

**MINUTES OF THE REGULAR MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
November 19, 2020**

The regular meeting of the Directors of The Water Works Board of the City of Birmingham was held on Thursday, November 19, 2020 at 11:30 a.m., at 3600 First Avenue North, Birmingham, Alabama.

The following Directors were present via a roll call vote: Tommy Joe Alexander, Lucien Blankenship, William “Butch” Burbage, Jr., Deborah Clark, Brenda J. Dickerson, Brett A. King, Ronald A. Mims, William Muhammad and George Munchus.

The meeting was also attended by: Michael Johnson, General Manager; Derrick Murphy, Jeffrey Thompson and Iris Fisher, Assistant General Managers; K. Mark Parnell, Parnell Thompson Law, LLC; Emory Anthony, Attorney; Cynthia Williams, Board Administrator; Tammy F. Wilson, Executive Assistant to Assistant General Managers Derrick Murphy and Jeff Thompson; Colandus Mason, Information Technology Manager; Rick Jackson, Public Relations Manager; Jonathan Harris, Water Treatment Manager; Luther Austin, SCADA Manager.

Chairman Mims called the meeting to order at 11:32 a.m. and Assistant General Manager, Iris Fisher opened the meeting with prayer.

All directors were present, via a roll call, so a quorum was in attendance.

Following, the agenda was approved. Director Blankenship stated he had one item under new business. Director Muhammad stated he had four items under new business and General Manager, Michael Johnson stated he had one item under new business. 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. Lucien Blankenship and seconded by Dr. Brenda J. Dickerson, that the Board of Directors hereby approves the agenda as printed.

Resolution No. 8550 is hereby adopted unanimously by a roll call vote.”

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Next, the Board was asked to authorize monthly retirement benefits from the Board’s Retirement Trust Fund for Phyllis Bimbo, Customer Service Department and Michael Walton, Water Treatment Department, as set forth in agenda Items 1.1 and 1.2. On motions duly made and seconded, the following resolutions were adopted:

“WHEREAS, Phyllis Bimbo, an employee of The Water Works Board of the City of Birmingham (“the Board”), is retiring, effective December 1, 2020, at an age of 67, and

WHEREAS, Phyllis Bimbo has 10 years and 4 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 \$844.00; 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 R. Muhammad and seconded by Dr. George Munchus, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$844.00 to Ms. Bimbo from the Board's Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made December 1, 2020.

Resolution No. 8551 is hereby adopted unanimously by a roll call vote.”

* * * * *

“WHEREAS, Phyllis Bimbo, an employee of The Water Works Board of the City of Birmingham, is retiring, effective December 1, 2020, after 10 years and 4 months of service with the Board; and

WHEREAS, management has informed the Board of Phyllis Bimbo'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, Phyllis Bimbo, 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, Phyllis Bimbo is hereby commended for her efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of Phyllis Bimbo'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 Ms. Bimbo.

Resolution No. 8552 is hereby adopted unanimously by a roll call vote.”

* * * * *

“WHEREAS, Michael Walton, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective December 1, 2020, at an age of 53, and

WHEREAS, Michael Walton has 25 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 \$2,587.14; 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 R. Muhmmad and seconded by Dr. George Munchus, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$2,587.14 to Mr. Walton from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made December 1, 2020.

Resolution No. 8553 is hereby adopted unanimously by a roll call vote.”

* * * * *

“WHEREAS, Michael Walton, an employee of The Water Works Board of the City of Birmingham, is retiring, effective December 1, 2020, after 25 years and 4 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Michael Walton’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. Walton.

Resolution No. 8554 is hereby adopted unanimously by a roll call vote.”

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Following, the Board was asked to authorize surviving spouse monthly retirement benefits from the Board’s Retirement Trust Fund for Shirley Dorsey, spouse of Eddie Dorsey, as set forth in agenda Item 2. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, Eddie Dorsey, a retiree of The Water Works Board of the City of Birmingham (“The Board”), passed away on November 1, 2020; and

WHEREAS, Eddie Dorsey was receiving, up until the time of his death, monthly retirement benefits from the Board's Retirement Trust Fund in the amount of \$2,400.38, 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, Shirley Dorsey will begin receiving her surviving spouse monthly benefit of \$1,200.19, effective December 1, 2020.

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 R. Muhammad and seconded by Dr. Brenda J. Dickerson, that the Trustee be, and is hereby instructed to pay a pension of \$1,200.19 per month to Shirley Dorsey 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, 2020.

Resolution No. 8555 is hereby adopted by unanimous vote.”

