

**MINUTES OF THE REGULAR MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
December 20, 2018**

The regular meeting of the Directors of The Water Works Board of the City of Birmingham was held on Thursday, December 20, 2018 at 11:30 a.m., at 3600 First Avenue North, Birmingham, Alabama.

The following Directors were present: Tommy Joe Alexander, Deborah Clark, Brenda J. Dickerson, William “Butch” Burbage, Jr., Brett A. King, George Munchus, William R. Muhammad, Ronald A. Mims and Sherry W. Lewis.

Inasmuch as nine Directors were present, a quorum was in attendance.

The meeting was also attended by: Michael Johnson, Interim General Manager and Assistant General Manager of Finance and Administration; Sonny Jones, Assistant General Manager of Engineering and Maintenance; Tammy Wilson, Executive Assistant to Assistant General Managers, Sonny Jones and Darryl Jones; Grace Amison, Executive Assistant to the Board of Directors; George Anderson, Barry Williams, Rick Jackson, Steve Franks, Paul Lloyd, Michael Griffin, Joyce Dupree, John Reymann and Terrell Jones, Board Employees; Mark Parnell, Parnell Thompson, LLC; Dorian Kendrick, Agency 54; Brian Ruggs, ARCADIS; Kim Bivins, Birmingham Construction Industry Authority; Walter Lewis, Piper Jaffray; Matthew Arrington, Terminus Municipal Advisors; Chandra Abesingha, CE & Associates, Inc.; Tina Houston and Wesley Parkmond, Aecom; Gregory Jones, The Jones Group, LLC; Tiffanie Thompson, Ken King and Earl Hilliard, Jr., Mayor’s Office; Kayla Currie and Breanna McCullough, Attorney General Office; Brian Hilson, Lauren Cooper, Daryl Perkins and Waymond Jackson, Birmingham Business Alliance.

Board Chairman Tommy Joe Alexander called the meeting to order at 11:31 a.m. Interim General Manager, Michael Johnson welcomed the meeting body and called on Information Technology Manager, George Anderson to open the meeting with prayer.

Next, Interim GM Johnson asked the Board to adopt a resolution commending John Sargent as the Employee of the month for December 2018, as set forth in item 1. Joyce Dupree, Assistant Manager of Human Resources, stated John Sargent was nominated by his supervisor Sonji Campbell. Mr. Sargent processes payroll for the entire company and he will be working Christmas Eve this year to ensure employees are paid timely. Mr. Sargent was congratulated by the Board and Chairman Alexander presented him with a check. 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 A. Mims and seconded by Dr. George Munchus, that the Board hereby recognizes and commends John Sargent, as the Finance and Administration Division’s Employee of the Month for December 2018, on having achieved outstanding job performance, attendance, and work above expected levels;

BE IT FURTHER RESOLVED, that a copy of this resolution be spread upon the minutes of the Water Works Board of the City of Birmingham and a copy presented to John Sargent.

Resolution No.7955 is hereby adopted by unanimous vote.”

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Following, was a request for the Board to adopt a resolution commending Jonathan Smith, Cahaba Pump Station Supervisor; Denecia Stinson, Cahaba Pump Station Museum Coordinator; and Tammy Wilson, Executive Assistant for an Innovative Business Case Reward – Silver Award Level with revenue generation of \$12,450.00 in one year, as set forth in agenda item 2. Some discussion occurred regarding how much money had been generated so far. A handout (a copy is on file with the Board meeting book) was provided by Human Resources with documented information on the revenue generation progress. Michael Johnson stated the three awardees worked in conjunction with Assistant General Manager, Darryl Jones beginning in 2016. Director Lewis asked what the Silver Award Level Guidelines are, adding she would appreciate getting the information she had requested. Human Resource Manager, Paul Lloyd stated the information requested was in Diligent Books. Mr. Lloyd stated the Silver Award Level amount is \$1,500.00 to be divided among the awardees and in this case, it is three people. Some discussion occurred regarding whether this amount was generated in one-year. Both Interim GM Johnson and Mr. Lloyd responded yes. The new rate structure was generally discussed. Director Lewis stated these awards should consistently meet the program’s guidelines. Interim GM Johnson confirmed that this one did, in that it was over \$10,000.00 in revenue generation in a one-year period. Mr. Lloyd added a committee reviewed the information to ensure it met the program’s criteria. Director Dickerson asked if anyone in the group worked overtime on this project. Mr. Lloyd responded not that he was aware of. 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 A. King and seconded by Dr. George Munchus, that the Board hereby recognizes and commends Jonathan Smith, Pump Station Supervisor at Cahaba Pump Station; Denecia Stinson, Museum Coordinator at Cahaba Pump Station and Tammy Wilson, Executive Assistant.

