

NOTICE OF AMENDMENT

**TO EXTEND THE OFFER
and
INCREASE PURCHASE PRICES RELATED TO CERTAIN MATURITIES**

Regarding
INVITATION TO TENDER BONDS

THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
*to Bondholders to offer to sell for cash all or a portion
of the Board's bonds and, as to each maturity within a series, in the maximum principal amounts
described on Exhibit A to this Notice of Amendment*

**Senior Taxable Water
Revenue Refunding Bonds
Series 2019**

**Senior Taxable Water
Revenue Refunding Bonds
Series 2021**

Initial Expiration Date: 5:00 P.M. Prevailing Eastern Time on October 20, 2023

Pursuant to the Invitation to Tender Bonds dated September 29, 2023 (as it may be amended or supplemented, this “**Invitation**”), The Water Works Board of the City of Birmingham (the “**Board**”), has provided to the beneficial owners (the “**Bondholders**”) of the Board’s outstanding Senior Taxable Water Revenue Refunding Bonds, Series 2019 (the “**Series 2019 Bonds**”) and the Board’s outstanding Senior Taxable Water Revenue Refunding Bonds, Series 2021 (the “**Series 2021 Bonds**” and, together with the Series 2019 Bonds, the “**Target Bonds**”) the opportunity to offer to sell all or a portion of their Bonds to the Board for cash purchase by the Board plus accrued interest on the Target Bonds tendered for purchase to but not including the Settlement Date (the “**Offer**”).

AMENDED PURCHASE PRICES

By way of this Notice of Amendment, **based on the indicative benchmark yields, the Purchase Price for:**

- (i) CUSIP 091096NK9 has **increased** to 87.911 (fixed spread adjusted from 0.400% to 0.200%),
- (ii) (CUSIP 091096NL7 has **increased** to 86.898 (fixed spread adjusted from 0.400% to 0.200%),
- (iii) CUSIP 091096NM5 has **increased** to 86.067 (fixed spread adjusted from 0.450% to 0.200%),
- (iv) CUSIP 091096NR4 has **increased** to 74.785 (fixed spread adjusted from 0.800% to 0.550%),
- (v) CUSIP 091096PE1 has **increased** to 77.177 (fixed spread adjusted from 0.550% to 0.300%),
- (vi) CUSIP 091096PK7 has **increased** to 72.373 (fixed spread adjusted from 0.800% to 0.550%), and

(vii) CUSIP 091096PL5 has increased to 68.283 (fixed spread adjusted from 0.750% to 0.500%).

There have been no other changes to the Purchase Prices for the Target Bonds from those listed in the Invitation. *Please see the tables in Exhibit A for a complete listing of the Bond Purchase Prices.*

EXTENSION OF EXPIRATION DATE

By way of this Notice of Amendment, the Board extends the Expiration Date, the Determination of Purchase Price, Notice of Purchase Price, Notice of Results, and the Notice of Acceptance, as more fully described below. All terms used herein that are not otherwise defined have the meanings assigned to such terms in the Invitation.

The Board is extending the expiration of the Offer to 5:00 p.m., Eastern time, on October 27, 2023 (the “Expiration Date”).

The Board hereby amends the Invitation to reflect that:

- a) Expiration Date: The “Expiration Date” shall mean 5:00 p.m., Eastern time, on October 27, 2023. The Offer will expire at such time.
- b) Determination of Purchase Price: The “Determination of Purchase Price” shall mean 10:00 a.m. on October 30, 2023.
- c) Notice of Purchase Price: The “Notice of Purchase Price” shall mean October 30, 2023.
- d) Notice of Results: The “Notice of Results” shall mean October 30, 2023.
- e) Notice of Acceptance. The “Notice of Final Acceptance” shall mean October 30, 2023.
- f) Settlement Date: The “Settlement Date” shall mean November 16, 2023.

All other terms relating to the Invitation remain unchanged. No action is required for any Bondholders who have previously submitted their Target Bonds for purchase. Bondholders who have previously tendered Target Bonds who no longer wish to tender Target Bonds must withdraw the Target Bonds prior to the Expiration Date. See Section 9 of the Invitation dated September 29, 2023.

Any questions are to be directed to the Information and Tender Agent at 212-227-9622.