* * * * *

Next, the Board was asked to approve Director King's mileage expense reimbursement for October 2020, as set forth in agenda Item 3. 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 Mr. William R. Muhammad and seconded by Dr. Brenda J. Dickerson, that the following board member(s) be reimbursed for his and/or her mileage expense reimbursements as follows:

- Brett A. King for mileage expense reimbursement for attending to business of Board for the Month of October 2020 in the amount of \$71.30 (as listed on the attached Travel and Business Expense Reimbursement).

Resolution No. 8556 is hereby adopted by a unanimous roll call vote. Director Alexander, Yes; Director Blankenship, Yes; Director Burbage, Yes; Director Clark, Yes; Director Dickerson, Yes; Director King, Yes; Director Mims, Yes; Director Munchus, Yes; and Director Muhammad, Yes.”

* * * * *

Following, the Board was asked to approve reimbursement to the Operating Account for the period ended September 30, 2020, as set forth in agenda Item 4. On a motion duly made and

seconded, the following resolution was adopted:

“WHEREAS, ARCADIS US, Incorporated, in a Certificate dated October 30, 2020, certified that during the period ending September 30, 2020 that there were expenditures for the cost of system improvements, which were paid out of the Operating Account and reimbursement of that account is now due in the preliminary amount of \$6,530,882.03 and;

WHEREAS, transfers to the Operating Account can be made from any, or a combination, of the following: the 2019 Special Acquisition Fund, the Construction Fund, the Improvement Fund, and/or the Revenue Account.

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 Dr. Brenda Dickerson, that the Trustee be, and is hereby instructed to immediately transfer \$6,530,882.03 to the Operating Account from any, or a combination, of the following: The 2019 Special Acquisition Fund, the Construction Fund, the Improvement Fund, and/or the Revenue Account.

Resolution No. 8557 is hereby adopted by unanimous vote.”

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Next, the Board was asked to approve invoices, as set forth in agenda Items 5.1 through 5.12. The invoices were voted on separately. On motions duly made and seconded, the following resolutions were 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 payment to the following:

5.1 Perkins-Law, LLC
For professional services provided November 11, 2020 \$ 705.00

Resolution No. 8558 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 Dr. George Munchus and seconded by Dr. Brenda J. Dickerson that the Board hereby authorizes staff to execute payment to the following:

5.2 Terminus Municipal Advisors, LLC
For professional services provided October 2020 \$ 6,500.00

Resolution No. 8559 is hereby adopted by unanimous vote.”

* * * * *

“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. William R. Muhammad that the Board hereby authorizes staff to execute payment to the following:

5.3 Hilliard, Smith & Hunt, LLC
For professional services provided October 2020 \$ 7,500.00

Resolution No. 8560 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 Dr. George Munchus and seconded by Dr. Brenda J. Dickerson that the Board hereby authorizes staff to execute payment to the following:

5.4 T. Agee
For professional services provided October 2020 \$ 8,340.00

Resolution No. 8561 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 Dr. George Munchus and seconded by Mr. Tommy Joe Alexander that the Board hereby authorizes staff to execute payment to the following:

5.5 Cory Watson Attorneys
For professional services provided March 7 – April 25, 2019 \$ 8,655.44

Resolution No. 8562 is hereby adopted. Director Muhammad voted no. Director Blankenship abstained.”

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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 Dr. George Munchus and seconded by Dr. Brenda J. Dickerson that the Board hereby authorizes staff to execute payment to the following:

5.6 The Jones Group
For professional services provided October 2020 \$ 10,000.00

Resolution No. 8563 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 Dr. George Munchus and seconded by Ms. Deborah Clark that the Board hereby authorizes staff to execute payment to the following:

5.7 Kelvin W. Howard, LLC
For professional services provided September 2020 \$ 12,920.97

Resolution No. 8564 is hereby adopted by unanimous vote.”

* * * * *

“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. William R. Muhammad that the Board hereby authorizes staff to execute payment to the following:

5.8 Birmingham Business Resource Center
For professional services provided October 2020 \$ 20,000.00

Resolution No. 8565 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 Dr. George Munchus and seconded by Dr. Brenda Dickerson that the Board hereby authorizes staff to execute payment to the following:

5.9 Raftelis Financial Consultants, Inc.
For professional services provided October 2020 \$ 21,257.50

Resolution No. 8566 is hereby adopted. Director Muhammad voted no.”

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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 Dr. George Munchus and seconded by Mr. William R. Muhammad that the Board hereby authorizes staff to execute payment to the following:

5.10 Agency 54
For professional services provided October 2020 \$ 25,000.00

Resolution No. 8567 is hereby adopted. Director Muhammad abstained.”

