

**MINUTES OF THE REGULAR BI-MONTHLY MEETING OF DIRECTORS
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
June 5, 2024**

A regular meeting of the directors of The Water Works Board of the City of Birmingham was held on Wednesday, June 5, 2024 at 11:30 a.m.

The following directors were present: Tereshia Huffman, William “Butch” Burbage, Jr., Thomas Henderson, Larry Ward, Dalton NeSmith (via telephone), 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, and Michael Tartt, BWWB Employees; K. Mark Parnell, Parnell Thompson, LLC; Bobby L. Davis, The Law Office of Bobby L. Davis; Cynthia May, May Law Group; Oliva Martin, State of Alabama Attorney General’s Office; Matthew Arrington, Terminus Municipal Advisors, LLC; Patrick Flannelly, ARCADIS; Bill Todd, O2 Ideas; Lindsey McAdory, and Kyle Adams, CBG Strategies; Joseph Bryant, and Roy Johnson, AL.com; Phillip Moultrie, Valent Group; Jamekia Bies, Help To Others (H2O) Foundation; Kamilah Gray Lewis, City of Birmingham; Clay Conner, InfoMedia; William Muhammad, CSJC; Aayron Lewallen, and Adam Watts, WVTM-NBC13 News; Jonathan Hardison, and Mike Tucker, WBRC-Fox 6 News; Al Radcliff, and David, WIAT-CBS 42 News; and Andrea Parker.

Chairwoman Huffman declared a quorum in attendance.

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

Following, Chairwoman Huffman asked the Board to approve the agenda. Assistant General Manager Murphy stated he would like to add the language “to authorize the General Manager and/or the Assistant General Manager” to agenda item 5. 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, that the Board hereby approves the agenda for the June 5, 2024 Regular Board of Directors Meeting, including adding the language “to authorize the General Manager and/or the Assistant General Manager” to agenda item 5. Resolution No. 9575 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.”

Following, the Board moved to the first item on the agenda, Request Board to approve minutes from its Regular Board of Directors’ Meeting held April 10, 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. Larry Ward, and seconded by Mr. George Munchus, that the Board hereby approves minutes

from its Regular Board of Directors' Meeting held April 10, 2024. Resolution No. 9576 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, Yes."

Following, Chairwoman Huffman asked to hear Reports of Committee. As there were no reports, Assistant General Manager Murphy stated a Regular Board of Directors' Meeting will be held Monday, June 17, 2024 at 11:30 a.m.; an Engineering and Maintenance Committee Meeting will be held Monday, June 17, 2024, immediately after the Regular Board of Directors' Meeting; an Executive Committee Meeting will be held Wednesday, June 26, 2024 at 11:30 a.m.; and a Human Resources Committee Meeting will be held Wednesday, June 26, 2024, immediately after the Executive Committee Meeting.

Following, Chairwoman Huffman asked to hear Reports of Officers. Director Munchus questioned the status of the customer assistance funding. Board Attorney Mark Parnell responded the program is being worked on.

Following, the Board moved to Speakers. Mr. William Muhammad spoke regarding Michael Johnson.

