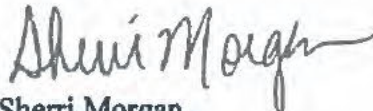


the historical benefits under our joint use agreement. While we respectfully disagree, it would be helpful for our continued discussions to confirm that AT&T no longer desires to retain these benefits on a going-forward basis (e.g., [REDACTED] feet of reserved space at the bottom of the communications space, per pole vs. per attachment rate, ability to attach without application and approval, etc.). It has always been Alabama Power's position that the adjustment rate is inextricably intertwined with the other terms and conditions of the joint use agreement. Confirming that AT&T finds no going-forward value in these provisions will better equip us to prepare a going-forward proposal. To that end, please identify the provisions of the joint use agreement, including but not limited to those set forth in our July 19, 2018 letter, that AT&T believes have zero value and would be comfortable *excluding* from a going-forward agreement.

Please understand that we disagree with most of the remaining substance of your August 16, 2018 letter. This letter, rather than addressing each of your substantive points, is merely intended to address those issues that will allow us to prepare our revised cost-sharing proposal.

Sincerely,

A handwritten signature in dark ink, appearing to read "Sherri Morgan", with a stylized flourish at the end.

Sherri Morgan

cc: Russ Campbell, Allen Estes, Eric Langley, Robin Bromberg

EXHIBIT 17

PUBLIC VERSION

From: Boyd, Pamela Owens
Sent: Wednesday, February 6, 2019 2:06 PM
To: Dianne Miller (dianne.miller@att.com) <dianne.miller@att.com>
Subject: APC/AT&T Joint Use Agreement Discussion

Dianne, Just wanted to follow-up on our conversation today regarding the data/information we need in order to make the February 22 meeting productive. Though we had requested a number of different pieces of data since the beginning of our discussions last Spring, the main pieces of data/information we need at this point are as follows:

- The current rates that AT&T charges its CATV and CLEC attachers in Alabama, as calculated under the FCC's formulas;
- Examples of AT&T's pole license agreements with CATVs and CLECs in Alabama; (We provided this to Kyle previously, and if you need this just let me know)
- AT&T's calculation of its average embedded pole cost based on year-ending 2017 data (if AT&T disagrees with our calculation of ;)
- The portions of the joint use agreement (other than the Appendix B annual rate methodology) that AT&T wants to change, if any;
- The portions of the joint use agreement in which AT&T sees no going-forward value (for example, does AT&T see value in the feet of allocation space, the ability to use space in excess of allocated space, the per pole vs. per attachment billing methodology, etc.)

We would like to be in a position to make a firm offer to AT&T prior to the February 22 meeting. In order to do so, we would need this data (or at least the first three bullet points) by the end of this week. Also, as I mentioned on the phone, we are interested in conducting a long-overdue joint survey. The last survey was around 2003. A new survey would help both parties, both operationally and with respect to ensuring accurate billing on going-forward basis. We are not particularly concerned with a true-up following the survey, so if the potential for a true-up is an impediment to AT&T moving-forward, we are willing to work around this. We are also open to more innovative and efficient ways to accomplish this survey.

The address for the meeting location is 600 North 18th Street, Birmingham. The Hampton Inn and Suites located downtown is within walking distance. There is also a Sheraton and Westin that are downtown but not really within walking distance. If you prefer to get a slight bit out of downtown the lakeshore area in Homewood and Walker's Chapel Rd. area in Fultondale has a variety of hotels as well. I hope this helps, but if I can answer any further questions logistically please let me know.

<https://www.guestreservations.com/Hampton-Inn-Suites-Downtown-Tutwiler-Birmingham/booking?msclkid=219ca51909201e4f90a0f94232bcd1f>

I enjoyed talking with you today and good luck with the Town Hall and all your HR duties today, I know we will both get through those ☺! If you need more time to pull together the data just let me know and we can find another alternate date without getting too far out in the future. We just want the meeting to be as productive as possible. Please let me

PUBLIC VERSION

know if you have any questions about this. I look forward to meeting you in person and working with you on a resolution that makes sense for both companies!