WHEREAS, the Board desires to recognize and commend Jonathan Smith, Denecia Stinson and Tammy Wilson by authorizing the payment of a monetary award in the amount of \$1,500.00 (Silver Award Level) under its Innovative Rewards Program.

NOW, THEREFORE BE IT RESOLVED, that Jonathan Smith, Denecia Stinson and Tammy Wilson are hereby recognized and commended for having been selected as Innovative Reward Business Case recipients for December 2018.

RESOLVED FURTHER, that the Board and the Interim General Manager are hereby authorized to sign a formal resolution, the wording of which will carry out the intent herein, and a copy of which will be presented to Jonathan Smith, Denecia Stinson and Tammy Wilson.

Resolution No. 7956 is hereby adopted by unanimous vote.

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Next, the Board was asked to adopt resolutions authorizing monthly retirement benefits from the Board's Retirement Trust Fund, as stated in the respective retirement calculations, and commending the employees for their years of service, as set forth in agenda items 3.1 through 3.6. Interim GM Johnson pointed out that one of the retirements is a disability retirement, adding if you have been employed with the company for two years you qualify for disability benefits. Director Munchus stated he and Director Mims met recently with some retirees and Birmingham Water Works (BWWB) has a great retirement plan. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, Ira “Gene” Brown, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective January 1, 2019, at an age of 66, and

WHEREAS, Ira “Gene” Brown has 14 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 \$1,586.31; 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. Brett A. King and seconded by Mr. Ronald A. Mims, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$1,586.31 to Mr. Brown from the Board's Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made January 1, 2019.

Resolution No. 7957 is hereby adopted by unanimous vote.”

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“WHEREAS, Ira “Gene” Brown, an employee of The Water Works Board of the City of Birmingham, is retiring, effective January 1, 2019, after 14 years and 5 months of service with the Board; and

WHEREAS, management has informed the Board of Ira “Gene” Brown'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, Ira “Gene” Brown, 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, Ira “Gene” Brown is hereby commended for his efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of Ira “Gene” Brown'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. Brown.

Resolution No. 7958 is hereby adopted by unanimous vote.”

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“WHEREAS, Joe Cordes, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective January 1, 2019, at an age of 68, and

WHEREAS, Joe Cordes has 10 years and 4 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 \$928.44; 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. Brett A. King and seconded by Mr. Ronald A. Mims, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$928.44 to Mr. Cordes from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made January 1, 2019.

Resolution No. 7959 is hereby adopted by unanimous vote.”

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“WHEREAS, Joe Cordes, an employee of The Water Works Board of the City of Birmingham, is retiring, effective January 1, 2019, after 10 years and 4 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Joe Cordes’ 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. Cordes.

Resolution No. 7960 is hereby adopted by unanimous vote.”

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“WHEREAS, William Glosson, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring due to a disability, effective August 1, 2018, at an age of 61, and

WHEREAS, William Glosson has 2 years and 8 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 \$43.60; 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. Brett A. King and seconded by Mr. Ronald A. Mims, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$43.60 to Mr. Glosson from the Board's Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made January 1, 2019, including a retroactive amount of \$218.00 (August – December 2018).

Resolution No. 7961 is hereby adopted by unanimous vote.”