Following, the Board moved to the second item on the agenda, Request Board to adopt a resolution accepting the retirement of Michael Johnson and associated agreement. Director Munchus questioned whether Mr. Parnell was involved with this item. Mr. Parnell responded as General Counsel, he is involved in several BWWB matters. He then cautioned the Directors to treat this item as all personnel matters are handled and recommended Directors be respectful of the employee's privacy and in making statements regarding such in a public meeting. He stated if any of the Directors had any questions, he would be glad to have one on one conversations. Director Munchus stated he would take Mr. Parnell's response as a yes. Director Munchus then stated he had a concern regarding the third note included in the resolution and stated "The Board of Directors will begin the process of a nationwide search for the next General Manager. While the nationwide search is occurring, the Board of Directors will name an Interim General Manager. The Chairwoman and Vice Chair are authorized to search for possible candidates to serve as the Interim General Manager and to make a recommendation for an Interim General Manager by the next regularly scheduled Board of Directors' meeting." He then stated since Mr. Parnell is involved in this item on behalf of the Board of Directors, he would like all Directors to be involved in this process. He stated it appears to him that out of the 8-member Board there are some Board members, in particular him, that are not a part of these deliberations. Chairwoman Huffman stated she called Director Munchus on Friday, May 31, 2024, at 5:23 p.m. She stated Director Munchus did not answer the phone. She indicated Director Munchus did not return her call; however, Director Munchus returned a call to Assistant General Manager Murphy. She stated Director Munchus is choosing to be excluded because she had made attempts to reach him. Chairwoman Huffman stated Director Munchus was advised to return her phone call; however, he chose not to do so. Director Munchus stated he did not receive a message from Chairwoman Huffman. A discussion then ensued. Director Blankenship then made a motion to strike the third note from the resolution and to appoint a search committee to search for a General Manager and an Interim General Manager and Director Munchus the seconded the motion. Chairwoman Huffman indicated a motion was already on the floor and that motion had to be voted on first. She then called for a vote on the motion. Director Blankenship stated he offered a substitute motion and Chairwoman Huffman responded a vote would be taken on the motion currently on the floor. On a motion duly made and seconded, the following resolution was adopted:

"WHEREAS, Michael Johnson has provided the Chairwoman with his notice of intent to retire effective July 1, 2024; and,

WHEREAS, the Board of Directors desires to accept said resignation effective July 1, 2024; and,

WHEREAS, the Board of Directors directs the Human Resources Department to prepare the normal retirement calculations and paperwork for the next regularly scheduled Board of Directors' meeting; and,

WHEREAS, the Board of Directors approves and authorizes the Chairwoman to execute an agreement with Mr. Johnson concerning his retirement.

NOW THEREFORE 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:

1. The Board of Director's accepts Michael Johnson's retirement.
2. The Chairwoman is authorized to execute an agreement between the Water Works Board and Michael Johnson concerning his retirement.
3. The Board of Directors will begin the process of a nationwide search for the next General Manager. While the nationwide search is occurring, the Board of Directors will name an Interim General Manager. The Chairwoman and Vice Chair are authorized to search for possible candidates to serve as the Interim General Manager and to make a recommendation for an Interim General Manager by the next regularly scheduled Bord of Directors' meeting.

Resolution No. 9577 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, No; Director Blakenship, No; and Director Munchus, No.”

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 to the following. Director Munchus questioned whether there are internal candidates to fill this position. Assistant General Manager Murphy responded yes, and stated the position has been posted. He also indicated Mr. Carr had done a fantastic job. On a motion duly made and seconded, the following resolutions were adopted:

“WHEREAS, Lance D. Carr, an employee of The Water Works Board of the City of Birmingham ("the Board"), is retiring, effective July 1, 2024, at an age of 66, and;

WHEREAS Lance D. Carr has 15 years and 3 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 \$1,961.96; 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 Mr. Larry Ward and seconded by Mr. William Burbage, that the Trustee be, and is hereby instructed to pay monthly benefit payments of \$1,961.96 to Mr. Carr 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. 9578 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.”

“WHEREAS, Lance D. Carr, an employee of The Water Works Board of the City of Birmingham, is retiring, effective July 1, 2024, after 15 years and 3 months of service with the Board; and

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

BE IT FURTHER RESOLVED, that in recognition of Lance D. Carr’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. Carr.

Resolution No. 9579 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.”

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

- 4.1 R.G. Harmon Billing and Collections for professional services rendered April 20, 2024 through May 20, 2024 in the amount of \$4,325.00.
- 4.2 Fine Geddie for professional services rendered May 2024 in the amount of \$15,000.00.

Resolution No. 9580 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.”

