

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
September 22, 2021**

The regular bi-monthly meeting of the Directors of The Water Works Board of the City of Birmingham was held on Wednesday, September 22, 2021 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: 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 Jeff Thompson; Anitra Clark, Corporate Governance Specialist; Terrell Jones, Interim Security Manager; Colandus Mason, Information Technology Manager; Jeff Wade and Charles McGee, Electrical and Mechanical Shop; Rick Jackson, Public Relations Manager; Paul Lloyd, Human Resources Manager; Olivia Martin, Office of the Attorney General; Patrick Flannelly, ARCADIS; Byron Perkins, Perkins-Law, LLC; Michael Bell, Birmingham Construction Industry Authority (BCIA); Kelvin Howard, attorney; Kirk Mills, Kimley-Horn; William Muhammad; Mark Johnson and Kristy Sheffer, Fisher Brown Bottrell; Charles Wilkinson and Andrea Lewis, Human Resource Management, Inc.

Chairman Mims called the meeting to order at 11:33 a.m. General Manger, Michael Johnson opened the meeting with prayer.

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

Next, Chairman Mims suggested tabling Item 28 until it was vetted in an Ad Hoc Legal Committee. Director NeSmith made a motion to approve the agenda as printed, adding three items from the Human Resources Committee; Covid-19 Employee Assistance Policy extension, Compensation Services agreement and FY 2022 Health Insurance/Wellness Benefits, following Item 3 on the agenda. Director Blankenship interrupted before a second motion was made saying he had an inquiry; then he made a motion to table Item 28 and add the three items from the Human Resources Committee. Some discussion occurred regarding the first motion and Director Blankenship interrupting before a second could be made on Director NeSmith’s original motion. Director Blankenship made his motion again and it was seconded by Director Huffman, and the vote failed in a 5 to 4 roll call vote.

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Following, Director NeSmith made his original motion again and Director Burbage seconded. And the vote passed. 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, Jr. that the Board of Directors hereby approves the August 25, 2021 Regular Board of Directors’ meeting agenda, adding three items from the Human Resources Committee; Covid-19 Policy extension, Compensation Services agreement and FY2022 Health Insurance/Wellness Benefits, following Item 3 on the agenda.

Resolution No. 8864 is hereby adopted by a roll call vote. Burbage, Yes; Henderson, Yes; NeSmith, Yes; Rice, Yes; Ward; Yes; Blankenship, No; Huffman, No; Mims, No; Munchus No.”

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Next, there were no minutes for approval. Some discussion occurred regarding adding the three items from the Human Resources Committee meeting to the current meeting agenda at this late notice. Attorney Parnell stated the By Laws allowed the General Manager to add items, if he determined the items could not wait, by a majority Board vote. There was one Committee report from Director Huffman of an upcoming Communications Committee meeting to be held tomorrow, Thursday, September 23rd at 8:30 a.m. Under unfinished business, Director Munchus asked about the Strategic Plan. GM Johnson responded that there is an Executive Committee meeting scheduled for Tuesday, September 30th and the Strategic Plan would be discussed in that meeting.

Following, the Board was asked to adopt resolutions authorizing monthly retirement benefits from the Board’s Retirement Trust Fund for Ronald Hudson, as set forth in agenda Item 1. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, Ronald Hudson, an employee of The Water Works Board of the City of Birmingham (“the Board”), is retiring, effective October 1, 2021, at an age of 63, and

WHEREAS, Ronald Hudson has 28 years 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 \$3,546.69; 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. Ronald A. Mims and seconded by Dr. George Munchus, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$3,546.69 to Mr. Hudson from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made October 1, 2021.

Resolution No. 8865 is hereby adopted by unanimous vote.”

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“WHEREAS, Ronald Hudson, an employee of The Water Works Board of the City of Birmingham, is retiring, effective October 1, 2021, after 28 years and 5 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Ronald Hudson’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. Hudson.

