

January 22, 2019

The Water Works Board of the City of Calera met on January 22, 2019 at 5:00 p.m. at Calera City Hall with the following present:

Chairman:

Members: Calvin Morgan, Bill Davis, Fred Hoskins

Absent: Chris Bunn, Jon G. Graham

Department Heads: Kelly Ellison, Chris Pappas, Alan Broadhead, Billy Hickman

Guests: Betty and Carl Zeitz

Board Member Calvin Morgan called the meeting to order. Fred Hoskins made a motion to approve the following minutes:

Regular Meeting – December 17, 2018

Bill Davis seconded said motion which was carried unanimously.

**WATER SUPERINTENDENT REPORT:**

Billy Hickman, Water Superintendent updated the Board on the following items:

- 151 cutoffs for non-payments
- 19 new meters set

Alan Broadhead, Water Superintendent updated the Board on the following items:

The annual filter inspection has been completed by Pall Corporation

**REPORTS OF WATER BOARD MEMBERS:**

No action taken

**ENGINEER REPORT:**

Chris Pappas, Engineer presented the following emergency repair for approval:

Replace 1050 feet of pipe to repair a broken 6 inch main South of County Road 95. Estimated repair is \$20,000.00. \$18,000.00 of the estimated cost is for materials. During the repair we will be installing a Fire Hydrant.

Board Member Davis made a motion to approve the emergency repair. Board Member Hoskins seconded said motion and upon vote, the results were as follows:

AYES: Morgan, Davis, Hoskins

NAYS: None

Motion Passed

Chris Pappas, City Engineer discussed the possible Highway 42 extension project with Betty Zeitz. The estimated cost of extension is \$7,500.00, plus any meter taps and installation cost for a 2 inch water line. Mr. Pappas advised if we hit rock during the project, the estimate will increase.

**FINANCE DIRECTOR REPORT:**

Kelly Ellison, Finance Director presented the following report for discussion: (Documents Attached)

Department Head Report as of December 31, 2018  
Dent Moses auditor engagement letter  
Capital Budget will be presented next meeting  
Adoption of 2019 Supplemental Indenture

Board Member Hoskins made a motion to approve the Adoption of 2019 Supplemental Indenture. Board Member Davis seconded said motion and upon vote, the results were as follows:

AYES: Morgan, Davis, Hoskins

NAYS: None

Motion Passed

**CHAIRMAN REPORT:**

No action taken

**GUESTS:**

Patrick Jon Burt requested Chris Pappas, City Engineer run a cost estimate to extend water services to his property on Highway 42. The cost estimate would be to increase the water extension requested by Betty and Carl Zeitz from a 2 inch line to a 4 inch line. This would only affect the crossing of Highway 42.

There being no further business, Calvin Morgan made a motion to adjourn at 5:29 p.m.

Approved this 18<sup>th</sup> of February, 2019.

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Calvin Morgan, Board Member

ATTEST:

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Connie B. Payton, City Clerk

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF  
THE WATER WORKS BOARD OF THE TOWN OF CALERA**

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**Adoption of 2019 Supplemental Indenture**

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The Board of Directors of The Water Works Board of the Town of Calera met in regular public session at the office of the Board at 7901 Highway 31, in the City of Calera, Alabama, at 5:00 p.m. on January 22, 2019.

The meeting was called to order by the Chairman of the Board, and the roll was called with the following results:

Present:        Bill Davis  
                  Calvin Morgan  
                  Fred Hoskins

Absent:         Jon G. Graham, Chairperson  
                  Chris Bunn

The Board Member stated that a quorum was present and that the meeting was open for the transaction of business.

\*       \*       \*

Thereupon, the following resolution was introduced in writing, duly seconded and unanimously adopted by the vote of all members of the Board of Directors present:

**A RESOLUTION ELECTING OFFICERS**

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE WATER WORKS BOARD OF THE TOWN OF CALERA that the election or appointment of the following named persons to the following offices is hereby made and approved for a term ending on such date as their successors are chosen and qualify in their stead:

<u>Name</u>	<u>Office</u>
Jon G. Graham	Chair of the Board of Directors
Connie Payton	Secretary-Treasurer

Thereupon the following resolution was introduced in writing, duly seconded and unanimously adopted by the vote of all members of the Board of Directors present:

**A RESOLUTION AUTHORIZING THE 2019 GENERAL AMENDMENT  
SUPPLEMENTAL TRUST INDENTURE**

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE WATER WORKS BOARD OF THE TOWN OF CALERA, as follows:

**ARTICLE 1**

**Definitions**

The following terms shall have the following meanings herein:

Board: The Water Works Board of the Town of Calera.

