

**MINUTES OF THE REGULAR MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
December 7, 2017**

The regular meeting of the directors of The Water Works Board of the City of Birmingham was held on Thursday, December 7, 2017 at 9:00 a.m., at 3600 First Avenue North, Birmingham, Alabama.

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

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

The meeting was also attended by: Mac Underwood, General Manager; Darryl Jones, Assistant General Manager of Operations and Technical Services; Sonny Jones, Assistant General Manager of Engineering and Maintenance; Michael Johnson, Assistant General Manager of Finance and Administration; Tammy Wilson, Executive Assistant to Assistant General Managers, Sonny Jones and Darryl Jones; Grace Amison, Executive Assistant to the Board of Directors; Rick Jackson and Cortez Tolbert Board Employees; K. Mark Parnell and Mary Thompson, Parnell Thompson, LLC; Kelvin Howard; Jesse Lewis, Dorian Kendrick, Je'Don Holloway-Talley and Lauren McLernon, Agency 54; Theo Johnson, Volkert, Inc.; Brian Ruggs and Patrick Flannelly, ARCADIS; David Merrida, Birmingham Construction Industry Authority; Isaac Ballard, retiree; Chandra Abesingha, C E & Associates, Inc.; Matthew Arrington, Terminus Municipal Advisors; Lauren Walsh, ABC 33/40; James McConatha, CBS 42; Jon Paepcke, Sarah Killion and John Thompson, WVTM 13; Clare Huddleston and Kenny Nivens, Fox 6; Carlos Chaverst, Outcast Voters League; Wanda Bryant, Debra Taylor, Dana Nail, Darius Davenport, Joseph Lewis, Jr., Keith O. Williams, Dorothy Northington and Charlene Cannon, citizens.

Chairwoman, Sherry Lewis called the meeting to order at 9:03 a.m. and welcomed the meeting body. General Manager, Mac Underwood called on Information Technology Manager, George Anderson to open the meeting with prayer.

Following, was a request for the Board to recognize and present Mac Underwood and Drusilla Hudson formal resolutions for their accomplishments, as set forth in agenda items 1.1 and 1.2. Mac Underwood, General Manager, was elected as the 21st President of the Board of Directors of the Association of Metropolitan Water Agencies on Monday, October 16, 2017, at the AMWA's Executive Management Conference. Mr. Underwood is the first African American to hold the position as President of the Board of Directors of AMWA. Drusilla Hudson, Manager of the EnviroLab and Water Quality Departments, was installed as the 71st Chair of the Alabama/Mississippi Section of the AWWA on Tuesday, October 17, 2017, at the Alabama/Mississippi Section's 70th Annual Conference Awards Banquet. Ms. Hudson is the first African American Chairwoman of the Alabama/Mississippi Section of the AWWA. Chairwoman Lewis recognized and presented GM Underwood and Manager Drusilla Hudson with formal resolutions. Director King and Director Alexander congratulated GM Underwood and Ms. Hudson. Director Munchus commended both GM Underwood and Ms. Hudson stating it is almost

like reconstruction and he hoped it was a trend to see more of his people in positions of leadership. Ms. Hudson thanked the Board for the opportunity to participate in organizations like the AWWA. GM Underwood thanked the Board for allowing him to serve in this capacity. No action was taken.

Next, were requests for the Board to adopt resolutions authorizing retirement benefits from the Board's Retirement Trust Fund, as stated on the respective retirement calculations, effective January 1, 2018, and commending them for their years of service, as set forth in agenda items 2.1 and 2.2. On motions duly made and seconded, the following resolutions were adopted:

“WHEREAS, Reginald Nall, an employee of The Water Works Board of the City of Birmingham, is retiring, effective January 1, 2018, after 31 years and 3 months of service with the Board; and

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

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

Resolution No. 7657 is hereby adopted by unanimous vote.”

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“WHEREAS, Reginald Nall, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective January 1, 2018, at an age of 65; and

WHEREAS, Reginald Nall has 31 years and 3 months of continuous service with the Board at his retirement date, and, in accordance with the terms of the Trusteed Pension Plan, Mr. Nall is entitled to receive a monthly Retirement payment from the Board's Retirement Trust Fund in the amount of \$7,107.49; 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 A. Mims and seconded by Mr. George Munchus, that the Trustee be, and is hereby instructed to pay monthly benefit

payments of \$7,107.49 to Mr. Nall, beginning January 1, 2018, from the Board's Retirement Trust Fund, in accordance with the terms of the Pension Plan.

Resolution No. 7658 is hereby adopted by unanimous vote.”

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“WHEREAS, Melvin McClain, an employee of The Water Works Board of the City of Birmingham, is retiring, effective January 1, 2018, after 22 years and 2 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Melvin McClain'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. McClain.

Resolution No. 7659 is hereby adopted by unanimous vote.”

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“WHEREAS, Melvin McClain, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective January 1, 2018, at an age of 62; and

WHEREAS, Melvin McClain has 22 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, Mr. McClain is entitled to receive a monthly Retirement payment from the Board's Retirement Trust Fund in the amount of \$3,225.29; 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 A. Mims and seconded by Mr. George Munchus, that the Trustee be, and is hereby instructed to pay monthly benefit

payments of \$3,225.29 to Mr. McClain, beginning January 1, 2018, from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan.

Resolution No. 7660 is hereby adopted by unanimous vote.”

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Following, GM Underwood requested the Board table Board Meeting Minutes from June 16, July 13 and July 27, 2017 as set forth in agenda item 3. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED BY The Water Works and Sewer Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Brett A. King and seconded by Ms. Brenda J. Dickerson, that the Board hereby tables the following resolution:

Regular Board of Directors’ Meeting held June 16, 2017

Regular Board of Directors’ Meeting held July 13, 2017

Regular Board of Directors’ Meeting held July 27, 2017

Resolution No. 7661 is hereby adopted by unanimous vote.”

