

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS OF THE
WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
March 23, 2022**

The regular bi-monthly meeting of the Directors of The Water Works Board of the City of Birmingham was held on Wednesday, March 23, 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; Byron Perkins, Perkins-Law, LLC; Cynthia Williams, Board Administrator; Anitra Clark, Corporate Governance Specialist; Tammy F. Wilson, Executive Assistant to Assistant General Managers Derrick Murphy and Jeff Thompson; Colandus Mason, Information Technology Manager; Rick Jackson, Public Relations Manager; Paul Lloyd, Human Resources Manager; Rosalind Jones, Accounting Manager; Barry Williams, Business Systems/Operations Manager; LaWanda Bonner, Interim Security Superintendent; Jeff Wade and Charles McGee, Electrical and Mechanical Shop; Olivia Martin, Office of the Attorney General; Michael Bell, Birmingham Construction Industry Authority; Martha Bozeman, Agency 54; Patrick Flannelly, ARCADIS U.S., Inc.; Pat Lynch, Pat Lynch & Associates; Brian Hamilton, A. G Gaston; Hal Humphrey, Gresham Smith Engineering; Lindsey McAdory, CBG Strategies; Matthew Ramsey, Jefferson County; Sheila Tyson, Jefferson County Commissioner and speaker; W.R. Muhammad, speaker.

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

Following a roll call, eight directors were present, so a quorum was in attendance. Director Blankenship was absent for the meeting but joined during the Executive Session.

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. Chris Rice and seconded by Mr. Larry Ward, that the Board of Directors hereby approves the March 23, 2022 Regular Board of Directors’ meeting agenda as printed.

Resolution No. 9011 is hereby adopted by unanimous vote on March 23, 2022.”

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Following, the Board was asked to approve minutes of the January 12, 2022 and February 9, 2022 Board Meetings, as set forth in agenda Item 1. On a motion duly made and seconded, the following resolution was adopted:

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

- Regular Board of Directors’ Meeting held January 12, 2022
- Regular Board of Directors’ Meeting held February 9, 2022

Resolution No. 9012 is hereby adopted by unanimous vote on March 23, 2022.”

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Next, there was a Report from the Chairman announcing a meeting with Mayor Woodfin, next Monday, March 28th at 2:00 p.m., regarding federal funding. Directors Munchus and Ward both encouraged the Chairman to be inclusive of all mayors in the Birmingham area so that everyone is on the same team. There were no Reports from other Board Members or Staff and No Unfinished Business. General Manager Johnson stated the meeting Monday with Mayor Woodfin is important and that we all need to work together as this funding was designed to help grow the economy and touch communities, adding we have not seen funding like this before.

Following, under New Business, the Board was asked to approve Director Mims’ actual travel expenses to attend the 2022 Utility Management Conference, as set forth in agenda Item 2. 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, pursuant to Resolution No. 8985 adopted by the Board of Directors on January 26, 2022, approval was given to attend the 2022 Utility Management Conference, scheduled February 20-24, 2022, in Orlando, Florida;

WHEREAS, in accordance with Act. No. 2015-164, approval is requested for the following actual expenses relative to the above referenced conference.

NOW, THEREFORE, BE IT RESOLVED By The Water Works Board of the City of

Birmingham, on a motion duly made by Mr. Tom Henderson and seconded by Ms. Tereshia Huffman, that the following board member be reimbursed for his actual expenses pertaining to said conference as follows:

- Ronald A. Mims for total actual expenses incurred relative to the 2022 Utility Management Conference, including conference registration, mileage, lodging, business meals and other in the amount of \$2,559.90 (as listed on the attached Itemized Travel and Business Expense Reimbursement).

Resolution No. 9013 is hereby adopted by a roll call vote on March 23, 2022. Blankenship, Yes; Burbage, Yes; Henderson, Yes; Huffman, Yes; Mims, Abstain; Munchus, Yes; NeSmith, Yes; Rice, Yes; Ward, Yes.

