

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS OF THE
WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
January 26, 2022**

The regular bi-monthly meeting of the Directors of The Water Works Board of the City of Birmingham was held on Wednesday, January 26, 2022 at 11:30 a.m., at 3600 First Avenue North, Birmingham, Alabama – In Person, Training Room. The Public has the option to listen by phone by calling (888) 398-2342 Code: 5608731.

The following Directors were present via roll call: William “Butch” Burbage, Jr., Tom Henderson, Tereshia Huffman, Ronald A. Mims, George Munchus, Dalton NeSmith, Jr., Chris Rice and Larry Ward. Director Blankenship 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; 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; Jeff Wade and Charles McGee, Electrical and Mechanical Shop; Mary-Louise Manning, Office of the Attorney General; Matthew Arrington, Terminus Municipal Advisors, LLC; Martha Bozeman, Agency 54; Jay Roberson, The World Games 2022; Barnett Wright, The Birmingham News; Kamalah G. Lewis, City of Birmingham.

Chairman Rice called the meeting to order at 11:32 a.m. General Manager, Michael Johnson opened the meeting with prayer.

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

Next, the agenda was approved as printed. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By the Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Dalton NeSmith and seconded by Mr. Tom Henderson, that the Board of Directors hereby approves the January 26, 2022 Regular Board of Directors’ meeting agenda as printed.

Resolution No. 8981 is hereby adopted by unanimous vote.”

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Following, there were no Minutes for Approval. There were no Reports from the Chairman or Board members. Assistant General Manager, Jeffrey Thompson announced that yesterday, The

Birmingham Water Works Board (BWVB) received three American Water Works Association (AWWA), Partnership for Safe Water awards at two of its water treatment plants. Carson Filter Plant and Western Filter Plant received the 5-year President’s Award and Carson Filter Plant received a 15-year Phase 3 Award. Assistant General Manager, Derrick Murphy announced that Dr. April Nabors, Superintendent of Land Administration and engineer, had been a presenter for the Partnership for Safe Water virtual awards meeting and was involved in evaluating the various distribution systems across the nation (handouts included in Diligent BoardBooks). Director Munchus congratulated Dr. Nabors for her accomplishments and praised her work. Chairman Rice concurred.

Next, under Unfinished Business, as set forth in agenda Item 1, the Board was asked to adopt a resolution reaffirming various established Board Committees for year 2022. GM Johnson read into the record the proposed 2022 Committees and members; Executive - Chair Chris Rice, Butch Burbage, Tereshia Huffman, Larry Ward and Dalton NeSmith; Communications - Chair Tereshia Huffman, Lucien Blankenship and Tom Henderson, Human Resources - Chair Butch Burbage, Dalton NeSmith and Ron Mims, Engineering and Maintenance - Chair Dalton NeSmith, Chris Rice and Larry Ward, Finance - Chair Larry Ward, Butch Burbage and Chris Rice, Business and Economic Development - Chair Ron Mims, George Munchus and Tom Henderson. Director Mims asked why all Board members were not included on the Executive Committee and if there was a new committee added. It was explained that there were no “new” committees added, only committees that had already been established. Chairman Rice stated he would like to see a more streamlined process with the committees, thereby being more efficient, going forward. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, on May 8, 1997, The Water Works Board of the City of Birmingham (“The Water Works Board”) adopted certain committees for the purpose of working with staff in certain areas in helping the Board to establish overall policies.

WHEREAS, on January 26, 2022, on a motion duly made by Mr. Dalton NeSmith and seconded by Mr. William “Butch” Burbage, that The Water Works Board hereby approves and establishes certain Board committees and membership on said committees.

NOW, THEREFORE, BE IT RESOLVED that The Water Works Board’s Committees and respective members shall be as reflected on the list of Board Committees attached hereto these minutes.

Resolution No. 8982 is hereby adopted by unanimous vote.”

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Following, under New Business, the Board was asked to adopt resolutions authorizing monthly retirement benefits from the Board’s Retirement Trust Fund for Jimmy Bonner, Security

Officer, in the Security Department, as set forth in agenda Item 2. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, Jimmy Bonner, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective February 1, 2022, at an age of 59, and

WHEREAS, Jimmy Bonner has 26 years and 8 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 \$2,153.89; 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 Mr. Larry Ward, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$2,153.89 to Mr. Bonner from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made February 1, 2022.

Resolution No. 8983 is hereby adopted by unanimous vote.”

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“WHEREAS, Jimmy Bonner, an employee of The Water Works Board of the City of Birmingham, is retiring, effective February 1, 2022, after 26 years and 8 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Jimmy Bonner’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. Bonner.

Resolution No. 8984 is hereby adopted by unanimous vote.”

