

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
December 15, 2021**

A regular meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, December 15, 2021 at 11:30 a.m.

The following directors were present: Ronald A. Mims, William “Butch” Burbage, Jr., Lucien Blankenship, Tom Henderson, Dalton NeSmith, Tereshia Huffman, Chris Rice, Larry Ward, and George Munchus.

Others present were: Michael Johnson, General Manager; Derrick Murphy, Jeff Thompson and Iris Fisher, Assistant General Managers; Cynthia Williams, Board Administrator; Anitra Clark, Corporate Governance Specialist; Rick Jackson, Jeff Wade, Charles McGee, Paul Lloyd, Drusilla Hudson, Stacey Littleton, Derrick Felton, Cherita Gamble, and Colandus Mason, BWWB Employees; K. Mark Parnell, Parnell Thompson, LLC; Byron Perkins, Perkins Law, LLC; Kelvin Howard, Esq.; Michael Bell, Birmingham Construction Industry Authority; Martha Bozeman, Agency 54; Matthew Arrington, Terminus Municipal Advisors; Chandra Abesingha, CE Associates; Mary-Louise Manning, State of Alabama Attorney General’s Office; Greg Burchell and Daymeon Fishback, Morgan Stanley; Eric Atwater, AON; Roy Johnson, AL.com; and Barnett Wright, The Birmingham Times.

Chairman Mims declared a quorum in attendance.

Chairman Mims called the meeting to order at 11:33 a.m. and Board Employee Colandus Mason opened with prayer.

Following, Chairman Mims asked the Board to approve the agenda. Chairman Mims stated he would like the Board to consider agenda item six first; group agenda items one through eleven together; and group agenda items twelve through fifteen 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. George Munchus and seconded by Mr. Dalton NeSmith, that the Board hereby takes agenda item 6 first, followed by agenda items 1 through 11 together, and then agenda items 12 through 15 together; and approves the agenda for the December 15, 2021 Regular Board of Directors’ Meeting. Resolution No. 8950 is hereby adopted by unanimous vote.”

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Following, Chairman Mims asked to hear Reports of Committee. Director Munchus questioned Board Attorney Mark Parnell whether contracts can be changed by agreement of parties. Mr. Parnell responded yes, if there is a mutual agreement of parties. Director Munchus then questioned whether that responsibility extends to the businesses that conduct business with BWWB. Mr. Parnell responded that would have to be considered on a case by case basis; however, he would generally say no. He indicated it depends on the contractual relationship. Director Munchus questioned whether board members have a fiduciary responsibility that extends to

contractors. Mr. Parnell answered no. He indicated board members have a fiduciary obligation to BWWB.

Following, Chairman Mims asked to hear Reports of Officers. The General Manager recognized Assistant General Manager Jeff Thompson take give an update on the EnviroLab. Assistant General Manager Thompson stated BWWB staff completed an audit and he recognized Drusilla Hudson, EnviroLab Manager, to provide an overview of the results. Ms. Hudson stated the EnviroLab was able to complete its audit at 100 percent out of 657 laboratories in the United States. She indicated a record of four audits were conducted in the EnviroLab in 2021 and the results were excellent. She stated based on those results, EnviroLab staff are being asked to provide assistance to the State of Alabama. Director Munchus questioned whether the audits are conducted by outside entities and Ms. Hudson responded yes. Chairman Mims expressed his gratitude to the EnviroLab staff for their hard work.

Following, the Board moved to the sixth item on the agenda, Request Board to approve payment of invoice from Hilliard, Smith & Hunt, LLC for work performed November 2021 in the amount of \$13,000.00. 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. George Munchus, and seconded by Mr. Chris Rice, that the Board hereby approves payment of invoice from Hilliard, Smith & Hunt, LLC for work performed November 2021 in the amount of \$13,000.00. Resolution No. 8951 is hereby adopted by Directors Mims, Munchus, Rice, Ward, NeSmith, Burbage, Henderson, Blankenship; and Director Huffman abstained from voting.”