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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 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. George Munchus and seconded by Mr. Dalton NeSmith, that the Board hereby authorizes staff to approve payment of invoice to Hilliard, Smith, & Hunt, LLC for professional services rendered February 2022 in the amount of \$13,000.00.

Resolution No. 9014 is hereby adopted on March 23, 2022. Director Huffman abstained.”

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Following, the Board was asked to approve payments of invoices to Raftelis Financial Consultants, Inc., Kelvin W. Howard, LLC, Parnell Thompson, LLC and two ARCADIS U.S., Inc. invoices, as set forth in agenda Items 4.1 through 4.5. 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 Mr. Dalton NeSmith and seconded by Dr. George Munchus, that the Board hereby authorizes staff to approve payments of invoices to the following:

- 4.1 Raftelis Financial Consultants, Inc., for professional services rendered February 2022 in the amount of \$12,587.50.
- 4.2 Kelvin W. Howard, LLC, for professional services rendered January 2022 in the amount of \$17,940.00.

- 4.3 Parnell Thompson, LLC, for professional services rendered February 2022 in the amount of \$51,045.00.
- 4.4 ARCADIS U.S., Inc., for professional services performed during the month of October 2021 in the amount of \$256,866.28.
- 4.5 ARCADIS U.S., Inc., for professional services performed during the month of November 2021 in the amount of \$212,162.23.

Resolution No. 9015 is hereby adopted by unanimous vote on March 23, 2022.”

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Next, the Board was asked to approve an amendment to increase the 2022 Operations and Maintenance Budget by \$570,000.00, as recommended by the Finance Committee and set forth in agenda Item 5. For the record, Director Burbage asked for the reason a request was being made to amend the 2022 budget. General Manager Johnson responded that it was for expenditures related to The World Games 2022 and month-to-month agreements with two companies; Levitate Legal & Consulting and Community Business and Government Strategies, LLC. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, pursuant to Resolution No. 8924 the Board of Directors adopted and approved its Operations and Maintenance budget in the amount of \$115,324,045.00; and,

WHEREAS, the Board of Directors desire to amend the Operations and Maintenance Budget for 2022 by moving \$300,000.00 of non-ratepayer funds to provide additional funding to its Community Educational Program; and,

WHEREAS, the Board of Directors desire to amend the Operations and Maintenance Budget for 2022 by an additional \$180,000.00 to provide general grant consulting services, including tracking of grant opportunities ranging from \$500,000.00 to \$5+ million, building an internal infrastructure for grant administration, researching and cultivating potential grant partnerships within the Water Works Board’s footprint, providing government affairs and community outreach coordination, and strategic relationship building among federal grant-making agencies; and,

WHEREAS, the Board of Directors desire to amend the Operations and Maintenance Budget for 2022 by an additional \$90,000.00 to conduct research, develop strategic communication initiatives and community engagement plans that align with grant, federal, and state funding.

NOW, THEREFORE, BE IT RESOLVED by The Water Works Board of the City of Birmingham, on a motion duly made by Ms. Tereshia Huffman and seconded by Mr. William “Butch” Burbage, that:

The Operations and Maintenance budget for 2022 is hereby amended as follows:

1. By an additional \$300,000.00 of non-ratepayer funds to provide additional funding to its Community Educational Program.
2. By an additional \$180,000.00 to provide general grant consulting services.
3. By an additional \$90,000.00 to conduct research, develop strategic communication initiatives and community engagement plans that align with grant, federal, and state funding
4. The additional \$570,000.00 will result in the Pay Go funds being reduced by \$570,000.00, resulting in an amended Operation and Maintenance Budget for 2022 totaling \$115,894,045.00.

Resolution No. 9016 is hereby adopted by unanimous vote on March 23, 2022.”

