

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
December 18, 2023**

A regular meeting of the directors of The Water Works Board of the City of Birmingham was held on Monday, December 18, 2023, at 11:30 a.m.

The following directors were present: Thomas Henderson, Lucien Blankenship, Larry Ward, Tereshia Huffman, George Munchus, William “Butch” Burbage, Jr., Mashonda Taylor, and Dalton NeSmith.

Others present were: Michael Johnson, General Manager; Derrick Murphy, and Iris Fisher, Assistant General Managers; Cynthia Williams, Board Administrator; Anitra Clark, Corporate Governance Specialist; Drusilla Hudson, Rick Jackson, David King, Charles McGee, Rosalind Jones, Colandus Mason, Barry Williams, Platon Crowell, Derrick Maye, Matt Shiver, Jeremy Ervin, and David Walker, BWWB Employees; K. Mark Parnell, Parnell Thompson, LLC; Kelvin Howard, Kelvin W. Howard, LLC; Michael Bell and Kim Baylor-Bivins, Birmingham Construction Industry Authority; Shaun Sibley, State of Alabama Attorney General’s Office; Patrick Flannelly, ARCADIS; Bill Todd, and Angela Riley, O2 Ideas; Lindsey McAdory, CBG Strategies; Daymeon Fishback and Greg Burchell, Morgan Stanley; Courtney Harris, Sheppard Harris & Associates; and John Dansby, Priscilla Lowry, and Rhonda Brooks, BWWB Retirees Liaison.

Chairwoman Huffman declared a quorum in attendance.

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

Following, Chairwoman Huffman asked the Board to approve the agenda. The General Manager stated the Engineering and Maintenance Committee would be held January 10, 2024 instead of January 24, 2024. He stated the ARCADIS, U.S., Inc. invoice amount for September 2023 is \$286,339.50. 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. George Munchus, that the Board hereby approves the agenda for the December 18, 2023 Regular Board of Directors Meeting. Resolution No. 9462 is hereby adopted by unanimous vote.”

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Following, Chairwoman Huffman asked to hear Reports of Committee. As there were no reports, the General Manager stated a Regular Board of Directors’ Meeting will be held January 10, 2024, at 11:30 a.m., and an Engineering & Maintenance Committee Meeting would be held directly following the Board meeting. He stated there will be a Regular Board of Directors’ Meeting held January 24, 2024 at 11:30 a.m.

Following, Chairwoman Huffman asked to hear Reports of Officers. Chairwoman Huffman made comments regarding a lawsuit Director Munchus has filed against the Board. She stated no one has excluded Director Munchus from anything. She indicated Director Munchus is one of two Directors that has not signed the Board’s Pledge and because of that Director Munchus has been removed from Committee assignments. She indicated the Board’s Pledge asks Directors to abide by ethics laws set by the State of Alabama and be transparent in the decisions it makes that affects rate payers. She indicated Director Munchus was given several opportunities to sign the pledge, including before this meeting. Chairwoman Huffman indicated there is a resolution in place that allows Directors to review legal invoices. She indicated no one has taken away rights

from Director Munchus, only he has taken them from himself. Director Munchus stated he would not make any comments at this time. Director Ward stated he has the greatest respect for all Directors; however, it is embarrassing to see the Board suing itself over something illogical. He stated he has received calls from elected officials wanting to know why the Board can't resolve this issue. He indicated he's told officials they should ask Director Munchus why he wants copies of the legal invoices. He stated actions like these are not helpful to the long-term interest of the Board. He indicated Chairwoman Huffman has worked very hard to avoid legislative crisis. Subsequently, the General Manager recognized BWWB Retirees who are members of the BWWB Retiree Liaison.

