

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS  
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM  
June 17, 2024**

A regular meeting of the directors of The Water Works Board of the City of Birmingham was held on Monday, June 17, 2024 at 11:30 a.m.

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

Others present were: Iris Fisher, Derrick Murphy, and Philip King, Assistant General Managers; Cynthia Williams, Board Administrator; Anitra Clark, Corporate Governance Specialist; Rick Jackson, Jeff Wade, Charles McGee, Colandus Mason, Derrick Maye, Anthony Hazel, Rosalind Jones, Cassandra Bell, Ahki King, Drusilla Hudson, Jonathan Wilson, and Platon Crowell, BWWB Employees; K. Mark Parnell, Parnell Thompson, LLC; Bobby L. Davis, The Law Office of Bobby L. Davis; Cynthia May, May Law Group; Kelvin Howard, Kelvin W. Howard, LLC; Oliva Martin, State of Alabama Attorney General’s Office; Matthew Arrington, Terminus Municipal Advisors, LLC; Darryl R. Jones; Patrick Flannelly, ARCADIS; Lindsey McAdory, CBG Strategies; Joseph Bryant, and Roy Johnson, AL.com; Donald Simpson, KPS Group; Chandra Abesingha, CE Associates; Clarence Wrencher, Sr., BWWB Customer; Rhonda Brooks, and Rhonda Lewis, BWWB Retirees.

Chairwoman Huffman declared a quorum in attendance.

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

Following, Chairwoman Huffman asked the Board to approve the agenda. 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. Dalton NeSmith, that the Board hereby approves the agenda for the June 17, 2024 Regular Board of Directors Meeting. Resolution No. 9588 is hereby adopted by a roll call vote: Director Huffman, Yes; Director Burbage, Yes; Director Henderson, Yes; Director Ward, Yes; Director NeSmith, Yes; Director Taylor, Yes; Director Blakenship, Yes; and Director Munchus, Yes.”

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Following, Chairwoman Huffman asked to hear Reports of Committee. As there were no reports, Assistant General Manager Fisher stated an Engineering and Maintenance Committee Meeting would be held immediately after the Regular Board of Directors’ Meeting.

Following, Chairwoman Huffman asked to hear Reports of Officers. Director Munchus questioned the status of the customer assistance fund. Board Attorney Mark Parnell responded he would have a response for Director Munchus by the end of the day. Director Munchus questioned Mr. Parnell whether there were any items on the agenda he was involved with. Mr. Parnell responded he is involved in the process of reviewing the agendas for Board and Committee meetings with the Chairs and staff prior to the agendas being sent to the Directors. He indicated he is involved.

Following, the Board moved to Speakers. Mr. Clarence Wrencher, Sr. spoke regarding his high water bill. Chairwoman Huffman requested Assistant General Manager Fisher get a staff member to review Mr. Wrencher’s issue and provide a response by 4 p.m. Assistant General Manager Fisher responded she would get Geraldine Davis, Customer Support Services Manager, to handle Mr. Wrencher’s issue.

Following, the Board moved to the first item on the agenda, Request Board to approve an agreement with Darryl R. Jones to serve as Interim General Manager; and to authorize the Chair to execute said agreement. Director Munchus questioned Mr. Parnell whether he was aware of any Executive Committee meetings that were held regarding the selection of the Interim General Manager and the Consultant and were the Chair and Vice Chair the only people involved in the process to his knowledge. Mr. Parnell responded there was no Executive Committee meeting. Director Munchus questioned whether just the Chair and the Vice Chair the only two involved in the process. Mr. Parnell responded he believes that was the authority given to the Chair and Vice Chair at the last Board meeting. Director Munchus then thanked Darryl Jones for stepping up and agreeing to be the Interim General Manager. He indicated Darryl Jones has good character and good intellect; however, he will vote no on this item, and it has nothing to do with Darryl Jones’ qualifications. He indicated Darryl Jones is well qualified, but he has an issue with the process, and he doesn’t feel transparency and accountability has been involved. He stated there are eight (8) members on the Board and he feels all members should have been involved. He stated his comments will also apply to agenda item 2. Director Taylor requested Darryl Jones speak to his experience. Mr. Darryl Jones stated he had 31 years of experience at BWWB. He stated he had the opportunity to work in the Engineering and Distribution Departments, he helped to establish the SCADA Department, and he spent his last 13 years serving as the Assistant General Manager of Operations and Technical Services. He indicated he worked well with previous Board members and management. Chairwoman Huffman stated Mr. Jones was contracted in March 2023 to train Assistant General Manager Philip King. 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. Tereshia Huffman, as follows:

The Chair is authorized to execute that certain agreement attached to this Resolution to hire Darryl R. Jones to serve as the Water Works Board’s Interim General Manager.

