

Resolution 05-021726-R

Resolution Authorizing the Interim General Manager to Execute a Transfer and Assumption Agreement By and Between the Alabaster Water Board and the City of Alabaster, Alabama

WHEREAS, the Alabaster Water Board (hereinafter, the "Board") is a public corporation incorporated and authorized in 1955 to do business under the laws of the State of Alabama, specifically §§11-50-310, et seq. Code of Alabama 1975 and created under the authority of Title 11, Chapter 50, Article 9 of the Code of Alabama; and

WHEREAS, the City of Alabaster, Alabama (the "City"), is a municipal corporation organized and existing under the laws of the State of Alabama and has authority under Alabama law to acquire, own, and operate public utilities; and

WHEREAS, the Board of Directors of the Alabaster Water Board has determined that it is in the best interest of the citizens served by the water system for the City to assume ownership, operation, and responsibility for the water system and related assets, liabilities, obligations, and employees; and

WHEREAS, on January 5, 2026, the Board of Directors of the Alabaster Water Board adopted a resolution authorizing the negotiation and preparation of a transfer of the water system to the City, subject to final approval by the City Council of the City of Alabaster; and

WHEREAS, the Board has reviewed and considered that certain **Transfer and Assumption Agreement by and between the Alabaster Water Board and the City of Alabaster, Alabama**, attached hereto as **Exhibit A**, dated as of February 17, 2026, to be effective March 1, 2026 (the "Agreement"), which provides for, among other things:

- The transfer and conveyance to the City of all assets of the water system;
- The assumption by the City of all liabilities and obligations of the water system, including outstanding water revenue bonds payable solely from water system revenues;
- The transfer of employees of the Water Board to the City without interruption of service; and
- The continued operation of the water system as a department or division of the City; and

WHEREAS, the Board finds that approval of the Agreement is authorized by law and is in the best interest of the City and its citizens by promoting unified municipal governance, operational efficiency, continuity of service, and long-term planning for essential public utilities;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD, AS FOLLOWS:

1. Approval of Agreement.

The Transfer and Assumption Agreement by and between the Alabaster Water Board and the City of Alabaster, Alabama, dated February 17, 2026, and effective March 1, 2026, is hereby approved in substantially the form presented to the Board substantially in the form as attached hereto as **Exhibit A**.

2. Authorization to Execute.

The Interim General Manager of the Board is hereby authorized and directed to execute the Agreement

on behalf of the Board, and the Board Secretary is hereby authorized to attest the same, together with any certificates, instruments, or documents contemplated by or necessary to carry out the intent of the Agreement.

3. Implementation Authority.

The Interim General Manager, Board Attorney, and other appropriate officers and employees of the Board are hereby authorized to take any and all actions and to execute any additional documents deemed necessary or desirable to carry out the transfer and assumption contemplated by the Agreement and to effectuate its purposes.

4. Effective Date.

This Resolution shall take effect immediately upon its adoption.

PASSED, ADOPTED, AND APPROVED THIS 17TH DAY OF FEBRUARY 2026.

Chairman, Mike Allen

Vice-Chairman, Bobby Harris

Director, Stacy Rakestraw

Director, Jamie Cole

Director, Jamia James

I, LaDonna Chapman, Secretary, hereby certify that I am Secretary of the Alabaster Water Board, a corporation, and the proper party to make this certificate, that the foregoing is a true and correct copy of resolution duly and legally adopted at a meeting of the Board of Directors of said Corporation duly and legally held at Alabaster, Alabama on the 17th day of February, 2026.

(IMPRINT SEAL HERE)

Secretary, Alabaster Water Board

I, Mike Allen, Chairman, Alabaster Water Board, hereby certify that the foregoing is a true and correct copy of Resolution No. 05-021726-R adopted on the 17th day of February, 2026.

Chairman, Alabaster Water Board