Resolution No. 8866 is hereby adopted by unanimous vote.”

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Next, the Board was asked to adopt resolutions authorizing monthly retirement benefits from the Board’s Retirement Trust Fund for Will T. Moore, as set forth in agenda Item 2. Chairman Mims raised a question about Will Moore having received his Grade I Certification and the 5% salary increase due him. Human Resources Manager, Paul Lloyd, explained that the 5% increase would go into effect October 1, 2021 if the employee was still an active employee on that date; however the referenced employee’s effective retirement date is September 30, 2021 and he will be officially retired on that date. Chairman Mims stated he was told that Will Moore passed the certification in July. Mr. Lloyd responded that the effective increase date is based on the date ADEM uses on their official certification and that was October 1, 2021. Chairman Mims asked if Will Moore could withdraw his intent to retire. General Manager, Johnson responded that there were some circumstances surrounding his retirement that may make that impossible. Attorney Anthony cautioned everyone about any further discussion regarding the issue in a public meeting. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, Will T. Moore, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective October 1, 2021, at an age of 61, and

WHEREAS, Will T. Moore has 34 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 \$6,630.60; 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 Dr. George Munchus and seconded by Mr. Ronald A. Mims, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$6,630.60 to Mr. Moore from the Board's Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made October 1, 2021.

Resolution No. 8867 is hereby adopted by unanimous vote.”

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“WHEREAS, Will T. Moore, an employee of The Water Works Board of the City of Birmingham, is retiring, effective October 1, 2021, after 34 years of service with the Board; and

WHEREAS, management has informed the Board of Will T. Moore'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, Will T. Moore 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, Will T. Moore is hereby commended for his efficiency, reliability, and loyal service to the Board

BE IT FURTHER RESOLVED, that in recognition of Will T. Moore'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. Moore.

Resolution No. 8868 is hereby adopted by unanimous vote.”

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Following, the Board was asked to adopt resolutions authorizing monthly disability retirement benefits from the Board's Retirement Trust Fund for Alesia S. Price, as set forth in agenda Item 3. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, Alesia S. Price, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring due to a disability, effective October 1, 2021, at an age of 60, and

WHEREAS, Alesia S. Price has 15 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 \$2,001.32; 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 Dr. George Munchus and seconded by Mr. Tom Henderson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$2,001.32 to Ms. Price from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made October 1, 2021. Ms. Price was declared disabled as of September 1, 2021 and her retirement disability benefits become effective October 1, 2021 (retroactive payment for September 1, 2021). The Board’s Trust Fund retirement disability benefit is reduced by the Social Security disability amount paid to the participant.

Resolution No. 8869 is hereby adopted by unanimous vote.”

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“WHEREAS, Alesia S. Price, an employee of The Water Works Board of the City of Birmingham, is retiring, effective October 1, 2021 under the Board’s Disability provision of its Retirement plan; and

WHEREAS, management has informed the Board of Alesia S. Price’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

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors expresses its best wishes to Alesia S. Price; and

BE IT FURTHER RESOLVED, that in recognition of Alesia S. Price’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 a copy presented to Ms. Price.

Resolution No. 8870 is hereby adopted by unanimous vote.”

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Next, the Board was asked to approve an extension of the Covid-19 Employee Assistance Policy, as recommended by the Human Resources Committee. 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 approves the extension of the COVID-19 Employee Assistance Policy to September 30, 2022, as recommended by the Human Resources Committee.

Resolution No. 8871 is hereby adopted by unanimous vote.”

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Following, the Board was asked to approve an agreement with Human Resources Management for Compensation Services, as recommended by the Human Resources Committee. GM Johnson stated the only thing he wanted to make note of, which was discussed in the Human Resources Committee meeting, was the amended amount of \$97,000.00, which includes all BWWB positions and associated fees. Director Munchus cautioned management not to let the same thing happen this time that happened when the last compensation study was performed and drop the ball. Director Munchus also asked if a joint venture was reached with the services to be provided. GM Johnson responded, that there was a joint venture established for these services. 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. Ronald A. Mims, that the Board hereby approves the General Manager or the Assistant General Manager to execute an agreement (subject to review by the Board's attorney) with Human Resource Management, Inc. to perform compensation services at a projected cost of \$97,000.00, as recommended by the Human Resources Committee.

