

**MINUTES OF THE REGULAR MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
May 17, 2018**

The regular meeting of the directors of The Water Works Board of the City of Birmingham was held on Thursday, May 17, 2018 at 9:00 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., Ronald A. Mims, Sherry W. Lewis and William R. Muhammad. Director George Munchus entered the meeting late. Director Brett A. King was absent.

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

The meeting was also attended by: Mac Underwood, General Manager; 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, Stephen Franks, Michael Parker, Ben Sorrell, Doug Stockham, John Dansby and Rosalind Jones, Board Employees; Kelvin Howard, Kelvin Howard, LLC; Tommy Palladino, Bre Rudolph and Dorian Kendrick, Agency 54; Theo Johnson, Volkert & Associates, Inc.; Brian Ruggs and Patrick Flannelly, ARCADIS; Isaac Ballard, Birmingham Water Works Board retiree; Chandra Abesingha, C E & Associates, Inc.; Olivia Martin, Attorney General's Office; David Merrida, Birmingham Construction Industry Authority; Walter Lewis, Piper Jaffrey & Company; Ken Delap, Lake Purdy; Bruce Holcomb and Brian Senne, Citigroup.

Chairman, Tommy Joe Alexander called the meeting to order at 9:00 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 adopt a resolution expressing its condolences in the death of employee Cornelious L. Tolbert, (Utility Worker I-Valves, Distribution Department) who passed away April 30, 2018, as set forth in agenda item 1. Mr. Tolbert was employed for 4 years at the Water Works Board. On a motion duly made and seconded, the following resolution was adopted:

"WHEREAS, Cornelious L. Tolbert passed away on Monday, April 30, 2018, wherein The Water Works Board of the City of Birmingham (hereinafter known as the "Board") mourns the death of Cornelious L. Tolbert; and

WHEREAS, Cornelious L. Tolbert had been a dedicated and valued employee of the Board since April 7, 2014; and

WHEREAS, This Board wishes to pause from its Board of Directors' Meeting on Thursday, May 17, 2018, to convey its respect and deepest sympathy to the family, friends and co-workers of Cornelious L. Tolbert; and

NOW, THEREFORE, BE IT RESOLVED, That The Water Works Board of the City of Birmingham does hereby perpetuate the memory of Cornelious L. Tolbert, who was a Utility Worker I-Valves in the Distribution Department of the Engineering and Maintenance Division, and hereby expresses its condolences to his family, friends, and co-workers.

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 that a copy be presented to the Tolbert family.

Resolution No. 7779 is hereby adopted by Directors Alexander, Clark, Dickerson, Burbage, Mims, Lewis and Muhammad.”

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Next, was a request for the Board to adopt resolutions authorizing monthly retirement benefits from the Board's Retirement Trust Fund for George Goodwin, Filter Plant Superintendent, Water Treatment Department for 31 years of service, as stated on the respective calculation, effective June 1, 2018, and commending Mr. Goodwin for his years of service, as set forth in agenda item 2. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, George Goodwin, an employee of The Water Works Board of the City of Birmingham, is retiring, effective June 1, 2018, after 31 years of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of George Goodwin'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. Goodwin.

Resolution No. 7780 is hereby adopted by Directors Alexander, Clark, Dickerson, Burbage, Mims, Lewis and Muhammad.”

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“WHEREAS, George Goodwin, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective June 1, 2018, at an age of 51, and

WHEREAS, George Goodwin has 31 years 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 \$5,445.72; 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 Dr. Brenda J. Dickerson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$5,445.72 to Mr. Goodwin from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made June 1, 2018.

Resolution No. 7781 is hereby adopted by Directors Alexander, Clark, Dickerson, Burbage, Mims, Lewis and Muhammad.”