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Next, the Board was asked to adopt a resolution approving the Board of Directors and the General Manager to travel to and from various cities to attend conferences and annual meetings

for calendar year 2022, as set forth in agenda Item 3. Chairman Rice asked about the process/cancellations and asked for confirmation that these expenses are budgeted for the year. GM Johnson stated the expenses are in the 2022 budget. Cancellations due to Covid related travel are reimbursed in most cases GM Johnson stated. Chairman Rice asked about a booking agent. GM Johnson stated the Board Administrator makes travel arrangements for the Board. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works of the City of Birmingham, on a motion duly made by Ms. Tereshia Huffman and seconded by Mr. William “Butch” Burbage, that the Board of Directors and the General Manager are hereby approved to travel to and from various cities to attend conferences/annual meetings for calendar year 2022 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 / MEETINGS DATES | CONFERENCES/ANNUAL MEETINGS | LOCATION |
|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|
| February 21 – 24, 2022 | WEF/AWWA Utility Management Conference 2022 – This is a Utility Forum to hear the latest approaches, practices, processes, techniques, case studies, and research in all aspects of utility management. | Orlando, FL |
| February 28 – March 2, 2022 | Training 2022 Conference & Exposition – This conference is designed for training and performance professionals. | Orlando, FL |
| March 30 – April 3, 2022 | National Forum for Black Public Administrators (NFBPA) “This forum provides Waves of Change, Oceans of Opportunity Repositioning our Communities for the future.” | Grand Rapids, MI |
| April 10 – 13, 2022 | AL/MS Water Joint Annual Conference – This is a joint conference in collaboration between the Alabama’s Water Environment Assn., the AL/MS Section of the American Water Assn., and the Mississippi Water Environment Assn. | Mobile, AL |
| June 12 – 15, 2022 | AWWA Annual Conference & Exposition – ACE 2022 – This conference provides an environment where water professionals can be leaders and can learn from other leaders in the water industry. | San Antonio, TX |
| September 7 – 9, 2022 | Alabama Water Resources Conference – This is a forum for all participants of the Water Resources Industry. | Orange Beach, AL |
| OTHER CONFERENCES THE BOARD OF DIRECTORS AND/OR THE GENERAL MANAGER MAY ATTEND | | |
| March 7 – 9, 2022 | AMWA Water Policy Conference – Association of Metropolitan Water Agencies – This conference provides utility managers with a wealth of ideas and practical knowledge. | Washington, D.C. |
| August 17-18, 2022 | Water Finance Conference 2022 – This conference is tailored to executive-level water utility professionals, including chief financial officers, directors, general managers, CEO’s and other finance managers. | Washington, D.C. |
| October 30 – November 2, 2022 | AMWA 2022 Annual Executive Management Conference Association of Metropolitan Water Agencies. The Association of Water Agencies serves CEOs and general managers by providing tools for competitiveness and management. | Savannah, GA |
| To Be Determined | SAP for Utilities 2022 – “SAP offers utility leaders, managers, directors and other utility professionals with best practices and innovative ideas”. | To Be Determined |

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|-------------------------------|--------------------------------------------------------------------------------------------------------------|--------------|
| DATES TO BE DETERMINED | Various trips in 2022 to meet with rating agencies and bond underwriters in New York City [As Needed] | New York, NY |
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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. 8985 is hereby adopted by unanimous vote.”

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Following, the Board was asked to adopt a resolution approving the Board of Directors and the General Manager to enter into a Memorandum Of Understanding (MOU) with The World Games 2022 Birmingham Foundation, as set forth in agenda Item 4. Chairman Rice recognized Jay Roberson, representative of the World Games 2022, and thanked him for his patience as the Board worked to make this happen. Director Ward stated he supported this and asked about the legal aspect of this monetary commitment. Attorney Parnell stated the Board had adopted a Community Education Policy, adding the Board’s World Games 2022 MOU has been cleared through the State Attorney General Office and is not in violation. Chairman Rice thanked everyone for their support. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, pursuant to Resolution No. 8907, The Water Works Board of the City of Birmingham has established its Community Educational Program (the “Program”); and,

WHEREAS, pursuant to the Program, the Water Works Board may participate in events and functions if the Water Works Board’s participation: protects its water sources and its consuming public; obtains optimum utility management, improves water quality and system reliability; improves reliability of high-quality water; provides educational, scientific and technological information about the Water Works Board to its consuming public; ensures access to and the wise use of water resources and the protection of the environment; and, engages in such activities that are beneficial to the entire water system and that are otherwise necessary, appropriate and consistent with the Water Works Board’s corporate powers (all of which is hereinafter referred to as “Corporate Purposes”); and,

WHEREAS, under the Program, the Water Works Board has identified non-ratepayer funding that may be used for funding the Program (the “Funds”); and,

WHEREAS, in 2022, the World Games will be held in the service area of the Water Works Board bringing people from around the world to central Alabama and will have a significant economic impact on the Water Works Board’s service area; and,

WHEREAS, the World Games presents the Water Works Board with a unique opportunity to accomplish its Corporate Purposes; and,

WHEREAS, the Water Works Board desires to enter into a Memorandum of Understanding (“MOU”) with TWG 2022 Birmingham Foundation, an Alabama non-profit corporation, that will set forth how the Water Works Board will accomplish its Corporate Purposes and will set forth the amount of Funds the Water Works Board will expend in doing so.