Next, the General Manager recognized Morgan Stanley to make a presentation regarding the Investment Performance of the Pension and Other Post-Employment Benefits (OPEB) Plans as of November 30, 2023. Daymeon Fishback, Morgan Stanley, gave an overview of the capital markets. He stated inflation has been high but its continuing to come down; the Dow is at its highest level; and consumers stayed strong. Mr. Fishback stated the leading economic indicators are down 19 months in a row. He stated Morgan Stanley feels there is a 30 to 40 percent chance there will be a recession in the next 12 months. Next, Greg Burchell, Morgan Stanley, gave an overview of the Pension Plan's performance. He stated the numbers are based on information as of November 30, 2023. He stated the plan has 25 percent in fixed income or \$41 million; and \$135 million in equities. He stated the plan was at \$130 million in 2017 and it is now valued at \$185 million. Mr. Burchell stated this has been a strong quarter and the money managers outperformed the markets, with the portfolio having 48 percent in minority managers. He indicated for the first time fixed income will not be an anchor, but rather there will be interest income and capital gain. He stated this will occur as the federal government continues to pivot and lower interest rates which will be good for the bond market. Next, Mr. Burchell gave an overview of the OPEB Plan. He stated the plan's portfolio has 35 percent in fixed income. He stated the plan's value is currently \$34.4 million with a withdrawal of \$6.5 million. He stated the fund still has a way to go to be fully funded. He then gave an overview of the money managers and stated the portfolio has 43 percent in minority managers. Director Munchus questioned how Morgan Stanley defines recession. Mr. Fishback responded it is defined by negative quarters of GDP growth. He stated the market has been priced to perfection and the market thinks the federal government will cut rates. He stated there are several unknowns with the state of the world. Following, John Dansby, BWWB Retiree Liaison, stated the retirees appreciates being invited to hear these updates. He indicated the retirees would like to be included in decisions prior to them being made that directly affect retirees. He stated sick time being used towards retirement directly affects retirees because the more people drawing from the plan affects the plan. The General Manager stated the Board's actuary does an experience study prior to decisions being made that affects the Pension Plan. He stated the sick time being applied as a perk for retirees is being discussed but no decision has been made. Lastly, the General Manager stated there was an awards ceremony held on December 18, 2023 honoring 170 employees for their hard work. Director Munchus questioned whether the employees would receive cash awards. The General Manager responded yes, the employees received \$50 and lunch.

Following, the Board moved to Speakers. As there were no speakers, the Board moved to the first item on the agenda, Request Board to adopt resolutions authorizing monthly retirement benefits from the Board's Retirement Trust Fund for the following. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, Barry Williams, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective January 1, 2024, at an age of 64, and

WHEREAS, Barry Williams has 17 years and 2 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 \$6,596.38; 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 Ms. Mashonda Taylor and seconded by Mr. Thomas Henderson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$6,596.38 to Mr. Williams from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made January 1, 2024.

Resolution No. 9463 is hereby adopted by unanimous vote.”

“WHEREAS, Barry Williams, an employee of The Water Works Board of the City of Birmingham, is retiring, effective January 1, 2024, after 17 years and 2 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Barry Williams’ 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. Williams.

Resolution No. 9464 is hereby adopted by unanimous vote.”

“WHEREAS, Kevin T. Miller, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective January 1, 2024, at an age of 66, and

WHEREAS Kevin T. Miller has 11 years and 6 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 \$988.21; 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 Ms. Mashonda Taylor and seconded by Mr. Thomas Henderson, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$988.21 to Mr. Miller from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made January 1, 2024.

Resolution No. 9465 is hereby adopted by unanimous vote.”

WHEREAS, Kevin T. Miller, an employee of The Water Works Board of the City of Birmingham, is retiring, effective January 1, 2024, after 11 years and 6 months of service with the Board; and

WHEREAS management has informed the Board of Kevin T. Miller’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 Kevin T. Miller 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, Kevin T. Miller is hereby commended for his efficiency, reliability, and loyal service to the Board.

BE IT FURTHER RESOLVED, that in recognition of Kevin T. Miller’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. Miller.

Resolution No. 9466 is hereby adopted by unanimous vote.”