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Following, was a request for the Board to approve minutes from Board Meetings, as set forth in agenda item 3. The minutes for approval were from Regular Board of Directors’ Meetings held on October 12, 2017, December 7, 2017, December 21, 2017, January 11, 2018 and January 25, 2018 and a Regular Board of Director’ Meeting and Public Hearing held on November 9, 2017. GM Underwood indicated Staff had reviewed these minutes and recommends them for approval. Director Lewis stated she had read the minutes, but she would like to know why they are so late. Director Lewis asked for an explanation so the Board will know if they should re-visit the current policy on completing minutes. GM Underwood responded that they just fell behind adding that we have a re-commitment to get them reviewed and typed within 60 days, which is in accordance with the policy. Director Munchus entered the meeting at 9:06 a.m. Director Mims asked how far behind we are on minutes right now. As of the end of April, Staff committed to be caught up and we have another set to place on a Board agenda, GM Underwood responded. The minutes on the agenda today were originally submitted for approval the first time in April but the Board did not approve them according to GM Underwood. Director Lewis suggested in the future that Staff inform the Board with an explanation when minutes are going to be late. Director Dickerson stated if she didn’t take her own notes she would not remember everything that happened in the meetings. Director Clark added the Board would review the current minute drafting policy. 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 Ms. Sherry W. Lewis, that the Board hereby approves minutes of the Regular Board of Directors’ Meetings held on October 12, 2017, December 7, 2017, December 21, 2017, January 11, 2018, January 25, 2018 and the Regular Board of Directors’ Meeting and Public Hearing held on November 9, 2017.

Resolution No. 7782 is hereby adopted by unanimous vote.”

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Next, the Board was asked to approve Director King’s mileage expense reimbursement for April 2018 in the amount of \$101.37, as set forth in agenda item 4.1. 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. Sherry W. Lewis and seconded by Dr. George Munchus, that the following board member(s) be reimbursed for his mileage expense reimbursements as follows:

- Brett King for mileage expense reimbursement for April 2018 in the amount of \$101.37 (as listed on the attached Itemized Travel and Business Expense Reimbursement).

Resolution No. 7783 is hereby adopted by a roll call vote as follows:

Director Alexander, Aye; Director Clark, Aye; Director Dickerson, Aye; Director Burbage, Aye; Director Mims, Aye; Director Lewis, Aye; Director Munchus, Aye; Director Muhammad, Aye.”

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Following, the Board was asked to approve Directors Mims’ and Muhammad’s actual travel expenses in the amount of \$2,601.16 and \$2,781.85, respectively for the 2018 National Forum of Black Public Administrators held April 17 – 21, 2018, in Cleveland, OH, as set forth in agenda item 4.2. 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, pursuant to Resolution No. 7683 adopted by the Board of Directors on January 11, 2018, approval was given to attend the 2018 – National Forum of Black Public Administrators Conference scheduled April 17 - 21, 2018, in Cleveland, OH; and

WHEREAS, in accordance with Act No. 2015-164, approval is requested for the following actual expenses relative to the above-referenced conference.

NOW, THEREFORE, BE IT RESOLVED, on a motion duly made by Dr. Brenda J. Dickerson and seconded by Ms. Sherry W. Lewis, that the following board member(s) be reimbursed for his actual expenses pertaining to said conference as follows:

- Ronald A. Mims for total expenses including conference and workshop registration, airline ticket, lodging (room and tax only), business meals and other in the amount of \$2,601.16 (as listed on the attached Itemized Travel and Business Expense Reimbursement).
- William R. Muhammad for total expenses including conference and workshop registration, business use of personal automobile, lodging (room and tax only), business meals and other in the amount of \$2,781.85 (as listed on the attached Itemized Travel and Business Expense Reimbursement).

Resolution No. 7784 is hereby adopted by a roll call vote as follows:

Director Alexander, Aye; Director Clark, Aye; Director Dickerson, Aye; Director Burbage, Aye; Director Mims, Abstain; Director Lewis, Aye; Director Munchus, Aye; Director Muhammad, Abstain.”

