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**Initial Resolution Authorizing the Sale and Issuance of Not to Exceed  
\$28,000,000 General Obligation Sewerage System Refunding Bonds,  
and Certain Related Details**

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**RECITALS**

The Milwaukee Metropolitan Sewerage Commission (the “**Governing Body**”) of the Milwaukee Metropolitan Sewerage District, Wisconsin (the “**District**”) makes the following findings and determinations:

1. The District needs funds to finance the current refunding of the 2021 through and including 2030 maturities (the “**Refunding**”) of its \$50,000,000 Milwaukee Metropolitan Sewerage District, Wisconsin Taxable General Obligation Sewerage System Bonds, Series 2010L, dated December 23, 2010 (the “**2010L Bonds**”).
2. The 2010L Bonds were designated as Build America Bonds; therefore, the 2010L Bonds qualify for refunding with tax-exempt debt.
3. The Governing Body has previously adopted a resolution setting forth the policy considerations to be used by the Governing Body and its staff in connection with the issuance of debt and the management of the debt portfolio (the “**Policy**”).
4. The Policy provides that a refunding to achieve an economic benefit will generally be undertaken when a net present value savings of at least 2% of the refunded debt can be achieved; however, a refunding that achieves less savings may be considered when supported by a compelling public policy or long-range financing policy objective.
5. The District’s staff has recommended that the District undertake the Refunding for the purpose of achieving an economic benefit and also has recommended that the District restructure the amortization of principal of the 2010L Bonds over a period not longer than 2030 (a period that the District’s staff has determined is consistent with the Policy provisions concerning the maturity of debt).
6. The District’s staff has advised that a negotiated sale is advantageous because of the complexity of the Refunding and has recommended the negotiation of the sale with an underwriting syndicate (the “**Purchaser**”) selected based on a review of responses to a request for proposals.
7. The Governing Body deems it in the best interests of the District that the funds needed for the Refunding be borrowed, pursuant to the provisions of Chapter 67 and Section 200.55 (2) of the Wisconsin Statutes, and upon the terms and conditions set forth below.

## **RESOLUTIONS**

The Governing Body resolves as follows:

### **Section 1. Authorization to Proceed.**

The Governing Body hereby finds and determines that, in accordance with the Policy, the benefit to the District from restructuring the amortization of principal of the 2010L Bonds under the circumstances set forth in the recitals above constitutes a long-range financing policy objective allowing consideration of the Refunding so long as a net present value savings is realized of not less than 2% of the refunded debt.

### **Section 2. Authorization of Issuance and Purposes of Obligations.**

Under and by virtue of the provisions of Chapter 67 and Section 200.55(2) of the Wisconsin Statutes, the District shall issue its negotiable, general obligation refunding bonds (the “**Obligations**”), in an aggregate principal amount of not to exceed \$28,000,000 to finance the Refunding; *provided, however*, that said Obligations shall be sold and issued (i) in compliance with the provisions of the Policy, and (ii) in whole or in part from time to time in such amount or amounts as shall be within the limits provided by law.

### **Section 3. Authorization of Sale of Obligations.**

The Obligations are hereby authorized and ordered to be sold by negotiated sale to the Purchaser.

### **Section 4. Preparation of Preliminary Official Statement.**

The Treasurer of the District (in consultation with the District’s financial advisor) is hereby authorized and directed to cause a preliminary offering document for the Obligations (the “**Preliminary Official Statement**”) to be prepared and distributed. The Chairperson and the Commission Secretary are hereby authorized, on behalf of the District, to approve the form of Preliminary Official Statement and authorize it to be deemed final as of its date for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1), and to supply copies of the Preliminary Official Statement to the Purchaser upon request.

### **Section 5. Further Actions.**

The issuance of the Obligations shall be subject to the condition that the Governing Body has adopted a resolution to set forth parameters for the purchase price and interest rate or rates on the Obligations, to provide for the form of the Obligations, to set forth any early redemption provisions, to levy taxes to pay the principal of and interest on the Obligations as required by law, to designate a fiscal agent for the Obligations, and to take such further action as may be necessary or expedient to provide for the preparation, execution, issuance, delivery, payment, and cancellation of the Obligations.

**Section 6.     Authorization to Act.**

The officers of the District, attorneys for the District, and other agents or employees of the District are hereby authorized to do all acts and procedures required of them by this resolution for the full, punctual, and complete performance of all of the provisions of this resolution including arranging for the payment of the costs of issuance of the Obligations, including, but not limited to, bond counsel fees, financial advisory fees, printing fees for the Preliminary Official Statement, and rating agency fees.

**Section 7.     Conflicting Resolutions; Severability.**

All prior resolutions, rules, or other actions of this Governing Body or any parts thereof in conflict with the provisions of this resolution shall be, and the same hereby are, rescinded insofar as the same may so conflict. In the event that any one or more provisions of this resolution shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this resolution.

**Section 8.     Effective Date.**

This resolution shall take effect upon its adoption in the manner provided by law.

Adopted:     April 27, 2020

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Chairperson

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Secretary