

SUMMARY OF REGULAR BOARD OF DIRECTORS' MEETING

HELD Wednesday, March 24, 2021

At 11:30 a.m. – (Electronically [via Teleconference/Telephone])

[THESE ARE NOT THE OFFICIAL MINUTES]

The Governor's Open Meeting Act ("OMA") Proclamation allows members of governmental bodies to hold said meeting electronically (via telephone etc.) for purposes of establishing a quorum, deliberating and taking action; and via electronic equipment allows members of the public to listen to the meeting.

The regular bi-monthly meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, March 24, 2021, at 11:30 a.m., via electronically [via teleconference/telephone].

The following Directors were present via a roll call: Ronald A. Mims, William "Butch" Burbage, Jr., George Munchus, Lucien Blankenship, Tereshia Huffman, Tom Henderson, Dalton NeSmith, Chris Rice and Larry Ward.

Others were present via teleconference/telephone: Michael Johnson, General Manager; Derrick Murphy, Iris Fisher and Jeffrey Thompson, Assistant General Managers; K. Mark Parnell, Parnell Thompson Law, LLC; Emory Anthony, Esq.; Cynthia Williams, Board Administrator; Vanessa Washington, Executive Assistant; Rick Jackson and Colandus Mason; Board Employees.

Inasmuch as the Board members were present, a quorum was in attendance.

Chairman Mims called the meeting to order at 11:30 a.m. Assistant General Manager Iris Fisher opened the meeting with prayer.

Director Munchus stated he had one item of new business. GM Johnson requested to withdraw agenda item 7.1. Director Blankenship made a motion to approve the agenda with the said amendment and add Director Munchus under new business. Director Munchus seconded. Director Rice indicated, he also had items of new business. The agenda was approved unanimously by a voice vote.

Following, GM Johnson asked the Board to adopt a resolution authorizing disability monthly retirement benefits from the Board's Retirement Trust Fund for Torrance Kegler, Leak Utility II, Distribution Department, for 4 years and 4 months of service, as stated on the respective calculation, effective April 1, 2021 (retroactive pay for March, 2021), and commending Mr. Kegler for his years of service, as set forth in agenda item 1; necessary to perform essential minimum functions of the governmental body. Director Huffman made a motion to approve the agenda item. Director Ward seconded. The agenda item was approved unanimously by a voice vote.

Next, GM Johnson asked the Board to approve minutes of January 13, 2021 and January 27, 2021 Regular Board of Directors' Meetings, as set forth in agenda item 2, respectively; necessary to perform essential minimum functions of the governmental body. A director expressed concerns about the minutes accurately reflecting the meetings. After much discussion, Director

Ward made a motion to approve the agenda item. Director Henderson seconded. The agenda item was approved by a roll call vote with seven votes in favor and two against.

Following, GM Johnson asked the Board to approve reimbursement to the Operating Account for the period ended January 31, 2021 in the amount of \$1,601,056.10, as set forth in agenda item 3; necessary to perform essential minimum functions of the governmental body. Director Munchus made a motion to approve the agenda item. Director Huffman seconded. The agenda item was approved unanimously by a voice vote.

Next, GM Johnson asked the Board to approve payment of invoices for professional services, as set forth in agenda items 4.1 through 4.5, respectively; necessary to perform essential minimum functions of the governmental body. The invoices were voted on separately. Director Munchus made a motion to approve agenda item 4.1. Director Ward seconded. Said item was approved unanimously by a roll call vote. Next, Director Ward made a motion to approve agenda item 4.2. Director Huffman seconded. Said item was approved unanimously by a roll call vote. Next, Director Munchus made a motion to approve agenda item 4.3. Director Rice seconded. Said item was approved unanimously by a roll call vote. Next, Director Ward made a motion to approve agenda item 4.4. Director Henderson seconded. Said item was approved unanimously by a roll call vote. Next, two directors indicated they would like to speak on agenda item 4.5. Director Nesmith made a motion to discuss said item. Director Henderson seconded. One director expressed concerns by referencing resolution 8449 and indicated concerns about receiving a second invoice for approval that exceeds the amount relating to the resolution. GM Johnson stated that some cases were assigned prior to the resolution. There were multiple questions from directors relating to exceeding the legal services cap to staff and Attorney Anthony. In addition, a director requested GM Johnson to provide an inventory of the pending cases assigned to said law firm. After much discussion, Director Blankenship made a substitute motion to pay said law firm \$20,000.00 (*the amount aligned with the resolution*) and deal with the remaining balance later, as it exceeds the cap for legal services and terms set in the resolution. Director Huffman seconded. A roll call vote was taken, and the substitute motion failed with three votes in favor and six votes against. Then, directors voted on the original agenda item. Agenda item 4.5 was approved as printed on agenda with seven votes in favor and 2 against by a roll call vote.