Resolution No. 8872 is hereby adopted by unanimous vote.”

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Next, the Board was asked to approve the FY 2022 Health Insurance Plan and Wellness Benefit Package, as recommended by the Human Resources Committee. Director Rice asked if there were any increases to employees’ premiums. GM Johnson stated there would be some increased costs passed along to employees. Director Rice asked with the recent bond deal, why the wealth could not be passed along to employees to curb the increase. GM Johnson stated this could be discussed during the budget workshop. Director Munchus also asked that this information be shared with the Employee Association. 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. Tom Henderson, that the Board hereby authorizes the General Manager and/or the Assistant General Manager to enter into health insurance agreements with Wellness Program providers and an agreement with Wex (subject to review by the Board’s attorneys), to provide 3rd party administrative services for Flexible Spending Plans, Health Reimbursement Accounts, Health Savings Accounts and COBRA administration, and to authorize the General Manager and/or the Assistant General to execute said documents, as recommended by the Human Resources Committee.

Resolution No. 8873 is hereby adopted. Director Rice Abstained.”

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Following, the Board was asked to approve invoices for professional services provided August 2021, as set forth in agenda Items 4 - 11. The referenced items were voted on together. Director Blankenship questioned the hours associated with the Parnell Thompson, LLC invoice and asked the General Manager to read the invoice line by line. Some of the information was confidential regarding active legal cases and could not be read aloud. 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. Dalton NeSmith that the Board hereby authorizes staff to execute payments of invoices to the following:

<u>Dominick Feld Hyde, P.C.</u>	
For professional services provided August 2021	\$178.00
<u>Terminus Municipal Advisors, LLC</u>	
For professional services provided August 2021	\$6,500.00
<u>The Jones Group, LLC</u>	
For professional services provided August 2021	\$10,000.00
<u>Pat Lynch & Associates</u>	
For professional services provided August 2021	\$10,000.00
<u>Agee Law, LLC</u>	
For professional services provided August 2021	\$12,825.00
<u>Hilliard, Smith & Hunt, LLC</u>	
For professional services provided August 2021	\$13,000.00
<u>Agency 54</u>	

For professional services provided August 2021 \$25,000.00

Parnell Thompson, LLC

For professional services provided August 2021 \$57,893.30

Resolution No. 8874 is hereby on September 22, 2021. Director Blankenship voted No. Director Huffman Abstained.”

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Next, the Board was asked to award a bid to Willoughby Contracting Company, Inc., the lowest responsible and responsive bidder, for the replacement of approximately 3,480’ of 2” galvanized steel pipe / 2” unlined cast iron pipe and 350’ of 8” unlined cast iron pipe with approximately 2,280’ of 8” DICL pipe; 2,210’ of 6” DICL pipe and related appurtenances; and 93 water services along Court “M” Ensley; Terrace “M” Ensley; Avenue “N” Ensley; and 49th Street Ensley located in Birmingham, at a bid amount of \$783,037.25; plus estimated cost of materials and Water Board labor in the amount of \$309,220.60; at an estimated out-of-pocket cost of \$1,092,257.85, as recommended by the Engineering and Maintenance Committee and set forth in agenda Item 12. 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 award bid to Willoughby Contracting Company, Inc., the lowest responsible and responsive bidder, for the replacement of approximately 3,480’ of 2” galvanized steel pipe / 2” unlined cast iron pipe and 350’ of 8” unlined cast iron pipe with approximately 2,280’ of 8” DICL pipe; 2,210’ of 6” DICL pipe and related appurtenances; and 93 water services along Court “M” Ensley; Terrace “M” Ensley; Avenue “N” Ensley; and 49th Street Ensley located in Birmingham, at a bid amount of \$783,037.25; plus estimated cost of materials and Water Board labor in the amount of \$309,220.60; at an estimated out-of-pocket cost of \$1,092,257.85, as recommended by the Engineering and Maintenance Committee.

