

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
February 20, 2020**

The regular bi-monthly meeting of the directors of The Water Works Board of the City of Birmingham was held on Thursday, February 20, 2020 at 11:00 a.m., in the principal office of the Board, 3600 First Avenue North, Birmingham, Alabama.

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

The meeting was also attended by: Michael Johnson, General Manager; Iris Fisher, Jeff Thompson, and Derrick Murphy, Assistant General Managers; Grace Amison, Executive Assistant to the Board of Directors; Anitra Hendrix, Executive Assistant to the General Manager; George Anderson, Rick Jackson, John Dansby and Terrell Jones, Board Employees; K. Mark Parnell, Parnell Thompson, LLC; Kelvin Howard, Kelvin Howard, LLC; Martha Bozeman, Tommy Pallandino, and Andy Mitchell, Agency 54; Brian Ruggs and Trisha Brown, ARCADIS, U.S.; Theo Johnson, Volkert & Associates; Angela Hoskins, Studio 2H Design; Darryl Fleming, Consolidated Pipe & Supply; Bill Thomaston, GBM; Kim Baylor Bivins and Michael Bell, Birmingham Construction Industry Authority; Matthew Arrington, Terminus Municipal Advisors; Mark Peeples, MAP Development; Kamilah Lewis, City of Birmingham; D. C., CBS 42; Tricia Sheets; Anita Dobbins; Eli S.; Cathy C.; Lee Ann D.; Barbara Rhodes; Phillip Paulk; and Officer Meadows.

Inasmuch as nine of the directors were present; Chairman Mims declared a quorum in attendance.

Chairman Mims called the meeting to order at 11:31 a.m. Mr. George Anderson opened the meeting with prayer.

Following, Chairman Mims reminded all attendees to show respect when speaking during the meeting. Director Blankenship stated he had item suggestions for the agenda and requested he be added to New Business to discuss staff capacity, a one-day board retreat, and address issues as a corporate body. He suggested agenda items 3 through 5 be delayed upon further discussion. He indicated a board retreat should be held within 30 days to not hold up items needing the board's approval. Director Munchus stated he agreed with delaying those items for further discussion. Director Dickerson requested staff to explain the importance of the items. Assistant General Manager Derrick Murphy stated the projects up for discussion have bids expiring in March 2020. Director Blankenship stated he is not trying to delay projects and then questioned whether a 30-day period would put the projects behind. Mr. Murphy responded yes. Director Blankenship stated joint education is needed and he would like to have working knowledge regarding items he would vote on. He indicated this is crucial for him. A discussion then ensued. Director Dickerson stated agenda items are discussed in Committees prior to being added to the Board's agenda. Director Blankenship then requested agenda items 3 through 5 be moved to the end of the agenda. Chairman Mims questioned what the monetary difference would be to continue using pricing from the previous year. Mr. Murphy stated there are extension available on most of these items. He requested the Board to consider approving agenda item 4. Chairman Mims stated agenda items 3

through 5 would be discussed after New Business. Director Muhammad stated he had an item under New Business that he would like to discuss regarding the Jefferson County sewer collection agreement and stated he would recommend going into Executive Session.

Following, the General Manager asked the board to adopt a resolution authorizing surviving monthly retirement benefits from the Board’s Retirement Trust Fund, as set forth in agenda item 1. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, Brenda Nell Wilks, a retiree of The Water Works Board of the City of Birmingham (“The Board”), passed away on February 2, 2020; and

WHEREAS, Brenda Nell Wilks was receiving, up until the time of her death, monthly retirement benefits from the Board’s Retirement Trust Fund in the amount of \$2,535.54, and under the terms of the Board’s Retirement Plan, her spouse is now entitled to receive 50% of that monthly benefit until such time as he either remarries or passes away; and

WHEREAS, the surviving spouse, Teddy R. Wilks will begin receiving his surviving spouse monthly benefit of \$1,267.77 effective March 1, 2020.

