

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS  
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM  
January 16, 2019**

The regular bi-monthly meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, January 16, 2019 at 11:30 a.m., in the principal office of the Board, 3600 First Avenue North, Birmingham, Alabama.

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

The meeting was also attended by: Michael Johnson, Interim General Manager; Darryl Jones, and Sonny Jones, Assistant Interim General Managers; Grace Amison, Executive Assistant to the Board of Directors; Anitra Hendrix, Executive Assistant to the Interim General Manager; George Anderson, Rick Jackson, Terrell Jones, Derrick Maye, Ben Sorrell, Steve Franks, John Dansby, Drusilla Hudson, Douglass Stockham, John Reymann, Barry Williams, Paul Lloyd, Michael Parker, Melvin Staples, Rosalind Jones, Michael Griffin, Geoff Goodwin, Jonathan Harris, and Jeff Cochran, Board Employees; K. Mark Parnell, Mary Thompson, Parnell Thompson, LLC; Kelvin Howard, Kelvin Howard, LLC; Martha Bozeman, Agency 54; Patrick Flannelly and Brian Ruggs, ARCADIS; Matthew Arrington, Terminus Municipal Advisors; Walter Lewis, Piper Jaffrey; Theo Johnson, and Kirk Mills, Volkert, Inc.; Dan Meadows, S. S. Nesbitt; Kimberly Baylor Bivins, Birmingham Construction Industry Authority; Derrick Murphy, Allworld Project Management; Olivia Martin, State of Alabama Attorney General; Earl Hilliard, Jr., and Ken King, City of Birmingham; Chandra Abesingha, C E Associates; Amble Johnson, Southern Environmental Law Center; Officer Meadows, Isaac Ballard, Priscilla Lowry, and Nelda Thompkins.

Inasmuch as all of the directors were present; Interim General Manager Michael Johnson declared a quorum in attendance.

The Interim General Manager called the meeting to order at 11:31 a.m. Mr. George Anderson opened the meeting with prayer.

Following, the Interim General Manager asked the board to elect Officers of the Corporation for 2019 calendar year, as set forth in agenda item 1. The Interim General Manager declared all positions vacant and asked for nominations for Chair/President of the Board of Directors for the Water Works Board of the City of Birmingham. Director Munchus nominated Director Mims for Board Chair/President and Director Dickerson seconded the motion. Director King nominated Director Burbage for Board Chair. The nomination of Director Mims for Chair/President failed by a vote of 5-4. Director Muhammad stated he must protest due to Roberts' Rules of Order (RRO) stating the Chair directs the meeting and the nominations should be opened and closed by the Chair. He stated the voting for officers occurred the same as last year. He stated RRO does not state a vote should be held for each nomination. He stated there should have been a roll call vote and the directors should have voted for who they wanted. Board Attorney Mark Parnell responded RRO does not address the election of officers in that way. He stated under the Board's by-laws beginning the first meeting of the year officers are voted on; therefore, all seats are vacant at that time. He then gave an overview of the history of the procedure for electing

officers. He stated once the Chair has been elected, the Chair then takes over the meeting and the officer positions are filled. Director Muhammad stated either the RRO or the by-laws are wrong. Mr. Parnell stated the by-laws state at the beginning of each year officers are up for election. He stated all seats were vacant and there was not a Chair at the moment. Mr. Parnell then explained the voting procedure according to RRO. He then read a passage from RRO regarding election of officers. Director Muhammad stated Director King gave Mr. Parnell a “heads up” regarding explaining RRO. Director King stated he asked Mr. Parnell what the procedure would be if there were three nominations for a position. He stated he did not think he disclosed anything in confidence. The Board then voted on the nomination of Director Burbage for Chair/President. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED, that Mr. William Burbage, Jr. is hereby appointed Chairman/President of The Water Works Board of the City of Birmingham (“the Board”) and to serve as an Officer of the Corporation at the pleasure of the Board or until the next election of Officers.

Resolution No. 7983 is hereby adopted by a roll call vote:

Director Lewis, Aye; Director Alexander, Aye; Director Clark, Aye Director Burbage, Aye; Director Mims, No; Director Munchus, No; Director Muhammad, No; Director Dickerson, No; and Director King, Aye.”

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Following, Chairman Burbage asked for nominations for First Vice Chair/First Vice President of the Board of Directors for the Water Works Board of the City of Birmingham. Director Munchus nominated Director Dickerson for Board First Vice Chair/First Vice President. On a motion duly made and seconded, the nomination failed by a vote of 5-4. Director Lewis nominated Director Clark for Board First Vice Chair/First Vice President. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED, that Ms. Deborah Clark is hereby appointed First Vice Chairwoman/First Vice President of The Water Works Board of the City of Birmingham (“the Board”) and to serve as an Officer of the Corporation at the pleasure of the Board or until the next election of Officers.