Pam O. Boyd

ALABAMA POWER COMPANY

PD Technical Services General Manager

O (205) 257-5224 | C (205) 913-1573



EXHIBIT 18

PUBLIC VERSION

From: MILLER, DIANNE W [mailto:dm6516@att.com]
Sent: Friday, February 8, 2019 5:20 PM
To: Boyd, Pamela Owens <POBOYD@southernco.com>
Subject: APC/AT&T Joint Use Agreement Discussion-- February 8, 2019

EXTERNAL MAIL: Caution Opening Links or Files

Pam,

I am happy we were able to speak on a Friday afternoon. Wanted to drop you this note so I can send you the clip on our embedded pole cost based on year-end 2017 data. I can confirm that AT&T calculated a bare pole cost, using year-end 2017 data, for the purposes of the contract rate calculation. Per below.

AT&T Data

Information for Alabama Power Billing of 2017 Attachments - 2018 True-up Billing

Investment Year End (2017 Data;
Poles YE 2017

Alabama - 2017

S

Source: Finance Operations - Plant Mileage Report Oracle Telco CFAS
Finance Operations - General Ledger Summary Report 2411 10

Per our phone conversation, we do not desire to provide information regarding third-party attachments to AT&T's poles, nor do we wish to complicate our negotiations by talking about *changes* to our existing agreement. We would like to talk about our *existing* Joint Use agreement and reasonable rates associated with our *current* agreement.

And let me try to clarify further for you when we talked about needing your new and pre-existing telecom rate calculations. Our use of the terms "new telecom rate" and "pre-existing telecom rate" or "upper-bound rate" is consistent with the language of the FCC in its April 7, 2011 Order in WC Docket No. 07-245 (2011 Order) where it defined the "new telecom rate" as the telecom rate developed under the pre-2011 Order formula (the pre-existing telecom rate) multiplied by a factor based on the number of attaching entities.

PUBLIC VERSION

As an example only - a pre-existing telecom first foot rate of \$10 would translate to a new telecom first foot rate of \$6.60 if the urban multiplier of 0.66 were used. Using a "first foot" descriptor might be a little confusing now, but if we use it, it will readily translate into an opportunity to discuss how the telecom formula is supposed to work if more than one foot of space is used or reserved.

Exhibit A-2 in the agreement gives an outline, but it doesn't show your actual full computations or your inputs.

I will provide you the names of the attendees from AT&T as soon as I confirm those. And once we know some travel logistics, we can confirm the start time of our February 22 meeting.

And thanks again for accommodating a dial-in participant from AT&T!

I am really looking forward to meeting you in person! I feel sure that we can come out with a resolution that works for both companies if we keep working at it!

Regards,

Dianne Miller

AT&T

Director - National Joint Utility Team

From: Boyd, Pamela Owens [<mailto:POBOYD@southernco.com>]

Sent: Wednesday, February 06, 2019 3:06 PM

To: MILLER, DIANNE W <dm6516@att.com>

Subject: APC/AT&T Joint Use Agreement Discussion

Dianne, Just wanted to follow-up on our conversation today regarding the data/information we need in order to make the February 22 meeting productive. Though we had requested a number of different pieces of data since the beginning of our discussions last Spring, the main pieces of data/information we need at this point are as follows:

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- Examples of AT&T's pole license agreements with CATVs and CLECs in Alabama; (We provided this to Kyle previously, and if you need this just let me know)
- AT&T's calculation of its average embedded pole cost based on year-ending 2017 data (if AT&T disagrees with our calculation of ;)
- The portions of the joint use agreement (other than the Appendix B annual rate methodology) that AT&T wants to change, if any;
- The portions of the joint use agreement in which AT&T sees no going-forward value (for example, does AT&T see value in the feet of allocation space, the ability to use space in excess of allocated space, the per pole vs. per attachment billing methodology, etc.)

We would like to be in a position to make a firm offer to AT&T prior to the February 22 meeting. In order to do so, we would need this data (or at least the first three bullet points) by the end of this week. Also, as I mentioned on the phone, we are interested in conducting a long-overdue joint survey. The last survey was around 2003. A new survey would help both parties, both operationally and with respect to ensuring accurate billing on going-forward basis. We are not particularly concerned with a true-up following the survey, so if the potential for a true-up is an impediment to AT&T moving-forward, we are willing to work around this. We are also open to more innovative and efficient ways to accomplish this survey.

PUBLIC VERSION

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<https://www.guestreservations.com/Hampton-Inn-Suites-Downtown-Tutwiler-Birmingham/booking?msclkid=219ca51909201e4f90a0f94232bcd1f>

I enjoyed talking with you today and good luck with the Town Hall and all your HR duties today, I know we will both get through those 😊! If you need more time to pull together the data just let me know and we can find another alternate date without getting too far out in the future. We just want the meeting to be as productive as possible. Please let me know if you have any questions about this. I look forward to meeting you in person and working with you on a resolution that makes sense for both companies!