Dated: October 20, 2023

EXHIBIT A

Series 2019 Bonds

CUSIP Suffix (091096)	Maturity (January 1)	Principal Amount Outstanding	Maximum Principal Amount Permitted for Purchase	Interest Rate	Benchmark Treasury Security⁽¹⁾	Fixed Spread	Indicative Benchmark Yield	Indicative Purchase Prices as of October 20, 2023	
								Yield	Price (% of Principal)
ND5	2024	\$10,935,000	\$5,970,000	2.201%	2 Year	0.200%	5.084%	5.284%	99.611
NE3	2025	11,200,000	6,115,000	2.363	2 Year	0.000	5.084%	5.084%	97.058
NF0	2026	11,465,000	6,260,000	2.463	3 Year	0.150	4.942%	5.092%	94.764
NG8	2027	14,790,000	8,080,000	2.601	5 Year	0.200	4.860%	5.060%	92.971
NH6	2028	15,175,000	8,290,000	2.671	5 Year	0.250	4.860%	5.110%	91.028
NJ2	2029	15,580,000	8,510,000	2.701	7 Year	0.300	4.925%	5.225%	88.775
NK9	2030	15,220,000	8,315,000	2.801	7 Year	0.200	4.925%	5.125%	87.911
NL7	2031	16,780,000	9,165,000	2.901	10 Year	0.200	4.918%	5.118%	86.898
NM5	2032	13,565,000	7,410,000	3.001	10 Year	0.200	4.918%	5.118%	86.067
NN3	2033	14,075,000	7,685,000	3.091	10 Year	0.500	4.918%	5.418%	83.416
NP8	2034	14,920,000	8,150,000	3.141	10 Year	0.550	4.918%	5.468%	82.085
NQ6	2039	74,085,000	40,465,000	3.463	10 Year	0.800	4.918%	5.718%	77.368
NR4	2045	83,545,000	45,620,000	3.573	30 Year	0.550	5.078%	5.628%	74.785

* Callable on or after January 1, 2029

** Based on Settlement Date of November 16, 2023

(1) Each Benchmark Treasury Security will be the most recently auctioned “on-the-run” United States Treasury Security for the maturity indicated as of the date and time that the Purchase Price for the Target Bonds is set, currently expected to be approximately 10:00 a.m. on October 30, 2023.

Series 2021 Bonds

CUSIP Suffix (091096)	Maturity (January 1)	Principal Amount Outstanding	Maximum Principal Amount Permitted for Purchase	Interest Rate	Benchmark Treasury Security ⁽¹⁾	Fixed Spread	Indicative Benchmark Yield	Indicative Purchase Prices as of October 20, 2023	
								Yield	Price (% of Principal)
NU7	2024	\$ 14,695,000	\$ 995,000	0.570%	2 Year	0.200%	5.084%	5.284%	99.413
NV5	2025	14,795,000	1,000,000	0.848	2 Year	0.000	5.084%	5.084%	95.423
NW3	2026	10,820,000	730,000	1.098	3 Year	0.150	4.942%	5.092%	92.049
NX1	2027	8,575,000	580,000	1.316	5 Year	0.200	4.86%	5.060%	89.300
NY9	2028	8,690,000	585,000	1.466	5 Year	0.250	4.86%	5.110%	86.598
NZ6	2029	8,825,000	595,000	1.613	7 Year	0.300	4.925%	5.225%	83.940
PA9	2030	18,665,000	1,265,000	1.713	7 Year	0.400	4.925%	5.325%	81.329
PB7	2031	23,715,000	1,605,000	1.813	10 Year	0.400	4.918%	5.318%	79.434
PC5	2032	33,225,000	2,255,000	2.013	10 Year	0.450	4.918%	5.368%	78.138
PD3	2033	33,930,000	2,300,000	2.163	10 Year	0.500	4.918%	5.418%	76.805
PE1	2034	34,670,000	2,350,000	2.288	10 Year	0.300	4.918%	5.218%	77.177
PF8	2035	35,495,000	2,405,000	2.388	10 Year	0.650	4.918%	5.568%	73.886
PG6	2036	24,995,000	1,695,000	2.513	10 Year	0.700	4.918%	5.618%	72.958
PH4	2037	25,650,000	1,740,000	2.610	10 Year	0.750	4.918%	5.668%	71.951
PJ0	2038	31,285,000	2,120,000	2.710	10 Year	0.770	4.918%	5.688%	71.349
PK7	2039	23,025,000	1,560,000	2.760	10 Year	0.550	4.918%	5.468%	72.373
PL5	2043	104,110,000	7,060,000	2.860	30 Year	0.500	5.078%	5.828%	68.283

* Callable on or after January 1, 2029

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