

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS OF THE
WATER WORKS BOARD OF THE CITY OF BIRMINGHAM**

April 27, 2022

A regular bi-monthly meeting of the Directors of The Water Works Board of the City of Birmingham was held on Wednesday, April 27, 2022, at 11:30 a.m., at 3600 First Avenue North, Birmingham, Alabama – In Person, Training Room. The Public has the option to listen by phone by calling (888) 398-2342 Code: 5608731.

The following Directors were present via roll call: Lucien Blankenship, William “Butch” Burbage, Jr., Tom Henderson, Tereshia Huffman, George Munchus, Dalton NeSmith, Jr., Chris Rice and Larry Ward. Director Mims was present by phone.

Others present were: Michael Johnson, General Manager; Iris Fisher, Derrick Murphy and Jeffrey Thompson, Assistant General Managers; K. Mark Parnell, Parnell Thompson Law, LLC; Kelvin Howard, Kelvin Howard, LLC; Byron Perkins, Perkins-Law, LLC; Cynthia Williams, Board Administrator; Anitra Clark, Corporate Governance Specialist; Tammy F. Wilson, Executive Assistant to Assistant General Managers Derrick Murphy and Jeff Thompson; Tracey Goldbold, Executive Assistant to General Manager Michael Johnson; Colandus Mason, Information Technology Manager; Rick Jackson, Public Relations Manager; Ed Travis, Purchasing Manager; David Walker, Security Manager; Terrell Jones, Interim Security Manager; Tim Garret, Technical Support Analyst I; David King and Parker Vines, Electrical and Mechanical Shop; Sherry Richardson, Office of the Attorney General; Michael Bell, Birmingham Construction Industry Authority; Martha Bozeman, Agency 54; Patrick Flannelly, ARCADIS U.S., Inc.; Kirk Mills, Kimley-Horn; Chandra Abesingha, CE Associates; Jacob Hughes, Nehemiah Engineering; Theo Johnson, Jacobs Engineering; Robert Rasmussen and Alfreda Perry, mGIC; William R. Muhammad, speaker.

Chairman Rice called the meeting to order at 11:31 a.m. General Manager, Michael Johnson opened the meeting with prayer.

Following a roll call, eight directors were present, so a quorum was in attendance. Director Mims was available by phone. GM Johnson announced a proposed Communications Committee meeting scheduled for Thursday, April 28th at 1:00 p.m.

Next, the agenda was approved as printed. 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. Chris Rice and seconded by Mr. Tom Henderson, that the Board of Directors hereby approves the April 27, 2022, Regular Board of Directors’ meeting agenda as printed.

Resolution No. 9031 is hereby adopted by unanimous vote.”

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Following, the Board was asked to approve minutes of the February 23, 2022, and March 9, 2022, Board Meetings, as set forth in agenda Item 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 Mr. Larry Ward and seconded by Mr. Dalton NeSmith, that the Board hereby approves minutes of the following meetings:

- Regular Board of Directors’ Meeting held February 23, 2022
- Regular Board of Directors’ Meeting held March 9, 2022

Resolution No. 9032 is hereby adopted by unanimous vote.”

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Next, under Reports of Officers, Director Munchus stated he had a couple of questions that could be addressed in Executive Session. Assistant General Manager Jeffrey Thompson recognized the newly hired Security Manager, David Walker. Mr. Walker introduced himself and gave a brief summary of the vast experience he brings to the Birmingham Water Works. Director Munchus asked Mr. Walker if he had any involvement with the Federal Bureau of Investigations (FBI). Mr. Walker responded that he had worked with the FBI in investigations. Continuing under Reports of Officers, Assistant General Manager Derrick Murphy presented an update on Lake Purdy Dam Stability (a copy of which is on file in Diligent Boardbooks). AGM Murphy began with a background on Lake Purdy Dam and the design schedule, saying the project is at the 90% mark. Patrick Flannelly talked about the Design Approach. Mr. Flannelly stated that with Lake Purdy being a large high hazard dam, it has been evaluated by dam engineers from three different companies. The selected approach to address the seepage is grout curtains along with concrete buttressing. The center design will be much “beefier”. On the edges of the dam, the abutments will come out much further. Months of activity will occur, according to Mr. Flannelly. Price escalations over the last 12 to 18 months have resulted in a 20% increase in the overall project. The cost estimate for the project is \$40.8 million. The project is a part of the Board’s WIFIA application AGM Murphy stated. The Construction Sequence and Design Approach were briefly talked about. There will be tentative dates for Review Workshops beginning June 6, 2022, along with Community Engagement and an Emergency Action Plan. Some discussion regarding the budget occurred. It was confirmed that the project had been budgeted for and any change orders would need to come before the Board. Director Munchus asked about the firms involved in the project. Mr. Flannelly responded that dam experts include the three firms: Schnabel Engineering, ARCADIS U.S., Inc., and Geo Systems.

