

**MINUTES OF THE REGULAR MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
April 14, 2021**

The regular meeting of the Directors of The Water Works Board of the City of Birmingham was held on Wednesday, April 14, 2021 at 11:30 a.m., at 3600 First Avenue North, Birmingham, Alabama – via electronic equipment.

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., Chris Rice and Larry Ward.

Others present were: Michael Johnson, General Manager; Iris Fisher, Derrick Murphy and Jeffrey Thompson, 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 Jeffrey Thompson; Colandrus Mason, Information Technology Manager; Ed Travis, Purchasing Manager; Rick Jackson, Public Relations Manager; Connie Harris, Secretary/Treasurer H2O Foundation; Larry Dancy, John Stamps, Sharon Hardie and Major Charles Powell, Salvation Army; Pat Lynch, Pat Lynch & Associates.

Chairman Mims called the meeting to order at 11:31 a.m. Assistant General Manager, Iris Fisher opened the meeting with prayer.

All directors were present in person or by phone, so a quorum was in attendance.

Following, the agenda was amended, moving Item 12, a presentation on the Help To Others Foundation (H2O), to the second item on the agenda and removing from the agenda Item 7, the approval of the Board of Director’s Pledge, as discussed in the March 2021 Strategic Planning Workshop. 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 Ms. Tereshia Huffman, that the Board of Directors hereby approves the agenda, with the following amendments:

Remove Item 7 – a request for approval of the Board of Director Pledge for the Water Works Board of the City of Birmingham as discussed during the Governance and Strategic Planning Workshops held at Cahaba Pump Station March 15 – 16, 2021.

Move Item 12 – a presentation from the Help to Others Foundation (H2O) for the year-ended December 31, 2020, to be presented right after the first Item on the agenda.

Resolution No. 8700 is hereby adopted by a roll call vote. Director NeSmith voted no.”

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Next, the Board was asked to adopt a resolution expressing its condolences in the death of employee Tyrone E. King, 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 Dr. George Munchus and seconded by Mr. Dalton NeSmith, that the Board hereby adopts a resolution expressing its condolences in the death of employee Tyrone E. King; and

WHEREAS, Tyrone E. King passed away on Friday, April 9, 2021, wherein The Water Works Board of the City of Birmingham (hereinafter known as the “Board”) mourns the death of Tyrone E. King; and

WHEREAS, Tyrone E. King had been a dedicated and valued employee of the Board since November 12, 2019; and

WHEREAS, This Board wishes to pause from its Board of Directors’ Meeting on Wednesday, April 14, 2021, to convey its respect and deepest sympathy to the family, friends and co-workers of Tyrone E. King; and

NOW, THEREFORE, BE IT RESOLVED, That The Water Works Board of the City of Birmingham does hereby perpetuate the memory of Tyrone E. King, who was a Distribution Department Construction Valve Crew member, in 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 King family.

Resolution No. 8701 is hereby adopted by unanimous vote.”

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Following, the H2O Foundation presented information on financials for the year-ended December 31, 2020. The Salvation Army presented an overview of their organization as well.

Next, the Board was asked to adopt resolutions authorizing retirement benefits from the Board's Retirement Trust Fund, effective May 1, 2021, as set forth in agenda Items 2.1 through 2.6. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, Doyle Alexander, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective May 1, 2021, at an age of 64, and

WHEREAS, Doyle Alexander has 30 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 \$5,590.60; 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. Larry Ward and seconded by Mr. Tom Henderson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$5,590.60 to Mr. Alexander 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, 2021.

Resolution No. 8702 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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“WHEREAS, Doyle Alexander, an employee of The Water Works Board of the City of Birmingham, is retiring, effective May 1, 2021, after 30 years of service with the Board; and

WHEREAS, management has informed the Board of Doyle Alexander'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, Doyle Alexander, leaves behind an exceptional 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, Doyle Alexander is hereby commended for his efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of Doyle Alexander'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. Alexander.

Resolution No. 8703 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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“WHEREAS, Hayden Farness, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective May 1, 2021, at an age of 63, and

WHEREAS, Hayden Farness has 23 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 \$3,985.41; 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. Larry Ward and seconded by Mr. Tom Henderson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$3,985.41 to Mr. Farness 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, 2021.