Resolution No. 9589 is hereby adopted by a roll call vote: Director Huffman, Yes; Director Burbage, Yes; Director Henderson, Yes; Director Ward, Yes; Director NeSmith, Yes; Director Taylor, Yes; Director Blakenship, No; and Director Munchus, No.”

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Following, the Board moved to the second item on the agenda, Request Board to approve a consulting agreement with General Ronald Burgess; and to authorize the Chair to execute said agreement. Director Munchus stated he served in the U.S. Navy, and he has great respect for those that serve in the military. He indicated some of the things that has taken place at BWWB would have never occurred in the military with just two people making these sorts of decisions. He stated he would encourage General Burgess to go slow when looking at the reorganization of this company. He states he feels the current structure is working; however, there may need to be some tweaking. He stated the Board of Directors needs to be restructured. He indicated he would be voting no on this item because he doesn’t feel the process was transparent and was not in keeping with the spirit of what it should have looked like. Director Taylor questioned whether General Burgess has worked with BWWB before. Chairwoman Huffman responded No. 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 Ms. Tereshia Huffman, and seconded by Mr. William Burbage, as follows:

The Chair is authorized to execute that certain consulting agreement attached to this Resolution with General Ronald Burgess to: (a) work with the Board of Directors to assess and develop a new organizational structure for the Water Works Board; and (b) assist the Board of Directors in conducting a nationwide search for a new General Manager.

Resolution No. 9590 is hereby adopted by a roll call vote: Director Huffman, Yes; Director Burbage, Yes; Director Henderson, Yes; Director Ward, Yes; Director NeSmith, Yes; Director Taylor, Abstain; Director Blakenship, Abstain; and Director Munchus, No.”

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Following, the Board moved to the third item on the agenda, Request Board to adopt resolutions authorizing monthly retirement benefits from the Board’s Retirement Trust Fund for Michael Johnson, General Manager - Executive Department, as stated on the respective calculation, effective July 1, 2024, and commending Mr. Johnson for his 15 years and 10 months of service. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, Michael Johnson, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective July 1, 2024, at an age of 65, and

WHEREAS, Michael Johnson has 15 years and 10 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 \$8,161.37; 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. William Burbage, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$8,161.37 to Mr. Johnson from the Board’s Retirement Trust Fund, in accordance with the terms of the Pension Plan, with the first payment to be made July 1, 2024.

Resolution No. 9591 is hereby adopted by a roll call vote: Director Huffman, Yes; Director Burbage, Yes; Director Henderson, Yes; Director Ward, Yes; Director NeSmith, Yes; Director Taylor, Yes; Director Blakenship, Yes; and Director Munchus, Yes.”

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“WHEREAS, Michael Johnson, an employee of The Water Works Board of the City of Birmingham, is retiring, effective July 1, 2024, after 15 years and 10 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Michael Johnson’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. Johnson.

Resolution No. 9592 is hereby adopted by a roll call vote: Director Huffman, Yes; Director Burbage, Yes; Director Henderson, Yes; Director Ward, Yes; Director NeSmith, Yes; Director Taylor, Yes; Director Blakenship, Yes; and Director Munchus, Yes.”

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Following, the Board moved to the fourth item on the agenda, Request Board to approve payment of invoices from the following. 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 authorizes staff to execute payment of invoices from the following:

- 4.1 Darryl R. Jones for professional services rendered May 2024 in the amount of \$2,875.00.
- 4.2 Terminus Municipal Advisors, LLC for professional services rendered May 2024 in the amount of \$10,000.00.
- 4.3 The Jones Group, LLC for professional services rendered May 2024 in the amount of \$15,000.00.
- 4.4 Agee Law, LLC for professional services rendered May 2024 in the amount of \$17,820.00.
- 4.5 o2 Ideas, Inc. for professional services rendered May 2024 in the amount of \$17,900.00.
- 4.6 CBG Strategies for professional services rendered May 2024 in the amount of \$28,972.50.
- 4.7 Kelvin W. Howard, LLC for professional services rendered May 2024 in the amount of \$31,680.00.
- 4.8 Parnell Thompson, LLC for professional services rendered May 2024 in the amount of \$61,095.00.