* * * * *

“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. William R. Muhammad that the Board hereby authorizes staff to execute payment to the following:

5.11 Birmingham Construction Industry Authority
For professional services provided October 2020 \$ 25,000.00

Resolution No. 8568 is hereby adopted by unanimous vote.”

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Following an amended motion was made and second to cap the Parnell Thompson October 2020 invoice payment at \$20,000.00. The amended motion failed to pass in a roll call vote. On a motion duly made and seconded for the Parnell Thompson October 2020 invoice payment amount, 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. Tommy Joe Alexander that the Board hereby authorizes staff to execute payment to the following:

5.12 Parnell Thompson, LLC
For professional services provided October 2020 \$ 30,327.00

Resolution No. 8569 is hereby adopted by a roll call vote. Director Muhammad voted no. Director King was not present for the vote.”

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Next, the Board was asked to adopt a resolution amending the Salary Administration Plan for FY 2021 to provide that merit raises will not be given; therefore, the amount budgeted for merit raises in the FY 2021 Net Labor Line of the FY 2021 Operating and Maintenance (O&M) Budget is \$0, as set forth in agenda Item 6. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, on December 12, 1996, The Water Works Board of the City of Birmingham (the “Water Works Board”) adopted its current Salary Administration Plan (the “Plan); and,

WHEREAS, since adoption, the Plan has been amended from time to time; and,

WHEREAS, the Plan provides for certain Merit Raises; and,

WHEREAS, on November 19, 2020, the Water Works Board adopted its Operating and Maintenance Budget (“O&M Budget”) for fiscal year 2021 in the total amount of \$108,335,378.00; and,

WHEREAS, the Board approved its fiscal year 2021 O&M Budget, which does not include merit raises; and,

WHEREAS, the Water Works Board desires to now further amend the Plan to comply with the approved fiscal year 2021 O&M Budget.

NOW, THEREFORE, on a motion made by Dr. George Munchus and seconded by Dr. Brenda J. Dickerson as follows:

The Plan is hereby amended to provide that effective the beginning of the first pay day that covers January 1, 2021, there will be no merit increases.

Resolution No. 8570 is hereby adopted by a roll call vote. Director King was not present for the vote.”

* * * * *

Following, the Board was asked to approve the Operating and Maintenance (O&M), and Capital budgets for fiscal year 2021, as set forth in agenda Item 7. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, The Water Works Board of the City of Birmingham (the “Board”) properly noticed and conducted a public hearing on Thursday, November 5, 2020, at 5:30 p.m., pursuant to Ala. Code § 11-50-303(c) (1975); and,

WHEREAS, the Board has prepared its 2021 Operating and Maintenance (O&M) Budget with expenditures totaling \$108,335,378.00; and,

WHEREAS, the Board has prepared its Capital Budget for the Board for 2021 in the amount of \$81,484,428.00; and,

WHEREAS, on October 24, 2013, Resolution No. 6569 was adopted by the Board and established its Reserve Fund Policies, its Rate Stabilization and Equalization Procedure (RSE Model), Targets, and its Capital Improvement Program financing target; and,

WHEREAS, on September 25, 2019, the Board adopted and implemented the 2018 Cost of Service Study (COS) by Resolution No. 8163; and,

WHEREAS, on November 26, 2019, Resolution No. 8204 was adopted by the Board and Resolution No. 6569 was amended to provide within five (5) years from that date, that the Board’s Capital Improvement Program through Pay-AS-You-Go (PAYGO) funds would reach the target of paying for 70% of its capital projects through cash reserves and paying for 30% of its capital projects through debt financing; and,

WHEREAS, on June 10, 2020, Resolution No. 8390 was adopted by the Board to amend Resolution No. 8163 to revise the rate structure to increase the period to phase in fire hydrant fees to an effective date of October 1, 2020; and,

WHEREAS, on June 10, 2020, Resolution No. 8391 was adopted by the Board to amend Resolution No. 8163 to revise the rate structure to increase the period to phase in raw water rates to an effective date of January 1, 2021; and,

WHEREAS, the Board now desires to further amend its Capital Improvement Program financing goals as originally established by Resolution No. 6569 and amended by Resolution No. 8204 to fund 38% of the System's Capital Improvement Program through PAYGO in 2021 and 70% of the System's Capital Improvement Program through PAYGO funds by year 2028.