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Next, was a request for the Board to approve Director King's mileage expense reimbursement for November 2017 in the amount of \$99.51, as set forth in agenda item 4. This item requires a roll call vote. 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 Ms. Brenda J. Dickerson and seconded by Mr. William “Butch” Burbage, that the following board member(s) be reimbursed for his mileage expense reimbursements as follows:

- Brett King for mileage expense reimbursement for November 2017 in the amount of \$99.51 (as itemized on the attached Expense Report).

Resolution No.7662 is hereby adopted, by a roll call vote: Chairman Lewis, Aye; Director Alexander, Aye; Director Clark, Aye; Director Burbage, Aye; Director Mims, Aye; Director Munchus, Abstain; Director Muhammad, Abstain; and Director Dickerson, Aye; and Director King, Abstain.”

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Next, was a request for the Board to approve payment for the following invoices, as set forth in agenda items 5.1 through 5.4. GM Underwood indicated Staff recommends the items for approval. 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 J. Dickerson, that the Board hereby authorizes staff to execute payments to the following:

- 5.1 Terminus Municipal Advisors, LLC
For professional services rendered for November 2017 \$ 6,500.00
- 5.2 Raftelis Financial Consultants, Inc.
For professional services rendered for November 2017 \$ 15,496.05
- 5.3 Volkert, Inc
For professional services rendered for August 2017 \$ 35,939.08
- 5.4 Parnell Thompson, LLC
For professional services rendered for November 2017 \$ 93,417.00

Resolution No. 7663 is hereby adopted by unanimous vote.”

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Following, was a request for the Board to award a bid to Veristor Systems, Inc., the lowest responsible and responsive bidder for providing the HP 3PAR StorServ 9000 hardware product as replacement for current storage hardware at an estimated out-of-pocket cost to the Board of \$374,846.00, as set forth in agenda item 6. Director Munchus asked who was currently doing this work. IT Manager George Anderson stated this was for new equipment we are purchasing to replace old equipment. Director Munchus asked where VeriStor Systems, Inc. is located. Mr. Anderson responded in Atlanta. Director Munchus asked who the other bidder was. AGM Michael Johnson responded Edge Solutions out of Alpharetta, Georgia. Director Munchus asked if there were any HUB participation or partnerships. Mr. Anderson responded no. 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 J. Dickerson, that the Board hereby authorizes staff to award bid to VeriStor Systems, Inc., the lowest responsible and responsive bidder for providing the HP 3PAR StorServ 9000 hardware product as replacement for current storage hardware at an estimated out-of-pocket cost to the Board of \$374,846.00.

Resolution No. 7664 is hereby adopted by unanimous vote.”

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Next, under new business, Director Munchus commended AGM Darryl Jones on the chemical bids and the package he put together considering it was about a \$5 million bid.

Following, the public was recognized to speak. Dorothy Northington stated the rate increase is too much to ask customers to pay and asked the Board to look at it again adding that meters are being read incorrectly as well. Ms. Northington stated as a leader, that Chairwoman Lewis should resign with the shocking news of her recent indictment. Ms. Northington also asked the Board to treat everybody fairly and not to hire their brothers, sisters, nieces, nephews and children. Frank Matthews stated this was an infamous day quoting Roosevelt regarding the Pearl Harbor attack. Mr. Matthews stated the same was going on in Jefferson County unknowingly, calling on anyone to rise and call for Chairwoman Lewis to resign. Mr. Matthews stated the corruption and the pay to play all happened under General Manager Mac Underwood and he called for GM Underwood's resignation as well. Charlene Cannon stated she received a bill for twice the amount it normally is. Ms. Cannon asked Chairwoman Lewis to step aside until her name is cleared. Director Munchus asked if Ms. Cannon was questioning the accuracy of her bill. Ms. Cannon responded yes. AGM Michael Johnson stated there was a re-read ordered for her account which is typical with this type of issue. Isaac Ballard explained that he was a retired 21-year BWB employee. Mr. Ballard stated it was a sad day for Chairwoman Lewis and he asked her to step aside for the employees and retirees. The Board needs to put something in place regarding compliance Mr. Ballard stated adding that GM Underwood should have been fired 8 years ago. Director King stated he recognized that Mr. Ballard was a retiree and that he was pleased to say the Board got a good report Tuesday on the growth of the pension fund adding generally it had performed exceptionally well. Director Muhammad stated that regarding the rate increase, the Board had not done a very good job of educating the public. The Board's association with Jefferson County Sewer is harmful because the high sewer rates are caused by them. Director Munchus recommended that the Board conduct 2 Public Hearings per year adding if the Board could uncouple from the County they could do a better job. Alabama Power and Alagasco have rate increases and they are not beaten down like the Board is every year. Director Munchus encouraged the public to get involved as this is political and the County Commissioner race is upcoming. Director Dickerson stated she did not vote in favor of the 2018 budget or the rate increase. Director Dickerson stated she did not have enough time and information to do so. GM Underwood stated concerns should be brought during the year to Finance Committee Meetings adding they are all public meetings. Some discussion occurred regarding how many Finance Committee Meetings were held during the year. GM Underwood stated they can be called at any time. Director Munchus asked if it was possible to have quarterly Public Hearings. Chairwoman Lewis stated that was up to the Board to decide and these concerns can be addressed in Executive Committee Meetings. Director Dickerson stated at all the conferences she has attended this year, there have been discussions on how to engage the public. Chairwoman Lewis stated this could be discussed in Committee.

As there was no further business before the Board, the meeting was adjourned at 9:49 a.m.

_____/s/_____
Sherry W. Lewis
Chairwoman/President

Attest:

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