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Following, the Board was asked to approve expenditures related to The World Games 2022, at an amount not to exceed \$166,435.00, as recommended by the Finance Committee and set forth in agenda Item 6. 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 a Community Educational Program (the “Program); and,

WHEREAS, pursuant to the Program, funding for the Program must be included in the Water Works Board’s approved annual Operational and Maintenance Budget; and,

WHEREAS, pursuant to the Program funding for the Program shall not exceed the lesser of 20% of the County Funds or \$500,000.00 (hereinafter referred to as “Community Educational Program Funds”); and,

WHEREAS, pursuant to the Program any expenditure of the Community Educational Program Funds must be authorized by a resolution that sets forth the Corporate Purpose that will be addressed and approved by a roll call vote of 5 directors.

NOW, THEREFORE, BE IT RESOLVED by the Water Works Board of the City of Birmingham, on a motion duly made by Mr. William “Butch” Burbage and seconded by Mr. Larry Ward, as follows:

1. Expenditures relating to The World Games 2022, not to exceed \$166,435.00, are authorized to be paid from non-ratepayer funding.
2. Attached hereto as Exhibit “A” is a copy of the budget covering the items to be expended for The World Games 2022 in an amount not to exceed \$166,435.00 and to be paid out of non-ratepayer funds.
3. This resolution to be posted on the Water Works Board’s website.

Resolution No. 9017 is hereby adopted by unanimous vote on March 23, 2022.”

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Next, the Board was asked to approve a month-to-month agreement with Levitate Legal & Consulting, effective April 1, 2022, to provide general grant consulting services, as recommended by the Finance Committee and set forth in agenda Item 7. Director Mims questioned whether this item was initially budgeted and suggested the work could be done “in house”. Chairman Rice stated the Board was being proactive regarding Items 7 and 8. Director NeSmith reiterated that both of the agreements are month-to-month and stated they could end at any time if there are no results. 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 Ms. Tereshia Huffman, that the Board hereby approves a month-to-month agreement with Levitate Legal & Consulting, effective April 1, 2022, to provide general grant consulting services, including tracking of grant opportunities ranging from \$500,000.00 to \$5+ million; building an internal BWB infrastructure for grant administration; researching and cultivating potential grant partnerships within the BWB footprint; providing government affairs and community outreach coordination; and strategic relationship building among federal grant-making agencies for a monthly base/flat fee of \$10,000.00; and an additional individual grant writing fee of \$6,000.00 to \$10,000.00 for State, regional and foundation grant writing; and \$10,000.00 to \$15,000.00 for Federal grant writing, including expenses; and to authorize the General Manager and/or Assistant General Manager to execute the agreement, as recommended by the Finance Committee.

Resolution No. 9018 is hereby adopted on March 23, 2022. Director Mims voted no. Director Munchus abstained.”

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Following, the Board was asked to approve a month-to-month agreement with Community Business and Government Strategies, LLC, effective April 1, 2022, to conduct research, develop strategic communication initiatives, and community engagement plans, as recommended by the Finance Committee and set forth in agenda Item 8. Director Mims wondered if we had “in house” people that could do this work. General Manager Johnson stated that the Bipartisan Infrastructure Law specifically talks about serving underprivileged communities and engaging the public around these kinds of programs. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By the Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. William “Butch” Burbage and seconded by Mr. Larry Ward, that the Board hereby approves a month-to-month agreement with CBG Strategies, LLC, effective April 1, 202, to conduct research, develop strategic communication initiatives, and community engagement plans that align with grant, federal, and state funding for an amount not to exceed \$120,000.00; and to authorize the General Manager and/or Assistant General Manager to execute the agreement, as recommended by the Finance Committee.

Resolution No. 9019 is hereby adopted on March 23, 2022. Director Mims voted no. Directors Huffman and Munchus abstained.”