Resolution No. 8875 is hereby adopted by unanimous vote.”

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Following, the Board was asked to award a bid to Willoughby Contracting Company, Inc., the lowest responsible and responsive bidder, for the replacement of approximately 4,850’ of 2” galvanized steel pipe / 2” unlined cast iron pipe with approximately 2,130’ of 6” DICL pipe; 2,160’ of 4” DICL pipe and related appurtenances; and 108 water services along 7th Avenue South; 7th Court South; 45th Street South; 46th Street South; and 47th Street South located in Birmingham at a bid amount of \$855,204.75; plus estimated cost of materials and Water Board labor in the amount of \$349,482.48; at an estimated out-of-pocket cost of \$1,204,687.23, as recommended by the Engineering and Maintenance Committee, and set forth in agenda Item 13. 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 award bid to Willoughby Contracting Company, Inc., the lowest responsible and responsive bidder, for the replacement of approximately 4,850’ of 2” galvanized steel pipe / 2” unlined cast iron pipe with approximately 2,130’ of 6” DICL pipe; 2,160’ of 4” DICL pipe and related appurtenances; and 108 water services along 7th Avenue South; 7th Court South; 45th Street South; 46th Street South; and 47th Street South located in Birmingham at a bid amount of \$855,204.75; plus estimated cost of materials and Water Board labor in the amount of \$349,482.48; at an estimated out-of-pocket cost of \$1,204,687.23, as recommended by the Engineering and Maintenance Committee.

Resolution No. 8876 is hereby adopted by unanimous vote.”

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Next, the Board was asked to award a bid to Tren-Tay, Inc., the lowest responsible and responsive bidder, for the replacement of approximately 2,680’ of 2” galvanized steel pipe / 2” unlined cast iron pipe and 3,690’ of 4” unlined cast iron pipe with approximately 2,680’ of 12” DICL pipe, 1,110’ of 6” DICL pipe, 1,300’ of 4” DICL pipe and related appurtenances; and 60 water services along Walker Chapel Road, Charleston Avenue, Kenneth Street, Hyche Street, Hightower Avenue and Eugene Street located Fultondale and unincorporated Jefferson County, at a bid amount of \$1,005,501.70; plus estimated cost of materials and Water Board labor in the amount of \$383,595.63; at an estimated out-of-pocket cost of \$1,389,097.33, as recommended by the Engineering and Maintenance Committee, and set forth in agenda Item 14. 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 Ms. Tereshia Huffman, that the Board hereby authorizes staff to award bid to Tren-Tay, Inc. the lowest responsible and responsive bidder, for the replacement of approximately 2,680’ of 2” galvanized steel pipe / 2” unlined cast iron pipe and 3,690’ of 4” unlined cast iron pipe with approximately 2,680’ of 12” DICL pipe, 1,110’ of 6” DICL pipe, 1,300’ of 4” DICL pipe and related appurtenances; and 60 water services along Walker Chapel Road, Charleston Avenue, Kenneth Street, Hyche Street, Hightower Avenue and Eugene Street located Fultondale and unincorporated Jefferson County, at a bid amount of \$1,005,501.70; plus estimated cost of materials and Water Board labor in the amount of \$383,595.63; at an estimated out-of-pocket cost of \$1,389,097.33, as recommended by the Engineering and Maintenance Committee. Note: the apparent low bidder, Global Construction & Engineering is currently restricted from performing work on Jefferson County controlled projects.

Resolution No. 8877 is hereby adopted by unanimous vote.”