NOW, THEREFORE, BE IT RESOLVED By the Board, on a motion duly made by Dr. George Munchus and seconded by Ms. Deborah Clark as follows:

1. The Board hereby approves its O&M Budget totaling \$108,335,378.00 for 2021.
2. The Board hereby approves its Capital Budget for the Board for 2021 in the amount of \$81,484,428.00. Included in the Capital Budget is \$30 million to replace distribution mains and services. In the event said \$30 million is not spent in 2021, any remaining funds will be carried over to budget year 2022 and will be added to and will be in addition to any capital funds budgeted for budget year 2022 to replace distribution mains and services.
3. The Board hereby further amends Resolution No. 8163 as amended by Resolutions Nos. 8390 and 8391 to increase the period to phase in fire hydrant fees to October 1, 2022 and the period to phase in raw water rates to an effective date of January 1, 2022.
4. The Board hereby further amends Resolution No. 6569 to provide that by the year 2028, the Board's Capital Improvement Program through Pay-AS-You-Go (PAYGO) funds will fund 38% of the System's Capital Improvement Program through PAYGO in 2021 and will reach the target of paying for 70% of its capital projects through cash reserves and paying for 30% of its capital projects through debt financing by year 2028.
5. In accordance with Ala. Code § 11-50-303(c) (1975) and Resolution No. 4166, which was adopted on December 23, 2003, as amended, (adoption of the Rate Stabilization and Equalization Procedure (RSE Model), notice is hereby given that the adoption of this resolution will result in no rate adjustment effective January 1, 2021.

Resolution No. 8571 is hereby adopted by a roll call vote. Director Muhammad voted no. Director Blankenship abstained. Director King was not present for the vote.”

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Next, the Board was asked to award a bid to Kelly Road Builders, one of the lowest responsible and responsive bidders, for estimated quantities of Standard Patch Paving/Longitudinal Transverse/Milling and Resurfacing (Items 4A-4E); for an estimated annual cost of \$640,800.00, as set forth in agenda Item 8.1. 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. William R. Muhammad and seconded by Dr. Brenda J. Dickerson, that the Board hereby authorizes Staff to award a bid to the following:

- 8.1 Kelly Road Builders, one of the lowest responsible and responsive bidders, for estimated quantities of Standard Patch Paving/Longitudinal Transverse/Milling and Resurfacing (Items 4A-4E); for an estimated annual cost of \$640,800.00.

Resolution No. 8572 is hereby adopted unanimously by a roll call vote.”

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Following, the Board was asked to award a bid to Willoughby Contracting Company, Inc., the second lowest responsible and responsive bidder, for the replacement of approximately 3,100’ of 2” galvanized steel pipe, 970’ of 2” CICAL pipe, 810’ of 6” CICAL pipe and 2,690’ of 8” CICAL pipe with approximately 270’ of 4” DICAL pipe; 1,080’ of 6” DICAL pipe; 5,960’ of 8” DICAL pipe and related appurtenances; and 138 water services along Rumson Road; Windsor Drive and Yorkshire Drive located in Homewood, at a bid amount of \$1,337,086.70; plus estimated cost of materials and water board labor in the amount of \$732,078.40; for an estimated cost of \$2,069,165.10, as set forth in agenda Item 8.2. The apparent lowest bidder was not responsible and responsive because they did not comply with the BWWB HUB Program. 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 award a bid to the following:

- 8.2 Willoughby Contracting Company, Inc., the second lowest responsible and responsive bidder, for the replacement of approximately 3,100’ of 2” galvanized steel pipe, 970’ of 2” CICAL pipe, 810’ of 6” CICAL pipe and 2,690’ of 8” CICAL pipe with approximately 270’ of 4” DICAL pipe; 1,080’ of 6” DICAL pipe; 5,960’ of 8” DICAL pipe and related appurtenances; and 138 water services along Rumson Road; Windsor Drive and Yorkshire Drive located in Homewood, at a bid amount of \$1,337,086.70; plus estimated cost of materials and water board labor in the amount of \$732,078.40; for an estimated cost of \$2,069,165.10.

Resolution No. 8573 is hereby adopted unanimously by a roll call vote.”

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Next, the Board was asked to extend a 12-month contract, and to authorize the General Manager and/or the Assistant General Manager to execute a contract with Consolidated Pipe, the lowest responsible and responsive bidder, for estimated annual quantities of Corporation Stops, to replenish stock in the warehouse, for an estimated cost of \$131,412.00, as recommended by the Engineering and Maintenance Committee and set forth in agenda Item 9. 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. Deborah Clark, that the Board hereby authorizes Staff to exercise its bid option to extend a 12-month contract and to authorize the General Manager and/or the Assistant General Manager to execute a contract with Consolidated Pipe, the lowest responsible and responsive bidder, for estimated annual quantities of Corporation Stops, to replenish stock in the warehouse, for an estimated out-of-pocket cost of \$131,412.00.

Resolution No. 8574 is hereby adopted by unanimous vote.”