Following, under New Business, the Board was asked to adopt resolutions authorizing monthly retirement benefits from the Board’s Retirement Trust Fund for Darrell Grey, as set forth in agenda Item 2. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, Darrell Grey, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective May 1, 2022, at an age of 63, and

WHEREAS Darrell Grey has 27 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 \$6,214.60; 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. William “Butch” Burbage and seconded by Mr. Tom Henderson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$6,214.60 to Mr. Grey from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made May 1, 2022.

Resolution No. 9033 is hereby adopted by unanimous vote.”

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“WHEREAS, Darrell Grey, an employee of The Water Works Board of the City of Birmingham, is retiring, effective May 1, 2022, after 27 years and 10 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Darrell Grey’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. Grey.

Resolution No. 9034 is hereby adopted by unanimous vote. “

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Next, the Board was asked to approve Director Mims’ actual travel expenses to attend the 2022 Alabama/Mississippi Water Joint Conference held April 10-13, 2022, in Mobile, AL, as set forth in agenda Item 3. Director Burbage asked if these were all of the expenses for this trip. GM Johnson stated Director Mims was unable to attend the conference. 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. 8985 adopted by the Board of Directors on January 26, 2022, approval was given to attend the 2022 Alabama/Mississippi Annual Joint Conference, scheduled April 10-13, 2022, in Mobile, AL.

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 By The Water Works Board of the City of Birmingham, on a motion duly made by Dr. George Munchus and seconded by Ms. Tereshia Huffman, that the following board member be reimbursed for his actual expenses pertaining to said conference as follows:

- Ronald A. Mims for total actual expenses incurred relative to the 2022 Alabama/Mississippi Annual Joint Conference, including conference registration, mileage, lodging, business meals and other in the amount of \$450.00 (as listed on the attached Itemized Travel and Business Expense Reimbursement).

Resolution No. 9035 is hereby adopted by a roll call vote, as follows:

Blankenship, yes; Burbage, yes; Henderson, yes; Huffman, yes; Munchus, yes; NeSmith, yes; Rice, yes; Ward, yes. “

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Next, the Board was asked to approve payment of an invoice to Hilliard, Smith & Hunt, LLC, as set forth in agenda Item 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 Dr. George Munchus and seconded by Mr. Dalton Nesmith, that the Board hereby authorizes staff to approve payment of an invoice to Hilliard, Smith, & Hunt, LLC for professional services rendered March 2022 in the amount of \$13,000.00.

Resolution No. 9036 is hereby adopted. Director Huffman abstained.”

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Following, the Board was asked to approve payments of invoices to The Jones Group, LLC, Pat Lynch & Associates, Agency 54, Birmingham Construction Industry Authority, Raftelis Financial Consultants, Inc., Parnell Thompson, LLC and ARCADIS U.S., Inc., as set forth in agenda Items 5.1 through 5.7. GM Johnson read the invoices into the record. Director Huffman asked for updates on all governmental affairs actions when the monthly meetings are held. Chairman Rice stated there is an agenda and that they will begin communicating to other Board members. Chairman Rice asked why the ARCADIS invoices are so far behind. AGM Murphy explained there is a lot of quality control because of so many individuals billing on the same statement, so a new invoice will be used for billing. Chairman Rice stated he wanted to make certain the subcontractors were not being held up because of this delay. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Larry Ward and seconded by Mr. William “Butch” Burbage, that the Board hereby authorizes staff to approve payments of invoices to the following:

- 5.1 The Jones Group, LLC, for professional services rendered February 2022, in the amount of \$10,000.00.
- 5.2 Pat Lynch & Associates, for professional services rendered February 2022, in the amount of \$10,000.00.
- 5.3 Agency 54, for professional services rendered March 2022, in the amount of \$25,000.00.
- 5.4 Birmingham Construction Industry Authority, for professional services rendered March 2022, in the amount of \$25,000.00.
- 5.5 Raftelis Financial Consultants, Inc., for professional services rendered March 2022, in the amount of \$25,483.54.
- 5.6 Parnell Thompson, LLC, for professional services rendered March 2022, in the amount of \$55,507.50.
- 5.7 ARCADIS U.S., Inc., for professional services rendered December 2021, in the amount of \$223,784.89.

Resolution No. 9037 is hereby adopted. Director Blankenship voted no.”

Next, Items 6 through 9 were read into the record and voted on together following motions from the Board. The items included award bids and agreements with MAC Uniforms, Southern Pipe & Supply and Metro Mechanical. Director Munchus stated he could not help but notice that there was no HUB participation on these items, and he was not happy about it. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Dalton NeSmith and seconded by Mr. Larry Ward, that the Board hereby awards bids and one bid extension to the following, as recommended by the Engineering and Maintenance Committee:

- MAC Uniforms, the lowest responsible and responsive bidder, for estimated annual quantities of Uniforms for field employees, at an estimated out-of-pocket cost of \$67,031.50; and authorizes the General Manager and/or the Assistant General Manger to execute a signed agreement.
- Southern Pipe & Supply, the lowest responsible and responsive bidder, for estimated annual quantities of Curb Stops to replenish stock in the warehouse, at an estimated out-of-pocket cost of \$81,940.42; and authorizes the General Manager and/or the Assistant General Manger to execute a signed agreement.
- Southern Pipe & Supply, the lowest responsible and responsive bidder, for estimated annual quantities of Unions to replenish stock in the warehouse, at an estimated out-of-pocket cost of \$89,687.72; and authorizes the General Manager and/or the Assistant General Manager to execute a signed agreement.
- Metro Mechanical, the lowest and responsible and responsive bidder, for a final 12-month bid extension, for the HVAC Maintenance Agreement for services needed at the Main Campus in addition to quarterly service for SCADA Cabinets at all plant sites, at an estimated out-of-pocket cost of \$54,254.00; and authorizes the General Manager and/or the Assistant General Manager to execute a signed agreement.

Resolution No. 9038 is hereby adopted. Director Munchus voted no.”

Following, the Board was asked to approve an agreement with Municipal Government Investors Corp. (mGIC), as set forth in agenda Item 10. Chairman Rice asked AGM Fisher to explain this agreement at a high level. AGM Fisher stated there was a former member of the Accounting Department who monitored these types of transactions, but since his departure other members have been monitoring these investments. AGM Fisher stated that Matthew Arrington will be helping oversee these investments now as well. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Larry Ward and seconded by Dr. George Munchus, that the Board hereby approves an agreement with Municipal Government Investors Corp. (mGIC), effective April 27, 2022, through December 31, 2022, to serve as BWW’s Cash and

Investments Advisor, at a cost not to exceed \$50,000; and authorizes the General Manager and/or Assistant General Manager to execute the agreement.

Resolution No. 9039 is hereby adopted. Director Blankenship abstained.”

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Next, speaker William R. Muhammad was recognized. Chairman Rice reminded Mr. Muhammad that speakers are allowed three minutes to speak. Mr. Muhammad addressed the meeting body regarding legal research.

Following, Attorney Parnell certified an Executive Session to discuss existing litigation with no action anticipated. The Board and Staff moved to the Board Room with Attorney Parnell stating he expected the session to last no more than 30 minutes. The Board entered Executive Session at 12:13 p.m., as set forth in agenda Item 11. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By the Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Dalton NeSmith and seconded by Mr. Tom Henderson, that the Board hereby approves an Executive Session to discuss ongoing litigation.

Resolution No. 9040 is hereby adopted by unanimous vote.”

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Next, the Board came out of Executive Session at 12:43 p.m.

As there was no further business before the Board, a motion was made and seconded, and the meeting adjourned at 12:43 p.m.

_____/S/
Chris Rice
Chairman/President

Attest:

_____/S/
Larry Ward
Secretary-Treasurer