

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
August 10, 2017**

The regular bi-monthly meeting of the directors of The Water Works Board of the City of Birmingham was held on Thursday, August 10, 2017 at 9:00 a.m., in the principal office of the Board, 3600 First Avenue North, Birmingham, Alabama.

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

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, Rick Jackson, Ben Sorrell, Barry Williams, Geoff Goodwin, Michael Griffin, Jeff Cochran and Terrell Jones, Board Employees; Mary Thompson, K. Mark Parnell, Parnell Thompson, LLC; Kelvin Howard, Kelvin Howard, LLC; Dorian Kendrick, Ashley Harris and Jesse Lewis, Agency 54; Jerry Jones and Brian Ruggs, ARCADIS; Theo Johnson, Volkert, Inc.; Chandra Abesingha, CE Associates; David Merrida, Birmingham Construction Industry Authority; Debra Taylor, State of Alabama; Dan Meadows, S. S. Nesbitt; and Howard Summerford, Jefferson County 9-1-1.

Inasmuch as much as eight of the directors were present; Chairwoman Lewis declared a quorum in attendance.

Chairwoman Lewis 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 approve payments of invoices for professional services, as set forth in agenda items 1.1 through 1.6. The General Manager indicated staff had reviewed the invoices and recommended them for approval. After the motions were made, Director Dickerson expressed her appreciation for itemized bills submitted by Agency 54 and Parnell Thompson, LLC. She then requested the Board go into Executive Session to discuss item 1.6. Board Attorney Thompson indicated that said session would need to be certified. Subsequently, the motions were withdrawn to pay items 1.1 through 1.6. Following, a motion was made and seconded to approve items 1.1 through 1.5. After the vote, the Board agreed to discuss item 1.6 in Executive Session. 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. Ronald Mims and seconded by Ms. Deborah Clark, that the Board hereby authorizes staff to execute payment to the following:

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| 1.1 | <u>Carl Dalton NeSmith, LLC</u> | |
| | 1.1.1 For retainer fee for July 2017 | \$ 500.00 |
| | 1.1.2 For retainer fee for August 2017 | \$ 500.00 |

1.2	<u>Terminus Municipal Advisors, LLC</u> For professional services rendered for July 2017	\$ <u>6,500.00</u>
1.3	<u>Agency 54</u> For professional services rendered for June 2017	\$ <u>25,000.00</u>
1.4	<u>Parnell Thompson, LLC</u> For professional services rendered for July 2017	\$ <u>89,745.18</u>
1.5	<u>ARCADIS, U.S., Inc.</u> For professional services rendered for June 2017	\$ <u>266,717.12</u>

Resolution No. 7566 is hereby adopted by unanimous vote.”

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Following, the General Manager asked the board to approve Director King's mileage expense reimbursement for July 2017 in the amount of \$135.36, as set forth in agenda item 2. 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. William Muhammad and seconded by Mr. Ronald Mims, that the following board member(s) be reimbursed for his mileage expense reimbursements as follows:

- Brett King for mileage expense reimbursement for July 2017 in the amount of \$135.36 (as shown on the attached Expense Report).

Resolution No. 7567 is hereby adopted by a roll call vote: Chairwoman Lewis, Yes; Director Alexander, Yes; Director Clark, Yes; Director Burbage, Yes; Director Mims, Yes; Director Muhammad, Abstain; Director Dickerson, No; Director King, Abstain.”

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Following, the General Manager asked the board to approve General Manager to travel to WEFTEC Conference in Chicago, IL from October 1, 2017 through October 3, 2017, as set forth in agenda item 3. Director Munchus arrived at the meeting 9:05 a.m. 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. Brett King and seconded by Mr. Tommy Joe Alexander, that the

Board hereby approves General Manager to travel to WEFTEC Conference in Chicago, IL from October 1, 2017 through October 3, 2017 to participate in the Environmental Protection Agency's (EPA) Peer-to-Peer Meeting and Programs during the conference, to pay any advances necessary and to reimburse all appropriate expenses incurred. Resolution No. 7568 is hereby adopted by unanimous vote.”

Following, the General Manager asked the board to take bids, as set forth in agenda items 4.1 through 4.3. 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. Tommy Joe Alexander and seconded by Mr. Butch Burbage, that the Board hereby authorizes staff to take bids on the following:

- 4.1 For two (2) Gas Chromatograph (GC) instruments for the EnviroLab to analyze organic compounds throughout the BWWB distribution systems, consecutive water systems, any municipalities we service, at an estimated out-of-pocket cost to the Board of \$100,743.56.
- 4.2 For seven (7) TOC Analyzers for use at all water treatment plants to allow plant personnel to optimize treatment based on the TOC levels, at an estimated out-of-pocket cost to the Board of \$300,000.00.
- 4.3 For one (1) Sludge Removal System for use at Shades Mountain Filter Plant to replace the current system that is 40 years old and is at the end of life, at an estimated out-of-pocket cost to the Board of \$900,000.00.