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“WHEREAS, William Glosson, an employee of The Water Works Board of the City of Birmingham, is retiring, effective August 1, 2018, after 2 years and 8 months of service with the Board due to a disability; and

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

BE IT FURTHER RESOLVED, that in recognition of William Glosson'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. Glosson.

Resolution No. 7962 is hereby adopted by unanimous vote.”

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“WHEREAS, Reginald Miller, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective January 1, 2019, at an age of 66, and

WHEREAS, Reginald Miller has 31 years and 10 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 \$5,734.88; 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. Brett A. King and seconded by Mr. Ronald A. Mims, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$5,734.88 to Mr. Miller from the Board's Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made January 1, 2019.

Resolution No. 7963 is hereby adopted by unanimous vote.”

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“WHEREAS, Reginald Miller, an employee of The Water Works Board of the City of Birmingham, is retiring, effective January 1, 2019, after 31 years and 10 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Reginald Miller'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. Miller.

Resolution No. 7964 is hereby adopted by unanimous vote.”

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“WHEREAS, Darin Roberson, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective January 1, 2019, at an age of 52, and

WHEREAS, Darin Roberson has 31 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 \$5,882.64; 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. Brett A. King and seconded by Ronald A. Mims, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$5,882.64 to Mr. Roberson from the Board's Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made January 1, 2019.

Resolution No. 7965 is hereby adopted by unanimous vote.”

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“WHEREAS, Darin Roberson, an employee of The Water Works Board of the City of Birmingham, is retiring, effective January 1, 2019, after 31 years and 2 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Darin Roberson’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. Roberson.

Resolution No. 7966 is hereby adopted by unanimous vote.”

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“WHEREAS, David Tracy, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective January 1, 2019, at an age of 63, and

WHEREAS, David Tracy has 14 years and 7 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 \$1,712.84; 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. Brett A. King and seconded by Mr. Ronald A. Mims, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$1,712.84 to Mr. Tracy from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made January 1, 2019.

Resolution No. 7967 is hereby adopted by unanimous vote.”

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“WHEREAS, David Tracy, an employee of The Water Works Board of the City of Birmingham, is retiring, effective January 1, 2019, after 14 years and 7 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of David Tracy'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. Tracy.

Resolution No. 7968 is hereby adopted by unanimous vote."

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Following, the Board was asked to adopt a resolution authorizing surviving spouse monthly retirement benefits from the Board's Retirement Trust Fund in accordance with the terms of the pension plan as stated on the memo, effective December 1, 2018, for Ms. Caryn Wingate, the surviving spouse of William Wingate, a former General Manager, as set forth in agenda item 4. On a motion duly made and seconded, the following resolution was adopted:

"WHEREAS, William H. Wingate, a retiree of The Water Works Board of the City of Birmingham ("The Board"), passed away on November 24, 2018; and

WHEREAS, William H. Wingate was receiving, up until the time of his death, monthly retirement benefits from the Board's Retirement Trust Fund in the amount of \$4,319.99, 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, Caryn W. Wingate will begin receiving her surviving spouse monthly benefit of \$2,160.00, effective December 1, 2018.

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 A. Mims and seconded by Mr. George Munchus, that the Trustee be, and is hereby instructed to pay a pension of \$2,160.00 per month to Caryn W. Wingate from the Board's Retirement Trust Fund, in accordance with the terms of the Trustee Pension Plan, with the payment to be effective December 1, 2018.

Resolution No. 7969 is hereby adopted by unanimous vote."

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Next, the Board was asked to approve minutes from Regular Board of Directors’ Meetings, as set forth in agenda item 5. A motion was made and seconded, then withdrawn. Director Dickerson stated she had not had time to review all the minutes adding they were lagging. Interim GM Johnson stated we are working to get them caught up. Director King asked why the minutes were not approved in sequential order. Interim GM Johnson responded that several different individuals are producing these minutes. Directors Munchus and King stated the minutes are very extensive and very detailed. 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 Dr. Brenda J. Dickerson and seconded by Dr. George Munchus, that the Board hereby tables minutes of the Regular Board of Directors’ Meetings held on June 28, 2018, August 30, 2018, September 13, 2018 and October 24, 2018.