NOW THEREFORE, BE IT RESOLVED on a motion made by Mr. Ronald A. Mims and seconded by Ms. Tereshia Huffman as follows:

1. It is hereby found and declared that the Water Works Board’s participation in the World Games will accomplish its Corporate Purposes. Specifically, the Water Works Board’s participation in the World Games will: provide educational, scientific and technological information about the Water Works Board to its consuming public; help ensure access to and the wise use of water resources and the protection of the environment; and, otherwise engage in activities that are beneficial to the entire water system and that are otherwise necessary, appropriate and consistent with the Water Works Board’s corporate powers.
2. That the General Manager is authorized and instructed to enter into a MOU with the World Games in the form that is attached to this Resolution. Said MOU will set forth how the Water Works Board will contribute to and participate in the World Games.
3. As consideration for the MOU and for participating in the World Games, the Water Works Board will contribute non-ratepayer funds to the World Games the sum of \$150,000.00.

Resolution No. 8986 is hereby adopted by unanimous vote.”

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Next, the Board was asked to approve payment of an invoice to Hilliard, Smith & Hunt, LLC, as set forth in agenda Item 5. 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. Ronald A. Mims and seconded by Dr. George Munchus, that the Board hereby authorizes staff to execute payment of an invoice to Hillard, Smith & Hunt, LLC., for professional services rendered December 2021 in the amount of \$13,000.00.

Resolution No. 8987 is hereby adopted. Director Huffman abstained.”

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Following, the Board voted on the remaining invoices together; payments of invoices to Terminus Municipal Advisors, LLC, Pat Lynch & Associates, Perkins-Law, LLC, Kelvin W. Howard, LLC, Raftelis Financial Consultants, Inc., Birmingham Construction Industry Authority and Parnell Thompson, LLC, as set forth in agenda Items 6 through 12. GM Johnson read the invoices 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 Ms. Tereshia Huffman and seconded by Mr. Dalton Nesmith, that the Board hereby authorizes staff to execute payments of invoices to the following:

- Terminus Municipal Advisors, LLC for professional services rendered December 2021 in the amount of \$6,500.00.
- Pat Lynch & Associates for professional services rendered December 2021 in the amount of \$10,000.00.
- Perkins-Law, LLC for professional services rendered January 17, 2022 in the amount of \$14,448.00.
- Kelvin W. Howard, LLC for professional services rendered November 2021 in the amount of \$15,840.00 and December 2021 in the amount of \$15,120.00.
- Raftelis Financial Consultants, Inc., for professional services rendered December 2021 in the amount of \$16,167.50.
- Birmingham Construction Industry Authority (BCIA) for professional services related to Contract Compliance Program Services Retainer Agreement rendered December 31, 2021 in the amount of \$25,000.00.
- Parnell Thompson, LLC for professional services rendered December 2021 in the amount of \$40,397.10.

Resolution No. 8988 is hereby adopted by unanimous vote.”

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Next, the Board was asked to authorize the General Manager and/or the Assistant General Manager to engage Municipal Government Investors Corporation (mGIC) to assist with the termination and re-bid of an outstanding Guaranteed Investment Contract (GIC), as set forth in agenda Item 13. GM Johnson stated the Board can earn a higher interest rate by making this transaction. Director Ward stated he believed the timing was good on this. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By The Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Larry Ward, and seconded by Mr. Dalton NeSmith, that the Board hereby authorizes the General Manager and/or the Assistant General Manager to engage Municipal Government Investors Corporation (mGIC) to assist with the termination and re-bid of an outstanding Guaranteed Investment Contract (GIC) provided by Bayerische Landesbank (the “Transaction”) which invests \$50,000,000.00 of the Board’s cash reserves at an earnings rate of 0.124% for a remaining term of approximately one (1) year (original term was approximately two (2) years). The objective of the Transaction is to achieve a new earnings rate, net of transactions costs and net of any applicable termination costs or fees, of at least 0.75% (the “Minimum Rate”) on a new two (2) year GIC. As long as the Minimum Rate can be achieved, the General Manager and/or Assistant General Manager are authorized to proceed with the Transaction and to take all actions and execute such documents as may be necessary to consummate the Transaction as contemplated herein. The Board also authorizes the General Manager and/or the Assistant General Manager to engage Butler Snow LLC to provide legal services for the Transaction, so long as the Minimum Rate can be achieved by the Transaction.

Resolution No. 8989 is hereby adopted. Director Mims abstained.”

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There were no Speakers registered. As there was no further business before the Board, a motion was made and seconded, and the meeting adjourned at 12:00 p.m.

/S/
Chris Rice
Chairman/President

Attest:

_____/S/
Larry Ward
Secretary-Treasurer