Resolution No. 7569 is hereby adopted by unanimous vote.”

Following, the General Manager asked the board to award bids, as set forth in agenda item 5. Director Munchus made a request to vote on these items separately. Chairwoman Lewis questioned whether Carson Loop Phases C and A were the correct phases mentioned for item 5.6. Assistant General Manager Sonny Jones stated Carson Loop Phase B has been completed. Assistant General Manager Darryl Jones stated Phases 8B and 8D were installed first due to the low lake level at Purdy Lake. He indicated Phase 8A covers Highway 119 to Lake Purdy and Phase 8C includes Sicard Hollow Road. He then referred to a map of the project. Director Munchus questioned whether the work for Phases 8B and 8D was considered an emergency. The General Manager responded no and indicated work done near Barber’s Motor Sports was considered an emergency to get more water flowing to that area. Chairwoman Lewis indicated that work was performed due to the drought. Next, Director Munchus questioned whether Jordan Excavating has done work for BWWB in the past 5 years, what was the cost of the project and was the work performed on time and in budget. Assistant General Manager Sonny Jones stated Jordan Excavating has performed work for BWWB in the past 5 years. Director Munchus then requested the list of projects be sent to him. Chairwoman Lewis stated each item would be voted on individually. Next, Director Munchus questioned whether a vendor is considered a direct manufacturer if they are buying supplies from a manufacturer and reselling them. Director Burbage stated the company Director Munchus was referring to is a direct

manufacturer/distributor; therefore, the company is not referring to themselves as a manufacturer. Board Attorney Mark Parnell stated the company is stating they are an approved distributor. Director Munchus then referred to discrepancies he found on the HUB forms. He stated he would like to know how a company becomes a manufacturer's representative. Chairwoman Lewis questioned the importance of knowing that information. Director Munchus stated HUB businesses have been excluded from being direct manufacturers and he feels the board has an obligation to consider this. Mr. Parnell stated his firm's opinion is the Board can't delay or reject a bid due to HUB participation. Director Munchus questioned who determines the quality specifications for the supplies needed. Director Mims stated the Engineering Department approves the specifications. Chairwoman Lewis then called for a vote on items 5.1 through 5.7. On a motion duly made and seconded, the following resolutions were 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 Mr. Tommy Joe Alexander, that the Board hereby award bids to the lowest responsible and responsive bidders, and to authorize the General Manager and/or the Assistant General Manager to execute purchase orders and/or contracts for procurement of materials, services and supplies needed for the operation, construction, and maintenance of the water system to the following:

- 5.1 Consolidated Pipe, the lowest responsible and responsive bidder, for estimated annual quantities of full circle repair clamps to replenish stock in the Warehouse, at an estimated out-of-pocket cost to the Board of \$93,474.90.

Resolution No. 7570 is hereby adopted by a roll call vote: Chairwoman Lewis, Yes; Director Alexander, Yes; Director Clark, Yes; Director Burbage, Yes; and Director Munchus, No; Director Mims, Yes; Director Muhammad, Abstain; and Director Dickerson, Abstain; Director King, Yes.”

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“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 Mr. Tommy Joe Alexander, that the Board hereby award bids to the lowest responsible and responsive bidders, and to authorize the General Manager and/or the Assistant General Manager to execute purchase orders and/or contracts for procurement of materials, services and supplies needed for the operation, construction, and maintenance of the water system to the following:

- 5.2 Fortiline Waterworks, the lowest responsible and responsive bidder, for estimated annual quantities of meter adapters to replenish stock in the Warehouse, at an estimated out-of-pocket cost to the Board of \$139,715.68.

Resolution No. 7571 is hereby adopted by a roll call vote: Chairwoman Lewis, Yes; Director Alexander, Yes; Director Clark, Yes; Director Burbage, Yes; and Director Munchus, No; Director Mims, No; Director Muhammad, No; and Director Dickerson, No; Director King, Yes.”

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“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 Mr. Tommy Joe Alexander, that the Board hereby award bids to the lowest responsible and responsive bidders, and to authorize the General Manager and/or the Assistant General Manager to execute purchase orders and/or contracts for procurement of materials, services and supplies needed for the operation, construction, and maintenance of the water system to the following:

- 5.3 G&C Supply, the lowest responsible and responsive bidder, for estimated annual quantities of corporation stops to replenish stock in the Warehouse, at an estimated out-of-pocket cost to the Board of \$145,125.00.