Resolution No. 7984 is hereby adopted by a roll call vote:

Director Lewis, Aye; Director Alexander, Aye; Director Clark, Aye Director Burbage, Aye; Director Mims, No; Director Munchus, No; Director Muhammad, No; Director Dickerson, No; and Director King, Aye.

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Following, Chairman Burbage asked for nominations for Second Vice Chair/Second Vice President of the Board of Directors for the Water Works Board of the City of Birmingham. Director King nominated Director Dickerson for Board Second Vice Chair/Second Vice President and Director Munchus seconded the motion. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED, that Dr. Brenda J. Dickerson is hereby appointed Second Vice Chairwoman/Second Vice President of The Water Works Board of the City of Birmingham (“the Board”) and to serve as an Officer of the Corporation at the pleasure of the Board or until the next election of Officers. Resolution No. 7985 is hereby adopted by unanimous vote.”

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Following, Chairman Burbage asked for nominations for Secretary-Treasurer of the Board of Directors for the Water Works Board of the City of Birmingham. Director King nominated Director Mims for Board Secretary-Treasurer and Director Munchus seconded the motion. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED, that Mr. Ronald A. Mims is hereby appointed Secretary-Treasurer of The Water Works Board of the City of Birmingham (“the Board”) and to serve as an Officer of the Corporation at the pleasure of the Board or until the next election of Officers. Resolution No. 7986 is hereby adopted by unanimous vote.”

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Following, Chairman Burbage asked for nominations for Assistant Secretary-Treasurer of the Board of Directors for the Water Works Board of the City of Birmingham. Director Munchus nominated Director Muhammad for Board Assistant Secretary-Treasurer. On a motion duly made and seconded, the nomination failed by a vote of 5-4. Director King nominated Director Alexander for Board Assistant Secretary-Treasurer. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED, that Mr. Tommy Joe Alexander is hereby appointed Assistant Secretary-Treasurer of The Water Works Board of the City of Birmingham (“the Board”) and to serve as an Officer of the Corporation at the pleasure of the Board or until the next election of Officers.

Resolution No. 7987 is hereby adopted by a roll call vote:

Director Lewis, Aye; Director Alexander, Aye; Director Clark, Aye Director Burbage, Aye; Director Mims, No; Director Munchus, No; Director Muhammad, No; Director Dickerson, No; and Director King, Aye.”

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Following, Director Muhmmad questioned whether RRO states an officer can be removed at any time. Board Attorney Parnell responded with good cause and the by-laws speaks to the removal of an officer. He stated an officer by majority vote can be removed from office for good cause. Director Muhammad questioned what good cause is. Board Attorney Parnell stated it depends upon the facts presented. Director Muhammad questioned whether five votes would be good cause and Mr. Parnell responded no, due process would have to be provided. Director Munchus stated the board has the authority to determine what is good cause. Board Attorney Parnell stated there is a process that is set out in RRO.

Next, the Interim General Manager asked the board to adopt a resolution approving the Board of Directors and the Interim General Manager to travel to and from various cities to attend conferences/annual meetings for calendar year 2019, as set forth in agenda item 2. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works of the City of Birmingham, on a motion duly made by Dr. George Munchus and seconded by Mr. Brett King, that the Board of Directors and the (Interim) General Manager are hereby approved to travel to and from various cities to attend conferences/annual meetings for calendar year 2019, as listed below, to pay any advances necessary and to reimburse all appropriate expenses incurred by the Board of Directors and the General Manager in connection with the following said conferences/annual meetings, as required by the Board’s and the Employees’ Travel Expense Reimbursement Policies:

CONFERENCES/ MEETINGS DATES	C O N F E R E N C E S / M E E T I N G S	LOCATION
February 25 - 27, 2019	Training 2019 Conference & Exposition (for General Manager) “This conference is designed for learning, training and performance professionals.”	Lake Buena Vista, FL
March 5 - 8, 2019	2019 Utility Management Conference – AWWA – WEF “This is a ‘Utility Leader Forum’ to hear the latest approaches, practices, processes, techniques, case studies, and research in all aspects of utility management.”	Nashville, TN
April 2 – 4, 2019	Water and Wastewater CFO Forum (for Interim General Manager)	Miami, FL
April 3 - 7, 2019	Forum 2019 National Conference – National Forum for Black Administrators – “This Form provides ‘Waves of Change, Oceans of Opportunity Repositioning Our Communities for the Future’”.	Orlando, FL
April 7 - 10, 2019	Water Policy Conference – Association of Metropolitan Water Agencies – “The AMWA provides Utility managers with a Wealth of Ideas and Practical Knowledge.”	Washington, D.C.
June 9 - 12, 2019	AWWA Annual Conference & Exposition – (ACE19) – “The AWWA Annual Conference provides an environment where water professionals can be leaders and learn from leaders in the water industry.”	Denver, CO
July 27 – 31, 2019	2019 Water Jam (formerly Alabama-Mississippi Section Conference – AWWA) “This is a Joint Conference in collaboration between the Alabama’s Water Environment Association, the AL/MS Section of the American Water Works Association, and the Mississippi Water Environment Association”	Mobile, AL
September 4 – 6, 2019	2019 Annual Alabama Water Resources Symposium Conference – “This is a Forum for all participants of the Water Resources.”	Orange Beach, AL
October 20 – 23, 2019	2019 Annual Executive Management Conference Association of Metropolitan Water Agencies” “The Association of Metropolitan Water Agencies serves CEOs and general managers by providing tools for competitiveness and management.”	Newport, RI
October 21 – 23, 2019	SAP for Utilities 2019 “SAP offers utility leaders, managers, directors and other utility professionals with best practices, innovative ideas...”quality treatment associated manufacturers, suppliers, and consultants.”	San Diego, CA
DATES TO BE DETERMINED	Various trips in 2019 to meet with rating agencies and bond underwriters – NYC [As Needed]	New York, NY

BE IT FURTHER RESOLVED, that prepayment of registration and workshop fees are hereby approved for the Board of Directors, the (Interim) General Manager and other Board employees as set out above for the referenced conferences/seminars/annual meetings.

Resolution No. 7988 is hereby adopted by unanimous vote.”

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Following, the Interim General Manager asked the board to approve Director King’s mileage expense and a lunch meeting reimbursement for December 2018, as set forth in agenda item 3. Director Lewis stated Director King’s lunch meeting was with two board members and everyone should have paid for their own lunch. She indicated she has an issue with charging the lunch back to the board. She questioned why Director King charged the lunch back to the board. Director King questioned Board Attorney Parnell whether it was appropriate to charge the lunch. Board Attorney Parnell stated legally the lunch could be charged back to the board. Director Munchus stated it is very appropriate. Director King stated Directors Mims and Muhammad met with him over lunch. Director Lewis questioned what did the board gain from their lunch meeting. Director King responded they discussed plans for 2019 such as Lake Purdy and goals the board should layout. Director Lewis questioned whether the board as a whole should have been a part of that conversation. Director King responded due to the Open Meetings Act, no more than five (5) directors can meet together at one time. Director Lewis questioned whether the directors at the lunch meeting will bring back what they discussed to the full board. Director King stated he’s never had a meeting with one director because he likes to have an interchange of thoughts. Director Lewis questioned how they decided who would pay for lunch. Director Muhammad questioned Executive Assistant to the Board Grace Amison whether this was the first time Director King submitted an expense for lunch. Ms. Amison responded no. Director Muhammad questioned why his expense for lunch is being questioned this time. Director Lewis stated she thought he was meeting with other entities and she was not aware it was other board members. 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. Ronald A. Mims and seconded by Mr. William R. Muhammad, that the following board member(s) be reimbursed for his mileage expense reimbursements as follows:

- Brett King for mileage and a lunch meeting expense reimbursement for December 2018 in the amount of \$149.42 (as shown on the attached “Itemized Travel and Business Expense Reimbursements”).

Resolution No. 7989 is hereby adopted by a roll call vote: Director Alexander, Yes; Director Clark, No; Director Dickerson, Yes; Director Burbage, Yes; Director Mims, Yes; Director Lewis, No; Director Munchus, Yes; and Director Muhammad, Yes; and Director King, Yes.”

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Following, the Interim General Manager asked the board to adopt resolutions authorizing monthly retirement benefits from the Board’s Retirement Trust Fund, as set forth in agenda items 4.1 through 4.6. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, William Todd Parsons, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective February 1, 2019, at an age of 56; and

WHEREAS, William Todd Parsons has 31 years and 3 months of continuous service with the Board at his retirement date, and, in accordance with the terms of the Trusteed Pension Plan, Mr. Parsons is entitled to receive a monthly retirement payment from the Board’s Retirement Trust Fund in the amount of \$4,735.32; 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 Dr. George Munchus and seconded by Dr. Brenda Dickerson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$4,735.32 to Mr. Parsons, beginning February 1, 2019, from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan.

Resolution No. 7990 is hereby adopted by unanimous vote.”

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“WHEREAS, William Todd Parsons, an employee of The Water Works Board of the City of Birmingham, is retiring, effective February 1, 2019, after 31 years and 3 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of William Todd Parsons’ service 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. Parsons.