Following, the Board moved to agenda items one through eleven, except for agenda item six. Director Rice stated until the backlog of invoices for ARCADIS are caught up, ARCADIS needs to provide Assistant General Manager Derrick Murphy documentation stating historically underutilized businesses (HUBs) are being paid on time. 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 approves payment of invoices from:

- Dominick Feld Hyde, P.C. for work performed in November 2021 in the amount of \$4,747.60.
- Terminus Municipal Advisors, LLC for work performed November 2021 in the amount of \$6,500.00.
- Moses O. Stone Law for professional services rendered July 1, 2021 through December 8, 2021 in the amount of \$8,675.87.
- Pat Lynch & Associates for work performed November 1, 2021 through November 30, 2021 in the amount of \$10,000.00.

- The Jones Group, LLC for work performed in November 2021 in the amount of \$10,000.00.
- Agee Law, LLC for professional services rendered November 2021 in the amount of \$13,620.00.
- Raftelis Financial Consultants, Inc. for professional services related to Financial Support, RSE Update, Operations Assessment/Performance, and Bill Frequency in November 2021 in the amount of \$32,211.82.
- Parnell Thompson, LLC for professional services rendered November 2021 in the amount of \$57,035.00.
- Birmingham Construction Industry Authority for work performed during August 2021, September 2021, October 2021, and November 2021 in the amount of \$100,000.00.
- ARCADIS U.S., Inc. for professional services performed during the month of July 2021 in the amount of \$455,266.20.

Resolution No. 8952 is hereby adopted by Directors Mims, Munchus, Burbage, Ward, Henderson, NeSmith, Huffman and Rice; Director Blankenship abstained from voting.”

Following, the Board moved to agenda items twelve through fifteen. Director Munchus made a motion to approve the items and Director NeSmith seconded the motion. Chairman Mims stated in the future he would like to look into HUBs being able to participate in this type of work. The General Manager stated staff would look into 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. George Munchus, and seconded by Mr. Dalton NeSmith, that the Board hereby authorizes staff to award bid on the following, as recommended by the Engineering & Maintenance Committee:

- Southern Pipe & Supply, the lowest responsible and responsive bidder, for estimated quantities of Compression Couplings (Annual), at an estimated out-of-pocket cost to the Board of \$105,117.80; and authorizes the General Manager and/or the Assistant General Manager to execute contracts per Bid Specifications and Conditions.
- G&C Supply Co. Inc., the lowest responsible and responsive bidder, for estimated quantities of Full Circle Repair Clamps (Annual), at an estimated out-of-pocket cost to the Board of \$123,475.67; and authorizes the General Manager and/or the Assistant General Manager to execute contracts per Bid Specifications and Conditions.

- Consolidated Pipe & Supply Co. Inc., the lowest responsible and responsive bidder, for estimated quantities of Meter Adapters (Annual), at an estimated out-of-pocket cost to the Board of \$139,127.03; and authorizes the General Manager and/or the Assistant General Manager to execute contracts per Bid Specifications and Conditions.

- Southern Pipe & Supply, the lowest responsible and responsive bidder, for estimated quantities of Corporation Stops (Yearly), at an estimated out-of-pocket cost to the Board of \$284,371.50; and authorizes the General Manager and/or the Assistant General Manager to execute contracts per Bid Specifications and Conditions.

Resolution No. 8953 is hereby adopted by unanimous vote.”

Following, the Board moved to the sixteenth item on the agenda, Request Board to award bid to Southern Directional, Inc., the lowest responsible and responsive bidder, for the replacement of approximately 3,520’ of 2” galvanized steel pipe / 2” unlined cast iron pipe with approximately 2,100’ of 6” DICL pipe; 1,510’ of 4” DICL pipe and related appurtenances; and 27 water services along Harrison Road; Edwards Street; Booker Street; and Commissary Street located in the Dolomite Community of the City of Birmingham, Alabama at a bid amount of \$448,269.00; plus estimated cost of materials and Water Board labor in the amount of \$207,697.01; for an estimated out-of-pocket cost to the Board of \$655,966.01, as recommended by the Engineering and Maintenance 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 Mr. George Munchus, and seconded by Mr. Dalton NeSmith, that the Board hereby authorizes staff to award bid to Southern Directional, Inc., the lowest responsible and responsive bidder, for the replacement of approximately 3,520’ of 2” galvanized steel pipe / 2” unlined cast iron pipe with approximately 2,100’ of 6” DICL pipe; 1,510’ of 4” DICL pipe and related appurtenances; and 27 water services along Harrison Road; Edwards Street; Booker Street; and Commissary Street located in the Dolomite Community of the City of Birmingham, Alabama at a bid amount of \$448,269.00; plus estimated cost of materials and Water Board labor in the amount of \$207,697.01; for an estimated out-of-pocket cost to the Board of \$655,966.01, as recommended by the Engineering and Maintenance Committee. Resolution No. 8954 is hereby adopted by unanimous vote.”