Resolution No. 9593 is hereby adopted by a roll call vote: Director Huffman, Yes; Director Burbage, Yes; Director Henderson, Yes; Director Ward, Yes; Director NeSmith, Yes; Director Taylor, Yes; Director Blakenship, Abstain; and Director Munchus, Abstained on Items 4.7 and 4.8.”

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Following, the Board moved to the fifth item on the agenda, Request Board to approve a worker’s compensation bearing Civil Action No: 2020 CV-903230 in the Circuit Court for Jefferson County. 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. George Munchus, as follows:

The Board’s General Manager and/or Assistant General Managers are authorized to settle that certain worker’s compensation case being Civil Action No: 2020 CV-903230 in the Circuit Court for Jefferson County in the amount of \$210,000.00.

Resolution No. 9594 is hereby adopted by a roll call vote: Director Huffman, Yes; Director Burbage, Yes; Director Henderson, Yes; Director Ward, Yes; Director NeSmith, Yes; Director Taylor, Yes; Director Blakenship, Yes; and Director Munchus, Yes.”

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Following, the Board moved to the sixth item on the agenda, Request Board to ratify the purchase of Carbon Slurry (Nucarb 1000) from Burnett Lime Company, Inc. for the temporary carbon feed system at an out-of-pocket cost to the Board of \$71,595.00; and to approve the purchase of Carbon Slurry (Nucarb 1000) from Burnett Lime Company, Inc. at an estimated out-of-pocket cost to the Board of \$473,000.00. Assistant General Manager King stated previously there have been taste and order issues for customers being served by the Shades Mountain Filter Plant. He stated a temporary liquid carbon feed system was purchased to address this issue quickly. He stated the equipment was purchased and this item is related to the chemicals needed. Director Munchus questioned where Burnett Lime Company is located. Assistant General Manager King responded South Carolina. He stated the issue needed to be addressed quickly and several vendors were contacted. He indicated Burnett Lime Company was the only company that could respond quickly. 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, as follows:

1. The Board hereby ratifies the purchase of approximately \$71,595.00 of carbon slurry (Nucarb 1000) from Burnett Lime Company, Inc., needed for the temporary carbon feed system.
2. The Board further approves the future purchase of approximately \$473,000 of said carbon slurry (Nucarb 1000) from Burnett Lime Company, Inc., at a until cost of \$0.555 per pound.

Resolution No. 9595 is hereby adopted by a roll call vote: Director Huffman, Yes; Director Burbage, Yes; Director Henderson, Yes; Director Ward, Yes; Director NeSmith, Yes; Director Taylor, Yes; Director Blakenship, Yes; and Director Munchus, Yes.”

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Following, the Board moved to the seventh item on the agenda, Request Board to issue notice to o2 Ideas, Inc., to terminate the Professional Services Agreement dated January 1, 2024. Director Munchus questioned whether this item came before the Communications Committee. Chairwoman Huffman responded Director Henderson lead reviews in the first quarter when this decision was made. Director Munchus questioned whether there have been complaints about o2 Ideas’ performance, and if so, what were the complaints. Chairwoman Huffman requested Director Munchus speak with Director Henderson offline. 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. Larry Ward, as follows:

Pursuant to paragraph 2.02 of the Professional Services Agreement dated January 1, 2024, the Board hereby issues notice to O2 Ideas, Inc. of its intent to terminate said agreement 30 days from the date of this resolution. The Board’s General Manager and/or Assistant General Managers are instructed to issues O2 Ides, Inc. said written notice.

Resolution No. 9596 is hereby adopted by a roll call vote: Director Huffman, Yes; Director Burbage, Yes; Director Henderson, Yes; Director Ward, Yes; Director NeSmith, Yes; Director Taylor, Abstain; Director Blakenship, Abstain; and Director Munchus, Yes.”

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Next, Director Taylor then made a motion to adjourn the meeting and Chairwoman Huffman seconded the motion. On a motion duly made and seconded, the motion was approved, and the meeting was adjourned at 11:53 a.m.

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/s/  
Tereshia Q. Huffman  
Chairwoman

Attest:

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/s/  
Raymond L. Ward  
Secretary-Treasurer