Resolution No. 7991 is hereby adopted by unanimous vote.”

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“WHEREAS, Melvin Staples, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective February 1, 2019, at an age of 59, and

WHEREAS, Melvin Staples has 30 years and 11 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 \$5,558.23; 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 Dr. George Munchus and seconded by Dr. Brenda Dickerson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$5,558.23 to Mr. Staples from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made February 1, 2019.

Resolution No. 7992 is hereby adopted by unanimous vote.”

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“WHEREAS, Melvin Staples, an employee of The Water Works Board of the City of Birmingham, is retiring, effective February 1, 2019, after 30 years and 11 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Melvin Staples’ service 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. Staples.

Resolution No. 7993 is hereby adopted by unanimous vote.”

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“WHEREAS, Darryl R. Jones, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective February 1, 2019, at an age of 55, and

WHEREAS, Darryl R. Jones has 30 years and 9 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 \$13,508.76; 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 Dr. George Munchus and seconded by Dr. Brenda Dickerson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$13,508.76 to Mr. Jones from the Board's Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made February 1, 2019.

Resolution No. 7994 is hereby adopted by unanimous vote.”

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“WHEREAS, Darryl R. Jones, P.E., Assistant General Manager of Operations and Technical Services Division of The Water Works Board of the City of Birmingham is retiring effective February 1, 2019; and

WHEREAS, Mr. Jones has served The Water Works Board of the City of Birmingham for 30 years and 9 months of service beginning on April 4, 1988; and

WHEREAS, Mr. Jones began his career with The Water Works Board as a semi-skilled and industrial laborer. From there, Mr. Jones progressed through the ranks of The Water Works Board holding the positions of Distribution Aide I (Engineering Technician), Construction Inspector, Project Coordinator, Junior Engineer, Engineer, Superintendent – Supervisory Control and Data Acquisition (SCADA) System, and Manager – SCADA System; and

WHEREAS, in 2005, Mr. Jones was promoted to the position of Assistant General Manager – Operations and Technical Services; and

WHEREAS, Mr. Jones has been instrumental in many of the plans and policies in place at The Water Works Board, especially in the areas of Supervisory Control and Data Acquisition System (SCADA), Watershed Protection, Water Quality Initiatives, Security and Emergency Planning; and

WHEREAS, while employed at The Water Works Board, Mr. Jones took advantage of the educational opportunities afforded him by The Water Works Board's Tuition Reimbursement Policy, obtaining a Bachelor of Science Degree in Mechanical Engineering from the University of Alabama at Birmingham, and receiving various certifications from the State of Alabama -- his Engineer-In-Training in 1996, his Professional Engineer in 2004, and in the FEMA Incident Command System in 2011 -2012 -- all the while continuing to work full time and raising his daughter, Victoria, along with his wife, Alesia; and

WHEREAS, Mr. Jones has served on several water industry-related committees and is still actively involved in various professional associations including the American Water Works Association (AWWA) since 1994 and the Water Environmental Federation (WEF) since 2006. His professional involvement extends to the American Water Works Association Research Foundation (AwwaRF) and the Environmental Protection Agency (EPA) where his expertise has been sought out by the AwwaRF and the EPA; and

WHEREAS, Mr. Jones has served on various civic and professional associations including as a Tutor of math and science for Tutorial Ministry and Sanctuary Choir member at Sardis Baptist



Church; as a Board Member for Eddie Gibson International Ministries; as a Board Member for Better Basics (literacy improvement agency); a Lifetime member of Alpha Phi Alpha Fraternity, Inc., and an active member of the National Society of Black Engineers (Birmingham Professionals Chapter), the Birmingham Business Alliance and the Shelby County Chamber of Commerce; and

WHEREAS, Mr. Jones leaves behind a record which deserves a sincere word of gratitude for his service and loyalty to The Water Works Board and to his profession.

NOW, THEREFORE, BE IT RESOLVED, By the Board of Directors of The Water Works Board of the City of Birmingham that they wish to express to Mr. Jones their heartfelt gratitude for a job well done and for the many years of loyal service he has provided to them and their customers.

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 a copy presented to Mr. Jones.

Resolution No. 7995 is hereby adopted by unanimous vote.”

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“WHEREAS, Nancy Lambert, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective February 1, 2019, at an age of 55, and

WHEREAS, Nancy Lambert has 30 years and 9 months 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 \$3,840.10; 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 Dr. George Munchus and seconded by Dr. Brenda Dickerson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$3,840.10 to Ms. Lambert from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made February 1, 2019.

Resolution No. 7996 is hereby adopted by unanimous vote.”