Following, the Board moved to the seventeenth item on the agenda, Request Board 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 1,200’ of 8” DICL pipe; 3,300’ of 6” DICL pipe; 700’ of 4” DICL pipe and related appurtenances; and 100 water services along Fulton Avenue Southwest; Alabama Avenue Southwest; Princeton Avenue Southwest; 4th Street Southwest and 6th Street Southwest located in the City of Birmingham, Alabama at a bid amount of \$976,048.70; plus estimated cost of materials and Water Board labor in the amount of \$428,718.97; for an estimated out-of-pocket

cost to the Board of \$1,404,767.67, as recommended by the Engineering and Maintenance 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 Mr. Larry Ward, and seconded by Ms. Tereshia Huffman, 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 1,200’ of 8” DICL pipe; 3,300’ of 6” DICL pipe; 700’ of 4” DICL pipe and related appurtenances; and 100 water services along Fulton Avenue Southwest; Alabama Avenue Southwest; Princeton Avenue Southwest; 4th Street Southwest and 6th Street Southwest located in the City of Birmingham, Alabama at a bid amount of \$976,048.70; plus estimated cost of materials and Water Board labor in the amount of \$428,718.97; for an estimated out-of-pocket cost to the Board of \$1,404,767.67, as recommended by the Engineering and Maintenance Committee. Resolution No. 8955 is hereby adopted by unanimous vote.”

Following, the Board moved to the eighteenth item on the agenda, Request Board to award bid to Jones Utility & Contracting Company, Inc., the lowest responsible and responsive bidder, for the replacement of approximately 5,860’ of 2” galvanized steel pipe / 2” unlined cast iron pipe and 580’ of 2” cast iron cement lined (CICL) pipe with approximately 2,600’ of 8” DICL pipe; 5,500’ of 6” DICL pipe and related appurtenances; and 225 water services along 4th Avenue Southwest; 5th Avenue Southwest; 1st Street Southwest; 4th Avenue South; 5th Avenue South; 5th Court South and 2nd Street South located in the City of Birmingham, Alabama at a bid amount of \$1,488,271.00; plus estimated cost of materials and Water Board labor in the amount of \$696,206.98; for an estimated out-of-pocket cost to the Board of \$2,184,477.98. 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 authorizes staff to award bid to Jones Utility & Contracting Company, Inc., the lowest responsible and responsive bidder, for the replacement of approximately 5,860’ of 2” galvanized steel pipe / 2” unlined cast iron pipe and 580’ of 2” cast iron cement lined (CICL) pipe with approximately 2,600’ of 8” DICL pipe; 5,500’ of 6” DICL pipe and related appurtenances; and 225 water services along 4th Avenue Southwest; 5th Avenue Southwest; 1st Street Southwest; 4th Avenue South; 5th Avenue South; 5th Court South and 2nd Street South located in the City of Birmingham, Alabama at a bid amount of \$1,488,271.00; plus estimated cost of materials and Water Board labor in the amount of \$696,206.98; for an estimated out-of-pocket cost to the Board of \$2,184,477.98. Resolution No. 8956 is hereby adopted by unanimous vote.”

