

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS  
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM  
January 25, 2023**

A regular meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, January 25, 2023 at 11:30 a.m.

The following directors were present: Tom Henderson, Lucien Blankenship, Larry Ward, Tereshia Huffman, George Munchus, William “Butch” Huffman, Jr., Ronald A. Mims, Mashonda Taylor, and Dalton NeSmith.

Others present were: Michael Johnson, General Manager; Iris Fisher, Jeff Thompson, and Derrick Murphy, Assistant General Managers; Cynthia Williams, Board Administrator; Anitra Clark, Corporate Governance Specialist; Rick Jackson, Jeff Wade, Charles McGee, Rosalind Jones, Colandus Mason, Jeremy Ervin, and David Walker, BWWB Employees; K. Mark Parnell, Parnell Thompson, LLC; Byron Perkins, Perkins Law, LLC; Kelvin Howard, Kelvin W. Howard, LLC; Tiffanie Agee, Agee Law, LLC; Kim Baylor Bivins, Birmingham Construction Industry Authority; Matthew Arrington, Terminus Municipal Advisors; Robert Rasmussen; mGIC; Kessia Crenshaw, State of Alabama Attorney General’s Office; Patrick Flannelly, ARCADIS; Theo Johnson, Jacobs; Jamekia Bies, H2O Foundation; Bill Todd, and Angela Riley, O2 Ideas; Earl Hilliard, Jr. and Kamilah Gray Lewis, City of Birmingham; Peiffer Brandt, and Darin Thomas, Raftelis Financial Consultants; Sidney May, and Christina Ruiz de Molina, Sidney H. May, P.E., LLC; Heather Gann, AL.com; and William Muhammad, Citizens to Save Jefferson County.

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 January 25, 2023 Regular Board of Directors’ Meeting. Resolution No. 9221 is hereby adopted by unanimous vote.”

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Following, the Board moved to the first item on the agenda, Request Board to approve minutes. 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. Thomas Henderson, that the Board hereby approves minutes of Special Board of Directors’ Meeting held October 19, 2022; and Regular Board of Directors’ Meeting held October 26, 2022. Resolution No. 9222 is hereby adopted by Directors Huffman, Burbage, Ward, NeSmith, Munchus, Taylor, and Henderson; and Director Blankenship abstained from voting.”

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Following, Chairwoman Huffman asked to hear Reports of Committee. As there were no reports, the General Manager stated the upcoming Finance Committee meeting would be held directly following the board meeting.

Following, Chairwoman Huffman asked to hear Reports of Officers. Chairwoman Huffman stated assignments had been made for the 2023 Committees. She asked the Directors to review the assignments. She stated agendas for meetings are shared in advance and requested the Directors ask any questions they may have in Committee meetings prior to recommendations being sent to the Board for approval.

Following, the Board moved to Speakers. Mr. William Muhammad, Committee to Save Jefferson County, spoke regarding Historically Underutilized Business (HUB).

Following, the Board moved to the second item on the agenda, Request Board to adopt a resolution authorizing surviving spouse retirement benefits from the Board’s Retirement Trust Fund in accordance with the terms of the Pension Plan, and as stated on the respective retirement calculation, effective February 1, 2023, for Ms. Alice P. Williams, the surviving spouse of retiree Henry D. Williams; and to authorize a one-time retro payment for the month of January 2023. Director Mims arrived at the meeting at 11:39 a.m. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, Henry D. Williams, a retiree of The Water Works Board of the City of Birmingham (“The Board”), passed away on December 20, 2022; and

WHEREAS, Henry D. Williams was receiving, up until the time of his death, monthly retirement benefits from the Board’s Retirement Trust Fund in the amount of \$2,747.36, and under the terms of the Board’s Retirement Plan, his spouse is now entitled to receive 50% of that monthly benefit until such time as she either remarries or passes away; and

WHEREAS, the surviving spouse, Alice P. Williams will begin receiving her surviving spouse monthly benefit of \$1,373.68, effective February 1, 2023.