Following, GM Johnson asked the Board to approve an agreement with Utegration, LLC to provide ongoing support for the SAP Customer Relations and Billing Module (CRB) for the period May 1, 2021 through April 30, 2022, 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, as set forth in agenda item 5; necessary to perform essential minimum functions of the governmental body. A director requested AGM Murphy to email him prior requested information on agenda items five, six, and seven. Director Munchus made a motion to approve said item. Director Huffman seconded. The agenda item was approved unanimously by a roll call vote.

Next, GM Johnson asked the Board to approve an agreement with Business Systems and Operations, LLC (BSO) to provide ongoing support for the SAP Finance Module (FI) for the period April 1, 2021 through March 31, 2022, 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, as set forth in agenda item 6; necessary to perform essential minimum functions of the governmental body. Director Munchus made a motion to approve said item. Director Ward seconded. A director asked a question about the owner and HUB participation, which GM Johnson confirmed the owner himself is a HUB. The agenda item was approved unanimously by a roll call vote.

Following, GM Johnson asked the Board to exercise its bid option and to authorize the General Manager and/or the Assistant General Manager to execute a 12-month bid extension, as recommended by the Engineering & Maintenance Committee, as set forth in agenda items 7.2 through 7.4, respectively; necessary to perform essential minimum functions of the governmental body. The agenda items were voted on together. Director Ward made a motion to approve said items. Director Burbage seconded. The agenda items were approved unanimously by a roll call vote.

Next, agenda item 8, which addressed new business, was presented; necessary to perform essential minimum functions of the governmental body. Director Munchus made a motion for a board resolution of accommodation to senior management for outstanding work done on strategic planning and the board retreat. Director Huffman seconded. The agenda item was approved unanimously by a voice vote. Following, Director Rice inquired about the status of the interviews with the lobbyist and expressed concerns about the long process. In addition, Director Rice inquired about the status of the H2O Foundation presenting to the board. However, after some discussion, Director NeSmith made an amended motion for GM Johnson to provide an opinion on the lobbyist to the board no later than April 7, 2021 and to provide the status for the H2O Foundation. The amended motion also includes consideration for the lobbyist to be presented at the April 14, 2021 Regular Board of Directors' Meeting as oppose to the April 28, 2021 board meeting. Director Munchus seconded. The agenda item was approved unanimously by a roll call vote. A director cautioned GM Johnson on information he might disclose regarding government affairs and asked to not receive any information pertaining to the matter. Next, Director Rice inquired about whether GM Johnson had been contacted by Commissioner Shelia Tyson relating to BWWB employees receiving the COVID-19 vaccine. GM Johnson indicated BWWB is on a list with Jefferson County Health Department for 450 employees to be vaccinated. However, he did speak with Commissioner Shelia Tyson. Also, he spoke to Alexandria Hilliard and some employees were able to be vaccinated yesterday and today. In addition, employees are scheduled to be vaccinated Tuesday, Wednesday and Thursday of next week after making arrangements with Dr. Jennifer Campbell and Dr. Sherone Ruggs. Dr. Campbell was referred by Commissioner Shelia Tyson. Next, Director Rice expressed concerns about the Birmingham Business Resource Center contract. Director Rice made a motion to evoke a 30-day termination clause and a motion to terminate their contract effective as of today. Director Ward seconded. The motion was approved by a roll call vote with five votes in favor and four votes against. Next, Chairman Mims indicated he wanted to bring back the AD Hoc Committee to review legal cases and he indicated the members chosen for said Committee. Afterwards, Chairman announced that UAB was giving COVID-19 vaccines at Legion Field today from 10:00 a.m. to 6:00 p.m. for ages 16 and up.

As there was no further business before the Board, Director Blankenship made a motion to adjourn the meeting. Director Munchus seconded. The motion was approved unanimously by a voice vote. Chairman Mims adjourned the meeting at 12:44 p.m.