Subsequently, Director Blankenship requested agenda items nineteen through twenty-two be taken together. Director Rice requested agenda item twenty-two be taken out. Director Blankenship then made a motion to consider agenda items nineteen through twenty-one and Director Henderson seconded the motion. 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. Tom Henderson, that the Board hereby approves the following:

- Two (2) scope of services agreements from CE Associates for the design and inspection of two (2) water main replacement projects located in the City of Birmingham - Avondale Community to replace 2" galvanized steel pipe / 2" unlined cast iron pipe installed before 1925 at an out-of-pocket cost to the Board of \$180,739.13; and in the City of Homewood to replace 2" galvanized steel pipe / 2" unlined cast iron pipe installed before 1928 and 2" cast iron cement lined (CICL) pipe installed in 1929 at an out-of-pocket cost to the Board of \$179,057.45; for a total out-of-pocket cost to the Board of \$359,796.58, as recommended by the Engineering and Maintenance Committee.

- Two (2) scope of services agreements from CE Associates for the design and inspection of two (2) water main replacement projects located in the City of Birmingham - Avondale Community to replace 2" galvanized steel pipe / 2" unlined cast iron pipe installed before 1925 at an out-of-pocket cost to the Board of \$180,739.13; and in the City of Homewood to replace 2" galvanized steel pipe / 2" unlined cast iron pipe installed before 1928 and 2" cast iron cement lined (CICL) pipe installed in 1929 at an out-of-pocket cost to the Board of \$179,057.45; for a total out-of-pocket cost to the Board of \$359,796.58, as recommended by the Engineering and Maintenance Committee.

- Approves expenditures with Veristor, for a 1-year renewal of VMWare licenses, maintenance and support (HPE 3PAR) related to BWWB’s server environment, at an out-of-pocket cost to the Board of \$103,413.71.00.

Resolution No. 8957 is hereby adopted by unanimous vote.”

Following, the Board moved to the twenty-second item on the agenda, Request Board to approve an amendment to “The Water Works Board of the City of Birmingham Flexible Benefits Plan” (the “Cafeteria Plan”) Summary Plan Description (“SPD”) providing COVID-19 relief, unlimited rollover of unused FSA Health funds for years 2021 and 2022, as well as provides for automatic cost of living adjustments to the Health Flexible Spending Account carry over limit. Director Rice questioned whether this item has been discussed with BWWB employees. The General Manager stated the information was discussed with the BWWB Employee Association. He indicated all employees have received the information. Director Rice then questioned the tax implication and has this information been reviewed by the Board’s tax attorney. The General Manager stated the change doesn’t impact taxes at all and the information has been reviewed by the Board’s tax attorney, Dominick Feld Hyde. 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. Tom Henderson, that the Board hereby approves an amendment to “The Water Works Board of the City of Birmingham Flexible Benefits Plan” (the “Cafeteria Plan”) Summary Plan Description (“SPD”) providing

COVID-19 relief, unlimited rollover of unused FSA Health funds for years 2021 and 2022, as well as provides for automatic cost of living adjustments to the Health Flexible Spending Account carry over limit. Resolution No. 8958 is hereby adopted by unanimous vote.”

Following, the Board moved to the twenty-third item on the agenda, Request Board to authorize the General Manager and/or the Assistant General Manager to sign a contract modification with Terminus Municipal Advisors, LLC to continue to serve as the system’s Financial Advisor (independent Register Municipal Advisor – IRMA), effective January 1, 2022, as recommended by the Executive 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 Mr. Larry Ward, and seconded by Ms. Tereshia Huffman, that the Board hereby authorizes the General Manager and/or the Assistant General Manager to sign a contract modification with Terminus Municipal Advisors, LLC to continue to serve as the system’s Financial Advisor (independent Register Municipal Advisor – IRMA), effective January 1, 2022, as recommended by the Executive Committee. Resolution No. 8959 is hereby adopted by unanimous vote.”