Resolution No. 7572 is hereby adopted by a roll call vote: Chairwoman Lewis, Yes; Director Alexander, Yes; Director Clark, Yes; Director Burbage, Yes; and Director Munchus, No; Director Mims, No; Director Muhammad, No; and Director Dickerson, No; Director King, Yes.”

“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 Mr. Tommy Joe Alexander, that the Board hereby award bids to the lowest responsible and responsive bidders, and to authorize the General Manager and/or the Assistant General Manager to execute purchase orders and/or contracts for procurement of materials, services and supplies needed for the operation, construction, and maintenance of the water system to the following:

- 5.4 Siemens Industry, Inc., the lowest responsible and responsive bidder, for FM Static Flowmeters 6” and Larger to replenish stock in the Meter Shop, at an estimated out-of-pocket cost to the Board of \$896,741.02.

Resolution No. 7573 is hereby adopted by a roll call vote: Chairwoman Lewis, Yes; Director Alexander, Yes; Director Clark, Yes; Director Burbage, Yes; and Director Munchus, No; Director Mims, Yes; Director Muhammad, No; and Director Dickerson, No; Director King, Yes.”

“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 Mr. Tommy Joe Alexander, that the Board hereby award bids to the lowest responsible and responsive bidders, and to authorize the General Manager and/or the Assistant General Manager to execute purchase orders and/or contracts for procurement of materials, services and supplies needed for the operation, construction, and maintenance of the water system to the following:

- 5.5 Mastin’s, Inc., the lowest responsible and responsive bidder, for Western Filter Plant Electrical Upgrades Phase II project, at an estimated out-of-pocket cost to the Board of \$978,966.65. [NOTE: The Historically Underutilized Business (HUB)’s subcontractor participation is 21.85%.]

Resolution No. 7574 is hereby adopted by a roll call vote: Chairwoman Lewis, Yes; Director Alexander, Yes; Director Clark, Yes; Director Burbage, Yes; and Director Munchus, No; Director Mims, No; Director Muhammad, No; and Director Dickerson, Yes; Director King, Yes.”

“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 Mr. Tommy Joe Alexander, that the Board hereby award bids to the lowest responsible and responsive bidders, and to authorize the General Manager and/or the Assistant General Manager to execute purchase orders and/or contracts for procurement of materials, services and supplies needed for the operation, construction, and maintenance of the water system to the following:

- 5.6 Jordan Excavating, the lowest responsible and responsive bidder, to lay 36" piping between Sicard Hollow Road to Lake Purdy (Carson Loop Phase #8-C) and from Lake Purdy to Highway 119 (Carson Loop Phase #8-A) located in the City of Birmingham, at an estimated out-of-pocket cost to the Board of \$985,000.00. [NOTE: The Historically Underutilized Business (HUB)’s subcontractor participation is 28%.]

Resolution No. 7575 is hereby adopted by a roll call vote: Chairwoman Lewis, Yes; Director Alexander, Yes; Director Clark, Yes; Director Burbage, Yes; and Director Munchus, No; Director Mims, No; Director Muhammad, No; and Director Dickerson, No; Director King, Yes.”

“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 Mr. Tommy Joe Alexander, that the Board hereby award bids to the lowest responsible and responsive bidders, and to authorize the General Manager and/or the Assistant General Manager to execute purchase orders and/or contracts for procurement of materials, services and supplies needed for the operation, construction, and maintenance of the water system to the following:

- 5.7 Global Construction & Engineering, Inc., the lowest responsible and responsive bidder, for the replacement of approximately 1,700’ of 2” unlined cast iron pipe / 2” galvanized steel pipe and 3,150’ of 6” unlined cast iron pipe with approximately 400’ of 4” DICL pipe; 4,650’ of 8” DICL pipe and related appurtenances; and 100 water services along Terrace Avenue; Acadia Terrace; 56th Street; 57th Street; and 58th Street located in the City of Fairfield at a bid amount of \$809,125.30; plus estimated cost of materials and Water Board labor in the amount of \$546,671.23; for an estimated out-of-pocket cost to the Board of \$1,355,796.53; and to authorize the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions. [NOTE: The Historically Underutilized Business (HUB)’s subcontractor participation is 100%.]

Resolution No. 7576 is hereby adopted by a roll call vote: Chairwoman Lewis, Yes; Director Alexander, Yes; Director Clark, Yes; Director Burbage, Yes; and Director Munchus, Yes; Director Mims, Yes; Director Muhammad, No; and Director Dickerson, Yes; Director King, Yes.”

