

STATE OF ALABAMA)
JEFFERSON COUNTY)

STATE OF ALABAMA)
ST. CLAIR COUNTY)

STATE OF ALABAMA)
BLOUNT COUNTY)

STATE OF ALABAMA)
SHELBY COUNTY)

NOTICE OF STATUTORY MORTGAGE LIEN
(Senior Taxable Water Revenue Refunding Bonds, Series 2019)

Notice is hereby given on and as of this 26th day November, 2019, as follows:

1. **THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM**, a public corporation organized and existing under the laws of the State of Alabama, including particularly Article 8 of Chapter 50 of Title 11 (Section 11-50-230, et. seq.) of the Code of Alabama (1975) (the "Board"), has previously issued its (a) Water Revenue Refunding Bonds, Series 2010-A (the "Series 2010-A Bonds"), (b) Water Revenue Bonds, Series 2011 (the "Series 2011 Bonds"), (c) Water Revenue Refunding Bonds, Series 2012-A (the "Series 2012-A Bonds"), (d) Water Revenue Refunding Bonds, Series 2013-A (the "Series 2013-A Bonds"), (e) Water Revenue Refunding Bonds, Series 2015-A (the "Series 2015-A Bonds"); (f) Water Revenue Bonds, Series 2015-B (the "Series 2015-B Bonds"), (g) Senior Water Revenue Refunding Bonds, Series 2016-A (the "Series 2016-A Bonds"), (h) Senior Water Revenue Bonds, Series 2018 (the "Series 2018 Bonds"), and (i) Senior Taxable Water Revenue Refunding Bonds, Series 2019 (the "Series 2019 Bonds"), pursuant to a Trust Indenture dated as of December 1, 1998 (the "Original Senior Indenture") between the Board (successor to the City of Birmingham, Alabama) and Branch Banking and Trust Company, as successor trustee (the "Trustee"), as heretofore amended and supplemented, and as further amended and supplemented pursuant to a Fifteenth Supplemental Indenture dated as of November 1, 2019 (collectively with the Original Senior Indenture and all prior amendments and supplements to the Original Senior Indenture, the "Indenture") between the Board and the Trustee.

2. The waterworks plant and distribution system of the Board (the "System") consists of facilities owned by the Board for the production, transmission, storage and sale of water located in Jefferson, Blount, St. Clair and Shelby Counties, including, without limitation, wells, water transmission and treatment facilities, pumping stations, water storage tanks, mains, laterals, services, meters, valves, hydrants, booster stations, and appurtenant easements, facilities, rights and buildings and the real property and interests therein held in the name of the Board.

3. The Series 2019 Bonds are issued in the aggregate principal amount of \$336,380,000. The Series 2019 Bonds will mature on January 1 in the years 2020 through 2034, both inclusive, and in 2039 and 2045. All Series 2019 Bonds with the same maturity will bear interest at the same rate. The principal amount of Series 2019 Bonds maturing on each maturity date and the applicable rate of interest for the Series 2019 Bonds of each maturity are set forth in **Exhibit A** attached hereto and made a part hereof.

4. By virtue of the Indenture and the laws of the State of Alabama, a statutory mortgage lien on the System, including any replacements or extensions thereof and improvements or additions thereto, has been created in favor of the registered owner or owners of the Series 2019 Bonds issued pursuant to the Indenture, and the System shall remain subject to such statutory mortgage lien until payment in full of the principal of and interest on all such Series 2019 Bonds, or until moneys sufficient for the payment of the principle thereof and interest thereon have been deposited in trust for the payment thereof.

5. The Board has reserved the right, pursuant to Article IX of the Original Senior Indenture, to issue Additional Parity Securities (as defined thereunder) and any such Additional Parity Securities

issued in accordance with the provisions of such Indenture shall be secured by the lien of the Indenture. The Series 2019 Bonds are special, limited obligations of the Board payable solely out of the revenues derived by the Board from the operation of the System remaining after payment of the costs of maintaining and operating the System, as more particularly specified in the Original Senior Indenture. Additional Parity Securities issued under the Indenture will be secured on a parity of lien and pledge with all Parity Securities (as defined in the Indenture), including, without limitation, the Series 2010-A Bonds, the Series 2011 Bonds, the Series 2012-A Bonds, the Series 2013-A Bonds, the Series 2015-A Bonds, the Series 2015-B Bonds, the Series 2016-A Bonds, and the Series 2018 Bonds, at any time issued thereunder.