Resolution No. 8704 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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“WHEREAS, Hayden Farness, an employee of The Water Works Board of the City of Birmingham, is retiring, effective May 1, 2021, after 23 years and 4 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Hayden Farness’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. Farness.

Resolution No. 8705 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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“WHEREAS, Robert E. Lang, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective May 1, 2021, at an age of 67, and

WHEREAS, Robert E. Lang has 11 years and 5 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 \$2,247.69; 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. Larry Ward and seconded by Mr. Tom Henderson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$2,247.69 to Mr. Lang 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, 2021.

Resolution No. 8706 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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“WHEREAS, Robert E. Lang, an employee of The Water Works Board of the City of Birmingham, is retiring, effective May 1, 2021, after 11 years and 5 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Robert E. Lang’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. Lang.

Resolution No. 8707 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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“WHEREAS, Jerry “Lee” Lowe, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective May 1, 2021, at an age of 55, and

WHEREAS, Jerry “Lee” Lowe has 30 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 \$5,021.18; 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. Larry Ward and seconded by Tom Henderson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$5,021.18 to Mr. Lowe 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, 2021.

Resolution No. 8708 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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“WHEREAS, Jerry “Lee” Lowe, an employee of The Water Works Board of the City of Birmingham, is retiring, effective May 1, 2021, after 30 years of service with the Board; and

WHEREAS, management has informed the Board of Jerry “Lee” Lowe’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, Jerry “Lee” Lowe, 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, Jerry “Lee” Lowe is hereby commended for his efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of Jerry “Lee” Lowe’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. Lowe.

Resolution No. 8709 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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“WHEREAS, Alfred Tilden Leigh, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective May 1, 2021, at an age of 70, and

WHEREAS, Alfred Tilden Leigh has 12 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 \$2,390.15; 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. Larry Ward and seconded by Mr. Tom Henderson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$2,390.15 to Mr. Leigh 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, 2021.

Resolution No. 8710 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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“WHEREAS, Alfred Tilden Leigh, an employee of The Water Works Board of the City of Birmingham, is retiring, effective May 1, 2021, after 12 years and 1 month of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Alfred Tilden Leigh’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. Leigh.

Resolution No. 8711 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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“WHEREAS, Horace Richardson, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective May 1, 2021, at an age of 62, and

WHEREAS, Horace Richardson has 15 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 \$1,973.96; 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. Larry Ward and seconded by Mr. Tom Henderson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$1,973.96 to Mr. Richardson 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, 2021.

Resolution No. 8712 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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“WHEREAS, Horace Richardson, an employee of The Water Works Board of the City of Birmingham, is retiring, effective May 1, 2021, after 15 years and 4 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Horace Richardson’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. Richardson.

Resolution No. 8713 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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Next, the Board was asked to approve minutes of the Regular Board of Directors meeting, as set forth in agenda Item 3. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED BY The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Dalton NeSmith and seconded by Dr. George Munchus, that the Board hereby approves minutes of the following meeting:

- Regular Board of Directors’ Meeting held February 10, 2021

Resolution No. 8714 is hereby adopted. Director Blankenship abstained.”

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Following, the Board was asked to approve Director NeSmith’s mileage expense reimbursement, as set forth in agenda Item 4. 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. Larry Ward and seconded by Mr. Tom Henderson, that the following board member(s) be reimbursed for his mileage expense reimbursements as follows:

- Dalton NeSmith for mileage expense reimbursement for March 2021 in the amount of \$179.20 (as shown on the attached Expense Report).

Resolution No. 8715 is hereby adopted by a roll call vote. Director Nesmith abstained. Director Huffman was not present for the vote.”