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“WHEREAS, Nancy Lambert, an employee of The Water Works Board of the City of Birmingham, is retiring, effective February 1, 2019, after 30 years and 9 months of service with the Board; and

WHEREAS, Management has informed the Board of Nancy Lambert’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, Nancy Lambert, 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, Nancy Lambert is hereby commended for her efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of Nancy Lambert's service 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. Lambert.

Resolution No. 7997 is hereby adopted by unanimous vote.”

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“WHEREAS, Derrick Barlow, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective February 1, 2019, at an age of 48; and

WHEREAS, Derrick Barlow 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, Mr. Barlow is entitled to receive a monthly retirement payment from the Board's Retirement Trust Fund in the amount of \$4,908.54; 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 Dr. George Munchus and seconded by Dr. Brenda Dickerson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$4,908.54 to Mr. Barlow, beginning February 1, 2019, from the Board's Retirement Trust Fund, in accordance with the terms of the Pension Plan.

Resolution No. 7998 is hereby adopted by unanimous vote.”

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“WHEREAS, Derrick Barlow, an employee of The Water Works Board of the City of Birmingham, is retiring, effective February 1, 2019, after 30 years and 2 months of service with the Board; and

WHEREAS, management has informed the Board of Derrick Barlow'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, Derrick Barlow, 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, Derrick Barlow is hereby commended for his efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of Derrick Barlow's service 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. Barlow.

Resolution No. 7999 is hereby adopted by unanimous vote.”

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“WHEREAS, Michael Morris, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective February 1, 2019, at an age of 50; and

WHEREAS, Michael Morris has 30 years of continuous service with the Board at his retirement date, and, in accordance with the terms of the Trusteed Pension Plan, Mr. Morris is entitled to receive a monthly retirement payment from the Board's Retirement Trust Fund in the amount of \$5,129.38; 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 Dr. George Munchus and seconded by Dr. Brenda Dickerson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$5,129.38 to Mr. Morris, beginning February 1, 2019, from the Board's Retirement Trust Fund, in accordance with the terms of the Pension Plan.

Resolution No. 8000 is hereby adopted by unanimous vote.”

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“WHEREAS, Michael Morris, an employee of The Water Works Board of the City of Birmingham, is retiring, effective February 1, 2019, after 30 years of service with the Board; and

WHEREAS, Management has informed the Board of Michael Morris' 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, Michael Morris, 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, Michael Morris is hereby commended for his efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of Michael Morris' service 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. Morris.

Resolution No. 8001 is hereby adopted by unanimous vote.”

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Subsequently, Director Munchus questioned where the board on is refilling the position soon to be vacated by Assistant General Manager Darryl Jones. Director Clark stated that item could not be discussed now, and it would have to be discussed during New Business. Director Munchus stated he did not understand why he could not bring the item up for discussion. Chairman Burbage stated Director Munchus did bring the item up for discussion and the response to his question was there is no further information regarding that position at this time. Director Munchus then questioned the Interim General Manager the status of this position. The Interim General Manager stated it was discussed at the last board meeting that he and Assistant General Manager Sonny Jones will be filling in for that position and he hopes it won't take longer than three months.

Following, the Interim General Manager asked the board to adopt a resolution authorizing monthly retirement benefits from the Board's Retirement Trust Fund and in accordance with the terms of a properly entered Qualified Domestic Relations Order (QDRO), as set forth in agenda item 5. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, Reginald Miller, an employee of The Water Works Board of the City of Birmingham (“the Board”), retired effective January 1, 2019, at an age of 66; and,

WHEREAS, Mr. Miller had 31 years and 10 months of continuous service with the Board at his retirement date; and,

WHEREAS, pursuant to that certain decree entered in that certain Civil Action bearing case number DR: 2005 1039 JCC, Circuit Court of Jefferson County, Alabama, upon receipt of a properly entered Qualified Domestic Relations Order dated December 22, 2005, Lucile Miller, alternate payee, will be entitled to a monthly sum from the Board's Retirement Trust Fund in the amount of \$622.49 per month, effective January 1, 2019.

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. Brett King and seconded by Mr. William R. Muhammad, that the Trustee is hereby instructed to pay a pension of \$622.49 per month to Lucile Miller, alternate payee, with the first payment to be effective January 1, 2019, in the amount of \$622.49 for January 1, 2019 from the Board's Retirement Trust Fund in accordance with the terms of the Pension Plan and a property entered Qualified Domestic Relations Order, with the first such payment to be made upon receipt by the Board and Trustee of a properly entered Qualified Domestic Relations Order.

Resolution No. 8002 is hereby adopted by unanimous vote.”