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Next, the Board was asked to award bids on Chemicals, as recommended by the Engineering and Maintenance Committee and set forth in agenda Items 15 – 19. The referenced items were voted on together. Some discussion took place regarding BCIA working with Purchasing to possibly use HUBs for the transportation piece in the future. Manager Ed Travis stated they are working, but they have not made a lot of progress yet in this area. 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 Mr. Dalton NeSmith, that the Board hereby awards bids and a bid option and authorizes the General Manager and/or the Assistant General Manager to execute signed bid contracts/an extension for FY2022 Chemical Bids to the lowest responsible and responsive bidders, as recommended by the Engineering and Maintenance Committee as follows:

- Univar USA, Inc., for a 1-year extension with a 7.25% increase for Hydrofluosilicic Acid, at an estimated out-of-pocket cost of \$288,450.00 per year based on anticipated usage.
- Brenntag-Midsouth, Inc., to award a bid for Liquid Chlorine, at an estimated out-of-pocket cost of \$387,000.00 per year based on anticipated usage.
- Mississippi Lime, to award a bid for Bulk Hydrated Lime, at an estimated out-of-pocket cost of \$411,565.00 per year based on anticipated usage.
- Polytec, Inc., to award a bid for Liquid Calcium Hydroxide, at an estimated out-of-pocket cost of \$714,000.00 per year based on anticipated usage.
- Brenntag-Midsouth, Inc., to award a bid for Liquid Sodium Hypochlorite, at an estimated out-of-pocket cost of \$812,200.00 per year based on anticipated usage.

Resolution No. 8878 is hereby adopted by unanimous vote.”

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Following, the Board was asked to award a bid to Hitouch Business Services, the lowest responsible and responsive bidder, for Lenovo Desktops and Laptops, at an estimated out-of-pocket cost of \$130,940.00, as recommended by the Engineering and Maintenance Committee and set forth in agenda Item 20. 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. Larry Ward, that the Board hereby authorizes staff to award a bid to Hitouch Business Services, the lowest responsible and responsive bidder, for Lenovo Desktops and Laptops, at an estimated out-of-pocket cost of \$130,940.00, as recommended by the Engineering and Maintenance Committee.

Resolution No. 8879 is hereby adopted by unanimous vote.”

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Next, the Board was asked to award a bid and to authorize the General Manager and/or the Assistant General Manager to execute a signed contract with Empire Pipe & Supply, the lowest responsible and responsive bidder, for estimated annual quantities of FM Static Flow Meters 4" and larger, at an estimated out-of-pocket cost of \$428,000.00, as recommended by the Engineering and Maintenance Committee and set forth in agenda Item 21. 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 award a bid and to authorize the General Manager and/or the Assistant General Manager to execute a signed contract with Empire Pipe & Supply, the lowest responsible and responsive bidder, for estimated annual quantities of FM Static Flow Meters 4" and larger, at an estimated out-of-pocket cost of \$428,000.00, as recommended by the Engineering and Maintenance Committee.

Resolution No. 8880 is hereby adopted by unanimous vote.”

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Following, the Board was asked to award a bid and to authorize the General Manager and/or the Assistant General Manager to execute a signed contract with Ferguson WW, the lowest responsible and responsive bidder, for estimated annual quantities of Composite Type Meter Boxes and Lids, 13” X 24”, at an estimated out-of-pocket cost of \$701,000.00, as recommended by the Engineering and Maintenance Committee and set forth in agenda Item 22. Director Munchus inquired about any local groups being involved. AGM Murphy stated there was a group working on a prototype. 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. Tom Henderson, that the Board hereby authorizes staff to award a bid and to authorize the General Manager and/or the Assistant General Manager to execute a signed contract with Ferguson WW, the lowest responsible and responsive bidder, for estimated annual quantities of Composite Type Meter Boxes and Lids, 13” X 24”, at an estimated out-of-pocket cost of \$701,000.00, as recommended by the Engineering and Maintenance Committee.