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Next, the Board was asked to approve payments of invoices, as set forth in agenda items 5.1 to 5.7. GM Underwood indicated Staff had reviewed the items and recommends them for payment. 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 Dr. Brenda J. Dickerson, that the Board hereby authorizes staff to execute payments to the following:

5.1	Carl Dalton NeSmith, Jr., LLC For retainer fee for May 2018	<u>\$ 500.00</u>
5.2	Dominick Feld Hyde, P. C. 5.2.1 For professional services (Cafeteria Plan) March 29-April 24, 2018	<u>\$ 655.20</u>
	5.2.2 For professional services (Pension Plan) April 12-April 17, 2018	<u>\$ 1,388.40</u>
5.3	Terminus Municipal Advisors, LLC For professional services rendered for April 2018	<u>\$ 6,500.00</u>
5.4	The Jones Group, LLC For professional services rendered for May 2018	<u>\$ 7,500.00</u>
5.5	Raftelis Financial Consultants, Inc. For professional services rendered for March 2018	<u>\$ 20,375.11</u>
5.6	Agency 54 5.6.1 For professional services rendered for March 2018	<u>\$ 25,000.00</u>
	5.6.2 For professional services rendered for April 2018	<u>\$ 25,000.00</u>
5.7	ARCADIS U.S., Inc. For professional services rendered per March 2018 Progress Report	<u>\$341,945.60</u>

Resolution No. 7785 is hereby adopted by unanimous vote.”

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Following, the Board was asked to authorize expenditures with Schneider Electric Systems USA Incorporated, a sole source provider, for hardware, software and services for the SCADA Foxboro IA Server Upgrade Project at an estimated cost of \$1,035,713.00, as recommended by the

Engineering and Maintenance Committee and 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 Dr. George Munchus and seconded by Dr. Brenda J. Dickerson, that the Board hereby approves expenditures with Schneider Electric Systems USA Incorporated, a sole source provider, for hardware, software and services for the SCADA Foxboro IA Server Upgrade Project at an estimated cost of \$1,035,713.00, as recommended by the Engineering and Maintenance Committee. [NOTE: This expenditure is exempt from bidding under the Alabama Competitive Bid Law because it is a sole source provider.]

Resolution No. 7786 is hereby adopted by unanimous vote.”

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Next, the Board was asked to authorize expenditures with Schneider Electric Systems USA Incorporated, a sole source provider, for hardware, software and services for the SCADA Master Telemetry Unit (MTU) Modicon PLC Upgrade Project at an estimated cost of \$315,059.00, as recommended by the Engineering and Maintenance Committee and set forth in agenda item 7. Director Munchus asked if there was HUB participation on this item or the previous item. GM Underwood responded there is not. 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 Dr. Brenda J. Dickerson, that the Board hereby approves expenditures with Schneider Electric Systems USA Incorporated, a sole source provider for hardware, software and services for the SCADA Master Telemetry Unit (MTU) Modicon PLC Upgrade Project at an estimated cost of \$315,059.00, as recommended by the Engineering and Maintenance Committee. [NOTE: This expenditure is exempt from bidding under the Alabama Competitive Bid Law because it is a sole source provider.]

Resolution No. 7787 is hereby adopted by unanimous vote.”

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Following, the Board was asked to approve an agreement with Utegration for Contract Extension Order 1 to the SAP Application Management Services at an estimated cost of \$526,751.00, as recommended by the Engineering and Maintenance Committee and set forth in agenda item 8. GM Underwood added the cost is 40% less than the budgeted amount. Director Munchus asked if he could assume there is no HUB participation. GM Underwood responded that was correct. Director Lewis stated it was an extension of a previous agreement. 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 Ms. Sherry W. Lewis, that the Board hereby approves an agreement with Utegration for Contract Extension Order 1 to the SAP Application Management Services at an estimated cost of \$526,751.00, as recommended by the Engineering and Maintenance Committee.

Resolution No. 7788 is hereby adopted by unanimous vote.”