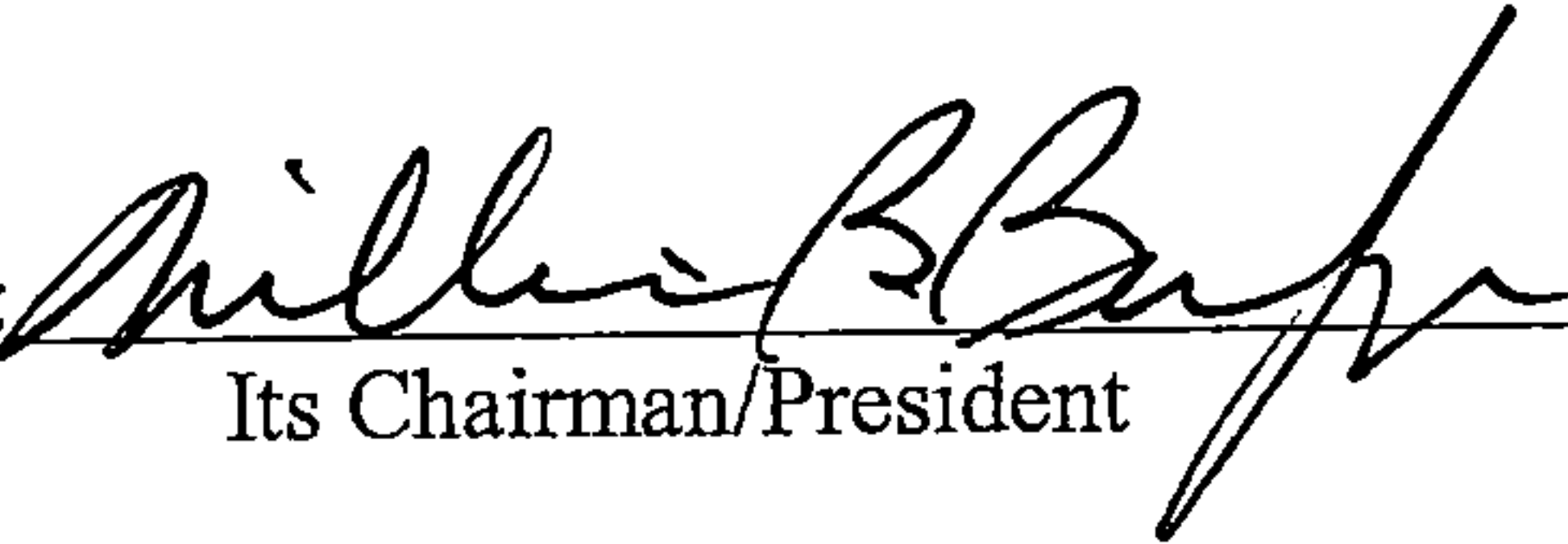
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20191204000448960 2/5 \$35.00
Shelby Cnty Judge of Probate, AL
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IN WITNESS WHEREOF, the Board has caused this instrument to be executed in its name and on its behalf by the Chairman/President and attested by its Secretary, and its corporate seal to be hereunto affixed on and as of the date and year first above written.

**THE WATER WORKS BOARD OF THE
CITY OF BIRMINGHAM**

By: 
Its Chairman/President

[S E A L]

Attest:


Its Secretary



20191204000448960 3/5 \$35.00
Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA)
JEFFERSON COUNTY)

The undersigned notary public certifies that William "Butch" Burbage, Jr., whose name as Chairman/President of The Water Works Board of the City of Birmingham, a public corporation, is signed to the foregoing notice, and who is known to me to be such officer, acknowledged before me on this date that, being informed of the contents of such notice, he, in his capacity as such officer and with full authority, executed the same voluntarily on the day the same bears date as and for the act of the said pubic corporation.

GIVEN under my hand and official seal this 21st day of November, 2019.




Notary Public


NOTARIAL SEAL

My Commission Expires: 2/22/2022

My commission expires: _____


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Shelby Cnty Judge of Probate, AL
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This instrument prepared by:

Yvonne Green Davis, Esquire
Yvonne Green Davis, P.C.
420 20th Street North
Wells Fargo Tower, Suite 2200
Birmingham, Alabama 35203-2618
(205) 379-1102

20191204000448960 5/5 \$35.00
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Exhibit A

(Senior Taxable Water Revenue Refunding Bonds, Series 2019)

Applicable Year Maturing	Applicable Amount Maturing	Interest Rate
2020	\$940,000	1.925%
2021	2,925,000	1.965
2022	10,480,000	2.032
2023	10,700,000	2.161
2024	10,935,000	2.201
2025	11,200,000	2.363
2026	11,465,000	2.463
2027	14,790,000	2.601
2028	15,175,000	2.671
2029	15,580,000	2.701
2030	15,220,000	2.801
2031	16,780,000	2.901
2032	13,565,000	3.001
2033	14,075,000	3.091
2034	14,920,000	3.141
2039	74,085,000	3.463
2045	83,545,000	3.573