Resolution No. 7970 is hereby adopted by unanimous vote.”

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Following the Birmingham Business Alliance (BBA) gave a presentation, as set forth in agenda item 6. Brian Hilson, President and CEO, thanked the Board for the invitation to come and speak. Mr. Hilson introduced his team. The BBA is the chamber of commerce for the Birmingham region, which we call Economic Development, Mr. Hilson stated. The region includes seven counties in the Birmingham region. Mr. Hilson stated since 2011, when he came to Birmingham, there have been 500 new and expanding companies. The average jobs number has climbed in 2018 to just under 3,000. Our economy is growing, and we have enormous potential. Notable projects were highlighted such as Amazon, DC BLOX, Evonik and Shipt. Mr. Hilson stated Mercedes selected Bibb County as one of their battery plant production facilities adding there are two other facilities. The BBA works with small and minority companies helping them with planning and investment capital. At the top of the list of the attractiveness of the Birmingham region is Workforce Development. A short history of employment in Birmingham was talked about. Since 1980 U.A.B. has been Birmingham’s largest employer. The BBA works to prepare the community to be more marketable. Mr. Hilson stated they host a lot of students for the Magic City Classic every year as a community project. We are the 49th largest metropolitan economy in the United States today. Our seven counties represent one-third of the 67 counties’ GDP. Mr. Hilson asked if there were any questions. Director Dickerson asked what type of inter-city Workforce Development the BBA is involved in. Waymond Jackson, Senior Vice President of Public Policy, stated one of the initiatives they are most proud of is the AIDT Training Center where students can learn construction skills. Director Munchus talked about some programs he is involved in, adding that he is a dues-paying member and a member of the Governmental Affairs Committee. Director Lewis stated she wanted to hear about the Birmingham Water Works, adding the information provided today was fantastic. Director Lewis stated as a partner she would like to get some of this information during the year. Chairman Alexander asked if anyone on our Board is on the BBA’s Board. Mr. Hilson stated the former GM was a Board Member. Some discussion occurred regarding opportunities in various areas in Birmingham. Director Clark questioned the \$30,000.00 increment not being an increment amount listed as an investment amount. Interim GM

Johnson stated we are listed as a Blueprint Champion, which is classified as anyone investing \$25,000.00 up to \$49,999.00. Director Mims stated he thought there was a lack of communication on the part of the former General Manager’s office. Mr. Hilson asked Interim GM Johnson for contact information for all Board Members for communication during the year. Director Dickerson stated she heard Mr. Greenspan state that he is expecting an economic tailspin in the next year or so and asked Mr. Hilson’s opinion. Mr. Hilson stated he believed there is never a recession in economic development. Chairman Alexander stated he helped recruit business in Irondale with the Auto Mall and the BBA did not help. Mr. Hilson stated their focus is on core business sector businesses, which is the core of our economy and it creates retail opportunity.

Next, the Board was asked to approve payment of invoices, as set forth in agenda items 7.1 through 7.5. The invoices were voted on separately beginning with Dominick Feld Hyde, P.C. for services performed in November 2018 in the amount of \$2,678.40, as set forth in agenda item 7.1. 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 Dr. George Munchus and seconded by Mr. Ronald A. Mims, that the Board hereby authorizes staff to execute payment of an invoice to the following:

7.1	<u>Dominick Feld Hyde, P.C.</u>	
	Section 457 Plan performed November 8 – 14, 2018	<u>\$ 1,184.80</u>
	Pension Plan performed November 7 – 28, 2018	<u>\$ 1,493.60</u>

Resolution No. 7971 is hereby adopted by unanimous vote.”