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Following, the Board moved to the second item on the agenda, Request Board to approve payment of invoices to the following. Director Munchus stated he would abstain on all invoices because his issue is not just with legal invoices. 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. Mashonda Taylor, and seconded by Mr. Dalton NeSmith, that the Board hereby authorizes staff to execute payments to the following:

- 2.1 Terminus Municipal Advisors, LLC for professional services rendered November 2023 in the amount of \$8,500.00.
- 2.2 Agee Law, LLC for professional services rendered November 2023 in the amount of \$9,300.00.
- 2.3 Pat Lynch & Associates for professional services rendered November 2023 in the amount of \$10,000.00.
- 2.4 CBG Strategies, LLC for professional services rendered November 2023 in the amount of \$15,000.00.
- 2.5 Perkins Law, LLC for professional services rendered October 2023 in the amount of \$17,844.00.
- 2.6 Birmingham Construction Industry Authority for professional services rendered November 2023 in the amount of \$25,000.00.
- 2.7 Kelvin W. Howard, LLC for professional services rendered November 2023 in the amount of \$29,753.41.
- 2.8 Raftelis Financial Consultants, Inc. for professional services rendered November 2023 related to Consolidated Invoices in the amount of \$31,188.20.
- 2.9 Parnell Thompson, LLC for professional services rendered November 2023 in the amount of \$60,900.00.

2.10 ARCADIS U.S., Inc. for professional services rendered September 2023 in the amount of \$286,339.50.

Resolution No. 9467 is hereby adopted by Directors Huffman, Burbage, Ward, Henderson, NeSmith, and Taylor; Directors Munchus and Blankenship abstained from voting.”

Following, the Board moved to the third item on the agenda, Request Board to award bids to the following, as recommended by the Engineering and Maintenance Committee. Director NeSmith then made a motion to combine agenda items 3, 4, 5, and 6 together, but not to include agenda item 6.1. Director Blankenship left the meeting at 12:06 p.m. and returned at 12:06 p.m. 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 voting on agenda items 3, 4, 5, and 6 together, but not to include agenda item 6.1, for the December 18, 2023 Regular Board of Directors Meeting. Resolution No. 9468 is hereby adopted by unanimous vote.”

Following, the Board moved to agenda items 3, 4, 5, and 6.2 through 6.8. Director Munchus stated he would vote no on agenda item 4 because chemical manufacturers may be involved in PFAS. Chairwoman Huffman questioned whether 3M and Dupont are the only companies involved in the lawsuit. Board Attorney Mark Parnell stated there are several companies involved in the lawsuit. He stated they may or may not manufacture these chemicals; however, the chemicals on the agenda do not contain PFAS. On a motion duly made and seconded, the following resolutions were 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 Burbage, Jr., that the Board hereby authorizes staff to execute the necessary documents to award bids to the following, as recommended by the Engineering and Maintenance Committee:

- 3.1 Empire Pipe, the lowest responsible and responsive bidder, for estimated annual quantities of Valve Boxes, Valve Box Lids, and Pavadjusters, at a total out-of-pocket cost to the Board of \$71,068.20; and authorizes the General Manager and/or the Assistant General Manager to execute the necessary documents.
- 3.2 Swan Analytical USA, the lowest responsible and responsive bidder, for estimated quantities of Swan Monitor AMI Turbiwells and AMI Option USB Interfaces at an estimated out-of-pocket cost to the Board of \$466,400.00; and authorizes the General Manager and/or the Assistant General Manager to execute the necessary documents.
- 3.3 Tren-Tay, Inc., the lowest responsible and responsive bidder, for the replacement of approximately 5,165’ of 2” galvanized steel pipe / 2” unlined cast iron pipe with approximately 5,420’ of 6” DICL pipe and related appurtenances; and 126 water services along 5th Court South; 5th Terrace South; 53rd Street South; 54th Place South; 6th Avenue South; 55th Place South and 9th Avenue South located in the Woodlawn Community within the City of Birmingham, Alabama, at a bid amount of \$1,187,366.95; plus estimated cost of materials and Water Board labor in the amount of \$714,968.00; for an estimated out-of-pocket cost to the

Board of \$1,902,334.95; and authorizes the General Manager and/or the Assistant General Manager to execute the necessary documents.

