Board to approve reimbursement to the Operating Account for the period ended December 31, 2020 in the amount of \$8,251,478.36; necessary to perform essential minimum functions of the governmental body. 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:

“WHEREAS, ARCADIS US, Incorporated, in a Certificate dated February 2, 2021, certified that during the period ending December 31, 2020 that 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 \$8,251,478.36 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 Mr. George Munchus and seconded by Mr. William R. Burbage, that the Trustee be, and is hereby instructed to immediately transfer \$8,251,478.36 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. 8661 is hereby adopted by unanimous vote on.”

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Following, the Board moved to the fourth item on the agenda, Request Board to approve payment of invoices, necessary to perform essential minimum functions of the governmental body. Director Munchus made a motion to discuss the item and Director Huffman seconded the motion. Director Blankenship stated the minutes from the August 26, 2020 and September 9, 2020 are not accurate and the Board voted on those minutes; however, it was not the intention of the Board. He stated he would like to discuss Resolution 8449, Agenda Item 3 as it relates to Agenda Item 4. He indicated if the audio from the meeting is reviewed, the actual resolution minutes presented to the Board has several inaccuracies in relation to the panel of attorneys' fee cap. He stated there is no information in the minutes from the August 26, 2020 nor September 9, 2020 meetings will you find the language used in the resolution. He indicated he was prepared to play the recording. He stated the Board is receiving minutes that don't accurately reflect the subject matter that was presented by the directors at those meetings. He stated the Board needs to review these minutes. He stated he would like to get an opinion from Board Attorney Emory Anthony on how this should be addressed. He stated he had handouts of the referenced minutes and the resolutions to distribute to the directors. He then suggested playing the excerpt from the meeting. Chairman Mims stated the audio would not be played; however, he stated the handouts Director Blankenship had could be distributed to the directors. Director Blankenship stated Chairman Mims would be ignoring his fiduciary duty to comply with the ordinances and resolutions. Director Blankenship then asked Mr. Anthony would it not be appropriate for the Board to move forward acting on an item that's not properly before the Board. Mr. Anthony questioned Director Blankenship what the challenge and its necessity is right now. He stated he would need to listen to the audio and review the documents before he could provide an answer. Director NeSmith stated he was not on the Board when the resolutions were passed. He stated the process is minutes are approved and the Board had an opportunity to review those minutes and a resolution was passed and that is what the Board would follow. He indicated he wasn't sure why this discussion is being had now. He stated the agenda is in place and the Board should be voting on the agenda. He stated if something needs to be changed, it needs to be placed on the agenda and brought before the Board. He indicated he did not feel it was proper for the Board to take the issue up at that time. Director Blankenship stated he thinks the directors would be jeopardized if the Board doesn't properly follow its own ordinances and directives. Chairman Mims requested the information be sent to all of the directors and the information could be discussed at a later time. Director Munchus then made a motion to approve the item and Director NeSmith 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. Dalton NeSmith, that the Board hereby authorizes staff to execute payment to the following:

4.1 Cory Watson Attorneys  
For professional services rendered December 4, 2020 through  
February 9, 2021 \$ 3,375.51

Resolution No. 8662 is hereby adopted by unanimous vote.”

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Director Munchus then made a motion to approve agenda item 4.2 and Director NeSmith seconded it. Director Burbage stated this invoice was related to an employment tax matter. He questioned whether the services stated on the invoice was in relation to whether a board member could be eligible for unemployment. The General Manager responded yes and stated a board

member inquired about that issue. He stated the response from the attorney was the board member would not be eligible for unemployment. He stated an opinion was issued regarding the matter which increased the cost. Director Burbage stated his issue is the Board spent \$5,000.00 on this issue that should not have taken long to determine. He stated everyone knows that board members are not employees of the BWWB. He indicated this is a clear example that the Board has a legal system that may be crazy. He stated he will reexamine the legal panel soon because it isn't working. He stated he has been on the Board for five years and legal expenses have been \$100,000.00 or more a month for a long time; however, in the past three to four months legal fees have been \$50,000.00-\$60,000.00. He stated the amount of money on legal fees has been adjusted. Director Ward questioned whether the board member who had a question regarding the employment tax matter should pay the bill. Director Burbage stated he doesn't have a problem with the question being asked; however, paying \$5,000.00 to answer the question is a bit much. 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. Dalton NeSmith, that the Board hereby authorizes staff to execute payment to the following:

- 4.2 Dominick Feld Hyde, P.C.  
For professional services rendered January 7, 2021 through  
January 14, 2021 \$ 5,825.20

Resolution No. 8663 is hereby adopted by Directors Mims, Munchus, Burbage, Henderson, Ward, Rice, NeSmith and Henderson; and Director Blankenship voted no.”