Following, the Board moved to the twenty-fourth item on the agenda, Request Board to approve a three (3) year agreement with Aon Consulting, Inc. (Aon) to conduct annual actuarial valuations and related services for the Pension and Other Post-Employment Benefits (OPEB) Plans as described in the Actuarial Services RFP (21-3-02); at an estimated out-of-pocket cost to the Board of \$167,000 (year 1 - \$55,000 / year 2 - \$55,000 / year 3 - \$57,000), and to conduct a special project to benchmark and present plan design options for the Pension Plan at an estimated out-of-pocket cost to the Board of \$70,000.00; and to authorize the General Manager and/or Assistant General Manager to execute said agreement, as recommended by the Executive Committee. Director Blankenship requested an overview of this item. The General Manager stated each year the Board conducts actuarial valuations and it has used The Segal Company in the past. Director Ward left the meeting at 12:13 p.m. The General Manager stated the retirement plan is reviewed each year to see if adjustments are needed. Director Blankenship questioned whether this item went through the Request for Proposals (RFP) process and the General Manager responded yes. Director Ward returned to the meeting at 12:15 p.m. Director Rice questioned whether BWWB Retirees have received this information. The General Manager responded yes. 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. George Munchus, and seconded by Mr. Tom Henderson, that the Board hereby approves a three (3) year agreement with Aon Consulting, Inc. (Aon) to conduct annual actuarial valuations and related services for the Pension and Other Post-Employment Benefits (OPEB) Plans as described in the Actuarial Services RFP (21-3-02); at an estimated out-of-pocket cost to the Board of \$167,000 (year 1 - \$55,000 / year 2 - \$55,000 / year 3 - \$57,000), and to conduct a special project to benchmark and present plan design options for the Pension Plan at an estimated out-of-pocket cost to the Board of \$70,000.00; and authorizes the General Manager

and/or Assistant General Manager to execute said agreement, as recommended by the Executive Committee. Resolution No. 8960 is hereby adopted by unanimous vote.”

Following, the Board moved to the twenty-fifth item on the agenda, Request Board to approve an amended agreement to include the BWWB's Standard Dispute Resolution language with Global Team Staffing, LLC, to continue to provide temporary staffing or contract placement services based on workforce needs; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement. Director Munchus questioned the reason for amending the agreement. The General Manager stated there is language being added to the agreement. He indicated the General Manager can approve up to \$25,000.00 on invoices and currently the invoices are close to that number and need to be paid. He indicated since the professional services for this company would be above \$25,000.00 the Board would need to approve invoices for this consultant. 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. George Munchus, and seconded by Mr. Dalton NeSmith, that the Board hereby approves an amended agreement to include the BWWB's Standard Dispute Resolution language with Global Team Staffing, LLC, to continue to provide temporary staffing or contract placement services based on workforce needs; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement. Resolution No. 8961 is hereby adopted by unanimous vote.”

Following, the Board moved to the twenty-sixth item on the agenda, Request Board to approve an agreement with Signature 150, LLC to supply approximately 18,160 feet of pipe and inspection services for the Everlee Development, located between Highway 150 and Shannon Road to support the Birmingham Water Works Board ability for system redundancy at an estimated out-of-pocket cost to the Board of \$1,500,000.00. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, Signature 150, LLC, is engaged in developing certain property for residential and commercial use and said development is adjacent to another water utility; and

WHEREAS, to provide water service to said development, Signature 150, LLC, is agreeable to acquiring the necessary 20 foot right-of-way for the installation of approximately 14,800 feet of 16 inch pipe and approximately 3,360 feet of 12 inch pipe and related appurtenances, said right-of-way agreement being in the form agreeable to The Water Works Board of the City of Birmingham; and,

WHEREAS, the installation of said pipeline will afford the Water Works Board certain operational efficiencies; and,

WHEREAS, in consideration of the above, the Water Works Board desires to supply the necessary pipe and appurtenances; and,

WHEREAS, Signature 150, LLC, agrees to enter into the Water Works Board’s standard Developer Installed Extension of Mains Agreement in the form as attached hereto as Exhibit “A”.

NOW THEREFORE on a motion made by Mr. Lucien Blankenship and seconded by Mr. George Munchus as follows:

1. In consideration of the above, Signature 150, LLC agrees to acquire the necessary 20 foot right-of-way for the installation of approximately 14,800 feet of 16 inch pipe and approximately 3,360 feet of 12 inch pipe and related appurtenances, as more particularly described in the Developer Installed Extension of Mains Agreement attached hereto as Exhibit “A”.
2. In consideration of the above, the Water Works Board agrees to supply the necessary pipe and appurtenances for said water main.
3. The Water Works Board’s General Manager and/or Assistant General Manager is authorized to sign the Developer Installed Extension of Mains Agreement as attached hereto as Exhibit “A”.