- 3.4 Jones Utility & Contracting Company, Inc., the lowest responsible and responsive bidder, for the installation of approximately 7,360' of 16" DICL pipe (non-restrained & restrained); 4,500' of 12" DICL pipe (non-restrained & restrained); 4,280' of 8" DICL pipe (non-restrained) and related appurtenances along Highway 79, Bethel Road and Bone Dry Road in unincorporated Jefferson County and along Highway 79 and Kiowa Road in unincorporated Blount County, Alabama, at a bid amount of \$8,825,965.00; plus estimated cost of materials and Water Board labor in the amount of \$2,999,310.97; for an estimated out-of-pocket cost to the Board of \$11,825,275.97; and authorizes the General Manager and/or the Assistant General Manager to execute the necessary documents.

Resolution No. 9469 is hereby adopted by unanimous vote."

"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 Burbage, that the Board hereby authorizes staff to execute the necessary documents to award annual chemical bids to the following, as recommended by the Engineering and Maintenance Committee:

- 4.1 Chemrite, Inc., the lowest responsible and responsive bidder, for Orthophosphoric Acid, for the period of January 1, 2024 through December 31, 2024 at an estimated out-of-pocket cost to the Board of \$81,600.00; and authorizes the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions.
- 4.2 Norit Americas, Inc., the lowest responsible and responsive bidder, for Activated Powered Carbon, for the period of January 1, 2024 through December 31, 2024 at an estimated out-of-pocket cost to the Board of \$87,750.00; and authorizes the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions.
- 4.3 Univar USA, Inc., the lowest responsible and responsive bidder, for Hydrofluosilicic Acid (Fluoride), for the period of January 1, 2024 through December 31, 2024 at an estimated out-of-pocket cost to the Board of \$320,400.00; and authorizes the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions.
- 4.4 Harcos Chemicals, the lowest responsible and responsive bidder, for Liquified Chlorine, for the period of January 1, 2024 through December 31, 2024 at an estimated out-of-pocket cost to the Board of \$546,000.00; and authorizes the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions.
- 4.5 Mississippi Lime, the lowest responsible and responsive bidder, for Bulk Hydrated Lime, for the period of January 1, 2024 through December 31, 2024 at an estimated out-of-pocket cost to the Board of \$579,934.50; and authorizes the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions.
- 4.6 Burnett Lime Company, Inc., the lowest responsible and responsive bidder, for Liquid Calcium Hydroxide (Lime), for the period of January 1, 2024 through December 31, 2024 at an estimated out-of-pocket cost to the Board of \$768,000.00; and authorizes the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions.

- 4.7 USALCO, Inc., the lowest responsible and responsive bidder, for Liquid Aluminum Sulfate, for the period of January 1, 2024 through December 31, 2024 at an estimated out-of-pocket cost to the Board of \$882,000.00; and authorizes the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions.
- 4.8 Allied Universal Corp, the lowest responsible and responsive bidder, for Liquid Sodium Hypochlorite, for the period of January 1, 2024 through December 31, 2024 at an estimated out-of-pocket cost to the Board of \$1,552,500.00; and authorizes the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions.
- 4.9 Penccco, Inc., the lowest responsible and responsive bidder, for Ferric Sulfate for the period of January 1, 2024 through December 31, 2024, at an estimated out-of-pocket cost to the Board for \$5,147,500.00; and authorizes the General Manager and/or the Assistant General Manager to execute a contract per Bid Specifications and Conditions.

Resolution No. 9470 is hereby adopted by Directors Huffman, Burbage, Ward, NeSmith, Blankenship, Henderson, and Taylor; and Director Munchus voted no.”