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. Thomas Henderson and seconded by Mr. Larry Ward, that the Trustee be, and is hereby instructed to pay a pension of \$1,373.68 per month and a one-time retro payment for the month of January 2023 to Alice P. Williams from the Board’s Retirement Trust Fund, in accordance with the terms of the Trustee Pension Plan, with the payment to be effective February 1, 2023.

Resolution No. 9223 is hereby adopted by unanimous vote.”

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Following, the Board moved to the third item on the agenda, Request Board to adopted resolution authorizing monthly retirement benefits from the Board’s Retirement Trust Fund for Jeffery Hurst, Sr. Meter Reader – Customer Support Service Department. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, Jeffery Hurst, an employee of The Water Works Board of the City of Birmingham (“the Board”), is retiring, effective February 1, 2023, at an age of 53, and

WHEREAS, Jeffery Hurst 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, is entitled to receive a monthly Retirement payment from the Board’s Retirement Trust Fund in the amount of \$3,605.86; 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. Ronald Mims, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$3,605.86 to Mr. Hurst 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, 2023.

Resolution No. 9224 is hereby adopted by unanimous vote.”

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“WHEREAS, Jeffery Hurst, an employee of The Water Works Board of the City of Birmingham, is retiring, effective February 1, 2023, after 30 years and 2 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Jeffery Hurst'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. Hurst.

Resolution No. 9225 is hereby adopted by unanimous vote.”

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Following, the Board moved to the fourth item on the agenda, Request Board to adopted resolution authorizing monthly retirement benefits from the Board's Retirement Trust Fund for Kenneth Moody, Residual Plant Operator II, Western Filter Plant – Water Treatment Department. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, Kenneth Moody, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective February 1, 2023, at an age of 70, and

WHEREAS, Kenneth Moody has 24 years and 6 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 \$3,068.21; 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. Ronald Mims and seconded by Mr. Thomas Henderson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$3,068.21 to Mr. Moody 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, 2023.

Resolution No. 9226 is hereby adopted by unanimous vote.”

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“WHEREAS, Kenneth Moody, an employee of The Water Works Board of the City of Birmingham, is retiring, effective February 1, 2023, after 24 years and 6 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Kenneth Moody’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. Moody.

Resolution No. 9227 is hereby adopted by unanimous vote.”

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Following, the Board moved to the fifth item on the agenda, Request Board to adopt a resolution reaffirming various established Board Committees for calendar year 2023. Director Munchus stated the Executive Committee has excluded four directors from serving on it and he feels all directors should serve on the committee and have a vote. He stated the By-Laws state in Section 13 “said committees shall be those that are necessary to meet the needs of the corporation.”. He indicated the Business and Economic Development Committee was dissolved and he wished the Chairwoman would reinstate the committee. He stated one of the issues that creates poverty and crime is the lack of business and economic development opportunities in Birmingham. He stated he doesn’t see how that committee will not exist. He indicated he would like to bring opportunities before that committee. Chairwoman Huffman stated she reached out to all directors regarding the committees they would like to serve on, and she indicated Director Munchus was the only director to mention the Business and Economic Development Committee. She stated she requested records regarding the number of committee meetings held in 2022, and she indicated the Business and Economic Development Committee did not meet in 2022. She indicated Board members have a responsibility to the committees they are assigned to do their due diligence and meet. She indicated Director Munchus was a member of the Business and Economic Development Committee and he could have made a request to hold a meeting. She encouraged all directors, including herself, to make time to handle what is required of them on the Board to perform their duties. Chairwoman Huffman encouraged all directors to attend committee meetings, even if they are not serving on the committee. She indicated if a director has a question about an item on agenda, they should attend the committee meeting and ask their questions prior to the item receiving a recommendation to the Board. Director Munchus stated having a voice is not the same as having a vote. Chairwoman Huffman responded to Director Munchus stating he can be very passionate about items and his passion could influence a vote. Director Munchus stated the Chair of the Business and Economic Development Committee had significant health issues in 2022; therefore, the committee didn’t meet. He indicated he would like the committee to be reinstated. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, on May 8, 1997, The Water Works Board of the City of Birmingham (“The Water Works Board”) adopted certain committees for the purpose of working with staff in certain areas in helping the Board to establish overall policies.