Pam O. Boyd

ALABAMA POWER COMPANY

PD Technical Services General Manager

O (205) 257-5224 | C (205) 913-1573



EXHIBIT 19

PUBLIC VERSION

From: Boyd, Pamela Owens
Sent: Wednesday, February 13, 2019 9:54 AM
To: 'MILLER, DIANNE W' <dm6516@att.com>
Subject: RE: APC/AT&T Joint Use Agreement Discussion-- February 8, 2019

I hope you had a great weekend, even though this weather has been a bit crazy. Thank-you so much for responding last Friday and confirming AT&T's Bare Pole Cost of _____ based on year end 2017 data. I believe that resolves any outstanding data issues regarding the 2017 true-up invoice and the 2018 estimated invoice from Alabama Power to AT&T. The 2017 true-up invoice was issued on August 14, 2018 in the amount of _____. Interest has been accruing on the 2017 true-up invoice since August 14th. Given that this amount relates to the 2017 billing period, given that this amount is now almost six months outstanding and given that AT&T has confirmed the _____ bare pole cost, we would very much appreciate payment of this invoice prior to our February 22 meeting.

Also, the 2018 estimated invoice was issued on November 13, 2018 in the amount of _____. Please advise of the status of this payment prior to our meeting.

In response to your request for our telecom rate calculations, please reference the July 19th letter to Kyle where he had previously requested the same information. We provided him Alabama Power's 2017 annual pole cost of _____ (based from FERC Form 1 data). From this figure ATT can calculate the rate based on the old telecom rate, new telecom rate, cable rate, etc... My apologies for not mentioning this on Friday. There have been so many communications I just could not put my finger on it while we were on the phone.

In order to have a successful meeting on the 22nd we do need the same annual pole cost information from AT&T. In order to discuss any kind of revised cost sharing methodology we need this information to better understand AT&T's actual cost of pole plant. At this meeting it is not necessary to have AT&T's actual CLEC agreement, however the annual pole cost information is critical in discussing rates between the two companies.

I look forward to meeting you in person, however I do fear that a meeting on the 22nd will not be productive without AT&T's requested cost of pole plant provided in advance. Without this information we will not be able to react to any proposals from your team. Also, as mentioned above, we would appreciate payment of the 2017 true-up invoice prior to the meeting on the 22nd.

I will be on vacation today and tomorrow but don't hesitate to call me on my cell if you need anything or have any questions. I will be back in the office on Friday.

Pam O. Boyd
ALABAMA POWER COMPANY
PD Technical Services General Manager
O (205) 257-5224 | C (205) 913-1573



From: MILLER, DIANNE W [mailto:dm6516@att.com]
Sent: Friday, February 8, 2019 5:20 PM
To: Boyd, Pamela Owens <POBOYD@southernco.com>
Subject: APC/AT&T Joint Use Agreement Discussion-- February 8, 2019

EXTERNAL MAIL: Caution Opening Links or Files

Pam,
I am happy we were able to speak on a Friday afternoon. Wanted to drop you this note so I can send you the clip on our embedded pole cost based on year-end 2017 data. I can confirm that AT&T calculated a bare pole cost, using year-end 2017 data, for the purposes of the contract rate calculation. Per below.

AT&T Data

Information for Alabama Power Billing of 2017 Attachments - 2018 True-up Billing

	Alabama - 2017
Investment Year End (2017 Data)	\$
Poles YE 2017	

Source: Finance Operations - Plant Mileage Report Oracle Telco CFAS
Finance Operations - General Ledger Summary Report 2411 1C

Per our phone conversation, we do not desire to provide information regarding third-party attachments to AT&T's poles, nor do we wish to complicate our negotiations by talking about *changes* to our existing agreement. We would like to talk about our *existing* Joint Use agreement and reasonable rates associated with our *current* agreement.

And let me try to clarify further for you when we talked about needing your new and pre-existing telecom rate calculations. Our use of the terms "new telecom rate" and "pre-existing telecom rate" or "upper-bound rate" is consistent with the language of the FCC in its April 7, 2011 Order in WC Docket No. 07-245 (2011 Order) where it defined the "new telecom rate" as the telecom rate developed under the pre-2011 Order formula (the pre-existing telecom rate) multiplied by a factor based on the number of attaching entities.