Resolution No. 8881 is hereby adopted by unanimous vote.”

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Next, the Board was asked to award a bid and to authorize the General Manager and/or the Assistant General Manager to execute a signed contract with Core & Main LP, the lowest

responsible and responsive bidder, for estimated annual quantities of Polymer Type Meter Boxes and Lids, 13" x 24", at an estimated out-of-pocket cost of \$801,251.00, as recommended by the Engineering and Maintenance Committee and set forth in agenda Item 23. 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 hereby authorizes staff to award a bid and to authorize the General Manager and/or the Assistant General Manager to execute a signed contract with Core & Main LP, the lowest responsible and responsive bidder, for estimated annual quantities of Polymer Type Meter Boxes and Lids, 13" x 24", at an estimated out-of-pocket cost of \$801,251.00, as recommended by the Engineering and Maintenance Committee.

Resolution No. 8882 is hereby adopted unanimous vote.”

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Following, the Board was asked to approve a proposal to reinvest \$20 million with Citizens Trust Bank at an interest rate of 0.10% for one year; and to authorize the General Manager and/or the Assistant General Manager to execute said proposal, as set forth in agenda Item 24. AGM Fisher stated three quotes were received and the decision was made to stay with Citizens Trust Bank due to their rate being better. 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 hereby approves a proposal to reinvest \$20 million with Citizens Trust Bank at an interest rate of 0.10% for one year; and to authorize the General Manager and/or the Assistant General Manager to execute said proposal.

Resolution No. 8883 is hereby adopted by unanimous vote.”

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Next, the Board was asked to approve an agreements with Banks, Finley, White & Company, Certified Public Accountants to conduct the 2021 Financial Statement Audit at a cost not to exceed \$170,000.00, as set forth in agenda Item 25; and to approve an agreement with Banks, Finley, White & Company, Certified Public Accountants to conduct the 2021 SOC-1 Audit at a cost not to exceed \$95,000.00, as set forth in agenda Items 25 and 26. The referenced items were voted on together. 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 an agreements with Banks, Finley, White & Company, Certified Public

Accountants to conduct the 2021 Financial Statement Audit at a cost not to exceed \$170,000.00; and the 2021 SOC-1 Audit at a cost not to exceed \$95,000.00.

Resolution No. 8884 is hereby adopted by unanimous vote.”

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Next, the Board was asked to amend Resolution 8858 to approve reimbursement to the Operating Account for the period ended July 31, 2021 in the amount of \$ 888,691.12, as set forth in agenda Item 27. Director Ward asked what this was about. GM Johnson stated the Board began using Pay As You Go. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, ARCADIS US, Incorporated, in a Certificate dated August 25, 2021, certified that during the period ending July 31, 2021 that there were expenditures for the cost of system improvements, which were paid out of the Operating Account and reimbursement of that account is due in the preliminary amount of \$3,833,279.36 and previously approved by Resolutions No. 8858; and,

WHEREAS, when Resolution No. 8858 was adopted, there was only \$888,691.12 in the 2019 Special Acquisition Fund, the Construction Fund, the Improvement Fund, and/or the Revenue Account; and,

WHEREAS, Resolution No. 8858 is in need of amendment to reflect the correct amount to be transferred into the Operating 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 Mr. Tom Henderson, that Resolution No. 8858 is amended and the Trustee be, and is hereby instructed to immediately transfer \$888,691.12 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. 8885 is hereby adopted by unanimous vote.”