“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 Burbage, that the Board hereby authorizes staff to execute the necessary documents to exercise its bid option with the following, as recommended by the Engineering and Maintenance Committee:

- 5.1 Southern Pipe & Supply, the lowest responsible and responsive bidder, to extend a 1-year agreement for annual estimated quantities of Compression Couplings to replenish stock in the Warehouse for the period of January 1, 2024 through December 31, 2024 at an estimated out-of-pocket cost to the Board of \$113,207.00; and authorizes the General Manager and/or the Assistant General Manager to execute said contract.
- 5.2 Southern Pipe & Supply, the lowest responsible and responsive bidder, to extend a 1-year agreement for annual estimated quantities of Corporation Stops to replenish stock in the Warehouse for the period of January 1, 2024 through December 31, 2024 at an estimated out-of-pocket cost to the Board of \$256,729.00; and authorizes the General Manager and /or the Assistant General Manager to execute said contract.

Resolution No. 9471 is hereby adopted by unanimous vote.”

“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 Burbage, that the Board hereby authorizes staff to execute the necessary documents to approve expenditures with the following:

- 6.2 Capital Tractor, Inc., for the purchase of six (6) diesel lawnmowers for use at Lake Purdy, Inland Dam, Inland Pump Station, Cahaba Pump Station, Sipseypump Station, and Mulberry Pump Station at an estimated out-of-pocket cost to the Board of \$101,766.96; and authorizes the General Manager and/or the Assistant General Manager to approve applicable purchase orders, as recommended by the Engineering and Maintenance Committee.

- 6.3 American Ductile Iron Pipe, a sole source provider, for Amarillo Gripper Gaskets at a total out-of-pocket cost to the Board of \$136,506.50; and authorizes the General Manager or the Assistant General Manager to approve applicable purchase orders, as recommended by the Engineering and Maintenance Committee.
- 6.4 Thompson Rents, for the purchase of a Caterpillar Telehandler for use at Shades Mountain Filter Plant at an estimated out-of-pocket expense to the Board of \$188,045.83; and authorizes the General Manager and/or Assistant General Manager to approve applicable purchase orders, as recommended by the Engineering and Maintenance Committee.
- 6.5 Stivers Ford, for the purchase of eight (8) Ford Explorers to replace aging vehicle and/or non-repairable vehicles in BWWB’s fleet at an estimated out-of-pocket cost to the Board of \$306,744.00; and authorizes the General Manager and/or the Assistant General Manager to approve applicable purchase orders, as recommended by the Engineering and Maintenance Committee.
- 6.6 Stivers Ford, for the purchase of fifteen (15) Ford F-150s to replace aging vehicle and/or non-repairable vehicles in BWWB’s fleet at an estimated out-of-pocket cost to the Board of \$647,805.00; and authorizes the General Manager and/or the Assistant General Manager to approve applicable purchase orders, as recommended by the Engineering and Maintenance Committee.
- 6.7 Kenworth of Birmingham, for the purchase of five (5) Tri-Axle Dump Trucks (Paccar Engine) at a total out-of-pocket cost to the Board of \$1,200,620.00; and authorizes General Manager and/or the Assistant Manager to approve applicable purchase orders, as recommended by the Engineering and Maintenance Committee.
- 6.8 Kenworth of Birmingham, for the purchase of eight (8) Single-Axle Dump Trucks at an out-of-pocket cost to the Board of \$1,260,464.00; for the purchase of six (6) Tri-Axle Dump Trucks at a total out-of-pocket cost to the Board of \$1,457,340.00 for a combined out-of-pocket cost the Board of \$2,717,804.00; and authorizes General Manager and/or the Assistant Manager to approve applicable purchase orders, as recommended by the Engineering and Maintenance Committee.

Resolution No. 9472 is hereby adopted by unanimous vote.”