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Following, the Interim General Manager asked the board to approve minutes from Regular Board of Directors' Meetings, as set forth in agenda item 6. Director Lewis stated she thought all

of the board meeting minutes were caught up; however, there are minutes up for approval from June 2018 and August 2018. She stated the board were promised the minutes were caught up. She then questioned whether there is an internal problem as to why the board is not receiving the minutes in a timely manner. The Interim General Manager responded all of the minutes from 2018 will be caught up at the next meeting that is held. He stated staff just needs to do a better job in getting them done. Director Lewis stated overtime should not be used to deal with this. She then questioned the next time the minutes come up on the agenda, they should be caught up. The Interim General Manager responded yes, and he indicated at the January 30, 2019 Regular Board of Directors' Meeting, if the minutes have been routed, they will be caught up. He indicated Committee minutes will be caught up at their appropriate meetings. Director Dickerson questioned who is responsible for getting the minutes out. The Interim General Manager stated there are different administrative assistants that are assigned meetings. He indicated the assistants are aware the minutes should be done in a timely manner. Director Dickerson stated she agreed with Director Lewis regarding overtime not being used to get the minutes caught up. The Interim General Manager stated there has been some overtime used to get the minutes caught up because he felt they needed to be caught up; however, going forward the understanding is the minutes should be done in a certain period of time so that they don't get behind. Director Dickerson questioned whether this is included in the responsibilities for the assistants. The Interim General Manager responded yes. Director Dickerson stated she doesn't understand why overtime would be used to get the minutes caught up and why are they behind. Chairman Burbage stated there were some minutes that the board had questions on. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Dr. George Munchus and seconded by Dr. Brenda Dickerson, that the Board hereby approves minutes of Regular Board of Directors' Meeting held June 28, 2018; Regular Board of Directors' Meeting held August 30, 2018; Regular Board of Directors' Meeting held September 13, 2018; and Regular Board of Directors' Meeting held October 24, 2018. Resolution No. 8003 is hereby adopted by unanimous vote.”

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Following, the Interim General Manager asked the board to reimburse the Operating Accounting for Capital expenditures made for the period ended November 30, 2018, as set forth in agenda item 7. He stated the last time this item came before the board was in 2017. He indicated the reason was because there was money in paygo to fund capital expenditures. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, ARCADIS US, Incorporated, in a Certificate dated December 20, 2018, certified that during the period ending November 30, 2018 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 \$2,133,949.35 and;

WHEREAS, transfers to the Operating Account can be made from any, or a combination, of the following: the 2002 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 Dr. George Munchus and seconded by Dr. Brenda Dickerson, that the Trustee be, and is hereby instructed to immediately transfer \$2,133,949.35 to the Operating Account from any, or a combination, of the following: The 2002 Construction Fund, the Improvement Fund, and/or the Revenue Account.

Resolution No. 8004 is hereby adopted by unanimous vote.”

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Following, the Interim General Manager asked the board to approve payments of invoices for professional services, as set forth in agenda items 8.1 through 8.8. The Interim General Manager indicated staff had reviewed the invoices and recommended them for approval. Director Muhammad questioned what Cory Watson Attorneys are doing. Board Attorney Parnell responded they are working on the Startley case. Director Munchus questioned the status of the case. Mr. Parnell stated it is pending before Judge Vance. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Dr. George Munchus, and seconded by Dr. Brenda Dickerson, that the Board hereby authorizes staff to execute payment to the following:

8.1	<u>Carl Dalton NeSmith, Jr. LLC</u> For retainer fee for December 2018	<u>\$ 500.00</u>
8.2	<u>Dominick Feld Hyde, P.C.</u> BWVB Pension Plan performed December 12, 2018 through December 18, 2018	<u>\$ 2,492.00</u>
8.3	<u>Cory Watson Attorneys</u> For professional services rendered for December 17, 2018	<u>\$ 5,399.00</u>
8.4	<u>Terminus Municipal Advisors, LLC</u> For professional services rendered for December 2018	<u>\$ 6,500.00</u>
8.5	<u>Association of Metropolitan Water Agencies (AMWA)</u> For renewal of the corporate membership subscription April 1, 2019 – March 31, 2020	<u>\$ 10,589.00</u>
8.6	<u>American Water Works Association (AWWA)</u> For renewal of the corporate membership – January 1, 2019 – December 31, 2019	<u>\$ 21,804.00</u>
8.7	<u>Agency 54</u> For professional services rendered for October 2018	<u>\$ 25,000.00</u>
8.8	<u>Drinking Water Research Program - Water Research Foundation (WRF)</u> For renewal of the corporate membership subscription - January 1, 2019 – December 31, 2019	<u>\$ 76,114.00</u>
8.9	<u>ARCADIS U.S., Inc.</u>	

Resolution No. 8005 is hereby adopted by unanimous vote.”

