

**MINUTES OF A SPECIAL MEETING OF DIRECTORS  
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM  
March 22, 2018**

A special meeting of the directors of The Water Works Board of the City of Birmingham was held on Thursday, March 22, 2018 at 9:00 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, Butch Burbage, Sherry Lewis, Brenda Dickerson, Ronald A. Mims, William Muhammad, Brett King and George Munchus.

The meeting was also attended by: Mac Underwood, General Manager; Michael Johnson, Sonny Jones and Darryl Jones, Assistant General Managers; Grace Amison, Executive Assistant to the Board of Directors; Anitra Hendrix, Executive Assistant to the General Manager; George Anderson, Michael Griffin, John Dansby, Scott Starkey, Terrell Jones and Rick Jackson, Board Employees; Mary Thompson, K. Mark Parnell, Parnell Thompson, LLC; Kelvin Howard, Kelvin Howard, LLC; Dorian Kendrick, and Tommy Palladino, Agency 54; Patrick Flannelly and Brian Ruggs, ARCADIS; Dana Nail, State of Alabama; and David Merrida, Birmingham Construction Industry Authority.

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

Chairman Alexander called the meeting to order at 9:00 a.m. and Assistant General Manager Michael Johnson opened with prayer.

Following, the General Manager asked the Board to discuss a pending lawsuit in Executive Session, as set forth in agenda item 1. Board Attorney Mark Parnell stated under the open meeting's act the purpose of the meeting had to be certified to discuss a pending lawsuit and stated such certification. 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 Ms. Sherry Lewis and seconded by Dr. Brenda Dickerson, that the Board hereby approves an Executive Session to discuss a pending lawsuit. Resolution No. 7738 is hereby adopted by unanimous vote on March 22, 2018.”

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At 9:02 a.m. the Board, Senior Management and the Board's Attorneys entered into an Executive Session.

At 10:55 a.m. Director Dickerson left Executive Session. At 10:55 a.m. a motion was duly made and seconded to adjourn the Executive Session and the meeting reopened. Dr. Dickerson returned to the meeting at 10:56 a.m.

Following, the General Manager asked the Board to discuss and to take action relative to the on-call contracts, as set forth in agenda item 2. Director Munchus made a motion to adopt a

resolution as presented and Director Muhammad seconded the motion. Board Attorney Mark Parnell was recognized to read said resolution which called for the termination of on-call contracts with Jones Utility Contracting Company and Startley General Contractors, Inc. Director Muhammad stated he seconded the motion; however, he was not in favor of it because he feels the Board does not know whether Startley General Contractors is being truthful in their lawsuit. He indicated he understands the Board does not do business with persons that are suing the Board. He stated the Board does not know whether Jones Utility is guilty of anything they have been accused of. He stated he will vote in favor of the motion without good conscience because he feels the accused could be innocent. The motion failed by a vote of 5 to 4, with Directors Lewis, Alexander, Clark, King and Burbage voting against the motion and Directors Munchus, Muhammad, Dickerson and Mims voting for the motion.

Following, Director King made a motion to terminate on-call contracts with Jones Utility Contracting Company; Startley General Contractors, Inc.; and Rast Construction, Inc. and Director Burbage seconded the motion. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, The Water Works Board of the City of Birmingham (the “Water Works Board”) entered into various agreements with certain contractors for On-Call Water Utility Contractors services dated February 1, 2016 (the “Agreements”); and

WHEREAS, paragraph 2 of the Agreements provides that “either party may terminate this Agreement for any reason by providing the other party 30 days prior written notice ...” and

WHEREAS, the Water Works Board finds that it is in its best interests to terminate the Agreements entered into with Jones Utility Contracting Co., Inc., Startley General Contractors, Inc. and Rast Construction, Inc.

NOW THEREFORE on a motion made by Mr. Brett King and seconded by Mr. William Burbage, Jr., be it RESOLVED as follows:

1. The Water Works Board hereby terminates the Agreements with Jones Utility Contracting Co., Inc., Startley General Contractors, Inc. and Rast Construction, Inc.
2. The General Manager and/or Assistant General Manager is hereby directed to issue the necessary and appropriate written notice to Jones Utility Contracting Co., Inc., Startley General Contractors, Inc. and Rast Construction, Inc. to properly terminate said Agreements.

Resolution No. 7739 is hereby adopted by a roll call vote: Directors Alexander, Clark, Lewis, Burbage and King voted “Yes,” respectively; Directors Munchus, Dickerson, Mims and Muhammad voted “No” respectively.”

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As there was no further business before the Board, Chairman Alexander entertained a motion to adjourn the meeting and a motion was duly made and seconded, and the meeting adjourned at 11:00 a.m.

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Tommy Joe Alexander  
Chairman/President

Attest:

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William Burbage, Jr.  
Secretary-Treasurer