As an example only - a pre-existing telecom first foot rate of \$10 would translate to a new telecom first foot rate of \$6.60 if the urban multiplier of 0.66 were used. Using a "first foot" descriptor might be a little confusing now, but if we use it, it will readily translate into an opportunity to discuss how the telecom formula is supposed to work if more than one foot of space is used or reserved.

Exhibit A-2 in the agreement gives an outline, but it doesn't show your actual full computations or your inputs.

I will provide you the names of the attendees from AT&T as soon as I confirm those. And once we know some travel logistics, we can confirm the start time of our February 22 meeting. And thanks again for accommodating a dial-in participant from AT&T!

I am really looking forward to meeting you in person! I feel sure that we can come out with a resolution that works for both companies if we keep working at it!

Regards,

Dianne Miller
AT&T
Director - National Joint Utility Team

From: Boyd, Pamela Owens [mailto:POBOYD@southernco.com]
Sent: Wednesday, February 06, 2019 3:06 PM
To: MILLER, DIANNE W <dm6516@att.com>
Subject: APC/AT&T Joint Use Agreement Discussion

Dianne, Just wanted to follow-up on our conversation today regarding the data/information we need in order to make the February 22 meeting productive. Though we had requested a number of different pieces of data since the beginning of our discussions last Spring, the main pieces of data/information we need at this point are as follows:

- The current rates that AT&T charges its CATV and CLEC attachers in Alabama, as calculated under the FCC's formulas;
- Examples of AT&T's pole license agreements with CATVs and CLECs in Alabama; (We provided this to Kyle previously, and if you need this just let me know)
- AT&T's calculation of its average embedded pole cost based on year-ending 2017 data (if AT&T disagrees with our calculation of _____);
- The portions of the joint use agreement (other than the Appendix B annual rate methodology) that AT&T wants to change, if any;
- The portions of the joint use agreement in which AT&T sees no going-forward value (for example, does AT&T see value in the _____ feet of allocation space, the ability to use space in excess of allocated space, the per pole vs. per attachment billing methodology, etc.)

We would like to be in a position to make a firm offer to AT&T prior to the February 22 meeting. In order to do so, we would need this data (or at least the first three bullet points) by the end of this week. Also, as I mentioned on the phone, we are interested in conducting a long-overdue joint survey. The last survey was around 2003. A new survey would help both parties, both operationally and with respect to ensuring accurate billing on going-forward basis. We are not particularly concerned with a true-up following the survey, so if the potential for a true-up is an impediment to AT&T moving-forward, we are willing to work around this. We are also open to more innovative and efficient ways to accomplish this survey.

The address for the meeting location is 600 North 18th Street, Birmingham. The Hampton Inn and Suites located downtown is within walking distance. There is also a Sheraton and Westin that are downtown but not really within walking distance. If you prefer to get a slight bit out of downtown the lakeshore area in Homewood and Walker's Chapel Rd. area in Fultondale has a variety of hotels as well. I hope this helps, but if I can answer any further questions logistically please let me know.

PUBLIC VERSION

<https://www.guestreservations.com/Hampton-Hotel-Suite-Birmingham-Pennsylvania-Birmingham/booking?msclkid=219ca51909201e4f90a0f94232bcda1f>

I enjoyed talking with you today and good luck with the Town Hall and all your HR duties today, I know we will both get through those 😊! If you need more time to pull together the data just let me know and we can find another alternate date without getting too far out in the future. We just want the meeting to be as productive as possible. Please let me know if you have any questions about this. I look forward to meeting you in person and working with you on a resolution that makes sense for both companies!

Pam O. Boyd

ALABAMA POWER COMPANY

PD Technical Services General Manager

O (205) 257-5224 | C (205) 913-1573



EXHIBIT 20

PUBLIC VERSION

From: MILLER, DIANNE W
Sent: Friday, February 15, 2019 1:42 PM
To: 'Boyd, Pamela Owens' <POBOYD@southernco.com>
Subject: RESPONSE: APC/AT&T Joint Use Agreement Discussion-- February 8, 2019

Pam,

In the spirit of expeditiousness, I'm just going to reply to each of your points below in RED from your memo.