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Following, the Interim General Manager asked the board to hear Division Reports, as set forth in agenda item 9. Director Alexander stated he would like for Director Munchus to pose the question he had regarding agenda item 5 before hearing the reports. Director Munchus questioned how a former spouse can make claim to a retirement. Director King stated a circuit judge in a domestic relations case issues an order where the retirement can be divided.

Next, the Interim General Manager presented the Finance and Administration Division report. He stated the number of customers as of November 2018 was 192,393; he reported the total assets are \$1.2 billion; he reported \$991,000 was received in revenue from Jefferson County; he reported the operating revenue was \$5.8 million ahead and indicated it was over budget for November 2018; he then reported on the monthly Jefferson County billing and collections. The Interim General Manager gave an overview of the Large O&M variances through November 2018 where healthcare costs was \$3.8 million under budget; he indicated health care premiums were reduced. Director Dickerson questioned whether 98 percent was collected from Jefferson County. The Interim General Manager responded 98 percent of what was billed was collected from Jefferson County. Director Muhammad questioned whether the understanding is \$108 million has been paid to Jefferson County. The Interim General Manager responded yes. He then reported on reserve and paygo investments and stated there is \$95 million with BB&T Bank; and he gave an overview of CDs. Director Alexander questioned how long the CDs are for. The Interim General Manager stated the CD with Alamerica Bank expires July 16, 2019 and the CD with Citizens Trust Bank expires in 2020. He then reported on the funds for which mGIC would bid for an investor and indicated they are earning 1.97 percent at BB&T. Director Munchus questioned whether there are any outstanding GICs. The Interim General Manager there are some in the future that will be examined. Director Muhammad asked what procedure was used to determine how much money should be invested with minority owned banks. The Interim General Manager responded there had not been strategy around using them. He also stated that quotes are taken from minority owned banks and the decision in the past has been to invest with them even though the rates of return have been lower. He then gave an overview of the reserve fund summary; he gave an overview of the debt reduction plan; he reported on HUB participation indicating 20.97 percent was spent with HUBs; he stated there were 643 employees as of December 2018; and he gave an overview of HomeServe’s statistics. The Interim General Manager then reported on overtime for January through November 2018 and indicated \$2.3 million was spent and BWWB was over budget by \$72,000. He then gave an overview of overtime by each department, including those departments that were over budget. Director Alexander questioned whether there is a way to find out the reason for overtime. He stated he understood there are times overtime cannot be avoided. The Interim General Manager gave an example of the Distribution Department’s overtime. He stated their overtime could have been reduced by 49 percent if they had vacant positions filled. Director Alexander stated sometimes it is cheaper to have overtime than to hire someone. Director Muhammad stated vacant positions have been there and has had money budgeted for it. Director Munchus stated he is not bothered by overtime. Assistant General Manager Sonny Jones stated there are two surges during the year, January and August/September, and it’s not efficient to staff during those times. Director Munchus questioned whether on-call contractors will be reinstated. Assistant General Manager Sonny Jones responded on-call contractors have not been examined

and there is no money in the budget for it. Distribution Manager John Dansby stated overtime costs compared to money saved not using on-call contractors is a “wash”. Director Muhammad stated staff had nothing to do with ending on-call contractors; therefore, they can not reinstate them.

Following, Assistant General Manager Sonny Jones presented the Engineering and Maintenance Division Report. He stated \$53 million of the \$64 million budgeted for 2018 had been spent. Director Munchus questioned what the reason is for not spending all of the projected budget. Mr. Sonny Jones responded there were delays with getting projects started and \$6 million of the budget was for the Carson Loop. He then gave an overview of Capital project highlights; he reported System Development replaced 38,287 feet of main in 2018; and stated 1,666 leak orders had been completed. Mr. Sonny Jones stated 70 percent of leaks are mainly located in 1”, 2” and 3” pipe. He indicated these size pipes account for 13.5 percent of BWWB’s system. Director Munchus questioned what the status of economic development at Lake Purdy is. Mr. Sonny Jones stated that questioned would be addressed during Assistant General Manager Darryl Jones’ presentation. He then recognized Jeff Cochran, Board Employee, to make a presentation. Director Muhammad stated he would prefer Mr. Cochran’s presentation be made to the Engineering & Maintenance Committee.

