

SEC Municipal Advisor – IRMA Exemption Notice

This notice has been prepared and made publicly available by the Water Works Board of the City of Birmingham (the “Board”) in light of the Securities and Exchange Commission’s (“SEC”) “Municipal Advisor Rule” pursuant to Section 975 of Title IX of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act”).

The Board engages in an ongoing dialogue with potential transaction parties, and is aware of the amendments to Section 15B of the Securities Exchange Act of 1934 effectuated by Section 975 of the Dodd-Frank Act, as well as the SEC Release No. 34-70462 (September 20, 2013). In this regard, please note that the Board considers discussions with potential transaction parties to be arms-length negotiations.

The Board recognizes that third parties have financial and other interests that differ from ours, and as such we do not consider a fiduciary relationship to arise. The Board has engaged an independent registered municipal advisor (“IRMA”) with the intent of relying (i.e., taking into careful consideration, along with any other information deemed relevant or appropriate, but not necessarily following) on that IRMA for advice related to any potential transactions (the “Covered Advice”), and consequently to allow third parties to qualify for the exemption provided by 17 CFR §240.15Ba1-1(d)(3)(vi) (the “IRMA exemption”). If you intend to avail yourself of the IRMA exemption, we request that you supply written materials setting forth the material contents of your presentation to our IRMA concurrently with, or prior to, discussing it with us. Additionally, our IRMA will respond to whatever requests you may have to determine if they are “independent.” Underwriters may rely on this notice with respect to Covered Advice.

The name and contact information of the Board’s IRMA, which is registered as a municipal advisor with the Securities and Exchange Commission and the Municipal Securities Rulemaking Board, is as follows:

Matthew R. Arrington
Director
Terminus Securities, LLC
3715 Northside Parkway NW
Suite 4-220
Atlanta, GA 30327
(404) 495-4722
(404) 599-0036 Cell
www.smcterminus.com