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Director Munchus then made a motion to approve agenda item 4.3 and Director NeSmith seconded the motion. 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. Dalton NeSmith, that the Board hereby authorizes staff to execute payment to the following:

- 4.3 Perkins-Law, LLC
  - 4.3.1 For professional services rendered per invoice dated  
February 13, 2021 \$ 2,025.00
  - 4.3.2 For professional services rendered per invoice dated  
February 13, 2021 \$ 5,865.00

Resolution No. 8664 is hereby adopted by unanimous vote.”

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Director Munchus then made a motion to approve agenda item 4.4 and Director Henderson seconded the motion. 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 authorizes staff to execute payment to the following:

- 4.4 Raftelis  
For professional serviced rendered during January 2021 \$ 16,745.00

Resolution No. 8665 is hereby adopted by unanimous vote.”

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Director Blankenship then made a motion to approve agenda item 4.5 and Director Huffman seconded the motion. 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 Ms. Tereshia Huffman, that the Board hereby authorizes staff to execute payment to the following:

- 4.5 Birmingham Business Resource Center (BBRC)  
For professional services rendered during January 2021 \$ 20,000.00

Resolution No. 8666 is hereby adopted by unanimous vote.”

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Director NeSmith then made a motion to approve agenda item 4.6 and Director Burbage seconded the motion. Director Huffman stated she would like to be provided more information on the resolution regarding the caps for the attorneys’ fees. Director Rice stated he would like more information also regarding the resolution. He stated if the invoice is valid there is no issue, but the Board needs to understand what happens with the cap. He suggested possibly having a separate invoice being supplied once the cap is reached. Chairman Mims stated any work done by attorney that exceeds the cap must be approved by the Board Chairman or the General Manager according to the resolution. The General Manager stated when the cap was started, there were cases already in process. He indicated the process is being followed, including following the resolution, and outstanding cases will be here for a while. A discussion then ensued. Director Blankenship stated he doesn’t agree with the resolution being followed because it does not reflect the motion that was made. He then made a substitute motion to approve item 4.6 for the amount of \$20,000.00 and to give Board Attorney Anthony an opportunity to review the remaining portion of the invoice. Director NeSmith stated there was already a motion on the table and that motion cannot be amended by Director Blankenship. Board Attorney Mark Parnell stated he has always invited directors to call him if they have any questions about Parnell Thompson’s invoice. He stated the work stated on his invoice was assigned to him to complete. He indicated either the cases were pending when the panel was created, or they were specifically assigned to him with Mr. Emory Anthony’s approval. He indicated when his work has gone over the cap the Chairman or his designee, which Chairman Mims had stated to Mr. Parnell is the General Manager, has received a detailed invoice. He stated he would also be willing to send a copy of his invoice to all of the directors. Director Munchus stated the General Manager must be given freedom to manage and lead the utility. A discussion then ensued. Chairman Mims then called for a vote on the motion. 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. William Burbage, that the Board hereby authorizes staff to execute payment to the following:

4.6 Parnell Thompson, LLC  
For professional services rendered during January 2021 \$ 44,330.00

Resolution No. 8667 is hereby adopted by Directors Mims, Munchus, Burbage, Ward, Rice, NeSmith and Henderson; Director Blankenship voted no; and Director Huffman abstained from voting.”

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Director Munchus then made a motion to approve agenda item 4.7 and Director Burbage seconded the motion. 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 authorizes staff to execute payment to the following:

4.7 ARCADIS, U.S.  
For professional services performed per December 2020 progress report \$434,108.57

Resolution No. 8668 is hereby adopted by unanimous vote.”

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Following, the Board moved to the fifth item on the agenda, Request Board to exercise its right of first refusal on Lot 10 at Inland Lake; necessary to perform essential minimum functions of the governmental body. Assistant General Manager Derrick Murphy presented the Board with a handout. A copy of the handout is on file in Diligent. Mr. Murphy stated staff would be asking the Board to purchase this property. He indicated the Board has 90 days to decide whether to purchase and 45 days to close on the property. Director Ward then 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. Larry Ward, and seconded by Mr. George Munchus, that the Board hereby exercises its right of first refusal on Lot 10 at Inland Lake. Resolution No. 8669 is hereby adopted by unanimous vote.”