WHEREAS, on January 25, 2023, on a motion duly made by Mr. Larry Ward and seconded by Mr. William Burbage, that The Water Works Board hereby approves and establishes certain Board committees and membership on said committees.

NOW, THEREFORE, BE IT RESOLVED that The Water Works Board’s Committees and respective members shall be as reflected on the list of Board Committees attached hereto these minutes.

Resolution No. 9228 is hereby adopted by Directors Huffman, Burbage, Ward, NeSmith, Mims, Taylor, Henderson, and Blankenship; and Director Munchus voted no.”

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Following, the Board moved to the sixth item on the agenda, Request Board to approve payment of the following invoices. Director Blankenship requested Chairwoman Huffman research using a consent agenda. He stated he would like to separate items on the agenda. He indicated agenda items such as retirements could go on consent because the directors never have issues with those agenda items. Director Munchus stated he agreed with Director Blankenship. Chairwoman Huffman stated she noticed on Birmingham Construction Industry Authority’s (BCIA) invoice they stated they met with a woman-owned minority firm to discuss more minority participation in the chemical manufacturing process. She then questioned how the meeting went and what are the next steps. Kim Bivins, Birmingham Construction Industry Authority, stated the meeting went well and they met with two women-owned minority firms, one regarding transportation and the other provides chemicals. She indicated she could provide the contact information for both companies. Director Blankenship questioned whether the women are African American, and Ms. Bivins responded yes. Director Munchus stated the firm that provides chemicals has faced resistance in the past from large chemical corporations who don’t want to do business with small business. He indicated the firm has his support. 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 authorizes staff to execute payment to the following:

- 6.1 Dominick Feld Hyde for the following:
  - 6.1.1 For professional services rendered December 1, 2022 through December 31, 2022 related to Other Benefit Plans in the amount of \$409.20.
  - 6.1.2 For professional services rendered December 1, 2022 through December 31, 2022 related to the Pension Plan in the amount of \$2,256.00.
- 6.2 Pat Lynch & Associates for professional services rendered December 2022 in the amount of \$10,000.00.
- 6.3 Levitate Legal for professional services rendered October 2022 in the amount of \$10,000.00.
- 6.4 Perkins Law, LLC for professional services rendered December 2022 in the amount of \$13,038.00.

- 6.5 Kelvin W. Howard, LLC for professional services rendered December 2022 in the amount of \$16,860.00.
- 6.6 Raftelis Financial Consultants, Inc., for the following:
  - 6.6.1 For professional services rendered December 2022 related to the WIFIA Loan in the amount of \$97.50.
  - 6.6.2 For professional services rendered December 2022 related to Consolidated Invoices in the amount of \$21,663.75.
- 6.7 O2 Ideas for professional services rendered December 2022 in the amount of \$25,000.00.
- 6.8 Birmingham Construction Industry Authority for professional services rendered December 2022 in the amount of \$25,000.00.
- 6.9 Parnell Thompson, LLC for professional services rendered December 2022 in the amount of \$58,425.00.

Resolution No. 9229 is hereby adopted by Directors Huffman, Burbage, Mims, NeSmith, Taylor, Henderson, Ward, and Munchus; and Director Blankenship voted no.”

