

SUMMARY OF REGULAR BOARD OF DIRECTORS' MEETING

HELD Wednesday, December 16, 2020

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, December 16, 2020, at 11:30 a.m., via electronically [via teleconference/telephone].

The following Directors were present via a roll call: Ronald A. Mims, Brenda J. Dickerson, Deborah Clark, William R. Muhammad, William "Butch" Burbage, Jr., Lucien Blankenship, George Munchus and Brett A. King.

Others were present via teleconference/telephone: Michael Johnson, General Manager; Derrick Murphy, Jeffrey Thompson and Iris Fisher, Assistant General Managers; K. Mark Parnell, Parnell Thompson Law, LLC; Emory Anthony, Esq.; Tiffanie Agee, Esq.; Kelvin Datcher, City of Birmingham; Cynthia Williams, Board Administrator; Vanessa Washington, Executive Assistant; Rick Jackson, Valencia Dulaney, Colandus Mason, Paul Lloyd, Shelia Patterson, Rosalind Jones, Ed Travis, Jonathan Harris; Board Employees.

Inasmuch as a majority of 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 made a motion to approve the agenda as printed. Director Dickerson seconded. However, Director Muhammad made a motion to amend the agenda by removing agenda items 14.1 through 14.5, 15.2 and 15.3, and Director Dickerson seconded. After discussion among the directors, Director Muhammad agreed to wait until said items were covered on the agenda. Directors Muhammad and Dickerson motions to remove said items from the agenda were withdrawn. Director Alexander entered the meeting at 11:45 a.m. Thus, the original motion was before the board, and the agenda was approved unanimously by a roll call vote.

Following, GM Johnson asked the Board to approve minutes from the Regular Board of Directors' Meeting held September 9, 2020, as set forth in agenda item 1; necessary to perform essential minimum functions of the governmental body. Director Munchus made a motion to approve said item. Director Dickerson seconded the motion. A director stated she did not have an opportunity to read said minutes. The agenda item was approved with 7 votes in favor and 2 abstentions by a voice vote.

Next, GM Johnson asked the Board to hear a presentation on the following awards: (1) BWW receipt of the Distinguished Budget Presentation Award from the Government Finance Officers Association for Fiscal Year 2020, (2) BWW receipt of the Optimization Award from Alabama Department of Environmental Management (ADEM) for year 2019 for microbial removal at its Western, Putnam and Shades Mountain filter plants and (3) BWW receipt of the 2020 AWWA's Partnership for Safe Water Program, Directors Award for operations at each of its four treatment plants with Putnam receiving the award for the 15th year; necessary to perform essential minimum functions of the governmental body; as set forth in agenda items 2.1 through 2.3 respectively. AGM Fisher presented information on the GFOA Award, and AGM Thompson presented information on ADEM and Safe Water Program Awards. Several directors congratulated staff. One director indicated the necessity of legally awarding employees for going beyond their job duties. Chairman Mims asked the General Manager to send commendations to the participants. There was some discussion on the Employee of the Month as a previous form of monetary award to employees for exceptional work; however, that issue is on hold pending further review by the board. A comment was made that something similar could be implemented.

Following, GM Johnson asked the Board to adopt a resolution authorizing surviving monthly retirement benefits from the Board's Retirement Trust Fund in accordance with the terms of the pension plan and as stated on the attached memo, effective January 1, 2021 for Ms. Joyce S. Hanson, the surviving spouse of Gene R. Hanson; necessary to perform essential minimum functions of the governmental body, as set forth in agenda item 3. Director Mims made a motion to approve said item. Director Dickerson seconded the motion. The agenda item was approved unanimously by a voice vote.

Next, GM Johnson asked the Board to adopt resolutions for monthly retirement benefits from the Board's Retirement Trust Fund, as stated on the respective retirement calculations, effective January 1, 2021, and commending the following employees for their years of service, necessary to perform essential minimum functions of the governmental body: (1) Isaiah Craig, (2) Timothy Fine, (3) Greg Henslee, (4) Oscar Johnson, (5) Richard Lowery and (6) Terrance Williams, as set forth in agenda item 4.1 through 4.6, respectively. Director Munchus made a motion to approve said item. Director Dickerson seconded the motion. The agenda item was approved unanimously by a voice vote.

Following, GM Johnson asked the Board to approve reimbursement to the Operating Account for the period ended October 31, 2020 in the amount of \$4,828,176.80; necessary to perform essential minimum functions for the governmental body; as set forth in agenda item 5. Director Munchus made a motion to approve the agenda item. Director Dickerson seconded the motion. A director inquired about the reimbursement of expenditures and requested to receive more detailed information in the future. The General Manager agreed to provide a summary schedule. Afterwards, the agenda item was approved by a voice vote with one abstention.