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Following, the Board was asked to approve equipment purchases for Putnam Filter Plant and the Distribution Department, as recommended by the Engineering and Maintenance Committee and set forth in agenda Items 10.1 through 10.3. 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 Staff to approve the following equipment purchases:

- 10.1 One (1) new Kubota S Series Skid Steer Loader from Cahaba Tractor for the Putnam Filter Plant, for an estimated cost of \$64,173.72 (Sourcewell NJPA pricing - no bid required).
- 10.2 Two (2) new Komatsu PC 35 MR-5 Excavators from Tractor & Equipment Company for the Distribution Department, for an estimated cost of \$97,130.00 (Sourcewell NJPA pricing - no bid required).
- 10.3 Two (2) new Komatsu PC 88 MR-10 Mini Excavators from Tractor & Equipment Company for the Distribution Department, for an estimated cost of \$217,902.00 (Sourcewell NJPA pricing - no bid required).

Resolution No. 8575 is hereby adopted by unanimous vote.”

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Next, under New Business, General Manager, Michael Johnson informed the Board of an upcoming GIC transaction in an amount up to \$150 million. Some discussion occurred regarding the legal team who would handle the transaction. A discussion ensued and the Board agreed that the General Manager would make a recommendation on the appropriate legal team to handle the transaction. 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. Lucien Blankenship and seconded by Dr. Brenda J, Dickerson, that the Board hereby authorizes the General Manager, Michael Johnson, to make a recommendation on the appropriate legal team to handle the upcoming GIC transaction in an amount up to \$150 million.

Resolution No. 8576 is hereby adopted. Director Muhammad voted no. Director Munchus abstained.”

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Following, Director Muhammad proposed a resolution to hire another attorney as part of the Birmingham Water Works legal panel, Fred Bolling, with a monthly cap of \$10,000.00. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, as more fully set forth below, the Water Works Board of the City of Birmingham desires to hire a panel of attorneys to meet its legal service needs.

NOW THEREFORE, on a motion made by Mr. William R. Muhammad and seconded by Dr. George Munchus, it is hereby resolved as follows:

1. The Water Works Board hereby hires the following attorney to represent its legal service needs:
 - a. Fred Bolling at a monthly budgeted amount not to exceed \$10,000.00 per month;
 - b. The above referenced law firm or attorney will execute a written agreement with the Water Works Board. Said written agreement will establish: (a) the law firm's or attorney's hourly rate to be \$300.00; (b) that the law firm or attorney will be reimbursed for necessary expenses at cost; (c) a term of a 12-months, with either party having the right to terminate the agreement upon 30 days' notice; and (d) that the law firm or attorney must maintain professional liability insurance. The form of said agreement shall be substantially the same as the Water Works Board has previously used. The General Manager is authorized to execute said agreements on behalf of the Water Works Board.
2. The legal services will be assigned to the law firm or attorney by the Water Works Board's Chairperson or the Chairperson's designee. The General Counsel Emory Anthony will

assign all legal work and approve it before it is submitted.

- 3. To ensure that the Water Works Board's legal needs are fully met, the Chairperson or the Chairperson's designee may authorize a law firm or attorney to exceed the budgeted amount set forth in paragraph 1 above only after the legal work is assigned by Emory Anthony, the General Counsel.

Resolution No. 8577 is hereby adopted by a roll call vote on November 19, 2020. Directors Alexander and Burbage voted no. Director Clark abstained.”

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Next, Director Muhammad proposed another resolution to approve the salary amount of \$80,369.00 for the newly created position of Corporate Governance Specialist, which was voted on at the September 9, 2020 Board meeting. The item received a motion and a second, but the item failed to pass.

Following, Director King proposed a resolution to extend the security agreement at Inland Lake for sixty days. 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 extends the security agreement with Blount County Sheriffs at Inland Lake for sixty (60) days..

Resolution No. 8578 is hereby adopted unanimously by a roll call vote.”

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Next, some discussion occurred with the Board requesting advice from the Board’s legal team as it pertains to employees receiving promotions and the Board’s policy on job awards and increases associated with that action. No further votes were taken regarding the item however, the Directors requested information on the Board’s policy.

Following, Director Blankenship proposed a resolution to pay the newly retired Executive Assistant to the Board of Directors, Grace A. Amison, for her un-used sick time. Some discussion occurred and the Directors agreed that information was needed before voting because the action would impact other employees.

As there was no further business before the Board, a motion was made and seconded, and the meeting adjourned at 2:15 p.m.

_____/S/_____
Ronald A. Mims
Chairman/President

Attest:

_____/S/_____
William R. Muhammad
Secretary-Treasurer