Original Indenture: Trust Indenture dated as of February 1, 1998, as amended and supplemented, by the Board and the Trustee.

2019 Supplemental Indenture: 2019 General Amendment Supplemental Trust Indenture dated January 1, 2019 by the Board and the Trustee, in amendment of the Original Indenture.

## **ARTICLE 2**

### **Authorizations and Ratifications**

- (a) The Board does hereby approve, adopt, authorize, direct, and ratify:
  - (i) the amendment of the Original Indenture by the 2019 Supplemental Indenture; and
  - (ii) the provisions, representations and terms of the 2019 Supplemental Indenture in substantially the form and content presented to the Board, with such additions and deletions thereto as the Chairman of the Board shall approve and as shall not create, increase or extend any liability of the Board under the Original Indenture, which approval shall be conclusively evidenced by execution of the 2019 Supplemental Indenture by the Chairman of the Board.
  
- (b) The Chairman of the Board and the Secretary of the Board are authorized and directed to execute and deliver the following on behalf of the Board when directed thereto by counsel to the Board:
  - (i) The 2019 Supplemental Indenture;
  - (ii) Any certificate, instrument or notice which may be required by applicable law, governmental authority, or counsel to the Board to provide for the legal effect of the 2019 Supplemental Indenture.
  
- (c) The Board ratifies and confirms all actions heretofore taken by any officer or employee of the Board with respect to the preparation of the 2019 Supplemental Indenture.

## **ARTICLE 3**

### **Provisions of General Application**

- (a) Any resolution, or part thereof, of the Board in conflict or inconsistent with the provisions hereof is, to the extent of such conflict or inconsistency, repealed.
  
- (b) The Resolution shall take effect immediately.

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There being no further business to come before the meeting, it was moved and seconded that the meeting be adjourned. Motion carried.

Approval of Minutes and Waiver of Notice

Each of the undersigned does hereby approve, and waive notice of, the date, time, place and purposes of the meeting of The Water Works Board of the Town of Calera recorded in the above and foregoing minutes thereof and does hereby approve the form and content of the above and foregoing minutes and the resolutions therein.

\_\_\_\_\_  
Bill Davis, Board Member

\_\_\_\_\_  
Fred Hoskins, Board Member

\_\_\_\_\_  
Calvin Morgan, Board Member

S E A L

Attest: \_\_\_\_\_  
Secretary



CERTIFICATE OF SECRETARY

January 22, 2019

The undersigned duly elected, qualified and acting Secretary of The Water Works Board of the Town of Calera hereby certifies that: (1) the above and foregoing pages constitute a complete, verbatim and compared copy of excerpts from all those parts of the minutes of a regular meeting of the Board of Directors of the Board duly held on January 22, 2019, pertaining to the matters therein referred to, the original of which is on file and of record in the minute book of the Board of Directors in my custody; and (2) the resolutions set forth in such excerpts are complete, verbatim and compared copies of such resolutions as introduced and adopted by the Board of Directors on such date and have not been repealed, amended, or changed.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Board and have affixed the official seal of the Board on the above date.

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Secretary of The Water Works Board of the Town of  
Calera

S E A L

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**2019 GENERAL AMENDMENT SUPPLEMENTAL TRUST INDENTURE**

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**DATED: JANUARY 1, 2019**

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**BETWEEN**

**THE WATER WORKS BOARD OF THE TOWN OF CALERA**

**AND**

**U.S. BANK NATIONAL ASSOCIATION**

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**Amendment of Section 8.3 of Indenture**

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**This 2019 General Amendment Supplemental Trust Indenture was prepared by Heyward C. Hosch III of Maynard, Cooper & Gale, P.C., 1901 Sixth Avenue North, 2400 Regions/Harbert Plaza, Birmingham, Alabama 35203.**

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**2019 GENERAL AMENDMENT SUPPLEMENTAL TRUST INDENTURE**

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January 1, 2019

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This 2019 General Amendment Supplemental Trust Indenture is made and delivered by:

**Borrower:** The Water Works Board of the Town of Calera

**Trustee:** U. S. Bank National Association, as successor trustee

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**Recitals**

The Borrower and the Trustee have delivered this 2019 General Amendment Supplemental Trust Indenture in amendment of that certain Trust Indenture dated as of February 1998, as amended and supplemented, for the purposes described in Article 1 hereof.