Next, GM Johnson asked the Board to approve payment of invoices for professional services, as set forth in agenda items 6.1 through 6.14, respectively; necessary to perform essential minimum functions of the governmental body. Director Muhammad requested agenda item 6.11 be voted on separately to allow for individual discussion. Director Munchus made a motion to approve all items under agenda item 6 as printed, except for agenda item 6.11. Director

Muhammad seconded. On a motion duly made and seconded, all items under agenda item 6 were approved unanimously by a voice vote. Next, Director Munchus made a motion to approve agenda item 6.11. Director King seconded the motion. Director Muhammad expressed concerns that said legal fees exceeded the agreed upon cap on legal fees. Per Director Blankenship, items to approve extra expenses should always come before the board. Attorney Parnell and Attorney Anthony explained their view on said matter. After much discussion, agenda item 6.11 was approved by a voice vote with one oppose.

Following, GM Johnson asked the Board to adopt a resolution to hire Attorney Moses Stone to provide legal services for the purpose of representing the BWWB in a lawsuit, Case Number CV 2019-900145.00, at an hourly rate of \$300.00 and an amount of compensation not to exceed \$20,000.00, including authorized reimbursable expenses without further authorization of the Board, and to authorize the General Manager to execute the agreement; necessary to perform essential minimum functions of the governmental body, as set forth in agenda item 7. A director inquired about said attorney being selected and requested his resume be sent to directors. Attorney Anthony explained the need to hire Attorney Stone due to a conflict regarding representation from other board attorneys on the referenced case. Director Munchus made a motion to approve said item. Director Dickerson seconded the motion. The agenda item was approved unanimously by a voice vote.

Next, GM Johnson asked the Board to approve an engagement letter with Armstrong Law, LLC, in the amount of \$4,460.00 to pay for legal services and required filing fees to apply for an extension of a current employee's H1B Visa; and to authorize the General Manager or the Assistant General Manager to execute the engagement letter; necessary to perform essential minimum functions of the governmental body, as set forth in agenda item 8. Director Munchus made a motion to approve said item. Director Dickerson seconded. The agenda item was approved with 6 votes in favor, 1 against, and 1 abstention by a roll call vote. There was no response from Director King.

Following, GM Johnson asked the Board to approve an amendment to the Smoking Policy (Section 6.11) in the Employee Handbook and (Section 6110) in the HR Management Guide, as recommended by the Human Resources Committee; necessary to perform essential minimum functions of the governmental body, as set forth in agenda item 9. Director Munchus made a motion to approve said item. Director Dickerson seconded. The agenda item was approved unanimously by a voice vote.

Next, GM Johnson asked the Board to approve an amendment to the Sick Leave Policy (Section 8.7) in the Employee Handbook and (Section 8070) in the HR Management Guide, as recommended by the Human Resources Committee; necessary to perform essential minimum functions of the governmental body, as set forth in agenda item 10. Director Munchus made a motion to approve said item. Director Muhammad seconded. The agenda item was approved unanimously by a voice vote.

Following, GM Johnson asked the Board to approve the following amendments to the COVID-19 Employee Assistance Policy, as recommended by the Human Resources Committee; necessary to perform essential minimum functions of the governmental body: (1) allow Part-Time

Employees to be eligible for COVID-19 Employee Assistance Sick Leave Pay on a pro-rated basis effective March 17, 2020 (part time employees would be allowed up to 7.5 days or 60 hours vs full time employees are allowed up to 10 days or 80 hours); and (2) extend the expiration of the Policy to June 30, 2021, as set forth in agenda item 11.1 and 11.2, respectively. GM Johnson provided information on the topic. Director Blankenship made a motion to approve said item. Director Mims seconded. The agenda item was approved unanimously by a voice vote.

Next, GM Johnson asked the Board to ratify emergency work awarded to Rast Construction and Ridgeline Pipeline Services, to repair a 42-inch transmission water main damaged by another entity performing road work on Oxmoor Boulevard between Oxmoor Road and Scott Street in Homewood, at an out-of-pocket cost of \$103,476.00, as recommended by the Engineering and Maintenance Committee; necessary to perform essential minimum functions of the governmental body, as set forth in agenda item 12. A director inquired whether the insurance claim process had been started since the issue was caused by another entity. AGM Murphy answered yes. Director Munchus made a motion to approve said item. Director Dickerson seconded. The agenda item was approved unanimously by a voice vote.

Following, GM Johnson asked the Board to award bids for agenda items 13.1 through 13.5, respectively; necessary to perform essential minimum functions of the governmental body. Director Munchus stated for the record that the Engineering and Maintenance Committee did not recommend agenda items 13.1 through 13.4. to the board. He stated only agenda item 13.5 was moved to the board for a vote with a favorable recommendation from the Engineering and Maintenance Committee. Per Director Munchus, agenda item 13.1 through 13.4 was moved forward with no Committee recommendation. Director Dickerson requested that agenda item 13.4 be voted on separately. Director Munchus made a motion to approve all items under agenda 13, except for agenda item 13.4. Director Dickerson seconded. The agenda items under agenda item 13 were approved unanimously by a voice vote. Afterwards, Director Munchus made a motion to approve agenda item 13.4. Director Dickerson seconded. AGM Murphy explained that Long Lewis Ford has a non-compete clause between their dealers. Thus, the agenda item was approved with 5 votes in favor, 3 against, and 1 abstention by a roll call vote.

