

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
July 26, 2023**

A regular meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, July 26, 2023, at 11:30 a.m.

The following directors were present: Tom Henderson, Lucien Blankenship, Larry Ward, Tereshia Huffman, George Munchus, William “Butch” Burbage, Jr., Mashonda Taylor, and Dalton NeSmith. Director Ronald Mims was not present.

Others present were: Michael Johnson, General Manager; Iris Fisher, Assistant General Manager; Anitra Clark, Corporate Governance Specialist; Michelle Cox, Executive Assistant to the General Manager; Drusilla Hudson, Jeff Wade, David King, Rosalind Jones, Jarrod Shotts, Platon Crowell, Darice Marvin, Matt Shiver, Jackie Hill, Colandus Mason, David Walker, Marsha Walker, Jessica Fadlevich, Joi Dulaney, David King, Jeff Wade and Paul Lloyd, BWWB Employees; K. Mark Parnell, Parnell Thompson, LLC; Kelvin Howard, Kelvin W. Howard, LLC; Tiffanie Agee, Agee Law, LLC; Matthew Arrington, Terminus Municipal Advisors, LLC; Phillip Moultrie and Kurt Close, Valent Group; Jeff Drew, Alexander Insurance.; Michael Jones, Securities Capital Corp; Rusty Agi, Itron, Inc.; Bill Todd, o2 Ideas; Lindsey McAdory, CBG Strategies; Matt Adams and Brad Grun, Raymond James; Michael H. Bell, Birmingham Construction Industry Authority; and Kessia Crenshaw, State of Alabama Attorney General’s Office.

Chairwoman Huffman declared a quorum in attendance.

Chairwoman Huffman called the meeting to order at 11:30 a.m. and Assistant General Manager Iris Fisher opened with prayer.

Following, Chairwoman Huffman asked the Board to approve the agenda. 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. Larry Ward, that the Board hereby approves the agenda for the July 26, 2023 Regular Board of Directors’ Meeting. Resolution 9369 is hereby adopted by unanimous vote.”

Following, the Board moved to the first item on the agenda, Request Board to approve minutes of the Regular Board of Directors' Meeting held June 7, 2023. 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. Tom Henderson, that the Board hereby approves minutes of Regular Board of Directors’ Meeting held June 7, 2023. Resolution No. 9370 is hereby adopted by unanimous vote.”

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 Robert L. Bean, II,

Cash/Remittance Supervisor - Accounting Department, as stated on the respective calculation, effective August 1, 2023, and commending Mr. Bean for his 17 years and 5 months of service. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, Robert L. Bean II, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective August 1, 2023, at an age of 60, and

WHEREAS, Robert L. Bean II, has 17 years and 5 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 \$2,351.43; 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. Dalton NeSmith and seconded by Mr. George Munchus, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$2,351.43 to Mr. Bean from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made August 1, 2023.

Resolution No. 9371 is hereby adopted by unanimous vote.”

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“WHEREAS, Robert L. Bean II, an employee of The Water Works Board of the City of Birmingham, is retiring, effective August 1, 2023, after 17 years and 5 months of service with the Board; and

WHEREAS, management has informed the Board of Robert L. Bean II’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, Robert L. Bean II, 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, Robert L. Bean II is hereby commended for his efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of Robert L. Bean II’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 Mr. Bean.

Resolution No. 9372 is hereby adopted by unanimous vote.”

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Following, the Board moved to the third item on the agenda, Request Board to adopt resolutions authorizing monthly retirement benefits from the Board's Retirement Trust Fund for John D. Sugrue, Business Analyst/Project Manager - Information Technology Department, as stated on the respective calculation, effective August 1, 2023, and commending Mr. Sugrue for his 13 years and 11 months of service. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, John D. Sugrue, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective August 1, 2023, at an age of 70, and

WHEREAS, John D. Sugrue has 13 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 \$3,010.61; 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 Ms. Tereshia Huffman and seconded by Mr. George Munchus, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$3,010.61 to Mr. Sugrue from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made August 1, 2023.

Resolution No. 9373 is hereby adopted by unanimous vote.”

