

**MINUTES OF A SPECIAL MEETING OF DIRECTORS  
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM  
March 19, 2019**

A special meeting of the directors of The Water Works Board of the City of Birmingham was held on Tuesday, March 19, 2019 at 11:30 a.m., in the principal office of the Board, 3600 First Avenue North, Birmingham, Alabama.

The following Directors were present: William Burbage, Jr., Deborah Clark, Brenda Dickerson, Ronald A. Mims, Sherry Lewis, Tommy Joe Alexander, George Munchus, and William Muhammad. The following director was not present: Brett King

The meeting was also attended by: Michael Johnson, Interim General Manager; Sonny Jones, Assistant Interim General Manager; Grace Amison, Executive Assistant to the Board of Directors; Anitra Hendrix, Executive Assistant to the Interim General Manager; George Anderson, Rick Jackson, Terrell Jones, Geoff Goodwin, Derrick Maye, Board Employees; K. Mark Parnell, Mary Thompson, Parnell Thompson, LLC; Kelvin Howard, Kelvin Howard, LLC; Martha Bozeman and Tommy Pallandino, Agency 54; Patrick Flannelly and Brian Ruggs, ARCADIS; Olivia Martin, State of Alabama Attorney General; Ken King, City of Birmingham; Officer Thomas.

Inasmuch as eight (8) of the directors were present; Chairman Burbage declared a quorum in attendance.

Chairman Burbage called the meeting to order at 11:33 a.m. Mr. George Anderson opened the meeting with prayer.

Following, Chairman Burbage asked the Board to discuss the current status of the ongoing search for the General Manager position and to take any needed action relative to this matter, as set forth in agenda item 1. Chairman Burbage stated BWWB was contacted by two (2) search firms, N2Growth and Polihire. He stated the board passed a resolution to work with those two firms; however, since that time the president of N2Growth left the company. He stated he would like the board to discuss whether they would like to proceed with the two selected firms or replace N2Growth with another firm. Director Dickerson questioned whether the previous resolution adopted regarding this item should be rescinded or amended. Board Attorney Mark Parnell stated the board could pass a resolution to remove N2Growth and replace them with the firm of their choice. Board Attorney Mary Thompson stated the resolution could also be amended. Director Munchus questioned whether the board could still vote no on this item. Chairman Burbage responded yes. Director Dickerson then made a motion to remove the search firm N2Growth and replace them with Isaacson Miller. Director Clark seconded the motion. Chairman Burbage stated that a motion was made to have the search firms of Polihire and Isaacson Miller to assist in the filling of the General Manager position. Director Muhammad stated he would not vote against the search firms. He stated he has an issue with the timing of this and stated Assistant General Manager Jones is retiring. He stated a search is expensive and not necessary when an internal candidate has the majority of the support of the board. He stated he does not understand paying \$100,000.00 to a search firm. He stated a 90-day timeline is questionable because a new hire would have to relocate to Birmingham and it could also be a risky choice because of the learning curve. He stated there is also a possibility the new hire may not choose to stay. Director Dickerson stated the board

should be thinking about what's best for the utility and get the best person to the run the utility. She stated she appreciates Michael Johnson's work and if he is the best candidate, then he will get the job. She stated hiring a search firm to assist the board in the hiring of this position is the correct way to go. Director Lewis stated no one is trying to get rid of Michael Johnson. She stated a hire for the Assistant General Manager could come out of this search. She stated Mr. Johnson has the same opportunity as other candidates, and she indicated he's ahead. She stated it troubles her to not take a look at all possible candidates. She stated if Mr. Johnson is not hired as the General Manager, he still has a job as an Assistant General Manager. Director Lewis stated any contract can be negotiated with the potential search firm. Director Dickerson stated to speed up this process, she suggested to the Chairman to have a video conference with the search firms. Director Muhammad questioned whether it could be negotiated with the search firm that if the internal candidate is chosen, they won't get paid. Director Dickerson stated she asked one of the search firms that and they responded no.

Chairman Burbage then asked for a roll call vote. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED, on a motion made by Dr. Brenda Dickerson and seconded by Ms. Deborah Clark, that the board hereby removes N2Growth and replaces with Polihire and Isaacson Miller as the search firms in identifying potential candidates for the position of General Manager.

Resolution No. 8047 is hereby adopted by a roll call vote: Director Burbage, Yes; Director Clark, Yes; Director Dickerson, Yes; Director Mims, Yes; Director Alexander, Yes; Director Lewis, Yes; Director Munchus, No; Director Muhammad, Abstain.”

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Chairman Burbage stated a meeting would be held as soon as possible with the search firms. Grace Amison, Executive Assistant to the Board of Directors, stated a tentative meeting date has been set for March 26, 2019. As there was no further business before the Board, Chairman Burbage entertained a motion to adjourn the meeting. A motion was duly made and seconded, and the meeting adjourned at 11:52 a.m.

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/s/  
William Burbage, Jr.  
Chairman/President

Attest:

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/s/  
Ronald A. Mims  
Secretary-Treasurer