

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS OF THE
WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
February 22, 2023**

The regular bi-monthly meeting of the Directors of The Water Works Board of the City of Birmingham was held on Wednesday, February 22, 2023, 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, Ronald A. Mims, George Munchus, Dalton NeSmith, Jr., and Larry Ward. Director Taylor was absent.

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; Tiffanie Agee, Agee Law, 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; Marsha Hammonds, Systems Support Supervisor; Paul Lloyd, Human Resources Manager; Hattye McCarroll, Chief Engineer; Rick Jackson, Public Relations Manager; David Walker, Security Manager; Jeremy Ervin, Workforce Development Administrator; Marilyn Vertison, Rhonda Lewis and Sam Day, Organizational Development; Charles McGee and Jeff Wade, Electrical and Mechanical Shop; Angela Riley, O2ideas; Kessia Crenshaw and Stacy Walker, Office of the Attorney General; Theo Johnson, Jacobs Engineering; Michael Bell, Birmingham Construction Industry Authority; Jonathan Hardison, WBRC; Valerie Bell and Fletcher Tubbs, ABC 33/40; Heather Gann, al.com; Chandra Abesingha, CE Associates; Cales Wilson, Gresham Smith; Phillip Moultrie, Valent Group; Patrick Flannelly, ARCADIS U.S.; Christine Kozlosky and Bonita Hodges, The Ascent Group, Inc.; Andrea Lewis, Human Capital Services, LLC; Kamallah Lewis, City of Birmingham; William R. Muhammad, Speaker - CSJC.

Chairwoman, Tereshia Q. Huffman. called the meeting to order at 11:30 a.m. Assistant General Manager, Derrick Murphy opened the meeting with prayer.

Following a roll call, eight directors were present, so a quorum was in attendance.

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Next, the Board was asked to approve the agenda for February 22, 2023. Chairwoman Huffman asked that the agenda be amended, removing Item 9, which requested the Board to direct Environmental Law Group, P.C. to immediately dismiss without prejudice, that certain lawsuit

bearing Civil Action No. 2:22-cv-4298-RMG; Master Docket No. 2:18-mn-2873-RMG; and MDL No. 2873. Director Mims asked that Items 11, 12 and 13 only be discussed and not voted on. Director Mims requested that the items go through a Committee meeting next. General Manager Johnson stated the items had gone through the 2022 Human Resources and Executive Committees. On an amended 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. Tereshia Q. Huffman and seconded by Mr. Larry Ward, that the Board of Directors hereby approves the February 22, 2023, Regular Board of Directors’ meeting agenda, after amending it to remove Item 9.

Resolution No. 9243 is hereby adopted by unanimous vote.”

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Following, the Board was asked to approve minutes of the Regular Board of Directors’ meetings held December 21, 2022, and January 25, 2023, 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 Dr. George Munchus, that the Board hereby approves minutes of the December 21, 2022, and January 25, 2023, Regular Board of Directors’ Meetings.

Resolution No. 9244 is hereby adopted. Director Blankenship abstained.”

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Next, under Reports of Committee and Officers, Chairwoman Huffman announced that a Communications Committee meeting was scheduled for February 27th. Under Reports of Officers, Director Munchus stated he had comments or questions about several agenda items. Chairwoman Huffman asked Director Munchus to wait until each item is brought up for discussion and voting to address any comments or questions he may have. Director Blankenship asked for a status update on virtual participation of Directors in Board and Committee meetings. Attorney Parnell stated a formal request was made and he was waiting on the opinion from the Attorneys General office. Mr. Parnell stated he would follow-up on that request. Some discussion occurred regarding the long timeframe on getting an opinion. Chairwoman Huffman stated she wanted to wait on the opinion from the Attorneys General Office before making any changes. General Manager Johnson announced the Training Magazine Top 100 award that the Birmingham Water Works Board (BWW) received and a video of the event, held in Orlando, Florida, was shown to the meeting body. Participants were introduced by Human Resources Manager, Paul Lloyd, who explained that the BWW’s training team was inducted into the Hall of Fame. BWW is the first water utility company to be inducted into the Hall of Fame, according to Mr. Lloyd. There was

no Unfinished Business and there was one registered Speaker. Mr. William R. Muhammad spoke on Item 9, regarding the lawsuit filed by the Environmental Law Group, P.C. on behalf of BWW. Mr. Muhammad also asked for a review of the BWW Speakers Policy. Director Munchus asked Senior Staff to review the BWW Speakers Policy.