“WHEREAS, John D. Sugrue, an employee of The Water Works Board of the City of Birmingham, is retiring, effective August 1, 2023, after 13 years and 11 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of John D. Sugrue’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 Mr. Sugrue.

Resolution No. 9374 is hereby adopted by unanimous vote.”

Following, the Board moved to the fourth item on the agenda, Request Board to approve payment of the following invoices. The General Manager mentioned Terri Reynolds Sharpley, Levitate Legal, stated she charged less than the contract states for the month of April 2023 and May 2023, each were in the amount of \$2,500.00. 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. Tom Henderson, and seconded by Ms. Mashonda Taylor, that the Board hereby authorizes staff to execute payments to the following:

- 4.1 Levitate Legal for the following:
 - 4.1.1 For professional services rendered April 2023 related to Grant Research in the amount of \$2,500.00.
 - 4.1.2 For professional services rendered May 2023 related to Grant Research in the amount of \$2,500.00.

- 4.2 The Jones Group, LLC for professional services rendered June 2023 in the amount of \$10,000.00.
- 4.3 Kelvin W. Howard, LLC for professional services rendered June 2023 in the amount of \$24,803.05.
- 4.4 Birmingham Construction Industry Authority for professional services rendered June 2023 in the amount of \$25,000.00.
- 4.5 Parnell Thompson, LLC for professional services rendered June 2023 in the amount of \$64,700.00.

Resolution No. 9375 is hereby adopted by Directors Taylor, Huffman, Henderson, NeSmith, Burbage, Munchus, and Ward; and Director Blankenship voted No.”

Following, the Board moved to the fifth item on the agenda, Request Board to award bids to the following. Director Ward questioned the amount of money spent for Landscape Unlimited of Alabama. The General Manager responded BWWB repairs leaks in the system and the agreement with Landscape Unlimited of Alabama covers landscape related repairs. Director Munchus questioned whether Pritchard Industries is a Historically Underutilized Business (HUB) participant. Michael Bell, Birmingham Construction Industry Authority, stated Pritchard Industries is not a HUB; however, they are partnered with Galloway who is a HUB participant. 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 Ms. Mashonda Taylor, that the Board hereby authorizes staff to award bids to the following:

- 5.1 Consolidated Pipe Co., the lowest responsive and responsible bidder, for a quantity of two (2) – 20-inch Resilient Seated Gate Valves, at a total out-of-pocket cost to the Board of \$31,474.00; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee.
- 5.2 Rast Construction, Inc., the lowest responsive and responsible bidder, for bridge repair that crosses the Lake Purdy 30-inch reinforced concrete pipe, at an estimated out-of-pocket cost to the Board of \$83,102.00, and to authorize the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee.
- 5.3 Consolidated Pipe Co, the lowest responsive and responsible bidder, for annual quantities of NON-AIS certified Tapping Sleeves, at a total out-of-pocket cost to the Board of \$111,287.00; and to authorize the General Manager and/or Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee.
- 5.4 Ferguson Water Works, the lowest responsive and responsible bidder, for annual quantities of AIS certified Tapping Sleeves, at a total out-of-pocket cost to the Board of \$237,484.80; and to authorize the General Manager and/or Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee.

- 5.5 Pritchard Industries, the lowest responsive and responsible bidder, for a one-year extension for Custodial Services at an estimated out-of-pocket cost to the Board of \$296,130.00; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee.
- 5.6 Ranger Environmental, the lowest responsive and responsible bidder, for hydroexcavation of lead service lines, at a total out-of-pocket cost to the Board of \$335,950.00; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee.
- 5.7 Landscape Unlimited of Alabama LLC, the lowest responsible and responsive bidder, to extend (second extension) a one-year agreement for landscaping restoration, throughout the service limits of the Board’s distribution system, at an estimated out-of-pocket cost to the Board of \$1,549,117.50; and to authorize the General Manager and/or Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee.

Resolution No. 9376 is hereby adopted by unanimous vote.”