Following, the Board moved to the fifth item on the agenda, Request Board to approve the allocation of \$10,000.00, from funds budgeted for its Community Educational Program, in support of the Transplant Life Foundation's Transplant Games of America, as recommended by the Finance Committee. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, pursuant to Resolution No. 8908, The Water Works Board of the City of Birmingham has established its Community Educational Program (the “Program”); and,

WHEREAS, pursuant to the Program, the Water Works Board may participate in events and functions if the Water Works Board’s participation: protects its water sources and its consuming public; obtains optimum utility management, improves water quality and system reliability; improves reliability of high-quality water; provides educational, scientific and technological information about the Water Works Board to its consuming public; ensures access to and the wise use of water resources and the protection of the environment; and, engages in such activities that are beneficial to the entire water system and that are otherwise necessary, appropriate and consistent with the Water Works Board’s corporate powers (all of which is hereinafter referred to as “Corporate Purposes”); and,

WHEREAS, under the Program, the Water Works Board has identified non-ratepayer funding that may be used for funding the Program (the “Funds”); and,

WHEREAS, on July 7th of 2024, Transplant Life Foundation will host its Transplant Games of America that will have a beneficial impact on the Water Works Board’s service area; and,

WHEREAS, the Transplant Games of America presents the Water Works Board with an opportunity to accomplish its Corporate Purposes; and,

WHEREAS, the Water Works Board desires, subject to the below, to sponsor the Transplant Games of America in a way that will accomplish the Water Works Board’s Corporate Purposes.

NOW THEREFORE, BE IT RESOLVED on a motion made by Ms. Mashonda Taylor and seconded by Ms. Tereshia Huffman as follows:

1. It is hereby found and declared that the Water Works Board’s participation in the Transplant Games of America will accomplish its Corporate Purposes. Specifically, the Water Works Board’s participation in the Transplant Games of America will allow it to: provide educational information about the Water Works Board to its consuming public; help ensure access to and the wise use of water resources; have signage and distribute educational materials about the positive role that drinking water has on a person’s health; and, otherwise engage in activities that are beneficial to the entire water system and is appropriate and consistent with the Water Works Board’s corporate powers.
2. That the General Manager and/or the Assistant General Manager is authorized and instructed to take such steps as is necessary to sponsor the Transplant Games of America. Such sponsorship shall include the Water Works Board accomplishing the corporate purposes set forth above.
3. The sponsorship shall not exceed \$10,000.00 and shall be paid from the Funds. Furthermore, any and all expenses incurred by the Water Works Board such as employee time and educational materials shall also only be paid from the Funds.

Resolution No. 9581 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.”

Following, the Board moved to the sixth item on the agenda, Request Board to adopt a resolution authorizing the BWWB Infrastructure Repair and Rehabilitation Project, the execution and delivery of a Water Infrastructure Finance and Innovation Act (WIFIA) loan agreement, WIFIA bond, WIFIA term sheet, supplemental indenture, and certain related documents, 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 adopts a resolution authorizing the BWWB Infrastructure Repair and Rehabilitation Project, the execution and delivery of a Water Infrastructure Finance and Innovation Act (WIFIA) loan agreement, WIFIA bond, WIFIA term sheet, supplemental indenture, and certain related documents, as recommended by the Finance Committee. Resolution No. 9582 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, Abstain.”

Following, the Board moved to the seventh item on the agenda, Request Board to adopt a resolution authorizing the 2024 Bond Anticipation Note (BAN), 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 adopts a resolution authorizing the 2024 Bond Anticipation Note (BAN), as recommended by the Finance Committee. Resolution No. 9583 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, Abstain.”

Following, the Board moved to the eighth item on the agenda, Request Board to adopt a resolution authorizing Professionals in connection with the WIFIA Loan and the 2024 Bond Anticipation Note, as recommended by the Finance Committee. On a motion duly made and seconded, the following resolution was adopted:

“WHEREAS, The Water Works Board of the City of Birmingham, a public corporation organized under the laws of the State of Alabama (the “Board”), owns and operates an integrated water supply and distribution system (the “System”) within certain areas of Jefferson County, Alabama and surrounding counties;

WHEREAS, established in 2014 by the Water Infrastructure Finance and Innovation Act (“WIFIA”), WIFIA is a federal credit program administered by the U.S. Environmental Protection Agency (the “EPA”) for eligible water and wastewater infrastructure projects;

WHEREAS, the Board has commenced the Infrastructure Repair and Rehabilitation Project, a combination of sub-projects focused on improving water resiliency, water quality and water supply dependability and consists of various improvements to upgrade and replace equipment, located in and around the City of Birmingham (as more particularly defined in the WIFIA Loan Agreement, the “BWWB WIFIA Project”) and arranged a loan from the EPA (the “WIFIA Loan”) pursuant to the WIFIA Loan Agreement by and between the Board and EPA dated June 18, 2024 (the “WIFIA Loan Agreement”); and,