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Following, the Board moved to the sixth item on the agenda, Request Board to approve a one-year agreement with The Segal Group, Inc. (Segal) to conduct annual actuarial valuations for the Pension and Other Post-Employment Benefits (OPEB) Plans and provide an annual summary for employees and retirees of the BWB at an out-of-pocket cost to the Board of \$70,000.00; and to authorize the General Manager and/or Assistant General Manager to execute the agreement;

necessary to perform essential minimum functions of the governmental body. Assistant General Manager Iris Fisher stated Segal performs the actuarial valuation for the Board’s Pension and OPEB plans. She indicated that a Request for Proposals (RFP) was not sent out due to COVID; therefore, staff would only like to engage Segal with a one-year contract. Director NeSmith questioned what the cost was for the previous three-year contract for this vendor. Ms. Fisher responded a year to year comparison was done. She stated in 2020 the cost was \$68,500.00 and this year it will be \$70,000.00. Director Ward then made a motion to approve the item and Director Rice seconded the motion. On a motion duly made and seconded, the item was approved. 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. Chris Rice, that the Board hereby approves a one-year agreement with The Segal Group, Inc. (Segal) to conduct annual actuarial valuations for the Pension and Other Post-Employment Benefits (OPEB) Plans and provide an annual summary for employees and retirees of the BWWB at an out-of-pocket cost to the Board of \$70,000.00; and authorizes the General Manager and/or Assistant General Manager to execute the agreement. Resolution No. 8670 is hereby adopted by unanimous vote.”

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Following, the Board moved to the seventh item on the agenda, Request Board to approve a resolution authorizing the Board Administrator to hire the position of Corporate Governance Specialist, which was established by the Board of Directors; necessary to perform essential minimum functions of the governmental body. Director Munchus made a motion to approve the item, and Director Huffman seconded the motion. Director Blankenship stated routine action was not taken regarding this position and this position should be hired by the Board and not the Board Administrator. He then gave an overview of the history on filling the position of Corporate Governance Specialist. He stated he doesn’t think it’s proper to ask the Board Administrator to hire for the position when a salary has not been set for the position by the Board. Chairman Mims stated the position could not be filled under normal circumstances; therefore, he asked the General Manager and the Board Administrator, Cynthia Williams, to go through the interview process and bring suggestions back to the Board for approval. Director Munchus stated the resolution is clear and he approves of the Board Administrator completing what has been asked of her by Chairman Mims because she needs assistance. A discussion then ensued regarding the resolution the Board was being asked to vote on. Director Blankenship requested this item be tabled to allow the Board to hire for this position. Director NeSmith questioned whether the item being presented to the Board is proper in form. Mr. Anthony responded the Board has the power to make the decision whether or not the position becomes a function by the Board or to give that responsibility to someone else. He indicated the Board has that authority after five votes are taken. Director Rice questioned whether Board action that was taken in the past needed to be amended. He indicated if that is not the case, he doesn’t understand what the issue is with this item. Chairman Mims stated the Board gave him the authority to hire and set the salary for the position; however, there was not an agreement regarding the salary. He stated he asked the Board Administrator and the General Manager to conduct interviews and bring their suggestion back to the Board. He stated they are not hiring anyone; they are bringing suggestions to the Board. Director Blankenship stated the resolution states the Board Administrator is authorized to hire the position. Director Burbage stated this process has been going on for two years. He stated the pay scale was an issue for him and his only objection was it didn’t follow the policy. Director Henderson questioned Director Burbage whether his objection has been taken care of. Director Burbage responded no. Director Munchus

then made a motion to approve the item and Chairman Mims second the motion. Director Blankenship questioned whether the Board would authorize to hire for the position without the salary being set. Chairman Mims said the salary for the position has been set at a range of \$61,762.45 to \$87,964.71. The General Manager requested clarification regarding the resolution for the item. He stated the resolution authorizes the Board Administrator to hire for the position without approval from the Board. He indicated if Board approval is needed regarding this position then Board Administrator needs to be made aware that the Board will approve before the candidate is hired. Director Blankenship questioned Chairman Mims whether the hire would need to come back to the Board for approval because the resolution does not state that. Chairman Mims questioned Mr. Anthony whether he stated this item would need to go before the Board. Mr. Anthony stated the Board created the position and set the salary and the Board is now attempting to give that authority to the Board Administrator. He stated the Board can do that by having five votes regarding the resolution. The General Manager stated the resolution states “Approval of this resolution supersedes any previous action related to hiring the position of Corporate Governance Specialist”; therefore, the intent is the Board Administrator would hire for the position of Corporate Governance Specialist. A discussion then ensued. Director Ward stated he didn’t understand why the Board needed to be involved in the process at all and it appears the Board would be taking on a responsibility it didn’t need. He stated he believes the Board Administrator should hire for the position. There were no amendments made to the resolution. Director NeSmith called for a vote on the item and Director Blankenship requested a roll call vote. 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. Ronald Mims, that the Board hereby approves a resolution authorizing the Board Administrator to hire the position of Corporate Governance Specialist, which was established by the Board of Directors. The Board Administrator shall follow the hiring process currently used for most vacant positions within Birmingham Water Works, which includes collaborating with the Human Resources Department to establish the starting salary within the range of a Grade 19, which is currently \$61,762.45 to \$87,964.71. Approval of this resolution supersedes any previous action related to hiring the position of Corporate Governance Specialist. Resolution No. 8671 is hereby adopted by Directors Burbage, NeSmith, Ward, Munchus, Mims, Rice and Huffman; Directors Henderson and Blankenship abstained from voting.”