Following, under New Business, the Board was asked to adopt resolutions authorizing monthly retirement benefits from the Board's Retirement Trust Fund for Tracy Clements, Raw Water Technician, (Robinwood) Distribution Department for 30 years and 1 month of service, as stated on the respective calculation, effective March 1, 2023, and commending Mr. Clements for his years of service, as set forth in agenda Item 2. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, Tracy Clements, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective March 1, 2023, at an age of 50, and

WHEREAS, Tracy Clements has 30 years and 1 month 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 \$4,070.05; 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. George Munchus, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$4,070.05 to Mr. Clements from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made March 1, 2023.

Resolution No. 9245 is hereby adopted by unanimous vote.”

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WHEREAS, Tracy Clements, an employee of The Water Works Board of the City of Birmingham, is retiring, effective March 1, 2023, after 30 years and 1 month of service with the Board; and

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

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

Resolution No. 9246 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 for Cherita King Gamble, Talent Management Officer, Human Resources Department for 31 years and 6 months of service, as stated on the respective calculation, effective March 1, 2023, and commending Mrs. Gamble for her years of service, as set forth in agenda Item 3. Some discussion occurred regarding Succession Planning. GM Johnson stated the plan is working. Director Mims asked if employees are retiring before a replacement is named. GM Johnson stated in some cases there are vacancies temporarily; however the goal is to fill the position before someone retires. GM Johnson stated we honor employees' retirement dates. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, Cherita King Gamble, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective March 1, 2023, at an age of 57, and

WHEREAS, Cherita King Gamble has 31 years and 6 months of continuous service with the Board at her 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 \$6,601.85; 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. Dalton NeSmith and seconded by Dr. George Munchus, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$6,601.85 to Mrs. Gamble from the Board's Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made March 1, 2023.

Resolution No. 9247 is hereby adopted by unanimous vote.”

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“WHEREAS, Cherita King Gamble, an employee of The Water Works Board of the City of Birmingham, is retiring, effective March 1, 2023, after 31 years and 6 months of service with the Board; and

WHEREAS, management has informed the Board of Cherita King Gamble’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, Cherita King Gamble, 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, Cherita King Gamble is hereby commended for her efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of Cherita King Gamble’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 Mrs. Gamble.

Resolution No. 9248 is hereby adopted by unanimous vote.”

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Following, the Board was asked to approve payments of invoices to various consultants, as set forth in agenda Items 4.1 and 4.10. GM Johnson read the invoice payments into the record. 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. William “Butch” Burbage, Jr., that the Board hereby approves payments of invoices to the following:

- 4.1 Dominick Feld Hyde, for professional services rendered January 2023, related to Other Benefit Plans and the Pension Plan, in the amount of \$2,233.20.
- 4.2 Terminus Municipal Advisors, LLC, for professional services rendered January 2023, in the amount of \$8,500.00.
- 4.3 Pat Lynch & Associates, for professional services rendered January 2023, in the amount of \$10,000.00.
- 4.4 Agee Law, LLC, for professional services rendered as follows:
 - 4.4.1 December 2022, in the amount of \$5,010.00

- 4.4.2 January 2023, in the amount of \$10,305.00
- 4.5 Kelvin W. Howard, for professional services rendered January 2023, in the amount of \$18,405.61.
- 4.6 Levitate Legal, for professional services rendered as follows:
 - 4.6.1 December 2022, in the amount of \$10,000.00
 - 4.6.2 January 2023, in the amount of \$10,000.00
- 4.7 O2 Ideas, Inc., for professional services rendered January 2023, in the amount of \$25,000.00.
- 4.8 Raftelis Financial Consultants, Inc., for professional services rendered January 2023, related to the WIFA loan and consolidated invoices, for a combined amount of \$32,533.18.
- 4.9 ARCADIS U.S., Inc., for professional services rendered as follows:
 - 4.9.1 November 2022, in the amount of \$267,719.17
 - 4.9.2 December 2022, in the amount of \$350,619.28
- 4.10 Parnell Thompson, LLC, for professional services rendered January 2023, in the amount of \$69,575.89.