Following, the Board moved to agenda item 6.1, Request Board to approve expenditures with HRD Associates, Inc., for providing services related to management coaching, conflict resolution, team building, etc. through BWWB’s Employee Assistance Provider at a total out-of-pocket cost to the Board of \$27,275.00; and to authorize the General Manager and/or Assistant General Manager to approve applicable purchase orders, 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 Mr. William Burbage, and seconded by Ms. Mashonda Taylor, that the Board hereby authorizes staff to execute the necessary documents to approve expenditures with the following:

6.1 HRD Associates, Inc., for providing services related to management coaching, conflict resolution, team building, etc. through BWWB’s Employee Assistance Provider at a total out-of-pocket cost to the Board of \$27,275.00; and authorizes the General Manager and/or Assistant General Manager to approve applicable purchase orders, as recommended by the Human Resources Committee.

Resolution No. 9473 is hereby adopted by unanimous vote.”

Following, the Board moved to the seventh item on the agenda, Request Board to approve an amendment to the Salary Administration Plan regarding the calculation of merit increases for the 2024 calendar year. Chairwoman Huffman questioned whether the Board would be voting to approve the classifications and not the categories because those items will be revisited later with senior management. The General Manager responded yes, and stated the amendment is to calculate the merit to be consistent with the current calculation in the Salary Administration Plan. Chairwoman Huffman then recognized Derrick Maye, Employee Association, and questioned whether the Employee Association agrees with what the Board would be voting on. Mr. Maye responded the Employee Association has met with management regarding the adjustments being made with the Salary Administration Plan. He indicated the Employee Association was told the changes were for this year, and this year only. He stated they were also told they would revisit the salary grades. He stated the Employee Association agrees with the Board’s vote at this meeting because this will make it fair for all employees. Mr. Maye stated the Employee Association issued a vote of no confidence in BWWB management. He stated since that time he and another representative have met with Chairwoman Huffman. He stated he feels confident they will come to a resolution. He expressed his gratitude to Chairwoman Huffman for meeting with the Employee Association. He indicated the employees are firm in their stance and they will hold everyone accountable. Chairwoman Huffman expressed her gratitude for the Employee Association advocating for BWWB employees. 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. Thomas Henderson, that the Board hereby approves an amendment to the Salary Administration Plan that approves the 2024 Merit Increase amounts by pay grade and performance rating level as set forth in Exhibit A (does not apply to grandfathered jobs/grades). Resolution No. 9474 is hereby adopted by unanimous.”

Following, the Board moved to the eighth item on the agenda, Request Board to amend the Retirement Gift and Party Policy to allow retiring employees to select one gift where the total cost does not exceed \$600.00. 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 Ms. Tereshia Huffman, and seconded by Mr. William Burbage, that the Board hereby amends the Retirement Gift and Party Policy to allow retiring employees to select one gift where the total cost does not exceed \$600.00. Resolution No. 9475 is hereby adopted by unanimous vote.”

Following, the Board moved to the ninth item on the agenda, Request Board to approve agreements with the following, as recommended by the Finance Committee. The General Manager stated Raftelis Financial Consultants will perform a Cost-of-Service Study in 2024. 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 Burbage, and seconded by Ms. Mashonda Taylor, that the Board hereby approves agreements with the following, as recommended by the Finance Committee:

- 9.1 Aon Consulting, Inc., to conduct an experience study for the Pension and Other Post-Employment Benefits (OPEB) Plans, effective January 1, 2024 through December 31, 2024, at a total out-of-pocket cost to the Board of \$35,000.00; and authorizes the General Manager and/or Assistant General Manager to execute the agreement.
- 9.2 Raftelis Financial Consultants, Inc., to continue to serve as the system’s Rate Consultants (Independent Rate Consultants), effective January 1, 2024, through December 31, 2024, at a cost based on Raftelis’ 2024 Standard Billing Rates provided in Attachment A of the agreement; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement.

Resolution No. 9476 is hereby adopted by unanimous vote.”

Following, the Board moved to the tenth item on the agenda, Request Board to approve 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, 2024 through December 31, 2024; and to authorize the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Finance 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 approves 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, 2024 through December 31, 2024; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement, as recommended by the Finance Committee. Resolution No. 9477 is hereby adopted by unanimous vote.”