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. William R. Muhammad, that the Trustee be, and is hereby instructed to pay a pension of \$1,267.77 per month to Teddy R. Wilks from the Board’s Retirement Trust Fund, in accordance with the terms of the Trustee Pension Plan, with the payment to be effective March 1, 2020.

Resolution No. 8288 is hereby adopted by unanimous vote.”

Following, the General Manager asked the board to approve payment of the following invoice, as set forth in agenda items 2. On a motion duly made and seconded, the following resolutions were 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 R. Muhammad, that the Board hereby authorizes staff to execute payment to the following:

2.1 Parnell Thompson, LLC
For professional services rendered during January 2020 \$ 89,629.17

Resolution No. 8289 is hereby adopted by Directors Mims, Clark, King, Dickerson, Muhammad, Munchus, Burbage and Alexander; Director Blankenship abstained from voting.”

Following, the General Manager asked the board to approve expenditures with USIC Locating Services, LLC, as set forth in agenda item 6. Director Blankenship requested agenda

item 6 be discussed at the end of the meeting. Chairman Mims stated agenda item 6 would be discussed after New Business.

Following, the General Manager asked the board to approve a scope of services agreement with Layer3 Communications, as set forth in agenda item 7. Director Blankenship stated he would like to hear from the department regarding this item. Director King then made a motion to move the item and Director Dickerson seconded the motion. George Anderson, Information Technology Manager, stated there is a certain rack in the data center is responsible for communication to come in and out and it needs to be brought up to date. He then gave an overview of key deliverables when the work would be complete. He indicated staff reviewed several companies and Layer3 was the best company to perform this work. Director Munchus questioned how many vendors were considered and Mr. Anderson responded four. Director Munchus questioned whether an RFP was sent out. Mr. Anderson stated the company was contacted directly. Director Clark then requested a timeline of expenditures be given to the board regarding the needs in the Information Technology Department. 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. Brett King, and seconded by Dr. Brenda Dickerson, that the Board hereby approves a scope of services agreement with Layer3 Communications for the complete overhaul (re-design) of the BWWB data center networking; and authorizes the General Manager and/or the Assistant General Manager to executive said agreement, at an out-of-pocket cost to the Board of \$76,695.00. Resolution No. 8290 is hereby adopted by unanimous vote.”

Following, the General Manager asked the board to review a presentation on various agreements impacting the Lake Purdy Reservoir property, as set forth in agenda item 8. Assistant General Manager Jeff Thompson gave an overview of the Board’s agreements with Host Recreation, Inc. (Ken Delap), United States Department of Agriculture (USDA) Animal and Plant Health Inspection Service (APHIS) Wildlife Service (WS), and Mark Peeples. Director Munchus stated one of the agreements had been terminated and he didn’t understand why it was being discussed at this time. Director Blankenship stated he requested an explanation regarding that agreement because he was not clear as to why it was terminated. Director Dickerson questioned how serious the feral hogs at Lake Purdy are. Mr. Thompson stated the hogs plow up the ground which increases cloudiness in the watershed which costs the Board more money to treat the water. He indicated the hogs can attack staff. Director Dickerson questioned whether there have been any attacks and Mr. Thompson responded not any he is aware of. Director Munchus questioned whether there have been any complaints from residents. Mr. Thompson stated he had received indirect complaints. Director Dickerson questioned what the best way is to control the feral hog population. Mr. Thompson stated there are a number of potential solutions such as hunting and trapping. He then gave an overview of the host recreation agreement with Ken Delap. He stated the contract helps control invasive threats and pollution to Lake Purdy. He stated the agreement allows for the public to enjoy the reservoir. He stated educational kiosk could be added to educate the public and he indicated the Board could consider allowing camping. He then gave an overview of the USDA – APHIS – WS agreement. He indicated 151 hogs were trapped in 2019. He indicated the USDA charges \$5,000.00 per year to provide the service, which includes disposal; however, they only invoice the Board for actual work. He indicated the current agreement expires April 2020