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Next, the Board was asked to take bids, as recommended by the Engineering and Maintenance Committee and set forth in agenda items 9.1 and 9.2. A motion was made and seconded, but a vote was not taken. Director Clark asked if the new construction crew would be able to perform the work in item 9.1. GM Underwood stated the newly added construction crew is doing as much as they can do. AGM Sonny Jones concurred. Director Clark asked if this was an emergency adding, in the future when the new construction crew gets acclimated that possibly they can do this type of work. Some more discussion continued regarding the impact of the added crew with GM Underwood asking if Distribution Manager, John Dansby could be located to answer some questions. Director Munchus stated he was in favor of passing item 9.1 but asked when the on-call issue would be re-visited. GM Underwood stated the on-call issue will be discussed at the Board’s discretion. Director Lewis stated if there is a Manager with an item on the agenda it would be helpful if they were present for the meeting. 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 approves Staff to take bids on the following:

- 9.1 The replacement of approximately 4,800’ of 2” cast iron cement lined (CICL) pipe and 330’ of 8” cast iron cement lined (CICL) pipe with approximately 400’ of 4” DICL pipe; 4,440’ of 6” DICL pipe; 880’ of 8” DICL pipe and related appurtenances; and 100 water services along Pineview Road; Avenue “O” Ensley; Meadow Lane; 58th Street Ensley; 57th Place Ensley; 60th Street Ensley and Avenue “P” Ensley at an estimated cost of \$950,000.00.
- 9.2 The SCADA Data Server System with off campus back up at an estimated cost of \$300,000.00.

Resolution No. 7789 is hereby adopted by Directors Alexander, Dickerson, Burbage, Mims, Lewis, Munchus and Muhammad. Director Clark voted No.”

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Following, System Development Manager, Doug Stockham addressed the Board to explain that we have plenty of work for the in-house crew. The Ensley project needed to go out as soon as possible though to come behind the Jefferson County Sewer work being performed according to Mr. Stockham. AGM Sonny Jones provided photographs (copies are on file with the Board meeting book) of the Ensley work revealing the intrusiveness of the project to homeowners in the community which underscored the importance of working with Jefferson County to complete the work for these customers. Director Clark asked if we were taking bids only, not awarding bids. GM Underwood responded, yes.

Next, the Board was asked to approve a Scope of Services agreement with Burk-Kleinpeter, Inc. for the design and inspection of a water main replacement project in the City of Birmingham

which includes the replacement of 2” water mains along McMillon Avenue SW; 22nd Avenue North & 25th Street North and 33rd Terrace North & 33rd Court North at an estimated cost of \$145,379.00, as set forth in agenda item 10. The Board recommended tabling the item. GM Underwood stated Staff selected three engineering groups in the past with Board approval to assist with projects and that this Scope of Services award today would give each of the three groups two projects each. Director Lewis asked if this specific item had been before the Engineering and Maintenance Committee. GM Underwood responded, no. The Board recommended sending the item to Committee first. 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. William R. Muhammad, that the Board hereby tables a Scope of Services agreement with Burk-Kleinpeter, Inc. for the design and inspection of a water main replacement project in the City of Birmingham which includes the replacement of 2-inch water mains along McMillon Avenue SW; 22nd Avenue North & 25th Street North and 33rd Terrace North & 33rd Court North at an estimated cost of \$145,379.00. [HUB Participation is 44.4% based upon the services provided by A.G. Gaston and Bailey Land Group, Inc.].

Resolution No. 7790 is hereby adopted by a roll call vote, as follows:

Director Alexander, Aye; Director Clark, Aye; Director Dickerson, Aye; Director Burbage, Aye; Director Mims, Aye; Director Lewis, Aye; Director Munchus, No; Director Muhammad, Aye.”

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Following, the Board was asked to approve expenditures for the Customer Support Services Department needed to administer the Joint Billing and Collection Agreement between Jefferson County and the Water Works Board of the City of Birmingham as follows: 1) Hiring of six (6) employees - \$339,678.00; 2) Purchase and installation of twelve (12) work area cubicles - \$17,272.44; 3) Purchase of eight (8) computer monitors - \$960.00; and 4) Installation of eight (8) telephones and IP licenses - \$3,830.00 at an estimated cost of \$361,740.44, as recommended by the Human Resources Committee and set forth in agenda item 11. A motion was made and seconded, but no vote was taken. Director Lewis stated the original amount for furniture and fixtures was for 18 new cubicles at a cost of \$65,046.00 and the numbers this time are \$17,272.44 for 12 cubicles. Director Lewis asked if the Board was given an inflated number to begin with, adding that she is not trusting now. Director Clark asked who the vendor is. Customer Service Manager, Michael Parker responded Ophelia Cox, stating he would have to get with the vendor because these are the prices that were quoted. GM Underwood stated Ms. Cox is on the State Bid List. Director Lewis stated the problem she has was that normally purchasing in larger quantities usually means lower unit pricing. GM Underwood asked if the Board would at least approve the hiring of the positions. Some more discussion occurred regarding the cubicle pricing and the State Bid List. Director Lewis asked what “Grand Cherry” was. GM Underwood responded that is what we are buying. GM Underwood stated that there are sections; walls and desks so the cubicles are all in pieces. Director Lewis stated we cannot hire these people and have them trained by June 1st. Director Clark stated someone needed to speak to the fact that there are people in-house to do