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Following, the Board was asked to approve invoices from Raftelis Financial Consultants, Inc. for services performed in November 2018 in the amount of \$21,261.84, as set forth in agenda item 7.2. 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 A. Mims and seconded by Dr. George Munchus, that the Board hereby authorizes staff to execute payment of an invoice to the following:

7.2	<u>Raftelis Financial Consultants, Inc.</u>	
	Miscellaneous consulting November 2018	<u>\$ 1,290.00</u>
	Bill Frequency November 2018	<u>\$ 1,042.50</u>
	2019 RSE update November 2018	<u>\$ 18,929.34</u>

Resolution No. 7972 is hereby adopted by unanimous vote.”

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Next, the Board was asked to approve an invoice from Birmingham Business Alliance for an annual membership for 2018 in the amount of \$30,000.00, as set forth in agenda item 7.3. A motion was made and seconded, but the motion failed to pass. Some discussion occurred regarding

investing at the \$25,000.00 level. 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 W. Lewis and seconded by Mr. Brett A. King, that the Board hereby authorizes staff to execute payment of an invoice to the following at the \$25,000.00 level:

7.3 Birmingham Business Alliance
Annual membership for 2018 \$ 25,000.00

Resolution No. 7973 is hereby adopted by unanimous vote.”
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Following, the Board was asked to approve an invoice from Parnell Thompson, LLC for professional services rendered in November 2018 in the amount of \$91,817.20, as set forth in agenda item 7.4. 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 A. Mims and seconded by Dr. George Munchus, that the Board hereby authorizes staff to execute payment of an invoice to the following:

7.4 Parnell Thompson, LLC
For professional services rendered for November 2018 \$ 91,817.20

Resolution No. 7974 is hereby adopted by unanimous vote.”
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Next, the Board was asked to approve an invoice from ARCADIS U.S., Inc. in the amount of \$335,301.16, as set forth in agenda item 7.5. Director King asked if this was for just one month because that is a lot of work. Patrick Flannelly responded that Shades Mountain is the largest single project. Director Munchus stated this was in the budget and the invoices are in Diligent. 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 A. Mims and seconded by Dr. George Munchus, that the Board hereby authorizes staff to execute payment of an invoice to the following:

7.5 ARCADIS U. S., Inc
For professional services rendered for September 2018 \$335,301.16

Resolution No. 7975 is hereby adopted by unanimous vote.”
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Following, the Board was asked to approve updated banking resolutions removing the previous General Manager as an authorized bank signer, as set forth in agenda item 8. Director Lewis asked if an additional person would be added as a signer. Interim GM Johnson responded

no. Attorney Parnell clarified there are three authorized signers and it only requires two signatures. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, the Board of Directors of The Water Works Board of the City of Birmingham, a public corporation organized and existing under the laws of the State of Alabama (the “Corporation”), has designated REGIONS BANK, Birmingham, Alabama, as a depository of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, on a motion made by Mr. William R. Muhammad and seconded by Mr. Ronald A. Mims, that REGIONS BANK located in Birmingham, Alabama, (the “Bank”) is hereby confirmed as a depository of the Corporation and that one or more deposit accounts be opened and maintained on behalf of the Corporation with said Bank, that such accounts be governed by the terms and conditions contained on or referred to in the signature cards which is herein authorized to be executed, that funds so deposited may be withdrawn by check, draft, note or order of the Corporation when signed by any two (2) of the following:

<u>NAME</u>	<u>TITLE</u>
<u>Birmingham Water Works</u>	
Michael Johnson	Interim General Manager
T. M. Jones	Assistant General Manager
Rosalind W. Jones	Accounting Manager

whose signatures shall be duly certified to the Bank on said signature cards, and Bank is hereby authorized to pay said checks, drafts, notes, orders or withdrawals, or to receive the same for credit of, or in payment for the payee, or any other legal holder when so signed, without inquiry as to the circumstances of the disposition of their proceeds, whether drawn to the individual order or tendered in payment of individual obligations of the officers or employees above named, or other officers of this corporation or otherwise.