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Next, Items 9 through 15 were read into the record and voted on together following motions from the Board; agreements with Raftelis Financial Consultants, Inc., Doxim Utilities, LLC, Kenworth/Truckworx of Birmingham, Utegration, Business Systems Operations, LLC and Veritas Prime, which were recommended by the Engineering and Maintenance Committee, and five professional and technical recruiting firms (subject to legal review). Derrick Murphy explained that Sourcewell is operated by the State of Alabama and designed to get the best pricing, regarding the purchase of the heavy-duty trucks. On a motion duly made and seconded, the following resolution was adopted:

“BE IT RESOLVED By the Water Works Board of the City of Birmingham (“the Board”), on a motion duly made by Mr. Dalton NeSmith and seconded by Mr. William “Butch” Burbage, that the Board hereby approves agreements with the following:

- Raftelis Financial Consultants, Inc., effective from March 23, 2022 through March 22, 2023 through December 31, 2022 to continue to serve as BWWB’s Rate Consultants at a cost based on Raftelis’ 2022 Standard Billing Rates provided in Attachment A of the agreement; and to authorize the General Manager and/or Assistant General Manager to execute the agreement, as recommended by the Finance Committee.

- Doxim Utilities, LLC, the lowest responsible and responsive bidder, for three years of Water Bill Services, at an estimated out-of-pocket cost of \$203,065.00; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Finance Committee.
- Kenworth/Truckworx of Birmingham, for 7 Heavy Duty replacement vehicles at an estimated out of pocket cost of \$1,380,376.00, as recommended by the Engineering and Maintenance Committee. [Note: No bid required, NJPA purchase under Sourcewell Cooperative - #060920-KTC].
- Utegration for the 2022 SAP Customer Relations and Billing (CRB) Module support in the amount of \$422,400.00; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee.
- Business Systems Operations, LLC for the 2022 SAP Financial (FI) Module support in the amount of \$582,440.00; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee.
- Veritas Prime for the 2022 SAP Payroll Module support in the amount of \$193,200.00; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Engineering and Maintenance Committee.
- Excelsior Staffing, Human Capital Services, LLC, InSight Global, ITAC, and Polihire) to provide recruiting services to help fill professional and technical positions as needed; and to authorize the General Manager and/or Assistant General Manager to execute the agreements. [Note: Subject to legal review]

Resolution No. 9020 is hereby adopted by unanimous vote on March 23, 2022.”

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Following, the Board made motions to address speakers prior to entering Executive Session. Speaker, Mr. W. R. Muhammad, addressed the meeting body and stated he believed the process was not being followed regarding the approval of legal work being performed for the Board. Mr. Muhammad stated he would like to see documentation on approvals and who is approving the legal work.

Next, Attorney Parnell certified an Executive Session to discuss existing litigation with no action anticipated. The Board and Staff moved to the Board Room with Attorney Parnell stating he expected the session to last no more than 30 minutes. The Board entered Executive Session at 12:02 p.m., as set forth in agenda Item 16. At 12:40 p.m. Director Blankenship entered the Executive Session. 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 Executive Session to discuss ongoing litigation.

Resolution No. 9021 is hereby adopted by unanimous vote on March 23, 2022.”

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Following, the Board came out of Executive Session at 12:49 p.m. Chairman Rice made an exception to hear from another speaker, Commissioner Sheila Tyson, as her assistant filled out a speaker form at the onset of the meeting. Ms. Tyson spoke on behalf of customers who have received excessive bills from the Birmingham Water Works (BWW). Ms. Tyson stated she had heard from hundreds of customers with everything from receiving “estimated” bills and excessive bills to Customer Service not returning their phone calls. Chairman Rice stated the General Manager would make arrangements to address these issues. Director Munchus thanked Ms. Tyson for not going to the news and allowing BWW Staff to handle these complaints. Director Huffman asked for a follow-up on these issues in 7 – 10 days. Director Mims requested BWW not discontinue service of customers while these issues are being investigated.

As there was no further business before the Board, a motion was made and seconded, and the meeting adjourned at 12:58 p.m.

_____/S/_____
Chris Rice
Chairman/President

Attest:

_____/S/
Larry Ward
Secretary-Treasurer