**Agreement**

In consideration of the agreements herein the Borrower and the Trustee agree as follows:

## **ARTICLE 1**

### **Purposes and Representations**

- (a) The Borrower and the Trustee have delivered that certain Trust Indenture dated as of February 1, 1998, as amended and supplemented (the "Original Indenture").
- (b) The Borrower has determined the requirements of Section 8.3 of the Original Indenture for the delivery of annual audited financial statements of the Borrower are inconsistent with the requirements for delivery of such annual audited financial statements set forth in certain sections of the Original Indenture ( including without limitation Article VI(s)(i) of the Seventh Supplemental Trust Indenture and Article VI(s)(i) of the Eighth Supplemental Trust Indenture) and the provisions of the continuing disclosure agreements delivered by the Borrower pursuant to 17 CFR Section 240.15c2-12.
- (c) Pursuant to Section 11.1(a) of the Original indenture, the Borrower and the Trustee have delivered this 2019 General Amendment Supplemental Trust Indenture to amend Section 8.3 of the Original Indenture to provide the annual audited financial statements of the Borrower shall be delivered in each Fiscal Year in form and of content, and within the period of time, provided therefor in each continuing disclosure agreement delivered by the Borrower pursuant to 17 CFR Section 240.15c2-12 and in each Supplemental Indenture.

## **ARTICLE 2**

### **Definition of Capitalized Terms**

For purposes hereof:

- (a) The term "Original Indenture " shall mean that certain Trust Indenture dated as of February 1, 1998, as amended and supplemented, by the Borrower and the Trustee.
- (b) All capitalized terms used in this 2019 General Amendment Supplemental Trust Indenture without definition shall have the respective meanings assigned thereto in the Original Indenture.

### **ARTICLE 3**

#### **Amendment of Section 8.3 of Original Indenture**

The Borrower amends Section 8.3 of the Original Indenture by deletion of said Section 8.3 in the entirety thereof and substitution therefor of the following:

“SECTION 8.3 Annual Audit

- (a) The Borrower will cause an independent audit of its financial records for each Fiscal Year to be made by an Independent Auditor who is acceptable to the Borrower.
- (b) All expenses of such audit shall constitute and be paid as an Operating Expense.
- (c) The Borrower shall distribute and file such audit for each Fiscal Year in form and of content, and within the period of time, provided therefor:
  - (i) in each continuing disclosure agreement delivered by the Borrower pursuant to 17 CFR Section 240.15c2-12 (as at any time amended); and
  - (ii) in each Supplemental Indenture.
- (d) Each registered owner of the Bonds shall, upon written request to the Borrower, have the right to discuss an audit with the Independent Auditor at the expense of the Borrower.”

### **ARTICLE 4**

#### **Confirmation of Indenture**

The Original Indenture, as hereby supplemented and amended, is hereby ratified, confirmed, and approved.

IN WITNESS WHEREOF, the Board has caused this 2019 General Amendment Supplemental Trust Indenture to be executed in its corporate name and behalf by the Chairman of its Board of Directors, has caused its corporate seal to be hereunto affixed and has caused this 2019 General Amendment Supplemental Trust Indenture to be attested by its Secretary, and the Trustee has caused this 2019 General Amendment Supplemental Trust Indenture to be executed in its name and behalf, has caused its seal to be hereunto affixed and has caused this 2019 General Amendment Supplemental Trust Indenture to be attested, by its duly authorized representatives, all as of the day and year first hereinabove written.

**THE WATER WORKS BOARD OF THE TOWN OF CALERA**

SEAL

Attest:

\_\_\_\_\_  
Its Secretary

By \_\_\_\_\_  
Chairman of Its Board of Directors

**U.S. BANK NATIONAL ASSOCIATION**

SEAL

Attest:

\_\_\_\_\_  
Its Authorized Signatory

By \_\_\_\_\_  
Its \_\_\_\_\_

STATE OF ALABAMA )

COUNTY OF SHELBY )

I, the undersigned, a Notary Public in and for said County in said state, hereby certify that Jon G. Graham, whose name as Chairman of the Board of Directors of The Water Works Board of the Town of Calera, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the within instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said Board.

Given under my hand and official seal of office, this \_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Notary Public

NOTARIAL SEAL

My commission expires: \_\_\_\_\_

STATE OF ALABAMA )

COUNTY OF SHELBY )

I, the undersigned, a Notary Public in and for said County in said state, hereby certify that \_\_\_\_\_, whose name as \_\_\_\_\_ of U.S. Bank National Association, a national banking association, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the within instrument, s/he, as such authorized representative and with full authority, executed the same voluntarily for and as the act of said banking association.

Given under my hand and official seal of office, this \_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Notary Public

NOTARIAL SEAL

My commission expires: \_\_\_\_\_