and they have proposed a new agreement through May 15, 2025 at the same rate. Director Munchus questioned whether there was grant funding regarding this issue and Mr. Thompson responded staff has not been able to locate one. Director Dickerson stated it was her understanding that there is \$3.7 million available in grant funding in the State of Alabama for dealing with the hog population and she indicated she would share her contact information with staff. Director Clark questioned how many traps the board has. Mr. Thompson stated he did not have an exact number; however, there are not many. Director Muhammad questioned whether the Board's agreement with the USDA is to pick up the hogs once BWB staff traps them. Mr. Thompson responded yes. He stated there is a provision in the agreement to allow them to trap the hogs; however, that provision has not been used. He then gave an overview of the Mark Peeples' agreement. Director Munchus questioned whether there has been any direct/indirect communication with the residents. Director Blankenship stated one of his concerns is that this information needs to be translated by the public relations staff and the ad agency to make sure the message that needs to be conveyed is distributed properly. He stated he doesn't necessarily mean technical staff needs to be communicating with the public. He stated the right processes and procedures need to be put in place. Director Munchus stated the board should be informed about community meetings so that they may participate. He stated relationships need to be established with communities. Director Clark questioned how many hogs have been trapped by Mr. Peeples. Mr. Thompson stated Mr. Peeples is compiling that information. Director Blankenship recommended those items be sent to the Executive Committee because there are certain parameters that need to be put in place regarding the agreements. Director Dickerson and Munchus indicated they would not vote in favor of this item. Director Dickerson stated in January 2001 there was a lawsuit settled between the State of Alabama Attorney General and BWB to acquire the assets of the water system. She stated in February 2001 there was an acquisition agreement that transferred the assets from the City of Birmingham to the Board. She stated in 2017 a conservation easement agreement came up when land development around Lake Purdy began to be discussed. She indicated the easement agreement contains a covenant against private management. Board Attorney Mark Parnell stated he would forward the agreement to the directors. Chairman Mims stated this issue has come before the Engineering and Maintenance Committee. Director Clark stated the board should be informed of all information related to this issue.

Following, the General Manager asked the Board to discuss New Business, as set forth in agenda item 9. Director Blankenship stated he has questions regarding increasing staff capacity and performing jobs at a reduced cost. He stated he has reviewed corporate documents and is alarmed at the amount of money spent on overtime and consultants. He stated that is why he is requesting the board to hold a retreat to discuss its processes and procedures. He then requested Chairman Mims to set a date for a board retreat and then immediately schedule a board meeting to address the agenda items that were tabled. Director Blankenship stated the topics he would like to see discussed at the board retreat include: the bid law; advertisement of bids for public works; purchasing of goods; single source provider; Open Meetings Act; formation of new board committees; increase in staff capacity; bringing more services in-house; conduct cost studies and make recommendations thereafter; review of consultants/vendors and their relationship with in-house staff; creation of an Ad-Hoc Committee to conduct a cost study regarding non-specialized services being brought in-house; creation of an in-house legal department while maintaining the board's attorney; review of the Public Relations Department; the General Manager's plan to increase capacity and reduce outside costs; examination of overtime; board operations and training; a campus master plan that includes a plan to protect the board's assets; and exemption bidding or sole source providers. He then presented the board with a handout. A copy is on file in Diligent.

Director Blankenship stated he does not want anyone to take offense to the items he would like discussed because he is trying to gain knowledge. He then made a motion to set a retreat date, a board meeting and to table agenda item 4.