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Next, the Board was asked to approve the Board of Directors’ and the General Manager’s travel to and from various cities for conferences and annual meetings for the remainder of 2021, as set forth in agenda Item 5. GM Johnson stated this item would normally be set for approval in January; however due to COVID-19, the consensus was that travel would be suspended companywide. Employees should now to be able to obtain various licenses and certifications as needed for their jobs. 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, on a motion duly made by Dr. George Munchus and seconded by Mr. Lucien Blankenship, that the Board of Directors and the General Manager are hereby approved to travel to and from various cities to attend conferences/annual meetings, and to register for Virtual Conferences/Meetings for the remainder of calendar year 2021 as listed below, to pay any advances necessary and to reimburse all appropriate expenses incurred by the Board of Directors and the General Manager in connection with the following said conferences/annual meetings, as required under the Board’s Travel Expense Reimbursement Policy:

CONFERENCES/ ANNUAL MEETINGS DATES	CONFERENCES/ANNUAL MEETINGS	LOCATION
Not Yet Scheduled	Forum 2021 National Conference – National Forum for Black Public Administrators – “This forum provides waves of change, oceans of opportunity repositioning our communities for the future.”	TBD
June 14 – 17, 2021	AWWA Annual Conference & Exhibition – Virtual – The AWWA Annual Conference Provides an environment where water professionals can be a leader and learn from other leader in the water industry.	Virtual
August 1 – 4, 2021	AL/MS Water Joint Annual Conference – “A non-profit scientific and educational society dedicated to the improvement of drinking water quality and supply.”	Mobile, AL
August 3 – 6, 2021	AWWA/WEF Utility Management Conference – “This is a utility leader forum to hear the latest approaches, practices, processes, techniques, case studies and research in all aspects of utility management.	Atlanta, GA
Not Yet Scheduled	2021 Alabama Water Resources Conference & Symposium – “This is a forum for all participants of Water Resources.”	Orange Beach, AL
October 3 – 6, 2021	AMWA Executive Management Conference Association of Metropolitan Water Agencies. The Association of Metropolitan Water Agencies serves CEO’s and General Managers by providing tools for	Denver, CO
October 18 – 20, 2021	WEFTEC 2021 – Conference offers water quality professionals from around the world with the best water quality education and training available.”	Chicago, IL

Not Yet Scheduled	SAP for Utilities – “SAP offers utility leaders and managers, directors and other utility professionals with best practices and innovative ideas.”	TBD
To be Determined	Various Trips to Meet with Rating Agencies and Underwriters as needed.	New York, NY

BE IT FURTHER RESOLVED, that prepayment of registration and workshop fees are hereby approved for the Board of Directors, the General Manager and other Board employees as set out above for the referenced conferences/seminars/annual meetings.

Resolution No. 8716 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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Following, the Board was asked to approve payments of invoices, as set forth in agenda Items 6.1 through 6.8. 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 Dr. George Munchus, that the Board hereby authorizes staff to execute payments to the following:

- 6.1 Stone Law Firm
For professional services provided January 1 – March 31, 2021 \$ 5,520.00
- 6.2 Terminus Municipal Advisors, LLC
For professional services provided March 2021 \$ 6,500.00
- 6.3 Hilliard, Smith & Hunt, LLC
For professional services provided February 10 – March 10, 2021 \$ 7,500.00
- 6.4 T. Agee
For professional services provided March 2021 \$ 8,532.00
- 6.5 The Jones Group, LLC
For professional services provided February 2021 \$ 10,000.00
- 6.6 Agency 54

	For professional services provided February 2021	<u>\$ 25,000.00</u>
6.7	<u>Birmingham Business Alliance</u>	
	For BBA Investment April 2021 – March 2022	<u>\$ 25,000.00</u>
6.8	<u>Raftelis Financial Consultants, Inc.</u>	
	For SP services provided March 2021	<u>\$ 12,79.00</u>
	For EUM services provided March 2021	<u>\$ 11,535.90</u>

Resolution No. 8717 is hereby adopted by a roll call vote. Director Huffman was not present for the vote.”

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Next, the Board was asked to approve all BWWB contracts to have conflict of interest language, as set forth in agenda Item 8. Some discussion occurred regarding the State of Alabama Ethics Law and whether vendors are covered by the same law. Director Munchus asked who requested this be put on the agenda. Director NeSmith stated he made the request to make the vendors aware that we are looking at them to do the right thing. Director NeSmith stated he sent an email regarding this issue to the full Board. Attorney Parnell stated vendors are under the ethics law and that similar provisions are in the county’s contracts. Attorney Parnell stated it was his recommendation to adopt this resolution because it protects the Board if there are violations. On a motion duly made and seconded the following resolution was adopted:

“WHEREAS, The Water Works Board of the City of Birmingham routinely retains numerous vendors, contractors, consultants or suppliers to carry out its obligations to provide a public water supply to its consuming public; and,

WHEREAS, the funds used to pay for such services and supplies are public funds generated from the customers of the Water Works Board and as such the Water Works Board hasan obligation to ensure that said funds are properly expended for the customer’s benefit; and,

WHEREAS, in order to ensure that the funds are properly expended, the Water Works Board hereby desires to establish certain mandatory contract language to be included in, or as a part of, all contracts entered into for services and supplies for the Water Works Board.

