

**MINUTES OF THE REGULAR MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
July 8, 2020**

The regular meeting of the Directors of The Water Works Board of the City of Birmingham was held on Wednesday, July 8, 2020 at 11:30 a.m., at 3600 First Avenue North, Birmingham, Alabama – via electronic equipment.

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

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, Kelvin Howard, KWH, LLC; Clay Ragsdale, Ragsdale, LLC; Grace E. Amison, Executive Assistant to the Board of Directors; Tammy F. Wilson, Executive Assistant to Assistant General Managers Derrick Murphy and Jeff Thompson; Marsha Hammonds, Systems Support Supervisor; Terrell Jones, Interim Security Manager.

Chairman Mims called the meeting to order at 11:35 a.m. and Assistant General Manager Iris Fisher opened the meeting with prayer.

Next, a roll call confirmed there were eight directors present, so a quorum was in attendance.

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. George Munchus, that the Board of Directors hereby approves the Regular Board of Directors’ meeting agenda for July 8, 2020 as printed.

Resolution No. 8408 is hereby adopted by unanimous vote.”

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Next, a motion was made and seconded to approve payment of an invoice to Raftelis Financial Consultants, Inc. for professional services rendered May 2020, 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 Dr. Brenda J. Dickerson that the Board hereby authorizes staff to execute payment to the following:

- 1.1 Raftelis Financial Consultants, Inc.
For professional services rendered May 2020 \$ 14,743.55

Resolution No. 8409 is hereby adopted by a roll call vote. Directors Alexander, Burbage, Clark, Dickerson, Mims, Muhammad and Munchus voted yes. Director Blankenship abstained.”

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Following, a motion was made and seconded to approve reimbursement of the Operating Account for the period ended May 31, 2020, as set forth in agenda item 2. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, ARCADIS US, Incorporated, in a Certificate dated June 26, 2020, certified that during the period ending May 31, 2020 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 \$3,628,517.80 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 J. Dickerson, that the Trustee be, and is hereby instructed to immediately transfer \$3,628,517.80 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. 8410 is hereby adopted by unanimous vote.”

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Under new business, Director Mims announced that the Ad Hoc Legal and Ad Hoc Personnel Committees were dissolved at this time. Director Munchus made a motion and it was seconded, but no vote was taken to hire the Environmental Litigation Group, P.C. to represent the Birmingham Water Works (BWVB) in a lawsuit at no cost to the Board. The item was referred to Executive Session. Director Munchus stated the Executive Assistant to the Board of Directors (EABD) gave notice of retirement October 22, 2018 and the process to replace her had failed. Director Munchus stated he would like to put forth a motion authorizing the Board Chairman to hire the position of Board Administrator. The motion was seconded by Director Muhammad. Director Blankenship offered an amendment to defund the EABD position until the position was filled. The amendment did not receive a second. Chairman Mims stated Ms. Grace Amison was originally hired as an Executive Secretary. Ms. Amison provided a history of her employment

with BWWB, adding that five Board Directors voted for her promotion in 1999 to Executive Assistant to the Board of Directors and the Chairman was authorized to determine her salary in accordance with the Board’s Salary Administration Plan pay grade scale. Directors Blankenship, Alexander and Clark stated that they did not want to give up their vote in the process of hiring the person to replace Ms. Amison. Director Muhammad stated there was a resolution that gave former Board Chairman, Anthony Barnes authorization to hire the Board’s Secretary, adding that Ms. Amison was originally set to retire February 2019. Director Muhammad also stated that Ms. Amison gave a 90-day notice of her retirement October 2019 and here it is July 2020. Ms. Amison stated that the late former Board Chairman, Anthony Barnes did not hire her and that it was approved by a Board decision. Then a substitute motion was made by Director Blankenship and seconded by Director Clark to authorize the Board to hire the Board Administrator position by a majority vote. No vote was taken because the original motion made by Director Munchus was voted on first which would authorize the Board Chairman to hire a replacement for Ms. Amison’s position. 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. William R. Muhammad, that the Board of Directors hereby delegates Board Chairman, Ronald A. Mims, to hire the Board Administrator.

Resolution No. 8411 is hereby adopted by a roll call vote. Directors Burbage, Dickerson, Mims, Muhammad and Munchus voted yes. Directors Alexander, Blankenship and Clark voted no.”

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Next, Attorney Parnell certified an Executive Session to discuss three matters that involved potential litigation. The session was estimated to last 30 minutes, with possible action to follow. Board attorneys, the Board and Senior Staff entered Executive Session at 11:59 a.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 R. Muhammad and seconded by Dr. Brenda J. Dickerson, that the Board hereby approves an Executive Session to discuss three potential litigation matters.

Resolution No. 8412 is hereby adopted by unanimous vote.”

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Following, at 12:59 p.m., on a motion made and seconded the meeting reopened.

Next, a motion was made by Director Munchus and seconded by Director Muhammad to enter into an agreement authorizing Environmental Litigation Group, P.C. to represent BWWB in a Federal lawsuit. Some discussion occurred regarding the lack of a Scope of Services and the percentage allotments for the referenced agreement. A roll call vote was taken, and the item failed

in a 4 to 4 vote. Directors Dickerson, Mims, Muhammad and Munchus voted yes. Directors Alexander, Clark, Blankenship and Burbage voted no.

Following, Director Muhammad mentioned a possible lab machine purchase that would enable the EnviroLab to offer services to outside entities that would generate additional revenues for BWWB. Director Blankenship asked GM Johnson for a copy of the BWWB Handbook that includes the company's hiring policy.

As there was no further business before the Board, a motion was made and seconded, and the meeting adjourned at 1:08 p.m.

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

Attest:

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