this work. Mr. Parker stated we have people that can begin in-house June 1st, adding they would need to work extended hours though. Director Clark stated Staff had been working on this since last year knowing the start date was June 1st. Mr. Parker stated his team has been working with Jefferson County in meetings actively learning their processes for some time. Director Lewis stated this led back to Senior Staff not letting the Board know that we were not ready. Some discussion occurred regarding inactive meters. Director Muhammad asked Mr. Parker if he believed we should delay the start date asking him to speak freely. Mr. Parker stated the communication piece was a mistake regarding the SAP implementation. Mr. Parker stated they plan to shift responsibilities to do this work. Director Muhammad stated it may be best to delay the start. Director Lewis stated her concern is always the customer. Director Lewis stated we need to do a better job with communications and customer service regarding the customer. Director Dickerson asked who fills in for the positions being moved to do this work. Mr. Parker stated the manager and supervisors are salaried, but there would be overtime due to others having to fill in for the manager and supervisors. Director Clark responded that someone should have come to the Board and told them this would be occurring. Chairman Alexander stated the overtime should not exceed the cost of the hiring of the new employees. Further, Chairman Alexander stated he believed the Board should move forward on this. Chairman Alexander asked Mr. Parker if they were ready to begin June 1st? Mr. Parker responded, yes. Discussion occurred regarding going to Jefferson County to ask for an extension. Director Lewis recommended amending the resolution. Director Clark requested updates every few days so the Board knows where we are in this process. 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. William R. Muhammad, that the Board hereby approves expenditures for the Customer Support Services Department needed to administer the Joint Billing and Collection Agreement between Jefferson County and the Water Works Board of the City of Birmingham to hire six (6) employees in the Customer Support Services Department at an out-of-pocket cost to the Board of \$339,678.00, subject to all other information being placed on hold until BWWB contacts Jefferson County.

Resolution No. 7791 is hereby adopted by a roll call vote, as follows:

Director Alexander, Aye; Director Clark, Aye; Director Dickerson, No; Director Burbage, Aye; Director Mims, No; Director Lewis, Aye; Director Munchus, Abstain; Director Muhammad, Aye.”

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Next, under new business, in relation to the Special Board Meeting held recently, Dr. Munchus stated he respects the position of Board Chair; however, two senior members were absent for that meeting. Dr. Munchus asked if the Special Board Meeting called was due to an urgent matter. Chairman Alexander responded it was. Dr. Munchus reminded the Chairman that he said he would be fair. Dr. Munchus stated he would continue to reach out on policy matters that the four minority Board members find important. Chairman Alexander commented that he would be fair.

Following, Chairman Alexander recognized Mr. Ken Delap from Lake Purdy. Mr. Delap explained that he had been working under his old lease and would like to renew the lease after being on the property for 25 years. Mr. Delap stated he would like to discuss adding other

amenities too. Director Lewis said to move the item to a Committee. Director Munchus suggested a Business and Economic Development Committee. AGM Sonny Jones stated AGM Darryl Jones would be back in town Monday morning and he would brief him since this falls in his division.

As there was no further business before the Board, the meeting was adjourned at 10:05 a.m.

/s/
Tommy Joe Alexander
Chairman/President

Attest:

/s/
William "Butch" Burbage, Jr.
Secretary-Treasurer