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Following, the Board moved to the eighth item on the agenda, Request Board to hear presentations from the following; necessary to perform essential minimum functions of the governmental body. Director Ward left the meeting at 12:39 p.m. and returned at 12:41 p.m. Presentations were made by The Jones Group; Pat Lynch & Associates; and Hilliard Smith & Hunt. The Jones Group presented the Board with a handout. A copy of the handout is on file in Diligent. Greg Jones, The Jones Group, gave an overview of his company and stated they have been working for the Board since 2015. He then gave an overview of the current legislative leadership and delegation. He indicated they would be more than happy to provide the Board with more detailed information regarding their services.

Subsequently, Pat Lynch & Associates presented the Board with a handout. A copy of the handout will be on file in Diligent. Pat Lynch, Pat Lynch & Associates gave an overview of the services they provide and indicated they would like to enhance the work provided by the Board’s

current lobbyist. Director NeSmith questioned what Pat Lynch & Associates is requesting the Board pay them for their services. Mr. Lynch responded he would like to be comparable to the Board's other lobbyist at \$10,000.00 per month. Director Burbage questioned Mr. Lynch whether he has employees. Mr. Lynch stated he had partners when he first started his business and then decided to go solo. Director Blankenship questioned whether there are certain licenses and registrations the Board will need to see from the lobbyists. Chairman Mims responded legally there would need to be references from each lobbyist.

Next, Hilliard, Smith & Hunt, LLC gave an overview of the services they provide. Earl Hilliard, Hilliard, Smith & Hunt, stated they specifically provide work in governmental affairs. He then gave an overview of the previous work that has been provided to the Board. Director Blankenship requested Mr. Hilliard provide the Board with detailed information regarding how they can further assist the Board. A discussion then ensued. Director Huffman requested Director Blankenship provide a list of questions to the General Manager to be sent to all of the lobbyists to respond to and be given to the Board. A discussion then ensued. Director NeSmith stated the Board approved a contract extension for Hilliard, Smith & Hunt, LLC and stated it was the most unusual vote that he had ever seen. He then questioned Mr. Hilliard if he was related to any one on the Board. Mr. Hilliard responded he believes he has a third cousin on the Board. Director NeSmith questioned who that person might be. Mr. Hilliard responded Tereshia Huffman.

Subsequently, Director Blankenship requested the Board take a five-minute recess. The Board went into recess at 1:31 p.m. Director Rice left the meeting at 1:37 p.m. The Board reopened the meeting at 1:40 p.m.

Next, the Board moved to the ninth item on the agenda, Request Board to enter Executive Session to discuss ongoing litigation; necessary to perform essential minimum functions of the governmental body. Board Attorney Mark Parnell certified the Executive Session and stated the Board would discuss potential litigation and possible action could be taken after Executive Session. He stated Executive Session could last 45 minutes to 1 hour. Director NeSmith made a motion to enter into Executive Session 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 enters Executive Session to discuss ongoing litigation. Resolution No. 8672 is hereby adopted by unanimous vote.”

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Following, the Board entered Executive Session at 1:41 p.m. Director Huffman left the meeting at 2:15 p.m. Director Ward left the meeting at 2:57 p.m. and returned at 2:59 p.m.

Following, Director NeSmith made a motion to come out of Executive Session and Director Henderson seconded the motion. The Board came out of Executive Session at 3:27 p.m. A discussion then ensued.

Next, Director NeSmith then made a motion to adjourn the meeting and Director Henderson seconded the motion. On a motion duly made and seconded, the motion was approved by unanimous vote and the meeting was adjourned at 3:28 p.m.

/s/

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Ronald A. Mims  
Chairman/President

Attest:

/s/

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William Burbage, Jr.  
Secretary-Treasurer