Following, Assistant General Manager Darryl Jones presented the Operations and Technical Services Division report. He then responded to Director Munchus’ previous question stating agreements were being drafted regarding Lake Purdy and that information will be presented to the Economic Development Committee once its complete. Mr. Darryl Jones stated finished water was 33.3 billion gallons; and raw water was 44 billion gallons year-to-date. He indicated December 2018 was a wetter month compared to previous years. Director Munchus questioned whether coal ash affects the BWWB’s water quality. Mr. Darryl Jones responded the only affect to BWWB would be if the coal ash pond ruptures and flows into the river. He then gave an overview of rainfall for the system indicating it was 10 inches above normal; storage levels for lakes Purdy and Inland are overflowing; delivery for 2018 versus 2019 year-to-date is 97 MGD; overview of raw water customers; power costs are \$933,000 under budget year-to-date; and chemical costs were \$240,000 over budget for 2018. Director Munchus questioned whether power rates are negotiable or does Alabama Power arbitrarily set rates. Mr. Darryl Jones responded the rates are not negotiable. He stated BWWB bid a contract with Alabama Power 6 to 8 years ago and was offered a time of use rate. He stated since that time Alabama Power went to the Public Service Commission and eliminated having that rate as an option. He stated everyone who had that type of contracts were grandfathered in. He stressed BWWB should never give those contracts up because they will never get them back. He stated BWWB was fortunate to get that rate structure before that change occurred. He stated that SCADA monitors power rates every day. Director Munchus questioned whether a three-year contract has been considered for chemical bids. Mr. Darryl Jones responded contractors do not want a three-year contract because their raw materials and their chain of supply varies globally and that could impact their price.

Following, the Interim General Manager asked the Board to discuss New Business as set forth in agenda item 10. Director King questioned whether committee assignments will be presented at the next board meeting. Chairman Burbage responded he will work on that. He stated the directors should notify him of their preferences. Director Muhammad then made a motion for the board to remove “Interim” and make Michael Johnson the General Manager and Director Munchus seconded the motion. Director Lewis stated she has not had an opportunity to speak with



Mr. Johnson regarding the direction in which he would take the company. She stated the board should hear from him before making that decision. She stated she felt it was premature to make that decision now. Director Muhammad stated he spoke with Mr. Johnson and he stated he had concerns regarding being in a long-term interim position. He stated Mr. Johnson is operating two departments and Mr. Sonny Jones will also have to operate two departments. Director Lewis stated there is a misconception that the position Mr. Darryl Jones is in cannot be split. She stated there are employees who can step up to cover this position. She stated if Mr. Johnson can't handle the job, he should make that known to the board. She stated a presentation should be made by Mr. Johnson to the board, employees and rate payers. The Interim General Manager stated he would consider it an honor to be the General Manager. He stated he was asked his opinion on serving as Interim General Manager for a year. He indicated his response was a year would be too long, not just for him but because of the risk to the organization. He stated he is willing to sit down with the board individually or as a group. He stated he wants the board to be comfortable with their decision. Director King questioned Chairman Burbage if he had an opinion. Chairman Burbage stated he didn't think the decision needed to be at this time; however, there needs to be additional conversations. He stated he is not in favor of a year long interim position and he thinks 2 to 3 months would be a good time frame. He stated there was discussion of having a search to see other candidates. He stated that does not mean he does not have full confidence in Mr. Johnson. Director Mims stated he was Interim General Manager for a year and a half and it was the worst year and a half of his life. He stated he does not recommend dragging this out. Director Muhammad stated there is a ripple effect of employees sharing job duties. He stated when an employee has to step up to cover a job, someone has to come up behind them to cover their responsibilities. Director Clark stated the board took the ripple effect in consideration and spoke to Mr. Johnson regarding what he could handle. She stated it was always discussed that it would be a three-month period. She stated Mr. Johnson is doing a good job as far as she knows. She indicated the board needs an opportunity to decide what direction it wants to go in. She stated once the board decides that, then they can entertain where a candidate would be able to take them. She stated she thinks the decision is a bit premature. Director Alexander stated he feels the decision is premature. Chairman Burbage then asked for a roll call vote on the item. The motion failed 5-4 to remove "Interim" from the General Manager's position. The Board agreed to wait two to three months before any action is taken relative to said position.

Next, Director Mims then recognized Isaac Ballard and Priscilla Lowry as representatives of BWWB retirees. He then questioned the status of filling positions related to agenda item 4. The Interim General Manager stated several of the positions are being filled. Director Mims stated his concern is the new employees will not receive training from the employee that is retiring. The Interim General Manager stated in some positions there are individuals who will be promoted to fill these positions. Director Munchus questioned whether there is a succession plan in place and the Interim General Manager responded yes.

Chairman Burbage then recognized two speakers, Priscilla Lowry and Isaac Ballard.

As there was no further business before the Board, Chairman Alexander entertained a motion to adjourn the meeting. A motion was duly made and seconded, and the meeting adjourned at 1:35 p.m.

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/s/  
William Burbage, Jr.  
Chairman/President

Attest:

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/s/  
Ronald A. Mims  
Secretary-Treasurer