WHEREAS, to temporarily fund BWWB WIFIA Project costs related to the WIFIA Loan, the Board has determined it would be beneficial to authorize the issuance of a bond anticipation note (the “BAN”);

WHEREAS, on October 27, 2021, the Board adopted Resolution No. 8904 and retained Dentons Sirote PC (“Dentons”) and Kenneth O. Simons & Associates, LLC, as co-counsel to provide legal services for the WIFIA Loan; and,

WHEREAS, the BWWB is in need of certain professionals to complete the BAN as well as certain other professionals to complete the WIFIA Loan; and,

WHEREAS, the Board desires to engage Raftelis Financial Consultants, Inc. (“Raftelis”), as financial consultant and rate analyst to the Board; Terminus Municipal Advisors, LLC (“Terminus”), as financial advisor to the Board; Raymond James & Associates, Inc. (“Raymond James”), as placement agent for the BAN; Parnell Thompson, LLC (“Parnell”), as the Board’s counsel; Bradley Arant Boult Cummings LLP (“Bradley”), as placement agent’s counsel for the BAN, and Dentons as bond counsel for the BAN.

NOW THEREFORE 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, as follows:

The Board does hereby authorize and approve the engagement of Raftelis as financial consultant and rate analyst to the Board, Terminus as financial advisor to the Board, Raymond James as placement agent for the BAN, Parnell as the Board’s counsel, Bradley as placement agent’s counsel for the BAN, and Dentons as bond counsel for the BAN. The Chairwoman, Vice Chairman, and Secretary/Treasurer of the Board are further authorized to engage such additional professionals in connection with the BAN as deemed necessary after consultation with the Board’s financing team and the Board’s counsel.

Resolution No. 9584 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, Abstain.”

Following, the Board moved to the ninth item on the agenda, Request Board to ratify the following items. 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. Larry Ward, that the Board hereby ratifies the following items:

- 9.1 The purchase of bottled water to assist the citizens of Northwest Jefferson County with their drinking water needs, due to a major water main break that caused a Boil Water Alert for all customers impacted in the area, at a total out-of-pocket cost to the Board of \$74,038.96.
- 9.2 A one-year lease agreement with Burnett Lime Company, Inc., for a temporary carbon feed system located at the Shades Mountain Filter Plant at an estimated out-of-pocket cost to the Board of \$80,000.00.

Resolution No. 9585 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.”

Following, the Board moved to the tenth item on the agenda, Request Board to approve a scope of services with InfoMedia, to redesign the Birmingham Water Works website, www.bwwb.org, at an out-of-pocket cost to the Board of \$54,000.00; and to authorize the General Manager and/or Assistant General Manager to execute the necessary documents, as recommended by the Communications 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. Mashonda Taylor, and seconded by Mr. Larry Ward, that the Board hereby approves a scope of services with InfoMedia, to redesign the Birmingham Water Works website, www.bwwb.org, at an out-of-pocket cost to the Board of \$54,000.00; and authorizes the General Manager and/or Assistant General Manager to execute the necessary documents, as recommended by the Communications Committee. Resolution No. 9586 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.”

Following, the Board moved to the eleventh item on the agenda, Request Board to approve reimbursement to CBG Strategies, LLC for the distribution of a direct mailer as part of the ongoing communication strategy, at a total out-of-pocket cost to the Board of \$56,022.74. 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 a reimbursement to CBG Strategies, LLC for the distribution of a direct mailer as part of the ongoing communication strategy, at a total out-of-pocket cost to the Board of \$56,022.74. Resolution No. 9587 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.”

Next, Director Blankenship then made a motion to adjourn the meeting and Director Taylor seconded the motion. On a motion duly made and seconded, the motion was approved, and the meeting was adjourned at 11:52 a.m.

/s/
Tereshia Q. Huffman
Chairwoman

Attest:

/s/
Raymond L. Ward
Secretary-Treasurer