Following, the Board moved to the sixth item on the agenda, Request Board to ratify and award bid to Ferguson Waterworks, the lowest responsible and responsive bidder, to provide an emergency supply of 1-inch Meter Loops for additional stock in the warehouse, at a total out-of-pocket cost to the Board of \$100,500.00; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement; as recommended by the Engineering and Maintenance Committee. 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 ratifies and awards bid to Ferguson Water Works, the lowest responsible and responsive bidder, to provide an emergency supply of 1-inch Meter Loops for additional stock in the warehouse, at a total out-of-pocket cost to the Board of \$100,500.00; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee. Resolution No. 9377 is hereby adopted by unanimous vote.”

Following, the Board moved to the seventh item on the agenda, Request Board to adopt a resolution authorizing the General Manager, in consultation with the Board’s Financial Advisor, Terminus Municipal Advisors, LLC, and the Water Works Board’s legal counsel, Parnell Thompson, LLC, to: (a) determine and recommend to the Water Works Board whether to proceed with the Tender Transaction; (b) determine the Prior Bonds or portions thereof to be included in such Tender Transaction; (c) ascertain the beneficial owners of such Prior Bonds for such purpose; (d) determine and recommend to the Water Works Board the price or prices at which Prior Bonds to be tendered will be purchased; and (e); at the appropriate time cause the preparation and distribution of all Tender Documents and the appointment of the following firms for the proposed Tender Transaction, Raymond James and Associates, Inc., as Deal/Tender Manager, Globic Advisors, as Information and Tender Communications provider, Butler Snow LLP, as Tender/Bond Counsel, Dentons Sirote PC, as Disclosure Counsel, and Bradley Arant Boult Cummings, LLP, as Underwriter’s Counsel, as recommended by the Finance Committee. Director Ward moved to adopt a substitution motion handed out for clarification on this item. Chairwoman Huffman responded she was pleased that a minority firm will be leading this transaction; a black woman, one of the few in Alabama that does this type of work, as well as two black women as co-

counsel and a black man as co-counsel. Director Munchus stated he is happy to see black women participate. Director Munchus questioned why Raymond James can't do what Globic Advisors can and asked if there was a conflict. Director Munchus questioned if Director Ward could find the answer. Director Munchus mentioned he did some research on Globic Advisors and would like to know who the principals are, how long they have been at the firm and if there are any SEC infractions. Chairwoman Huffman stated she hoped Director Munchus would show his support with a 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. Larry Ward, and seconded by Ms. Mashonda Taylor, that the Board hereby adopts a resolution as follows:

WHEREAS, The Water Works Board of the City of Birmingham (the “Water Works Board”) has determined it to be desirable to investigate refinancing, defeasing and retiring certain obligations of the Water Works Board heretofore issued under its Senior Indenture; and,

WHEREAS, to effect debt service savings the Water Works Board may determine, in consultation with its Financial Advisor, Terminus Municipal Advisors, LLC, to issue under the Senior Indenture, as further supplemented by one or more Supplemental Indentures, and sell Water Revenue Refunding Bonds, in one or more series with appropriate year and series designations (the “Refunding Bonds,”), the proceeds of which would be used to refund certain maturities or portions thereof (the “Refunded Bonds”) of bonds previously issued under the Senior Indenture (“Prior Bonds”), proceeds of which were used to finance qualifying projects, and to pay costs in connection with such issuance and refunding; and,

WHEREAS, in order to effect the refunding of certain of the Prior Bonds not currently eligible to be called for redemption and to achieve debt service savings in the near term, the Water Works Board may determine in consultation with its financial advisor to engage in a tender transaction in which the Water Works Board would invite holders of certain of such Prior Bonds or portions thereof to tender such Prior Bonds for purchase by the Water Works Board from proceeds of the Refunding Bonds, which Prior Bonds or portions thereof upon surrender for purchase pursuant to an accepted invitation would be deemed a Refunded Bond, cancelled on the date of purchase and deemed no longer outstanding under the Master Indenture (the “Tender Transaction”); and,

WHEREAS, in order to effect the Tender Transaction it may be necessary or desirable for the Water Works Board to enter into certain arrangements and cause the preparation and delivery of certain documents in connection therewith, including preparation and distribution of an invitation or offer to tender bonds, preparation and distribution of certain disclosure documents and statements containing information about the Prior Bonds or portions thereof for which the invitation to tender for purchase is being made and setting forth the terms, rules and procedures related to such process, entering into arrangements or submitting applications to ascertain the beneficial owners of the Prior Bonds, entering into a dealer management agreement and a tender agent agreement with underwriting and other firms to assist with the implementation and management of the Tender Transaction, entering into tender and purchase agreements with holders agreeing to tender bonds, and any other notices, documents or agreements that may be necessary or appropriate for such purpose, (collectively, the “Tender Documents”); and,