Subsequently, Mr. Murphy stated the goal is not to have delayed dates regarding bids. He indicated agenda items 5.1 and 5.2 have a bid expiration date of March 27, 2020. Mr. Parnell stated staff is requesting the existing bid be extended for one more year; therefore, delaying the item until after the board retreat should be ok. Mr. Murphy stated the board still needs to approve the extension and he does not want to do anything outside of the board's knowledge. A discussion then ensued regarding the board retreat date. Director Burbage questioned how does the retreat fall in line with the Open Meetings Act. Mr. Parnell responded the retreat would be an open meeting. Director Clark questioned whether this retreat would be related to the board's strategic plan. The General Manager responded the retreat would be consistent with the strategic plan. A discussion then ensued. Director Blankenship stated March 11, 2020 would be a board retreat/meeting. Chairman Mims stated he may be late to the meeting. Director Blankenship questioned Chairman Mims if he would agree to someone else chairing the retreat and he could take over when he arrives. Chairman Mims stated he agreed with that recommendation. Director Blankenship then made a motion to have a board retreat on March 11, 2020 at 9 a.m. and staff would generate accommodations and Director Dickerson seconded the motion. Director Muhammad stated he was opposed to having the retreat in the Training Room. 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 Dickerson, that the Board hereby approves hosting a board retreat on March 11, 2020 at 9 a.m. and authorizes staff to generate accommodations. Resolution No. 8291 is hereby adopted by unanimous vote.”

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Following, Director Blankenship then made a motion to table agenda items 3 through 5 with the exception of agenda item 5.3 and discussion regarding agenda item 6. Director Munchus seconded the motion. Director Muhammad stated he is not in favor of tabling any agenda item regarding the pipe program. He indicated he does not want to slow down that program because there is 600 miles of pipe, of which is galvanized and unlined cast iron, that must be maintained. He then asked Mr. Murphy if he was ok with delaying the pipe program. Mr. Murphy stated his concern is scheduling and this would cause a delay. Director Dickerson questioned Mr. Murphy whether the board should take action regarding this item and Mr. Murphy responded yes because the bid has to be awarded within 60 days. Director Clark questioned Mr. Murphy whether he could find out whether the bid amount could be extended more than 60 days and report back to the board. Mr. Murphy responded yes and indicated it will still cause a scheduling issue. Director Blankenship indicated he wants to make sure the board understands the bid law. Director Muhammad stated he would like to know the amount of money that was not spent in the Capital budget regarding the pipe program due to delays. Mr. Murphy stated projects are \$10 million behind with \$30 million to spend. Director Munchus stated he wanted to speak to agenda item 4. He indicated in 2016 the board tried to put a Contract Compliance Program in place, however, it was voted down. He indicated if that program was in place, a lot of the questions being raised by Director Blankenship would not be an issue. A discussion then ensued. Director Burbage requested Director Blankenship to restate his motion. Director Blankenship stated his motion was to table agenda items 3 through

5 with the exception of agenda item 5.3 and discussion on agenda item 6; however, he is now requesting agenda item 5.3 be taken out and allow discussion on agenda item 6. Director Muhammad stated he is requesting agenda item 4 be taken out. A discussion then ensued. Director Blankenship then amended his motion to table agenda items 3 through 5 with the exception of agenda item 5.3 and discussion regarding agenda items 4 and 6 and Director Clark 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. Lucien Blankenship, and seconded by Ms. Deborah Clark, that the Board hereby tables agenda items 3 through 5 with the exception of agenda item 5.3 and to discuss agenda items 4 and 6. Resolution No. 8292 is hereby adopted by unanimous vote.”

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Following, Director Blankenship then made a motion to approve agenda item 5.3 and Director Dickerson 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. Lucien Blankenship, and seconded by Dr. Brenda Dickerson, that the Board hereby exercises its bid option to extend a final 12-month contract and to authorize the General Manager and/or the Assistant General Manager to execute a contract with Hill's Janitorial Service, Inc., the lowest responsible and responsive bidder, for Janitorial Services, per bid awarded on November 9, 2017, at an estimated out-of-pocket cost to the Board of \$115,440.00. Resolution No. 8293 is hereby adopted by unanimous vote.”