Resolution No. 9249 is hereby adopted. Director Blankenship voted no.”

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Next, Items 5 and 6, pipeline replacement projects, were voted on together. The items were read into the record by GM Johnson. The Board was asked to award two bids to Gillespie Construction, LLC, the lowest responsible and responsive bidder, for the replacement of approximately 1,770’ of 2” galvanized steel pipe and 3,120’ of 2” cast iron cement lined (CICL) pipe with approximately 2,785’ of 8” DICL pipe; 1,806’ of 6” DICL pipe; 336’ of 4” DICL pipe and related appurtenances; and 105 water services along Mecca Avenue; Irving Road; Highland Road; St. Charles Street; Virginia Drive; and Palmetto Street located in the City of Homewood, at a bid amount of \$1,031,602.00; plus estimated cost of materials and Water Board labor in the amount of \$647,118.21; for an estimated out-of-pocket cost of \$1,678,720.21, as set forth in agenda Item 5; and for the replacement of approximately 4,870’ of 2” galvanized steel pipe / 2” unlined cast iron pipe with approximately 1,120’ of 8” DICL pipe; 3,540’ of 6” DICL pipe; 320’ of 4” DICL pipe and related appurtenances; and 100 water services along Overlook Road; Essix Road; Conroy Road; and Cliff Road located in the City of Birmingham, at a bid amount of \$1,139,639.80; plus estimated cost of materials and Water Board labor in the amount of \$547,181.14; for an estimated out-of-pocket cost of \$1,686,820.94, as set forth in agenda Item 6. Both projects were recommended by the Engineering and Maintenance Committee. Director

Mims asked if these projects are replacing galvanized pipe. GM Johnson stated that the projects are replacing old, galvanized pipe, adding that this work falls under Capital Projects. Director Munchus stated Gillespie Construction, LLC, is located in Jasper and it was confirmed they had previously done work with BWW. Director Munchus asked Michael Bell, of BCIA, if their HUB participation has been good. Mr. Bell responded that Gillespie Construction, LLC has met the BWW's goal. 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. Tom Henderson, that the Board hereby awards bids as follows:

- Gillespie Construction, LLC, the lowest responsible and responsive bidder, for the replacement of approximately 1,770’ of 2” galvanized steel pipe and 3,120’ of 2” cast iron cement lined (CICL) pipe with approximately 2,785’ of 8” DICL pipe; 1,806’ of 6” DICL pipe; 336’ of 4” DICL pipe and related appurtenances; and 105 water services along Mecca Avenue; Irving Road; Highland Road; St. Charles Street; Virginia Drive; and Palmetto Street located in the City of Homewood, at a bid amount of \$1,031,602.00; plus estimated cost of materials and Water Board labor in the amount of \$647,118.21; for an estimated out-of-pocket cost of \$1,678,720.21, as recommended by the Engineering and Maintenance Committee.

- Gillespie Construction, LLC, the lowest responsible and responsive bidder, for the replacement of approximately 4,870’ of 2” galvanized steel pipe / 2” unlined cast iron pipe with approximately 1,120’ of 8” DICL pipe; 3,540’ of 6” DICL pipe; 320’ of 4” DICL pipe and related appurtenances; and 100 water services along Overlook Road; Essix Road; Conroy Road; and Cliff Road located in the City of Birmingham, at a bid amount of \$1,139,639.80; plus estimated cost of materials and Water Board labor in the amount of \$547,181.14; for an estimated out-of-pocket cost of \$1,686,820.94, as recommended by the Engineering and Maintenance Committee.

Resolution No. 9250 is hereby adopted by unanimous vote.”

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Following, the Board was asked to approve the proposed legislative agenda for the upcoming Legislative Session, as set forth in agenda Item 7. GM Johnson added that the Executive Committee had recommended this action. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED BY The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Dalton NeSmith and seconded by Mr. Larry Ward, that the Board hereby approves the proposed agenda for the upcoming Legislative Session.