NOW THEREFORE, on a motion duly made by Dr. George Munchus and seconded by Mr. Dalton NeSmith, the Board hereby adopts the following:

1. Except as provided below, from the effective date of this resolution, all agreements entered into by the Water Works Board for services and supplies shall include the following provisions:

FUNDS PAID: Contractor and the Contractor representative(s) signed below certify under penalty of perjury by the execution of this Agreement that no part of the funds paid by the Water Works Board pursuant to this Agreement nor any part of the services, products or any item or thing of value whatsoever purchased or acquired with said funds shall be paid to, used by or used in anyway whatsoever for the personal benefit of any member or employee of any government entity whatsoever or family member of any of them, including federal, state, county and municipal and any agency or subsidiary of any such government; and further certify that neither the Contractor nor any of its officers, partners, owners, agents, representatives, employees or parties in interest has in any way colluded, conspired, connived, with anyone or with any member of the governing body or employee of the governing body of the Water Works Board or any other public official or public employee, in any manner whatsoever, to secure or obtain this Agreement and further certify that, except as expressly set out in the scope of work or services of this Agreement, no promise or commitment of any nature whatsoever of anything of value whatsoever has been made or communicated to any such governing body member or employee or official as inducement or consideration for this contract.

Any violation of the terms and scope of services, including misuse of funds provided in this contract shall constitute a breach and default of this Agreement, which shall be cause for termination. Upon such termination of this Agreement due to breach, Contractor shall immediately refund to the Water Works Board all amounts paid by the Water Works Board pursuant to this Agreement.

CONFLICT OF INTEREST: The Contractor declares that, as of the date of the Agreement, neither the Water Works Board, nor any of the Water Works Board's employees or any director nor any other government official is directly or indirectly interested in this Agreement or any agreement with the Contractor for which compensation will be sought during the period of time this Agreement is being performed. And, furthermore, the Contractor pledges that she/he/it will notify the General Manager in writing should it come to his/its knowledge that any such official becomes either directly or indirectly interested in the Agreement or any agreement with the Contractor for which compensation will be sought during the aforesaid period. In addition, the Contractor declares, that as of the date of this Agreement, neither she/he/it nor any of her/his/its officers or employees have given or donated or promised to give or donate, either directly or indirectly, to any official or employee of the Water Works Board, or to anyone else for the Water

Works Board's benefit, any sum of money or other thing of value for aid or assistance in obtaining this Agreement with the Water Works Board under which compensation will be sought during the period of time this Agreement is being performed. And furthermore, that neither the Contractor nor any of her/his/its officers or employees will give or donate or promise to give or donate, directly or indirectly, to any official or employee of the Water Works Board, or to anyone else for the Water Works Board's, Water Works Board's official, or Water Works Board's employee's benefit, any sum of money or other thing of value, for aid of assistance in obtaining any amendment to this Agreement or any other agreement with the Contractor for which compensation will be claimed during the period of time this Agreement is being performed.

1. In the event a vendor, contractor, consultant or supplier is unwilling to insert said language in the proposed agreement with the Water Works Board, such vendor, contractor, consultant or supplier must confirm in writing this unwillingness and before the Water Works Board may enter into such agreement, both the General Manager and the Water Works Board's legal counsel must confirm in writing that the services or supplies are needed and necessary and that they recommend proceeding with such agreement.

Resolution No. 8718 is hereby adopted by a roll call vote. Directors Blankenship and Huffman abstained.”