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Following, the Board moved to the seventh item on the agenda, Request Board to award bid to Russo Corporation, the lowest responsible and responsive bidder. Director Munchus stated the site work contractor provided pricing that exceeded the estimate by 70 percent, and he requested the name of the proposed site work contractor, along with the subcontractor. He then questioned whether this project’s specifications were following the Alabama Department of Transportation’s specifications. Ms. Bivins responded yes. Director Blankenship questioned Director NeSmith whether the Engineering and Maintenance Committee discussed minority contractors in their meeting and Director NeSmith responded yes. Assistant General Manager Derrick Murphy gave an overview of the HUB process related to this project. He indicated BCIA is included on the front end of projects prior to the bidding process. He indicated staff is not happy with the 2.6 percent participation on this item; however, they will keep working towards the HUB participation goal. Director Blankenship requested the Board and staff continue to work to create HUB opportunities. 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. William Burbage, that the Board hereby authorizes staff to execute the necessary documents to award bid to Russo Corporation, the lowest responsible and responsive bidder, installation of approximately 3,650’ of 36” DICL pipe, fittings and related appurtenances and a pipe bridge for the Carson Loop Phase 6D pipeline project located in acquired various rights-of-way located in Jefferson County, Alabama at a bid amount of \$14,795,193.64; plus, estimated cost of materials, Water Board labor and overhead in the amount of \$3,658,816.67; for an out-of-pocket cost to the Board of \$18,454,010.31; and authorizes the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions, as recommended by the Engineering and Maintenance Committee. Resolution No. 9230 is hereby adopted by Directors Huffman, Burbage, Mims, Henderson, Ward, Taylor, NeSmith, and Blankenship; and Director Munchus voted no.”

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Following, the Board moved to the eighth item on the agenda, Request Board to approve an agreement with D. R. Horton, LLC. Director Munchus stated this item is an example of business and economic development. He indicated there is a problem with prime contractors. He questioned BCIA whether they experience resistance from prime contractors. Ms. Bivins stated she does not get a lot of resistance. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, D.R. Horton, LLC, is engaged in developing certain property for residential and commercial use and said development is adjacent to another water utility; and

WHEREAS, to provide water service to said development, D.R. Horton, LLC, is agreeable to acquiring the necessary right-of-way for the installation of approximately 10,500 feet of 12 inch pipe and related appurtenances, said right-of-way agreement being in the form agreeable to The Water Works Board of the City of Birmingham; and,

WHEREAS, the installation of said pipeline will afford the Water Works Board certain operational efficiencies; and,

WHEREAS, in consideration of the above, the Water Works Board desires to supply the necessary pipe and appurtenances; and,

WHEREAS, D.R. Horton, LLC, agrees to enter into the Water Works Board’s standard Developer Installed Extension of Mains Agreement in the form as attached hereto as Exhibit “A”.

NOW THEREFORE on a motion made by Mr. Dalton Nesmith and seconded by Mr. Larry Ward as follows:

1. In consideration of the above, D.R. Horton agrees to acquire the necessary right-of-way for the installation of approximately 10,400 feet of 12-inch pipe and related appurtenances, as more particularly described in the Developer Installed Extension of Mains Agreement attached hereto as Exhibit “A”.
2. In consideration of the above, the Water Works Board agrees to supply the necessary pipe and appurtenances for said water main.
3. The Water Works Board’s General Manager and/or Assistant General Manager is authorized to sign the Developer Installed Extension of Mains Agreement as attached hereto as Exhibit “A”.

Resolution No. 9231 is hereby adopted by unanimous vote.”

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Following, the Board moved to the ninth item on the agenda, Request Board to enter Executive Session to discuss with legal counsel legal matters that are appropriate under Ala. Code Section 35-25A-7(a)(3). Board Attorney Mark Parnell certified the Executive Session would discuss three topics; two involving litigation and one is a security matter. He stated the meeting would last one hour and did not expect the Board to take any action after the Executive Session. Chairwoman Huffman then recognized Mashonda Taylor as a new member of the Board. 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. Mashonda Taylor, and seconded by Mr. William Burbage, that the Board hereby enters into

Executive Session to discuss with legal counsel legal matters that are appropriate under Ala. Code Section 35-25A-7(a)(3). Resolution No. 9232 is hereby adopted by unanimous vote.”

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Following, the Board entered Executive Session at 12:12 p.m.

Next, Director Burbage made a motion to come out of Executive Session and Director Taylor seconded the motion. The Board voted unanimously to come out Executive Session. The Board came out of Executive Session at 1:34 p.m.

Next, Director NeSmith then made a motion to adjourn the meeting and Director Ward seconded the motion. On a motion duly made and seconded, the motion was approved, and the meeting was adjourned at 1:34 p.m.

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Tereshia Q. Huffman  
Chairwoman

Attest:

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Raymond L. Ward  
Secretary-Treasurer