Resolution No. 8962 is hereby adopted by Directors Mims, Munchus, NeSmith, Burbage, Ward, Rice, Blankenship, and Henderson; and Director Huffman abstained from voting.”

Following, the Board moved to the twenty-seventh item on the agenda, Request Board to approve an agreement with POLIHIRE in the amount of \$24,000.00 to perform an executive search for the Security Manager position. Director Huffman made a motion to approve the item and Director Burbage seconded the item. Director Rice recommended sending this item to Executive Committee. Director Munchus began to ask a question regarding this item; however, he was advised by Board Attorney Mark Parnell to ask the question privately. Mr. Parnell then questioned Director Rice whether he was recommending the item be sent to the Executive Committee or be discussed in Executive Session. Director Rice stated the item could be discussed in Executive Session. Director Huffman then withdrew her motion to approve the item. Mr. Parnell stated the Board would need to take a unanimous vote to add the Executive Session to the agenda since the agenda had already been approved for the meeting. Director NeSmith then made a motion to amend the agenda to add item thirty, Request Board to enter Executive Session, and Director Rice seconded the motion. 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. Chris Rice, that the Board hereby add agenda item 30, Request Board to enter Executive Session, to the agenda. Resolution No. 8963 is hereby adopted by unanimous vote.”

Following, the Board moved to the twenty-eighth item on the agenda, Request Board to approve the transfer of all funds from Ariel Investment Equity to Rhumblin EAFE for the Pension Plan, as recommended by the Executive 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 Ms. Tereshia Huffman, and seconded by Mr. William Burbage, that the Board hereby approves the transfer all funds from Ariel Investment Equity to Rhumblin EAFE for the Pension Plan, as recommended by the Executive Committee. Resolution No. 8964 is hereby adopted by Directors Mims, Huffman, NeSmith, Burbage, Ward, Rice, Blankenship, and Henderson; and Director Munchus abstained from voting.”

Following, the Board moved to the twenty-ninth item on the agenda, Request Board to approve the transfer of all funds from Ariel Investment Equity to Rhumblin EAFE for the Other Post-Employment Benefits (OPEB) Trust, as recommended by the Executive 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 Mr. Larry Ward, and seconded by Mr. William Burbage, that the Board hereby approves the transfer all funds from Ariel Investment Equity to Rhumblin EAFE for the Other Post-Employment Benefits (OPEB) Trust, as recommended by the Executive Committee. Resolution No. 8965 is hereby adopted by Directors Mims, Huffman, NeSmith, Burbage, Ward, Rice, Blankenship, and Henderson; and Director Munchus abstained from voting.”

Following, the Board moved to the thirtieth item on the agenda, Request Board to enter Executive Session to discuss pending litigation. Board Attorney Mark Parnell certified that the Executive Session would be to discuss pending litigation and there would be possible action taken afterwards. 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. Chris Rice, that the Board hereby approves to enter into Executive Session to discuss issues related to pending litigation, with possible action being taken after Executive Session. Resolution No. 8966 is hereby adopted by unanimous vote.”

Following, the Board entered Executive Session at 12:30 p.m.

Next, Director Burbage made a motion to come out of Executive Session and Director Huffman seconded the motion. The Board voted unanimously to come out of Executive Session. The Board came out of Executive Session at 12:49 p.m.

Following, the Board moved to the twenty-seventh item on the agenda, Request Board to approve an agreement with POLIHIRE in the amount of \$24,000.00 to perform an executive search for the Security Manager position. 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 approves an agreement with POLIHIRE in the amount of \$24,000.00 to perform an executive search for the Security Manager position. Resolution No. 8967 is hereby adopted by Directors Mims, Huffman, NeSmith, Burbage, Ward, Rice, Blankenship, and Henderson; and Director Munchus voted no.”

Next, Director Burbage then made a motion to adjourn the meeting and Director Rice seconded the motion. On a motion duly made and seconded, the motion was approved, and the meeting was adjourned at 12:50 p.m.

_____/s/
Ronald A. Mims
Chairman/President

Attest:

_____/s/
William Burbage, Jr.
Secretary-Treasurer