Resolution No. 9251 is hereby adopted. Director Mims abstained.”

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Next, the Board was asked to approve a resolution authorizing the General Manager to submit grant applications for amounts up to \$500,000.00 and at a cost share not-to-exceed \$100,000.00, as set forth in agenda Item 8. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Dalton NeSmith and seconded by Mr. Tom Henderson, that the Board hereby authorizes the General Manager to submit grant applications for amounts up to \$500,000.00 and at a cost share not-to-exceed \$100,000.00.

Resolution No. 9252 is hereby adopted by unanimous vote.”

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Following, the Board was asked to hear a presentation on Advanced Metering Infrastructure (AMI) and to review the draft Request for Proposal (RFP) for consultant services, as set forth in agenda Item 10. Assistant General Manager Derrick Murphy provided a handout (a copy of which is on file with the Board meeting book). AGM Murphy provided background information on AMI, how it works, the drivers and opportunities. The path forward includes completion of BWW’s draft RFP for consultant implementation support. Mr. Murphy also gave examples of minimum qualification deliverables. Expectations of the consultant and a scoring system will be part of the process. A schedule of tentative key dates was shared. Director Munchus stressed that he would like all 9 members of the Board to be involved during this process and he talked about the Historically Underutilized Business (HUB) opportunities.

Next, the Board was asked to hear a presentation on the purpose of conducting an Organizational Assessment and Business Process Improvement services and the selection process of the two firms being considered to provide these services, as set forth in agenda Item 11. GM Johnson and Human Resources Manager Paul Lloyd presented information from the presentation. Director Blankenship asked if the BWW IT Department could perform this service themselves. GM Johnson stated it was specialized and BWW did not have the time or expertise to perform this service internally. Strong professionals are needed to perform this service, GM Johnson stated. Mr. Johnson referred to an Effective Utility Management Assessment, which BWW participated in prior to this assessment. Mr. Lloyd provided a timeline for the selection process. Director Munchus asked if the assessment involved all departments. GM Johnson responded that only the departments identified who touch customers will be included in the Business Process Improvement Services project.

Following, the Board was asked to hear presentations from The Ascent Group, Inc., to perform Business Process Improvement Services at a projected cost of \$166,110.00 and from Human Capital Services, LLC (HCS) to perform Organizational Assessment services at a projected cost of \$280,680.00 plus expenses, as set forth in agenda Items 12 and 13. Christine Kozlosky and Bonita Hodges, with The Ascent Group, Inc., talked about their project scope and objectives. A schedule with task deliverables was discussed. Finally an executive summary, the findings and recommendations would be made. General Manager Johnson stated this was the first service of this kind BWW has considered since SAP was implemented. Director Ward asked if the team would be available to assist BWW after the services are completed. Ms. Kozlosky confirmed that they would be available for additional assistance after the process is complete. Andrea Lewis, with Human Capital Services, LLC, in partnership with Raftelis, presented information on the services they provide. The value of an Organization Assessment was defined, and Ms. Lewis discussed their approach, along with recent examples of water utilities around the country they have worked with successfully. HCS also provided a proposed timeline schedule. AGM Iris Fisher wrapped the presentation up and informed the Board that they planned to submit the item for the next Board meeting agenda.

Next, Attorney Parnell certified an Executive Session to discuss real estate legal counsel matters. The Board entered Executive Session at 1:23 p.m. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. William “Butch” Burbage, Jr. and seconded by Mr. Ronald A. Mims, that the Board hereby enters an Executive Session to discuss legal counsel matters that are appropriate under Ala. Code Section 35-25A-7(a)(3).

Resolution No. 9253 is hereby adopted by unanimous vote.”

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The meeting re-opened at 1:57 p.m.

Next, as there was no further business before the Board, Director Burbage made a motion to adjourn the meeting and Director Mims seconded the motion. On a motion duly made and seconded, the meeting was adjourned at 1:57 p.m.

/S/
Tereshia Q. Huffman
Chairwoman

Attest:

_____/S/_____
Larry Ward
Secretary-Treasurer