FURTHER RESOLVED, that Michael Johnson, Interim General Manager of the Water Works Board, is authorized to execute a “Telephone Transfer Authorization” form, which will designate persons authorized to give telephone instructions to Bank to transfer funds between specified deposit accounts of this Corporation at the Bank.

is authorized to rent one or more Safe Deposit Boxes from said Bank, and execute applicable agreements and signature cards.

is authorized to enter into a Night Depository agreement with the Bank, and execute applicable agreements and signature cards.

is authorized to enter into agreements with the Bank for electronic and other banking services including but not limited to, collateral security, payroll processing, electronic entry processing, account reconciliation and corporate cash management.

RESOLVED FURTHER, that this resolution hereby revokes all resolutions heretofore delivered to Bank by this Corporation,

RESOLVED FURTHER, that this resolution shall continue in full force and effect until the Bank shall receive official notice in writing from this Corporation of the revocation thereof by a resolution duly adopted by the Board of Directors of this Corporation, and that the certification of the Secretary-Treasurer of this Corporation as to the signatures of the above-named persons shall be binding on this Corporation.

RESOLVED FURTHER, that the form or forms of authorization to open such bank accounts and draw money therefrom on behalf of the Corporation required by REGIONS BANK is hereby adopted; that any other resolution or corporate action required in order to open such bank accounts and draw money therefrom on behalf of the Corporation is hereby adopted; that the appropriate officers of the Corporation are hereby authorized and directed to certify the adoption of any such authorization and resolutions as if the language thereof were set in full in this resolution so long as the substance thereof is consistent with the objective of this resolution, and that copies of all authorizations and resolutions so certified be placed with this resolution and records of the Corporation.

Resolution No. 7976 is hereby adopted by unanimous vote.”

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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. William R. Muhammad, and seconded by Mr. Ronald A. Mims, that the Board hereby approves the Interim General Manager (Michael Johnson) and/or the Assistant General Manager (T. M. Jones) to transact financial and banking business, including wire transfers, and to open or close any financial or banking business, including wire transfers, and to open or close any financial or brokerage accounts with BB&T Capital Markets (the “Bank”).

RESOLVED FURTHER, that this resolution hereby revokes all resolutions heretofore delivered to Bank by the Board.

RESOLVED FURTHER, that this resolution shall continue in full force and effect until the Bank shall receive official notice in writing from the Board of the revocation thereof by a resolution duly adopted by the Board of Directors of this Corporation, and that the certification of the Secretary-Treasurer of this Corporation as to the signatures of the above-named persons shall be binding on the Board.

Resolution No. 7977 is hereby adopted by unanimous vote.”

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Next, the Board was asked to approve an agreement with The Jones Group, LLC to provide legislative consulting, services, lobbying and monitoring services to BWWB effective December 20, 2018 through December 19, 2019 in the amount of \$7,500.00 per month and to authorize the Interim General Manager to execute the agreement, as set forth in agenda item 9. Some discussion occurred regarding this being a contract that had expired. Director King stated we are not pushing particular legislation right now. Chairman Alexander stated if you do not have someone representing you, they may pull something on you in Montgomery. Director Lewis stated we are spending less than we were in the past. Attorney Parnell pointed out that there is a termination provision with a 60-day notice in the new agreement and it will automatically renew next year; the previous agreement did not renew automatically. 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 Dr. George Munchus and seconded by Mr. Ronald A. Mims, that the Board hereby approves an agreement with The Jones Group, LLC to provide legislative consulting, services, lobbying and monitoring services to BWWB effective December 20, 2018 through December 19, 2019 in the amount of \$7,500.00 per month up to \$90,000.00 per year for services rendered under this agreement.

Resolution No. 7978 is hereby adopted by unanimous vote.”