WHEREAS, a determination will be made closer to the time or times the Water Works Board enters the market whether to offer and sell some or all of the Bonds pursuant to competitive bidding, negotiated sale or private placement, based on then-existing capital market or other economic and financial conditions and considering the advice of the Water Works Board’s financial advisor, and, accordingly, whether to: (a) offer Bonds for sale pursuant to one or more Preliminary Official Statements, each to be dated the date of its release (each a “Preliminary Official Statement”), and sell one or more series of Bonds in a negotiated sale pursuant

to a Bond Purchase Agreement, to be dated the date of sale (each a “Bond Purchase Agreement”), between the Water Works Board and one or more underwriters to be selected as described below (collectively, the “Underwriter”); or (b) solicit proposals to privately place one or more series of Bonds and sell such Bonds to the respondent that offers the lowest true interest cost to the Water Works Board; and,

WHEREAS, a determination will be made closer to the time or times the Water Works Board enters the market to proceed with the Tender Transaction.

NOW THEREFORE, BE IT RESOLVED as follows:

1. The General Manager, in consultation with the Financial Advisor and the Water Works Board’s legal counsel, Parnell Thompson, LLC and Kelvin W. Howard, LLC, shall: (a) determine and recommend to the Water Works Board whether to proceed with the Tender Transaction; (b) determine the Prior Bonds or portions thereof to be included in such Tender Transaction; (c) ascertain the beneficial owners of such Prior Bonds for such purpose; (d) determine and recommend to the Water Works Board the price or prices at which Prior Bonds to be tendered will be purchased; and (e); at the appropriate time cause the preparation and distribution of all Tender Documents.

2. The Water Works Board hereby appoints the following firms:
 - (a) Raymond James and Associates, Inc. as Lead Deal/Tender Manager/Lead Underwriters with Frazier Lanier and San Blas Securities as Co-Underwriters;

 - (b) Globic Advisors, as Information and Tender;

 - (c) Butler Snow LLP, as Tender/Bond Counsel and Burr Forman, LLP as Co-Tender/Bond Counsel;

 - (d) Dentons Sirote PC, as Disclosure Counsel and Ken Simon, LLC as Co-Disclosure Counsel;

 - (e) Bradley Arant Boult Cummings, LLP, as Underwriter’s Counsel and Huie Fernambucq & Stewart, LLP as Co-Underwriter’s Counsel;

Resolution No. 9378 is hereby adopted by Directors Taylor, Ward, NeSmith, Huffman, Henderson, Blankenship, and Burbage; and Director Munchus abstained from voting.”

Following, the Board moved to the eighth item on the agenda, Request Board to adopt a resolution settling that certain lawsuit bearing Civil Action Number 01-CV-2021-900732.00 pending in the Circuit Court for Jefferson County, Alabama and approving and authorizing the Chairwoman and the Water Works Board’s legal counsel, Parnell Thompson, LLC, to execute all necessary documents. 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 Ms. Mashonda Taylor that the Board hereby approves a resolution as follows:

1. The Water Works Board of the City of Birmingham (the “Water Works Board”) herby approves the Restrictive Covenants for Watershed Protection that are attached hereto as Exhibit “A”, hereby authorize the Chair to execute the Restrictive Covenants for Watershed Protection and authorize and direct the Water Works Board’s legal counsel, Parnell Thompson, LLS, to file the Restrictive Covenants for Watershed Protection in the offices of the Judge of Probate for Jefferson and Shelby Counties.

2. The Water Works Board of the City of Birmingham (the “Water Works Board”) herby approves the Consent Judgment that is attached hereto as Exhibit “B”, hereby authorize the Chair and the Water Works Board’s legal counsel, Parnell Thompson, LLC, to execute the Consent Judgment and authorize and direct the Water Works Board’s legal counsel, Parnell Thompson, LLC, to file the Consent Judgment in the offices of the Judge of Probate for Jefferson and Shelby Counties.