Dianne

From: Boyd, Pamela Owens [<mailto:POBOYD@southernco.com>]
Sent: Wednesday, February 13, 2019 10:54 AM
To: MILLER, DIANNE W <dm6516@att.com>
Subject: RE: APC/AT&T Joint Use Agreement Discussion-- February 8, 2019

I hope you had a great weekend, even though this weather has been a bit crazy. Thank-you so much for responding last Friday and confirming AT&T's Bare Pole Cost of _____ based on year end 2017 data. I believe that resolves any outstanding data issues regarding the 2017 true-up invoice and the 2018 estimated invoice from Alabama Power to AT&T. The 2017 true-up invoice was issued on August 14, 2018 in the amount of _____. Interest has been accruing on the 2017 true-up invoice since August 14th. Given that this amount relates to the 2017 billing period, given that this amount is now almost six months outstanding and given that AT&T has confirmed the _____ bare pole cost, we would very much appreciate payment of this invoice prior to our February 22 meeting.

Pam, coincidentally this payment was in the works so it should arrive to APCO before or shortly after our meeting.

Also, the 2018 estimated invoice was issued on November 13, 2018 in the amount of _____. Please advise of the status of this payment prior to our meeting.

We are reviewing the 2018 invoice and expressed our concerns regarding the invoice and the rental rates used to derive it at the executive-level meeting last year. Those concerns haven't been addressed and are the reason we're meeting again next week.

In response to your request for our telecom rate calculations, please reference the July 19th letter to Kyle where he had previously requested the same information. We provided him Alabama Power's 2017 annual pole cost of _____ (based from FERC Form 1 data). From this figure ATT can calculate the rate based on the old telecom rate, new telecom rate, cable rate, etc... My apologies for not mentioning this on Friday. There have been so many communications I just could not put my finger on it while we were on the phone.

The annual pole cost is helpful, but APCO has not shown how it calculated the rate or the "modifications and adjustments" that were made to derive it. While the pole cost may allow AT&T to calculate the rates APCO may have charged AT&T's competitors, it still does not enable AT&T, as we need, to determine whether those rates were correctly calculated.

PUBLIC VERSION

In order to have a successful meeting on the 22nd we do need the same annual pole cost information from AT&T. In order to discuss any kind of revised cost sharing methodology we need this information to better understand AT&T's actual cost of pole plant. At this meeting it is not necessary to have AT&T's actual CLEC agreement, however the annual pole cost information is critical in discussing rates between the two companies.

We've addressed this before--providing AT&T's annual pole cost is irrelevant as regards the just and reasonable rate that AT&T is entitled to under the law for its attachments on APCO's poles (the issue to be discussed at the meeting).

I look forward to meeting you in person, however I do fear that a meeting on the 22nd will not be productive without AT&T's requested cost of pole plant provided in advance. Without this information we will not be able to react to any proposals from your team. Also, as mentioned above, we would appreciate payment of the 2017 true-up invoice prior to the meeting on the 22nd.

I do look forward to meeting you and your team in person. I think a worthwhile discussion can take place. And I trust you will make good on your commitment to provide AT&T an offer at the meeting or beforehand. We eagerly await that.

I will be on vacation today and tomorrow but don't hesitate to call me on my cell if you need anything or have any questions. I will be back in the office on Friday.

Looks like we are in for a lot of rain this forthcoming week as we plan our travel!

Dianne Miller

Pam O. Boyd

ALABAMA POWER COMPANY

PD Technical Services General Manager

O (205) 257-5224 | C (205) 913-1573



From: MILLER, DIANNE W [<mailto:dm6516@att.com>]

Sent: Friday, February 8, 2019 5:20 PM

To: Boyd, Pamela Owens <POBOYD@southernco.com>

Subject: APC/AT&T Joint Use Agreement Discussion-- February 8, 2019

EXTERNAL MAIL: Caution Opening Links or Files

Pam,

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I am happy we were able to speak on a Friday afternoon. Wanted to drop you this note so I can send you the clip on our embedded pole cost based on year-end 2017 data. I can confirm that AT&T calculated a bare pole cost, using year-end 2017 data, for the purposes of the contract rate calculation. Per below.

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Regards,

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AT&T

Director - National Joint Utility Team

PUBLIC VERSION

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To: MILLER, DIANNE W <dm6516@att.com>
Subject: APC/AT&T Joint Use Agreement Discussion

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Pam O. Boyd

ALABAMA POWER COMPANY

PD Technical Services General Manager

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EXHIBIT 21