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Following, Mr. Murphy gave an overview of agenda item 6. He indicated it is an extension agreement; however, the vendor has indicated they will not extend the agreement. Director Munchus questioned whether the current vendor is stating they will not extend the agreement and Mr. Murphy responded yes. Director Blankenship questioned the Board’s Attorney whether the agreement included an automatic extension. Mr. Parnell responded no. Mr. Murphy stated if the agreement does not get approved, staff will not be able to request line locating services as of March 1, 2020, which will impact the pipeline replacement program. Director Blankenship then made a motion to approve agenda item 6 and Director Dickerson seconded the motion. Director Munchus stated he will vote no on the item and he hasn’t seen the sole source provider letter. 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 Dickerson, that the Board hereby approves expenditures with USIC Locating Services, LLC, a sole source provider, for underground utility line locating throughout the service area, at an estimated out-of-pocket cost to the Board of \$2,600,000.00; and authorizes the General Manager and/or the Assistant General Manager to execute the contract. Resolution No. 8294 is hereby adopted by Directors Mims, Muhammad, Burbage, Dickerson, King, and Alexander; and Directors Blankenship, Munchus and Clark abstained from voting.”

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Following, Director King made a motion to approve agenda item 4 and Director Muhammad 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. Brett King, and seconded by Mr. William R. Muhammad, that the Board hereby authorizes staff to award bid to REV Construction, Inc., the lowest responsible and responsive bidder, for the replacement of approximately 4,570’ of 2” unlined cast iron pipe / 2” galvanized steel pipe with approximately 560’ of 4” DICL pipe; 2,060’ of 8” DICL pipe; 2,180’ of 12” DICL pipe and related appurtenances; and 104 water services along 5th Avenue North; 6th Avenue North; 77th Street North; 78th Street North and 79th Street North located in the Eastlake Community of the City of Birmingham, Alabama at a bid amount of \$986,124.80; plus estimated cost of materials to the Board in the amount of \$582,775.40; for an estimated out-of-pocket cost to the Board of \$1,568,900.20. Resolution No. 8295 is hereby adopted by unanimous vote.”

Following, Director Munchus stated his item under New Business which includes increasing the amount paid to Birmingham Construction Industry Authority (BCIA) from \$2,000.00 per month to \$5,000.00 per month. He stated he can discuss at the board retreat. Director Dickerson left the meeting at 12:51 p.m. Director Muhammad requested the board go into Executive Session to discuss the Jefferson County Sewer collection agreement. Mr. Parnell stated based on his conversation with Director Muhammad, the information he wanted to discuss could possibly lead to litigation; therefore, it would qualify for an executive session under the Open Meetings Act. Director Blankenship left the meeting at 12:52 p.m. Mr. Parnell indicated he could not certify at that time whether there would be any action following the executive session. Before taking a vote to go into executive session, Chairman Mims recognized speakers. Director Dickerson returned to the meeting 12:53 p.m.

Following, Director Alexander made a motion to adjourn the meeting and Director Clark seconded the motion. Director Alexander then withdrew his motion. Subsequently, Director King made a motion to adjourn the meeting and Director Burbage seconded the motion. A roll call vote was taken, and the motion failed. Director Muhammad then made a motion to go 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. William R. Muhammad and seconded by Mr. George Munchus, that the Board hereby approves an Executive Session to discuss the Jefferson County Sewer collection agreement. Resolution No. 8296 is hereby adopted by Directors Mims, Clark, Dickerson, Muhammad, Munchus, and Alexander; Directors King and Burbage voted no.”

At 1:28 p.m. the Board and the Board’s Attorneys entered into an Executive Session. Director Munchus left the meeting at 1:42 p.m.

At 1:52 p.m. a motion was duly made and seconded to adjourn the Executive Session and

the meeting reopened.

As there was no further business before the Board, Chairman Mims entertained a motion to adjourn the meeting. A motion was duly made and seconded, and the meeting adjourned at 1:53 p.m.

/s/
Ronald A. Mims
Chairman/President

Attest:

/s/
William R. Muhammad
Secretary-Treasurer