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Following, the Board was asked to authorize the Interim General Manager and/or the Assistant General Manager to enter into a scope of work with Element Four Technical Services for migrating company email accounts to the off-premise option of Microsoft Office365 Exchange at an out-of-pocket cost of \$20,550.00, as recommended by the Engineering and Maintenance Committee and to authorize the Interim General Manager to execute the scope of work, and set forth in agenda item 10. 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 Dr. Brenda J. Dickerson and seconded by Dr. George Munchus, that the Board hereby authorizes the General Manager and/or the Assistant General Manager to enter into a scope of work with Element Four Technical Services for migrating company email accounts to the off-premise option of Microsoft Office365 Exchange at an out-of-pocket-cost of \$20,550.00 and to execute the necessary documents to effectuate said Agreement., as recommended by the Engineering and Maintenance Committee.

Resolution No. 7979 is hereby adopted by unanimous vote.”

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Next, the Board was asked to approve Municipal Government Investment Corp (mGIC), a registered Municipal Advisor specializing in Guaranteed Investment Contract (GIC), to be the "Bidding Agent" and coordinate investing approximately \$97 million cash proceeds from the

BWVB 2018 Bond Issue in a GIC and to authorize the Interim General Manager to execute the agreement, as set forth in agenda item 11. Interim GM noted we have had good experience with GICs. Director Muhammad asked if our financial advisors and the treasurer recommend this. Mr. Matthew Arrington, Mr. Walter Lewis and Mr. Michael Griffin all concurred. Interim GM Johnson stated there are a limited number of vendors that do this work. Director Lewis stated she liked options and wanted to make certain this company was vetted properly. Matthew Arrington stated it was his opinion to stay consistent with the same company. 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 Dr. George Munchus and seconded by Mr. Ronald A. Mims, that the Board hereby approves Municipal Government Investment Corp (mGIC), a registered Municipal Advisor specializing in Guaranteed Investment Contract (GIC), to be the "Bidding Agent" and coordinate investing approximately \$97 million cash proceeds from the BWVB 2018 Bond Issue in a GIC and to authorize the Interim General Manager to execute the agreement.

Resolution No. 7980 is hereby adopted by unanimous vote.”

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Following, the Board was asked to take bids, as recommended by the Engineering and Maintenance Committee, as set forth in agenda items 12.1 and 12.2. 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 A. King and seconded by Mr. Ronald A. Mims, that the Board hereby authorizes staff to take bids on the following, as recommended by the Engineering and Maintenance Committee:

- 12.1 To clean, repair, upgrade the man-way access and paint the Sipsey Raw Water Tank Site Nos. 1, 4, & 5 Dual 500,000 Gallon Tanks per site, Engineers estimate of probable bid cost is approximately \$2,000,000.00.
- 12.2 To clean Mulberry Raw Water Tanks A & B. There is a total of four tanks, and tanks A & B have been in service the longest of all four. The cleaning of tanks A & B allows BWVB to measure how much silt builds up in the tanks over a period of time and make better plans on when to schedule a clean out. These tanks supply raw water to the Western Filter Plant operation. It is estimated the cost to be around \$300,000.00.

Resolution No. 7981 is hereby adopted by unanimous vote.”

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Next, the Board was asked to award bids, as recommended by the Engineering and Maintenance Committee, as set forth in agenda items 13.1 and 13.2. 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 A. King and seconded by Mr. Ronald A. Mims, that the Board hereby authorizes staff to award bids to the following, as recommended by the Engineering and Maintenance Committee:

- 13.1 Thompson Tractor, the lowest responsible and responsive bidder, for a New Generator and Automatic Transfer Switch, per bid specifications dated November 15, 2018, for Homewood Pump Station at an out-of-pocket cost to the Board of \$73,255.00.
- 13.2 Electrical Repair Service, the lowest responsible and responsive bidder, for 2 New 350HP Squirrel Cage Induction Motors, per bid specifications dated December 4, 2018, for Berry Road Pump Station at an out-of-pocket cost to the Board of \$159,436.38.

Resolution No. 7982 is hereby adopted by unanimous vote.”