Next, GM Johnson asked the Board to award the 2021 annual chemical bids listed as agenda items 14.1 through 14.5, respectively; necessary to perform essential minimum functions of the governmental body. Director Blankenship made a motion to approve agenda item 14 as printed on the agenda with the additional amendment that all future chemical bids are brought before the board two months in advance, which would be the month of October. Director Clark seconded. A discussion ensued regarding said issue. The agenda items were approved unanimously by a roll call vote. There was no response from Director King.

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 for agenda items 15.1 through 15.3, respectively; necessary to perform essential minimum functions of the governmental body. Agenda item 15.1, G&C Supply, Co., Inc., the lowest responsible and responsive bidder, for estimated annual quantities of Full Circle Repair Clamps, at an estimated out-of-pocket cost to the Board of \$78,340.48. Agenda Item 15.2, Kemira Water Solutions, the lowest responsible and responsive bidder, for Liquid Ferric Sulfate, at an estimated out-of-pocket

cost to the Board of \$2,772,000.00. Agenda item 15.3, Polytec, Inc., the lowest responsible and responsive bidder, for Liquid Calcium Hydroxide, at an estimated out-of-pocket cost to the Board of \$495,000.00. A director requested a separate vote for agenda items 15.1 through 15.3. Director Munchus moved agenda item 15.1 for discussion. Director Dickerson seconded. There was discussion on manufacturer diversity and HUB participation. After discussing, Director Blankenship withdrew his motion to vote on items individually. He made a motion to vote on said items together. Director Dickerson seconded. The agenda items were approved unanimously by a voice vote.

Next, GM Johnson asked the Board to consider and to approve a \$1,000,000.00 infrastructure investment in the City of Birmingham and the Housing Authority of The Birmingham District's CHOICE Neighborhood application to the United States Department of Housing and Urban Development regarding the Smithfield neighborhood located in the City of Birmingham; necessary to perform essential minimum functions of the governmental body, as set forth in agenda item 16. GM Johnson discussed said topic. Afterwards, Kelvin Datcher, City of Birmingham, presented information to the board. There was much discussion on said topic. Director Blankenship made a motion to approve the agenda item with an amendment that BWWB proposed commitment request will not exceed \$1,800,000.00 without authorization of the board. Director Munchus seconded. The agenda item was approved unanimously by a roll call vote.

Following, Director Blankenship made a motion to hear agenda item 18 before agenda item 17. Director Clark seconded. Thus, GM Johnson asked the Board to hear a report on Jefferson County's billings, collections and fees for the period January 2019 through November 2020; necessary to perform essential minimum functions of the governmental body, as set forth in agenda item 18. AGM Fisher presented information on said topic. Then, Director Muhammad made a motion to cancel the sewer collection contract if negotiations have not begun within 60 days. Director Dickerson seconded. Attorney Parnell advised the board that if contract is cancelled, it will remain in effect for 365 days even if they issue a 60-day notice. The motion failed with a 4-4-1 roll call vote. Following, Director Blankenship made a motion for staff to provide a status report within 30 days on the Jefferson County Sewer contract negotiations. Director Dickerson seconded. The agenda item was approved with 7 votes in favor and 2 against by a roll call vote.

Next, GM Johnson asked the Board to approve the reimbursement of legal fees incurred by directors and former employees for the purpose of defending and having legal representation, while acting in the proper interest of The Water Works Board of the City of Birmingham, as allowed under Article VI, paragraph 6.05, of The Water Works Board of the City of Birmingham's Certificate of Amendment and Restatement of Certificate of Incorporation; necessary to perform essential minimum functions of the governmental body, as set forth in agenda item 17. The directors asked questions and expressed concerns on said item. There was much discussion on the topic. Attorney Parnell also provided his opinion on the issue and explained the board's process if they chose to vote in favor. Director Burbage made a motion to approve. Director Munchus seconded. The agenda item failed with 2 votes in favor, 5 against and 2 abstentions by a roll call vote.

Subsequently, agenda item 19 addressed new business. Director Muhammad made a motion that no water treatment plant would be allowed to operate with only one plant operator.

There was discussion among the group on the urgency of filling the positions, safety, and cost. Director Dickerson seconded. GM Johnson asked to make a recommendation. He indicated that an operator water apprentice program was already in place and stated that staff could fund the positions next year through vacant positions. GM Johnson also agreed to look for federal funding on said issue. Director Dickerson left meeting at 3:00 p.m. Following, Director King made a motion to lift the deadline pending with the Blount County Sheriff's deputies in Inland in January 2021. Per Director King, the Blount County leadership has worked to reject racism and demonstrate that they are committed to the values expressed by BWWB. Director Munchus seconded. The agenda item was approved unanimously by a roll call vote. Director Dickerson was not present for the vote.

As there was no further business before the Board, Director Blankenship made a motion to adjourn the meeting. Director Burbage seconded the motion. The motion was approved unanimously by a roll vote. Chairman Mims adjourned the meeting at 3:12 p.m.