

SUMMARY OF REGULAR BOARD OF DIRECTORS' MEETING

HELD Thursday, November 19, 2020

at 11:30 a.m. – In Person (Electronically [via video and telephone])

[THESE ARE NOT THE OFFICIAL MINUTES]

The Governor's Open Meeting Act ("OMA") Proclamation allows members of governmental bodies to hold said meeting electronically (via video and telephone, etc.) for purposes of establishing a quorum, deliberating and taking action; and via electronic equipment allows members of the public to listen to the meeting.

The Regular bi-monthly meeting of the directors of The Water Works Board of the City of Birmingham was held on Thursday, November 19, 2020 at 11:30 a.m., via electronically [via video and telephone].

The following Directors were present: Tommy Joe Alexander, Lucien Blankenship, William "Butch" Burbage, Jr., Deborah Clark, Brenda J. Dickerson, Brett A. King, Ronald A. Mims, William Muhammad and George Munchus.

Others present were: Michael Johnson, General Manager; Derrick Murphy and Iris Fisher, Assistant General Managers; K. Mark Parnell, Parnell Thompson Law, LLC; Emory Anthony, Attorney; Cynthia Williams, Board Administrator; Tammy F. Wilson, Executive Assistant to Assistant General Managers Derrick Murphy and Jeff Thompson; Colandus Mason, Information Technology Manager; Rick Jackson, Public Relations Manager; Jonathan Harris, Water Treatment Manager; Luther Austin, SCADA Manager.

Chairman Mims called the meeting to order at 11:32 a.m. and Assistant General Manager, Iris Fisher opened the meeting with prayer.

All directors were present, so a quorum was in attendance.

Following, Director Blankenship stated he had one item under new business. Director Muhammad stated he had four items under new business and General Manager, Michael Johnson stated he had one item as well. On a motion duly made and seconded, the agenda was approved unanimously by a roll call vote.

Next, a motion was duly made and seconded to authorize monthly retirement benefits from the Board's Retirement Trust Fund for Phyllis Bimbo, Customer Service Department and Michael Walton, Water Treatment Department, as set forth in agenda Items 1.1 and 1.2. The referenced items were approved unanimously by a roll call vote.

Following, a motion was duly made and seconded to authorize surviving spouse monthly retirement benefits from the Board's Retirement Trust Fund for Shirley Dorsey, spouse of Eddie Dorsey, as set forth in agenda Item 2. The referenced item was approved unanimously.

Next, a motion was duly made and seconded to approve Director King's mileage expense reimbursement for October 2020, as set forth in agenda Item 3. The referenced item was approved unanimously by a roll call vote.

Summary of Regular Board of Directors' Meeting

November 19, 2020

Page 1 of 3

Following, a motion was duly made and seconded to approve reimbursement to the Operating Account for the period ended September 30, 2020, as set forth in agenda Item 4. The referenced item was approved unanimously by a roll call vote.

Next, invoices were voted on separately, as set forth in agenda Items 5.1 through 5.12. Motions were duly made and seconded. Item 5.1, Perkins-Law, LLC, was approved unanimously. Item 5.2, Terminus Municipal Advisors, LLC., was approved unanimously. Item 5.3, Hilliard Smith & Hunt, LLC, was approved unanimously. Item 5.4, T. Agee was approved unanimously. Item 5.5, Cory Watson Attorneys, was approved, with one no vote and one abstention. Item 5.6, The Jones Group, was approved unanimously. Item 5.7, Kelvin Howard, LLC was approved unanimously. Item 5.8, Birmingham Business Resource Center, was approved unanimously. Item 5.9 Raftelis Financial Consultants, Inc., was approved, with one no vote. Item 5.10, Agency 54, was approved, with one abstention. Item 5.11, Birmingham Construction Industry Authority, was approved unanimously. After an amended motion was duly made and seconded to cap the payment amount at \$20,000.00, Item 5.12, Parnell Thompson, LLC, failed in a roll call vote, with five no votes, two yes vote and one abstention. One Director was not present for the vote. Another motion was duly made and seconded for the original invoice amount and Item 5.12, Parnell Thompson, LLC was approved in a roll call vote, with one no vote. One Director was not present for the vote.

Following, a motion was duly made and seconded to adopt a resolution amending the Salary Administration Plan for FY 2021 to provide that merit raises will not be given, as set forth in agenda Item 6. The referenced item was approved in a roll call vote. One Director was not present for the vote.

Next, a motion was duly made and seconded to approve the Operating and Maintenance (O & M), and Capital budgets for fiscal year 2021, as set forth in agenda Item 7. Some discussion occurred regarding the baseline Capital Budget. The referenced item was approved in a roll call vote, with one no vote and one abstention. One Director was not present for the vote.

Following, agenda Items 8.1 and 8.2, bid awards, were voted on separately. A motion was duly made and seconded to award a bid award to Kelly Road Builders, for estimated quantities of Standard Patch Paving/Longitudinal Transverse/Milling and Resurfacing, as set forth in agenda Item 8.1. The referenced item was approved unanimously in a roll call vote. A motion was duly made and seconded to award a bid to Willoughby Contracting Company, Inc., for a pipeline replacement project in the city of Homewood, as set forth in agenda Item 8.2. The referenced item was approved unanimously in a roll call vote.

Next, a motion was duly made and seconded to extend a 12-month contract, exercising the Board's bid option, for estimated annual quantities of Corporation Stops, to replenish stock in the warehouse, as set forth in agenda Item 9. The referenced item was unanimously approved.

Following, a motion was duly made and seconded to approve new equipment purchases, as set forth in agenda Items 10.1 through 10.3; one Kubota S Series Skid Steer Loader, two Komatsu PC 35 MR-5 Excavators and two Komatsu PC 88 MR-10 Mini Excavators. The

equipment is to be purchased from Sourcewell NJPA pricing, so no bid is required. The referenced items were unanimously approved.

Under new business, General Manager, Michael Johnson informed the Board of an upcoming GIC transaction in an amount up to \$150 million. Some discussion occurred regarding the legal team who would handle the transaction. A motion was duly made and seconded for the General Manager to make a recommendation on the appropriate legal team to handle the transaction. The referenced item was approved, with one no vote and one abstention.

Director Muhammad proposed a resolution to hire another attorney as part of the BWWB legal panel, Fred Bolling, with a monthly cap of \$10,000.00. On a motion duly made and seconded, the referenced item was approved with two no votes and one abstention.

Director Muhammad proposed another resolution to approve the salary amount of \$80,369.00 for the newly created position of Corporate Governance Specialist, which was voted on at the September 9, 2020 Board meeting. On a motion duly made and seconded, the referenced item failed, with five no votes and four yes votes.

Director King proposed a resolution to extend the security agreement at Inland Lake for sixty days. On a motion duly made and seconded, the referenced item was approved unanimously in a roll call vote.

Further discussion occurred with the Board requesting advice from the Board's legal council as it pertains to employees receiving promotions and the Board's policy on job awards and increases associated with that action. No further votes were taken regarding the item however, the Board requested information on the Board's policy.

Director Blankenship proposed a resolution to pay the newly retired Executive Assistant to the Board of Directors for un-used sick time. Some discussion occurred and the Directors agreed that information was needed before voting because the action would impact other employees.

As there was no further business before the Board, a motion was made and seconded and the Board approved to adjourn the meeting at 2:15 p.m.