3. The authorization of the above referenced Restrictive Covenants for Watershed Protection and Consent Judgment are in consideration of the full and complete settlement of that certain lawsuit bearing Civil Action Number 01-CV-2021-900732.00 pending in the Circuit Court for Jefferson County, Alabama.

Resolution No. 9379 is hereby adopted by unanimous vote.”

Following, the Board moved to the ninth item on the agenda, Request Board to approve an amendment to the agreement with Carr Riggs, & Ingram, LLC for an additional out-of-pocket cost to the Board in the amount of \$23,078.75; from \$175,000.00 to \$198,078.75; relating to additional procedures performed as part of the FY2022 Audit, as recommended by the Finance Committee. 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. William Burbage, that the Board hereby approves an amendment to the agreement with Carr Riggs, & Ingram, LLC for an additional out-of-pocket cost to the Board in the amount of \$23,078.75; from \$175,000.00 to \$198,078.75; relating to additional procedures performed as part of the FY2022 Audit, as recommended by the Finance Committee. Resolution No. 9380 is hereby adopted by unanimous vote.”

Following, the Board moved to the tenth item on the agenda, Request Board to approve a three-year agreement with Valent Group, LLC., effective August 1, 2023 through July 31, 2026, to serve as broker of record for property and casualty insurance policies, at an estimated out-of-pocket cost to the Board of \$158,000.00 annually (\$474,000.00 for three years), plus a commission estimated between \$3,500.00 - \$5,500.00 annually; and to authorize the General Manager and/or Assistant General Manager to execute said agreement, as recommended by the Finance Committee. 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 Ms. Mashonda Taylor, that the Board hereby approves a three-year agreement with Valent Group, LLC., effective August 1, 2023 through July 31, 2026, to serve as

broker of record for property and casualty insurance policies, at an estimated out-of-pocket cost to the Board of \$158,000.00 annually (\$474,000.00 for three years), plus a commission estimated between \$3,500.00 - \$5,500.00 annually; and authorizes the General Manager and/or Assistant General Manager to execute said agreement, as recommended by the Finance Committee. Resolution No. 9381 is hereby adopted by unanimous vote.”

Following, the Board moved to the eleventh item on the agenda, Request Board to approve an agreement with Ring Central, for Voice-Over Internet Protocol Phone Services, to be used companywide, covering a three-year period at a cost of \$180,768.00 for the first year, \$162,614.00 for the second year, and \$162,614.00 for the third year at a total out of-pocket cost to the Board of \$505,996.80; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Communications Committee. The General Manager mentioned there is an amendment to the dollar amounts for RingCentral. The General Manager stated the dollar amount changes are as follows, \$186,192.36 for the first year, \$159,492.36 for the second year, and \$159,492.36 for the third year. The General Manager also stated that the total dollar amount remained the same, \$505,998.80. Director Munchus questioned whether RingCentral is a HUB participant. Mr. Colandus Mason, Information Technology Manager, stated RingCentral is a service and the Information Technology Department did their due diligence. Chairwoman Huffman reminded Mr. Mason of Director Ward’s question requesting a financial credit report. Mr. Mason stated a financial report was received; RingCentral is in stable condition, and demos were observed at a RingCentral call center by the Information Technology Department. Director Munchus questioned whether RingCentral is a United States based company. Mr. Mason responded yes, and stated RingCentral has several locations, one in Montgomery, Alabama. 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. Tom Henderson, that the Board hereby approves an agreement with Ring Central, for Voice-Over Internet Protocol Phone Services, to be used companywide, covering a three-year period at a cost of \$186,192.36 for the first year, \$159,492.36 for the second year, and \$159,492.36 for the third year at a total out of-pocket cost to the Board of \$505,996.80; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Communications Committee. Resolution No. 9382 is hereby adopted by unanimous vote.”

Next, Director Ward 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, and the meeting was adjourned at 11:59 a.m.

/s/
Tereshia Q. Huffman
Chairwoman

Attest:

/s/
Raymond L. Ward
Secretary-Treasurer