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Following, the Board was asked to exercise its right to extend the contract with USIC Locating Services, LLC, the lowest responsible and responsive bidder, for Line Locating Services, and to authorize the Interim General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions, BI17-05-13(A) dated September 19, 2017 at an annual estimated out-of-pocket cost to the Board of \$1,067,100.00, and extending its Liability Insurance Coverage to \$2,000,000.00 per occurrence, as set forth in agenda item 14. Director Dickerson asked what this is exactly. Assistant General Manager, Sonny Jones stated it is a state law to locate utility lines before any digging takes place on public a Right of Way. Director Mims stated the liability became so high that we had to stop doing it in house. Some discussion occurred regarding who the other bidders were. 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 W. Lewis and seconded by Dr. Brenda J. Dickerson, that the Board hereby exercises its right to extend the contract to USIC Locating Services, LLC, the lowest responsible and responsive bidder for Line Locating Services, and to authorize the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions, BI17-05-13(A) dated September 19, 2017 at an annual estimated out-of-pocket cost to the Board of \$1,067,100.00, and recommending the Board to exercise its option to extend to USIC for Extended Liability Insurance Coverage at \$2,000,000 per occurrence.

Resolution No. 7983 is hereby adopted by Directors Alexander, Clark, Dickerson, Burbage, King, Muhammad, Mims and Lewis. Director Munchus voted no.”

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Next, the Board was asked to hear an update on the Series 2018 Senior Water Revenue Bonds; Final Pricing Book, as set forth in agenda item 15. A handout was provided to the Board

(a copy is on file with the Board meeting book) of the Pricing Book materials. Walter Lewis addressed the Board stating everything went well with the transaction and all the events are included in the book. Mr. Lewis briefly talked about the various tabs and what they included. Mr. Lewis walked through the transaction summary, everyone's percentages and the dates. The structure levelized the debt where the annual payment would be basically the same, Mr. Lewis stated. There is a pricing summary included and we put \$97 million in the bank. AA- is the rating on the Junior Lien debt, Mr. Lewis pointed out. Per Mr. Lewis, the BWWB's total debt service is at \$67 million right now. The total aggregate debt is \$1.6 billion. The allocations were discussed briefly, under Tab 4. Director Clark asked as an issuer why Director Munchus was listed. Mr. Arrington stated Director Munchus asked to be copied on all the financial documents.

Following, under New Business, there was some discussion regarding interviewing candidates for the soon to be vacant Assistant General Manager of Operations and Technical Services position and possible re-structuring of departments. Chairman Alexander stated there were 16 applications received for the open position. Attorney Parnell stated this was an unusual situation with an Interim GM, but you can still move forward. Director King stated he thought it was important to take advantage of Assistant General Manager, Darryl Jones currently in his position to impart some institutional knowledge on his incoming replacement before he leaves. Director Lewis stated she thought this subject warranted a separate meeting. Director Muhammad stated he had a discussion with AGM Darryl Jones and he felt that the new General Manager should be able to choose his own team. Chairman Alexander stated Interim GM Johnson told him that he believed Staff could operate for about 3 months without filling the position. Interim GM Johnson stated Darryl Jones has managers that can fill in during this transition. AGM Sonny Jones stated the Interim GM has his full support and that he will go forward during this transition. Interim GM Johnson stated we have a lot of internal bench strength. Director Lewis said she was interested in what we are doing to fill the General Manager position as well. Interim GM Johnson interjected that this place is a monster regarding having to have experience. Director Muhammad added that he had learned from Attorney Parnell that the General Manager traditionally comes from the ranks of Assistant General Manager. Director Muhammad stated he would entertain looking at the company structure as well. Director King complemented Interim GM Johnson on the job he did today.

Next, Chairman Alexander mentioned the Jefferson County Mayors Association Annual Christmas Party and he stated that he and Interim GM Johnson would attend that event tonight.

As there was no further business before the Board, the meeting was adjourned at 1:35 p.m.

/s/

Tommy Joe Alexander
Chairman/President

Attest:

/s/

William "Butch" Burbage, Jr.
Secretary-Treasurer