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Following, the Board was asked to approve the General Manager to be responsible for ensuring and taking into consideration all appropriate facts and circumstances of the services to be provided to the BWWB and that the appropriate level of due diligence take place before any new vendor, contractor or consultant is contracted with to provide any services to the Board, as set forth in agenda Item 9. The first motions made were withdrawn. Director Blankenship questioned whether or not this procedure was being followed already. GM Johnson stated he believed this was being followed, but he stated he believed this would provide some clarity in situations where a vendor does not follow our process. It was determined that Director NeSmith put this resolution forward and provided an email in advance to Board members. Director Ward stated he was in favor of adopting this resolution, so things are not put before the Board when all of the information needed has not been provided to all Board members in advance of voting. Director Rice stated he was fine with the resolution, but he would like to have some more discussion prior to voting so the process flow is clear. Director NeSmith stated he would like management to vet vendors. GM Johnson stated management has a checklist, but we can go back and make sure that we include information we may not be getting from vendors. Director Huffman stated she thought

Committees vetted vendors. GM Johnson stated management would develop a flow chart. Then on a motion duly made and seconded, the Board agreed to table the referenced item until the second Board meeting in May, and the following resolution was adopted:

“**WHEREAS**, The Water Works Board of the City of Birmingham routinely retains numerous vendors, contractors or consultants to carry out its obligations to provide a public watersupply to its consuming public; and,

WHEREAS, in order to ensure that such vendors, contractors or consultants are needed, qualified, licensed, competent and reasonably priced, the General Manager must ensure that the appropriate level of due diligence takes place to verify such need, qualification, licenses, competency and reasonableness of price; and,

WHEREAS, after the effective date of this resolution, such due diligence shall occur prior to any new vendor, contractor or consultant being contracted with by the General Manager, Assistant General Manager(s) (as may be appropriate under their respective spending authorities) or this board of directors.

NOW THEREFORE, on a motion made by Mr. Dalton NeSmith, and ~~second~~ by Ms. Tereshia Huffman the Board hereby tables the following until the 2nd Board Meeting in May 2021:

1. Effective immediately, the General Manager shall be responsible for ensuring, taking into consideration all appropriate facts and circumstances of the services to be provided to the Water Works Board, that the appropriate level of due diligence takes place before any new vendor, contractor or consultant is contracted with to provide any services to the Water Works Board.

Resolution No. 8719 is hereby adopted unanimously by a roll call vote.”

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Next, the Board was asked to approve an agreement with Hilliard, Smith & Hunt, LLC to provide federal government consulting and governmental relations services, as set forth in agenda Item 10. Director Ward asked if there is 30-day cancellation clause in the agreement. Attorney Parnell responded that there was. 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. Larry Ward, that the Board

hereby approves an agreement with Hilliard, Smith and Hunt, LLC to provide federal government consulting and governmental relations services for the period April 15, 2021 to April 15, 2022 in the monthly amount of \$13,000.00.

Resolution No. 8720 is hereby adopted by a roll call vote. Director Burbage voted no. Director Huffman passed.”

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Following, the Board was asked to approve an agreement with Pat Lynch & Associates to provide legislative, financial opportunity, local cooperation and public relations services, as set forth in agenda Item 11. Director Blankenship asked why we would hire for this service when the Board has a Public Relations department. GM Johnson stated he did not believe there would be any overlap and that additional relationships in certain areas and with mayors would bring added value. GM Johnson explained that The Jones Group focusses on the city and state. Director Blankenship stated the legislative session is basically over and he did not see value, especially since this has not been budgeted. GM Johnson stated this was a year-round service and not only legislative in nature. GM Johnson stated there was money included in the budget that would cover this expense in the budget. 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 Ms. Tereshia Huffman, that the Board hereby approves an agreement with Pat Lynch & Associates, to provide legislative, financial opportunity, local cooperation and public relations services for the period April 15, 2021 to April 15, 2022 in the monthly amount of \$10,000.00.

Resolution No. 8721 is hereby adopted by a roll call vote. Directors Blankenship and Burbage abstained.”

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Next, under new business, Director Rice commended the General Manager and Staff for the handling of the employee shooting incident Friday, April 9, 2021. GM Johnson stated Behavioral Health Systems would be on hand for employees’ counseling and that management is working with the family. GM Johnson gave some examples of security concerns that exists for employees. Body cameras and vehicle cameras were briefly discussed.

As there was no further business before the Board, a motion was made and seconded, and the meeting adjourned at 1:20 p.m.

/S/

Ronald A. Mims
Chairman/President

Attest:

/S/

William "Butch" Burbage
Secretary-Treasurer