Following, the Board moved to the eleventh item on the agenda, Request Board to approve engagement letters with Sheppard-Harris & Associates for the following, as recommended by the Finance 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. Mashonda Taylor, that the Board hereby approves engagement letters with Sheppard-Harris & Associates for the following, as recommended by the Finance Committee:

- 11.1 An audit of the Board's Other Post Employment Benefits (OPEB) Plan for the year ended December 31, 2023, at an out-of-pocket cost to the Plan not-to-exceed \$25,000.00; and authorizes the General Manager and/or the Assistant General Manager to execute the agreement.

11.2 An audit of the Board's Pension Plan for the year ended December 31, 2023, at an out-of-pocket cost to the Plan not-to-exceed \$40,000.00; and authorizes the General Manager and/or the Assistant General Manager to execute said agreement.

Resolution No. 9478 is hereby adopted by unanimous vote.”

Following, the Board moved to the twelfth item on the agenda, Request Board to approve agreement extensions with the following, 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. Dalton NeSmith, and seconded by Ms. Tereshia Huffman, that the Board hereby approves agreement extensions with the following, as recommended by the Engineering and Maintenance Committee:

12.1 Business Systems and Operations, LLC, to provide ongoing support for the SAP Finance (FI) module for the period of January 1, 2024 through December 31, 2024 at a total out-of-pocket cost to the Board of \$582,440.00; and authorizes the General Manager and/or Assistant General Manager to execute the agreement.

12.2 Utegration, LLC, to provide ongoing support for the SAP Customer Relations and Billing (CRM) module for the period of January 1, 2024 through December 31, 2024 at a total out-of-pocket cost to the Board of \$600,248.00; and authorizes the General Manager and/or Assistant General Manager to execute the agreement.

Resolution No. 9479 is hereby adopted by unanimous vote.”

Following, the Board moved to the thirteenth item on the agenda, Request Board to approve an agreement with Bevill State Community College for the period of January 15, 2024 through December 13, 2024 to provide Commercial Driver's License (CDL) training for BWWB employees at an estimated out-of-pocket cost to the Board of \$37,000.00; and to authorize the General Manager and/or Assistant General Manager to execute the agreement, as recommended by the Human Resources Committee. Director Munchus questioned whether there are other opportunities to partner with 2-year and 4-year colleges. Jeremy Ervin, BWWB Workforce Development, stated BWWB is working with Lawson State Community College, University of Alabama at Birmingham, Bevill State Community College, and Samford University. He stated there are also partnerships with Birmingham City Schools and other schools located in the BWWB service 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. William Burbage, and seconded by Ms. Mashonda Taylor, that the Board hereby approves an agreement with Bevill State Community College for the period of January 15, 2024 through December 13, 2024 to provide Commercial Driver's License (CDL) training for BWWB employees at an estimated out-of-pocket cost to the Board of \$37,000.00; and authorizes the General Manager and/or Assistant General Manager to execute the agreement, as recommended by the Human Resources Committee. Resolution No. 9480 is hereby adopted by unanimous vote.”

Following, the Board moved to the fourteenth item on the agenda, Request Board to authorize renewing a lease agreement for an easement at 2700 Rogers Drive Birmingham, AL 35209, in a form approved by the General Manager, as recommended by the Board’s Attorney, 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. Dalton NeSmith, and seconded by Ms. Mashonda Taylor, that the Board hereby authorizes renewing a lease agreement for an easement at 2700 Rogers Drive Birmingham, AL 35209, in a form approved by the General Manager, as recommended by the Board’s Attorney, as recommended by the Engineering and Maintenance Committee. Resolution No. 9481 is hereby adopted by unanimous vote.”

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Next, Director Taylor then made a motion to adjourn the meeting and Director Munchus seconded the motion. On a motion duly made and seconded, the motion was approved, and the meeting was adjourned at 12:21 p.m.

/s/
Tereshia Q. Huffman
Chairwoman

Attest:

/s/
Raymond L. Ward
Secretary-Treasurer