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Following, the General Manager asked the Board to decline the right of first refusal on structure of Lot. 78 located at Inland Lake, as set forth in agenda item 6. 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. Brenda Dickerson and seconded by Mr. Butch Burbage, that the Board hereby declines the right of first refusal on structure of Lot No. 78 for sale at Inland Lake and to require Staff and/or the Board’s attorneys to attend property closing in order to execute new recreational site agreement on said property. Resolution No. 7577 is hereby adopted by Directors Lewis, Alexander, Clark, Burbage, Mims, Munchus and Dickerson; Director Muhammad voted against the motion.”

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Following, the General Manager asked the Board to approve and authorize the license holder of Recreational Site Agreement and Boat House License Agreement on Lot No. 25 at Inland Lake to make certain repairs, as set forth in agenda item 7. 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. Butch Burbage and seconded by Ms. Deborah Clark, that the Board hereby approves and authorizes the License holder of the Recreational Site Agreement and Boat House License Agreement on Lot 25 at Inland Lake, to replace the roof on the main cabin and replace some wood trim around certain doors and windows on both cabins. There will be no additional construction to the cabins which would add square footage, at no additional cost to the Board. Resolution No.7578 is hereby adopted by Directors Lewis, Burbage, Alexander, Clark, Mims, Munchus and Dickerson; Director Muhammad voted no; and Director King abstained from voting.”

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Following, the General Manager asked the Board to approve an agreement with the Jefferson County 9-1-1 Emergency Communications District (JC911ECD) for the installation of one or more antennas on the existing towers, as set forth in agenda item 8. 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. Butch Burbage and seconded by Mr. George Munchus, that the Board hereby approves an agreement with the Jefferson County 9-1-1 Emergency Communications District (JC911ECD) for the installation of one or more antennas on the existing towers and install base station equipment in the existing utility building located at the former

BWWB Crest Road Tank Site; and to authorize the General Manager and/or the Assistant General Manager to execute said agreement. Resolution No. 7579 is hereby adopted by unanimous vote.”

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Following, the Board moved to the next item on the agenda, New Business, as set forth in agenda item 9. Director Muhammad stated he had been contacted by Valton Johnson regarding a school program and stated he wanted an appointment with the General Manager. The General Manager stated he met with Mr. Johnson after the last board meeting. Director Muhammad stated he received a proposal regarding contract compliance and the vendor has not been contacted regarding a meeting. Chairwoman Lewis stated directors should communicate with her regarding their concerns. She indicated mentioning concerns during board meeting does not allow time for matters to be resolved.

Next, Director King requested an update regarding shut offs. The General Manager stated he would send an update to all directors. He indicated there were an estimated 10,000 delinquent customers and there are 7,000 customers that are less than 60 days past due. He indicated operations are almost back to the normal process for collections.

Following, Board Attorney Mary Thompson requested the Board go into Executive Session to discuss pending litigation and to take action. 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. Brenda Dickerson, that the Board hereby approves an Executive Session to discuss pending litigation. Resolution No. 7580 is hereby adopted by unanimous vote.”

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At 10:11 a.m., the Board, Senior Management, Board Attorneys entered into an Executive Session. At 10:19 a.m. a motion was duly made and seconded to adjourn the Executive Session. As the directors voted, Director Muhammad voted against the motion and the meeting reopened.

Following, the General Manager asked the Board to approve an invoice from Ragsdale, LLC, as set forth in agenda item 1.6. After the motion was made and seconded, a roll call vote was called. Directors Lewis, Alexander, Clark, King, Burbage and Mims voted for the motion. The motion passed by a vote of 5 to 3 with Directors Munchus, Muhammad and Dickerson voted against the motion. 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. Butch Burbage and seconded by Ms. Deborah Clark, that the Board hereby authorizes staff to execute payment to the following:

- 1.6 Ragsdale, LLC
For professional services rendered through May 1, 2017 \$ 13,865.00

Resolution No. 7581 is hereby adopted on August 10, 2017, by a roll call vote: Chairwoman Lewis, Yes; Director Alexander, Yes; Director Clark, Yes; Director Burbage, Yes; and Director Munchus, No; Director Mims, Yes; Director Muhammad, No; and Director Dickerson, No; Director King, Yes.”

As there was no further business before the Board, Chairwoman Lewis entertained a motion to adjourn the meeting and a motion was duly made and seconded, and the meeting adjourned at 10:20 a.m.

/s/
Sherry W. Lewis
Chairwoman/President

Attest:

/s/
Brett A. King, Esq.
Secretary-Treasurer