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Following, the Board was asked to repeal, cancel and amend the agreements it currently has with existing legal counsel for the Water Works Board, as set forth in agenda Item 28. Chairman Mims asked who drafted this resolution. Director Burbage responded that he started the process and asked attorney Parnell to draft the language. Chairman Mims stated he believed this should have gone before an Ad Hoc Legal Committee first. Director Huffman stated she thought the process was for things to be vetted in Committees. Further discussion took place with Director Burbage stating the current process was not working properly and the caps on legal fees seemed to be a problem. Director Burbage reminded the Board that legal stays under budget and that for

a company the size of BWWB the legal fees are not out of line. Legal fees represent less than a half of a percent of the company's budget, according to Director Burbage. Director Munchus stated the fees were low, but he liked caps for lawyers to be fair. 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 and contract with legal counsel to meet its legal service needs; and,

WHEREAS, as more fully set forth below, the Water Works Board desires to repeal, cancel and amend the agreements it currently has with existing legal counsel for the Water Works Board.

NOW THEREFORE, on a motion made by Mr. William “Butch” Burbage, Jr. and seconded by Mr. Dalton NeSmith it is hereby resolved as follows:

1. Resolution Numbers 8352 (Attorney Emory Anthony), 8358 (Attorney Emory Anthony), 8450 (Attorney Emory Anthony), 8452 (Attorney Terri Reynolds), 8453 (Attorney Scott Gilliland), and 8577 (Attorney Fred Bolling) are specifically hereby repealed. The General Manager is authorized and directed to issue the necessary written notices to terminate all agreements associated with the above referenced resolutions.

2. The Water Works Board hereby retains Parnell Thompson, LLC and Attorney Byron Perkins to serve as Co-General Counsel. The Water Works Board hereby also retains Attorney Kelvin Howard and Attorney Tiffanie Agee to serve as legal counsel.

3. Parnell Thompson, LLC and Attorney Byron Perkins will each execute new written agreements with the Water Works Board. Said written agreement will establish: (a) each law firm's or attorney's hourly rate to be \$300.00; (b) that each law firm or attorney will be reimbursed for necessary expenses at cost; (c) a term of 12-months, with either party having the right to terminate the agreement upon 30 days' notice; and (d) that as General Counsel to the Water Works Board each firm must maintain, at a minimum, professional liability insurance in an aggregate amount of \$4 million and general liability in the aggregate amount of \$1 million. The form of said agreement shall be substantially the same as the Water Works Board has previously used. The Chairperson and/or the General Manager is authorized and directed to execute said agreements on behalf of the Water Works Board.

4. Attorney Kelvin Howard and Attorney Tiffanie Agee will each execute a written agreement with the Water Works Board. Said written agreement will establish: (a) their hourly rate to be \$300.00; (b) that they will be reimbursed for necessary expenses at cost; (c) a term of 12-months, with either party having the right to terminate the agreement upon 30 days' notice; and (d) that they must maintain, at a minimum, professional liability insurance in the aggregate amount of \$1million and general liability in the aggregate amount of \$500,000.00. The form of said agreement shall be substantially the same as the Water Works Board has previously used. The Chairperson and/or the General Manager is authorized and directed to execute said agreements on behalf of the Water Works Board.

5. Parnell Thompson, LLC and Attorney Byron Perkins, shall handle and assign all legal matters in consultation with the General Manager.

6. The previously established monthly caps on legal fees are hereby repealed. In lieu thereof, the General Manager shall make written quarterly reports to the board of directors comparing expenditures for all legal services compared to the budget for legal services. Said quarterly report shall be made on or before the first regular board of directors' meeting in April, July, October and January (for the last quarter of the preceding year)

7. To the extent that there are any other pending resolutions that have not heretofore been specifically repealed and that conflict with this resolution, said prior resolutions are hereby repealed.

Resolution No. 8886 is hereby adopted by a roll call vote as follows:

Director Burbage, Yes; Director Henderson, Yes; Director NeSmith, Yes; Director Rice, Yes; Director Ward, Yes; Director Blankenship, No; Director Huffman, No; Director Mims, No; Director Munchus, No.”

* * * * *

As there was no further business before the Board, a motion was made and seconded, and the meeting adjourned at 1:31 p.m.

/S/
Ronald A. Mims
Chairman/President

